

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The Letter of Offer [is] sent to you as a Shareholder of Mindtree Limited. If you require any clarifications about the actions to be taken, you may consult your stock broker or investment consultant or the Managers to the Offer or the Registrar to the Offer. In case you have recently sold your Equity Shares, please hand over the Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgment to the member of stock exchange through whom the said sale was effected.

LARSEN & TOUBRO LIMITED

a listed public limited company incorporated under the Companies Act, 1913
Registered Office: L&T House, Ballard Estate, Mumbai - 400001, Maharashtra, India
(Tel: 022-67525656, Fax: 022-67525893)
CIN: L99999MH1946PLC004768

MAKES A CASH OFFER OF RS. 980 (RUPEES NINE HUNDRED AND EIGHTY ONLY) PER FULLY PAID UP EQUITY SHARE OF THE FACE VALUE OF RS. 10 (RUPEES TEN ONLY) EACH, TO ACQUIRE UP TO 5,13,25,371 (FIVE CRORE THIRTEEN LAKH TWENTY FIVE THOUSAND THREE HUNDRED AND SEVENTY ONE) EQUITY SHARES REPRESENTING 31.00% (THIRTY ONE PERCENT) OF THE VOTING SHARE CAPITAL, UNDER THE SEBI SAST REGULATIONS TO THE SHAREHOLDERS OF

MINDTREE LIMITED

a listed public limited company incorporated under the Companies Act, 1956
Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru - 560059, Karnataka, India
(Tel: +91-80-67064000, Fax: +91-80-67064100)
CIN: L72200KA1999PLC025564

1. This Offer is being made by the Acquirer pursuant to and in compliance with the provisions of Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations.
2. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI SAST Regulations.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI SAST Regulations.
4. As on the date of this Draft Letter of Offer, to the best knowledge of the Acquirer, the Statutory Approval(s) mentioned in Paragraph 6.3.1 of this Draft Letter of Offer are required by the Acquirer to complete this Offer. However, in case of any further statutory approval(s) being required by the Acquirer at a later date, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals.
5. The Acquirer may withdraw the Offer in accordance with the conditions specified in Paragraph 6.3.5 of this Draft Letter of Offer. In the event of a withdrawal of the Offer, the Acquirer (through the Managers to the Offer) shall, within 2 (two) Working Days of such withdrawal, make a public announcement of such withdrawal, in the same newspapers in which the DPS had appeared, stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI SAST Regulations.
6. The Acquirer reserves the right to revise the Offer Price and/or the Offer Size upwards at any time prior to the commencement of the last 1 (one) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI SAST Regulations. In the event of acquisition of the Equity Shares by the Acquirer during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI SAST Regulations. In the event of any revision of the Offer Price and/or the Offer Size, the Acquirer shall: (i) make corresponding further deposits into the Escrow Account; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the Letter of Offer.
7. The Acquirer may acquire Equity Shares pursuant to the SPA and/or the Purchase Order (if not acquired earlier) until the expiry of 26 (twenty six) weeks after the expiry of the Offer Period, or an extended period granted by SEBI, in accordance with Regulation 22(3) of the SEBI SAST Regulations.
8. **If there is a competing offer, the public offers under all subsisting bids will open and close on the**

same date.

9. **There has been no competing offer as of the date of this Draft Letter of Offer.**

10. A copy of the Public Announcement, the DPS and the Draft Letter of Offer (including the Form of Acceptance-cum-Acknowledgement) is also available and the Letter of Offer (including Form of Acceptance-cum- Acknowledgement) will also be available on the website of SEBI (www.sebi.gov.in).

All future correspondence, if any, should be addressed to the Managers to the Offer or the Registrar to the Offer at the addresses mentioned below:

Managers to the Offer		Registrar to the Offer
 Axis Capital Limited Axis House, 1 st Floor, C-2, Wadia International Center, P. B. Marg, Worli, Mumbai 400 025 Tel: +91 22 43252183 Fax: +91 22 43253000 Website: www.axiscapital.co.in Email: ml.openoffer@axiscap.in Contact person: Ms. Mayuri Arya SEBI Registration Number: INM000012029	 Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Centre, G-Block, Bandra Kurla Complex, Bandra East, Mumbai 400098 Tel: +91 22 61759999 Fax: +91 22 61759898 Website: www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm Email: mindtree.openoffer@citi.com Contact person: Ms. Garima Maheshwari SEBI Registration Number: INM000010718	 Link Intime India Private Limited C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 Tel : + 91 22 49186200 Fax : + 91 22 49186195 Website: www.linkintime.co.in Email: mindtree.offer@linkintime.co.in Contact Person: Mr. Sumeet Deshpande SEBI Registration Number: INR000004058

SCHEDULE OF ACTIVITIES

The schedule of major activities under the Offer is set out below:

Name of Activity	Schedule of Activities#
	Day and Date
Issue of Public Announcement	Monday, March 18, 2019
Publication of the DPS in newspapers	Tuesday, March 26, 2019
Filing of the Draft Letter of Offer with SEBI	Tuesday, April 2, 2019
Last date for public announcement for competing offer(s)	Tuesday, April 16, 2019
Last date for receipt of comments from SEBI on the Draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Managers to the Offer)	Thursday, April 25, 2019
Identified Date*	Monday, April 29, 2019
Last date for dispatch of the Letter of Offer to the Shareholders of the Target Company	Tuesday, May 7, 2019
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Shareholders of the Target Company for this Offer	Friday, May 10, 2019
Last date for upward revision of the Offer Price and/or the Offer Size	Monday, May 13, 2019
Date of publication of Offer Opening Public Announcement, in the newspapers in which the DPS has been published	Monday, May 13, 2019
Date of commencement of the Tendering Period	Tuesday, May 14, 2019
Date of closure of the Tendering Period	Monday, May 27, 2019
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Shareholders of the Target Company	Tuesday, June 11, 2019
Last date for publication of post-Offer public announcement in the newspapers in which the DPS has been published	Tuesday, June 18, 2019

The above timelines are indicative (prepared on the basis of timelines provided under the SEBI SAST Regulations) and are subject to receipt of relevant approvals from various regulatory authorities and may have to be revised accordingly throughout this document.

* The Identified Date is only for the purpose of determining the Shareholders as on such date to whom the Letter of Offer would be sent. It is clarified that all holders (registered or unregistered) of Equity Shares (except the Acquirer, parties to the SPA and persons deemed to be acting in concert with the parties to the SPA) are eligible to participate in the Offer any time during the Tendering Period.

RISK FACTORS

THE RISK FACTORS SET FORTH BELOW ARE INDICATIVE ONLY AND ARE NOT INTENDED TO PROVIDE A COMPLETE ANALYSIS OF ALL RISKS AS PERCEIVED IN RELATION TO THE UNDERLYING TRANSACTIONS AND THE OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATING WITH THE ACQUIRER. THE RISK FACTORS SET FORTH BELOW DO NOT RELATE TO THE PRESENT OR FUTURE BUSINESS OR OPERATIONS OF THE TARGET COMPANY AND ANY OTHER RELATED MATTERS, AND ARE NEITHER EXHAUSTIVE NOR INTENDED TO CONSTITUTE A COMPLETE ANALYSIS OF THE RISKS INVOLVED IN THE PARTICIPATION BY ANY SHAREHOLDER IN THE OFFER. THE SHAREHOLDERS ARE ADVISED TO CONSULT THEIR STOCKBROKER, INVESTMENT CONSULTANT OR TAX ADVISOR FOR AN UNDERSTANDING OF THE FURTHER RISKS ASSOCIATED WITH THEIR PARTICIPATION IN THE OFFER.

1. Risk factors relating to the underlying transactions

- 1.1. As on the date of this Draft Letter of Offer, to the best knowledge of the Acquirer, except as mentioned in Paragraph 6.3.1 of this Draft Letter of Offer, there are no statutory approval(s) required by the Acquirer to complete the acquisitions under the SPA and the Purchase Order. Other than the Statutory Approvals (*as defined below*), the completion of the acquisition under the SPA is conditional upon the SPA Conditions (*as defined below*) and the completion of the acquisition under the Purchase Order is conditional upon the Purchase Order Conditions (*as defined below*). In the event the Statutory Approvals (*as defined below*) are finally refused, or the SPA Conditions (*as defined below*) or the Purchase Order Conditions (*as defined below*) are not met for reasons outside the reasonable control of the Acquirer, then the SPA and/or the Purchase Order may be rescinded and the Offer may be withdrawn, subject to applicable law.
- 1.2. The Acquirer and the Sellers have entered into an escrow arrangement to facilitate the sale and purchase of the SPA Shares. The lenders to the Sellers (and their group entities) shall continue to have a pledge on the SPA Shares under the same escrow arrangement. In the event that the pledge is invoked by such lenders, the Acquirer may not be able to acquire all or part of the SPA Shares.
- 1.3. The number of Equity Shares acquired by the Acquirer under the Purchase Order is subject to receipt of Statutory Approvals (*as defined below*) and the then prevailing market conditions.
- 1.4. The completion of the acquisitions under the SPA and the Purchase Order is subject to completion risks as would be applicable to similar transactions.

2. Risk factors relating to the Offer

- 2.1. The Acquirer may withdraw the Offer in accordance with the conditions specified in Paragraph 6.3.5 of this Draft Letter of Offer. In the event of a withdrawal of the Offer, the Acquirer (through the Managers to the Offer) shall, within 2 (two) Working Days of such withdrawal, make a public announcement of such withdrawal, in the same newspapers in which the DPS had appeared, stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI SAST Regulations.
- 2.2. In the event of any litigation leading to a stay on this Offer by a court of competent jurisdiction, or SEBI instructing that the Offer should not proceed, the Offer may be withdrawn or the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, in the event of any delay, the payment of consideration to the Shareholders of the Target Company, whose Equity Shares are accepted under this Offer, as well as the return of Equity Shares not accepted under this Offer, by the Acquirer may be delayed.
- 2.3. The Equity Shares tendered in the Offer will be held in trust by the Clearing Corporation, on behalf of the Shareholders who have tendered their Equity Shares until the completion of the formalities of this Offer and the Shareholders who have tendered their Equity Shares will not be able to trade in such Equity Shares held in trust by the Clearing Corporation during such period, even if the acceptance of the Equity Shares in this Offer and/or dispatch of payment consideration are delayed. Further, during such period, there could be fluctuations in the market price of the Equity Shares that may adversely impact the Shareholders who have tendered their Equity Shares in this Offer. Accordingly, the

Acquirer makes no assurance with respect to the market price of the Equity Shares both during the Tendering Period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by any Shareholder on whether or not to participate in the Offer. It is understood that the Shareholders will be solely responsible for their decisions regarding their participation in this Offer.

- 2.4. The Shareholders should note that, under the SEBI SAST Regulations, once the shareholders have tendered their Equity Shares in the Offer, they will not be able to withdraw their Equity Shares from the Offer even in the event of a delay in the acceptance of the Equity Shares under the Offer and/or the dispatch of consideration.
- 2.5. In the event that the number of Equity Shares validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares which are validly tendered by the Shareholders on a proportionate basis as detailed in Paragraph 7.11.2 of this Draft Letter of Offer. Therefore, there is no certainty that all the Equity Shares tendered in the Offer will be accepted. The unaccepted Equity Shares will be returned to the respective Shareholders in accordance with the schedule of activities for the Offer.
- 2.6. All Shareholders, including non-residents holders of Equity Shares, must obtain all requisite approvals required, if any, to tender their Equity Shares in the Offer (including without limitation, approval from the RBI) and submit such approvals, along with the other documents required for accepting this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares, along with the other documents required to be submitted to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares.
- 2.7. As on the date of this Draft Letter of Offer, to the best knowledge of the Acquirer, except as mentioned in Paragraph 6.3.1 of this Draft Letter of Offer, there are no statutory approval(s) required by the Acquirer to complete this Offer. However, in case of any further statutory approval(s) being required by the Acquirer at a later date, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. In case of delay in receipt of any statutory approval(s), SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by SEBI (including payment of interest in accordance with Regulation 18(11) of the SEBI SAST Regulations) grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Shareholders whose Equity Shares have been accepted in the Offer. Furthermore, in case of delay in receipt of any such statutory approval(s), the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer.
- 2.8. The Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Managers to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.
- 2.9. The Acquirer and the Managers to the Offer accept no responsibility for statements made otherwise than in the Public Announcement, the DPS, this Draft Letter of Offer, the Letter of Offer, the Offer Opening Public Announcement or in any corrigendum (if issued) or any other materials issued by or at the instance of the Acquirer and the Managers to the Offer in relation to the Offer (excluding all information which has been obtained from publicly available sources), and anyone or any person placing reliance on any other source of information (not released by the Acquirer or the Managers to the Offer) will be doing so at his/her/its own risk.
- 2.10. This Offer is subject to completion risks as would be applicable to similar transactions.

3. Probable risks involved in associating with the Acquirer

- 3.1. The Acquirer makes no assurances with respect to its investment / divestment decisions relating to its proposed shareholding in the Target Company.
- 3.2. Neither the Managers to the Offer nor the Acquirer make any assurance with respect to the continuation of past trends in the financial performance of the Target Company.
- 3.3. Neither the Managers to the Offer nor the Acquirer can provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and each of them expressly disclaim any responsibility or obligation of any kind with respect to any decision by any Shareholder regarding whether or not to participate in the Offer.

THE RISK FACTORS SET FORTH ABOVE ARE NOT A COMPLETE ANALYSIS OF ALL RISKS IN RELATION TO THE UNDERLYING TRANSACTION, THE OFFER OR IN ASSOCIATION WITH THE ACQUIRER BUT ARE ONLY INDICATIVE IN NATURE.

NOTICE TO HOLDERS RESIDENT IN THE UNITED STATES

This Offer is made for the securities of a non-US issuer. The Offer is subject to disclosure requirements of India that are different from those of the United States. The financial information included in this document was excerpted from financial statements prepared in accordance with non-US accounting standards that may not be comparable to the financial statements of United States companies. This Draft Letter of Offer has not been filed with or reviewed by the US Securities and Exchange Commission or any US state securities regulator.

It may be difficult for you to enforce your rights and any claims you may have arising under US federal securities laws because the Acquirer and the Target Company are both entities organized and operated in India. This Draft Letter of Offer does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. This Draft Letter of Offer does not in any way constitute an offer to purchase or an invitation to sell, any securities in any state or territory of the United States in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

DISCLAIMER FOR PERSONS IN OTHER FOREIGN COUNTRIES

This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Managers to the Offer to any new or additional registration requirements. This Draft Letter of Offer does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

CURRENCY OF PRESENTATION

In this Draft Letter of Offer, all references to “Rs.” / “INR” are to Indian Rupee(s), the official currency of India. In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off and/or regrouping.

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DEFINITIONS / ABBREVIATIONS

TERM	DEFINITION / DETAILS
“Acquirer” / “L&T” / “Larsen & Toubro”	Larsen & Toubro Limited
“BSE”	BSE Limited (website: www.bseindia.com)
“CDEL”	Coffee Day Enterprises Limited
“CDSL”	Central Depository Services (India) Limited
“CDTL”	Coffee Day Trading Limited
“CIN”	Corporate Identity Number
“Clearing Corporation”	Clearing corporation of Stock Exchanges
“Delisting Regulations”	Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended from time to time
“Depositories”	CDSL and NSDL
“DIN”	Director Identification Number
“DP”	Depository Participant
“DPS”	The detailed public statement in connection with the Offer, published on behalf of the Acquirer on March 26, 2019 in the following newspapers: (a) Financial Express (all editions); (b) Jansatta (all editions); (c) Vishwavani (Bangalore edition); and (d) Navshakti (Mumbai edition)
“Draft Letter of Offer”	This draft letter of offer dated April 2, 2019, filed with SEBI pursuant to Regulation 16(1) of the SEBI SAST Regulations
“Equity Share Capital”	Rs. 164,21,40,410 (Rupees One Hundred Sixty Four Crore Twenty One Lakhs Forty Thousand and Four Hundred Ten Only) being the total paid-up equity share capital of the Target Company consisting of 16,42,14,041 (Sixteen Crore Forty Two Lakhs Fourteen Thousand Forty One) Equity Shares
“Equity Share”	Fully paid-up equity share of the Target Company of face value of Rs. 10 (Rupees Ten) each
“Escrow Account”	Escrow account under the name and title of ‘Mindtree Open Offer Escrow Account’ bearing account number 919020022086489 with Axis Bank Limited
“Escrow Amount”	The amount deposited by the Acquirer in the Escrow Account in compliance with Regulation 17 of the SEBI SAST Regulations, being approximately Rs. 578 Crore (Rupees Five Hundred and Seventy Eight Crore Only)
“Escrow Bank”	Axis Bank Limited, a banking corporation incorporated under the Banking Regulation Act, 1949 and having its branch office at Trishul, Third Floor, Opp. Samarsheshwar Temple, Near Law Garden, Ellisbridge, Ahmedabad – 380006
“Execution Date”	March 18, 2019, being the date on which the SPA has been entered into between the Acquirer and the Sellers
“FEMA”	Foreign Exchange Management Act, 1999, as amended from time to time
“FI”	Financial institutions (as defined under the Companies Act, 2013)
“FII”	Foreign institutional investor (as defined in FEMA)
“FPI”	Foreign portfolio investor (as defined in FEMA)
“Identified Date”	The date falling on the 10 th (Tenth) Working Day prior to the commencement of the Tendering Period
“Income Tax Act”	Income Tax Act, 1961, as amended from time to time
“LIC”	Life Insurance Corporation of India
“LODR Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
“Long Stop Date”	The long stop date for the completion of the transaction under the SPA is the date of expiry of 90 (ninety) days from the Execution Date, or such other later date as may be mutually agreed in writing between the parties (with written consent of the debenture trustee), provided that if the Statutory Approvals (<i>as defined below</i>) have not been obtained by the expiry of 86 (eighty six) days from the Execution Date, the Long Stop Date shall automatically be extended by 30 (thirty) days and the Long Stop Date shall mean the date of expiry of 120 (one hundred and twenty) days from the Execution Date
“Managers to the Offer”	Axis Capital Limited and Citigroup Global Markets India Private Limited
“Maximum Offer”	Rs. 5029,88,63,580 (Rupees Five Thousand Twenty Nine Crore Eighty Eight

TERM	DEFINITION / DETAILS
“Consideration”	Lakhs Sixty Three Thousand Five Hundred Eighty Only) being the total consideration payable to the Shareholders by the Acquirer pursuant to the Offer, assuming full acceptance of the Offer
“NCLT”	National Company Law Tribunal
“NRI”	Non-resident Indian (as defined in FEMA)
“NSDL”	National Securities Depository Limited
“NSE”	National Stock Exchange of India Limited (website: www.nseindia.com)
“OCB”	Overseas corporate bodies
“Offer Escrow Agreement”	Escrow agreement dated March 20, 2019 entered into between the Acquirer, the Managers to the Offer and the Escrow Bank
“Offer Opening Public Announcement”	The announcement of the commencement of the Tendering Period made on behalf of the Acquirer
“Offer”	Open offer being made by the Acquirer to the Shareholders of the Target Company to acquire up to 5,13,25,371 (Five Crore Thirteen Lakh Twenty Five Thousand Three Hundred and Seventy One) Equity Shares, representing 31.00% (Thirty One Percent) of the Voting Share Capital, at the Offer Price per Offer Share
“Offer Period”	The same meaning ascribed to it in the SEBI SAST Regulations
“Offer Price”	Rs. 980 (Rupees Nine Hundred Eighty Only) per Offer Share
“Offer Shares”	5,13,25,371 (Five Crore Thirteen Lakh Twenty Five Thousand Three Hundred and Seventy One) Equity Shares
“Offer Size”	Offer Shares representing 31.00% (Thirty One Percent) of the Voting Share Capital
“PAN”	Permanent Account Number
“Public Announcement”	The public announcement in connection with the Offer made by the Managers to the Offer on behalf of the Acquirer to the Stock Exchanges on March 18, 2019, submitted to SEBI on March 19, 2019 and sent to the Target Company on March 18, 2019
“Purchase Order”	The purchase order of the Acquirer placed with its stock broker Axis Capital Limited on March 18, 2019 after the Public Announcement, to purchase up to 2,48,34,858 (Two Crore Forty Eight Lakh Thirty Four Thousand Eight Hundred and Fifty Eight) Equity Shares aggregating to 15.00% of the Voting Share Capital of the Target Company, at per Equity Share price of not more than Rs. 980 (Rupees Nine Hundred and Eighty Only), subject to the Purchase Order Conditions (<i>as defined below</i>).
“RBI”	Reserve Bank of India
“Registrar to the Offer”	Link Intime India Private Limited
“SCRR”	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
“SEBI Act”	Securities and Exchange Board of India Act, 1992, as amended from time to time
“SEBI SAST Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
“SEBI”	Securities and Exchange Board of India
“Sellers”	Collectively, (a) V. G. Siddhartha, (b) Coffee Day Trading Limited, and (c) Coffee Day Enterprises Limited
“Shareholders”	All the shareholders of the Target Company, other than the Acquirer, parties to the SPA and persons deemed to be acting in concert with the parties to the SPA, pursuant to and in compliance with the SEBI SAST Regulations
“SPA Consideration”	Rs. 3,269 Crore (Rupees Three Thousand Two Hundred and Sixty Nine Crore Only), being the total consideration for sale of the SPA Shares at a price of Rs. 980 (Rupees Nine Hundred and Eighty Only) for each of the Equity Share, under the SPA
“SPA Escrow Agreement”	The escrow agreement dated March 18, 2019 between the Acquirer, Sellers, Standard Chartered Bank as the escrow agent and IDBI Trusteeship Services Limited as the debenture trustee
“SPA Shares”	3,33,60,229 Equity Shares of the Target Company aggregating to 20.15% of the Voting Share Capital of the Target Company, proposed to be purchased by the Acquirer from the Sellers under the Share Purchase Agreement

TERM	DEFINITION / DETAILS
“SPA” / “Share Purchase Agreement”	The share purchase agreement dated March 18, 2019 between the Acquirer and the Sellers, for acquisition of the SPA Shares at per Equity Share price of Rs. 980 (Rupees Nine Hundred and Eighty Only) for an overall consideration amount of the SPA Consideration
“Stock Exchanges”	BSE and NSE
“STT”	Securities Transaction Tax
“Target Company”	Mindtree Limited, a company incorporated under the laws of India with CIN L72200KA1999PLC025564 and whose registered office is at Global Village, RVCE Post, Mysore Road, Bangalore - 560059, Karnataka, India
“Tendering Period”	Tuesday, May 14, 2019 to Monday, May 27, 2019 (both days inclusive)
“TRS”	Transaction Registration Slip
“Voting Share Capital”*	<p>The total voting equity share capital of the Target Company on a fully diluted basis as of the tenth (10th) Working Day from the closure of the Tendering Period of the Offer based on publicly available data but which may change on account of any future corporate actions</p> <p>* The Target Company has informed the Acquirer after the Public Announcement vide letter dated March 22, 2019 that the number of outstanding units under the Mindtree Employee Restricted Stock Purchase Plan 2012 as on March 15, 2019 are 3,69,650. We understand based on publicly available information that 13,51,673 convertible instruments of the Target Company (which includes the aforementioned outstanding units under the Mindtree Employee Restricted Stock Purchase Plan 2012) are capable of being allotted during the Offer and have therefore considered the same for determining the Voting Share Capital in the Public Announcement, the DPS and this Draft Letter of Offer.</p>
“Working Day”	The same meaning ascribed to it in the SEBI SAST Regulations

1. DISCLAIMER

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF MINDTREE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE TARGET COMPANY WHOSE SHARES / CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS REGARD, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKERS, AXIS CAPITAL LIMITED AND CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED HAVE SUBMITTED A DUE DILIGENCE CERTIFICATE DATED APRIL 2, 2019 TO SEBI IN ACCORDANCE WITH SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

2. DETAILS OF THE OFFER

2.1 Background of this Offer

2.1.1 This Offer, being a mandatory open offer, is being made by the Acquirer to the Shareholders of the Target Company with an intention to acquire control of the Target Company in accordance with Regulation 3(1) and 4 of the SEBI SAST Regulations, pursuant to:

- (a) execution of the Share Purchase Agreement on the Execution Date between the Acquirer and the Sellers, for acquisition of 3,33,60,229 Equity Shares of the Target Company aggregating to 20.15% of the Voting Share Capital of the Target Company at per Equity Share price of Rs. 980 (Rupees Nine Hundred and Eighty Only) for an overall consideration amount of Rs. 3,269 Crore (Rupees Three Thousand Two Hundred and Sixty Nine Crore Only); and
- (b) purchase order of the Acquirer placed with its stock broker Axis Capital Limited on March 18, 2019 after the Public Announcement, to purchase up to 2,48,34,858 Equity Shares aggregating to 15% of the Voting Share Capital of the Target Company, at per Equity Share price of not more than Rs. 980 (Rupees Nine Hundred and Eighty Only) and for an overall consideration amount not exceeding Rs. 2,434 Crore (Rupees Two Thousand Four Hundred and Thirty Four Crore Only), on any recognised stock exchange in India in lots / tranches as instructed by the Acquirer from time to time, but only after the Acquirer has informed the stock broker of the receipt of the relevant approvals required from various regulatory authorities and until such period as permitted under applicable laws (including SEBI SAST Regulations) ("**Purchase Order Conditions**").

2.1.2 The Offer is not a competing offer under Regulation 20 of the SEBI SAST Regulations.

2.1.3 The Acquirer does not have any 'person acting in concert' with it, as defined in Regulation 2(1)(q)(1) of the SEBI SAST Regulations, for the purpose of this Offer.

2.1.4 The current and proposed shareholding of the Acquirer in the Target Company are as follows[#]:

Details	Acquirer	
	No.	%
Shareholding as on the date of the Public Announcement	Nil	Nil
Shares acquired between the date of the Public Announcement and the date of the DPS	Nil	Nil
Shareholding as on the date of the DPS	Nil	Nil
Shareholding after completion of acquisitions under the SPA (based on Equity Share Capital)	3,33,60,229*	20.32
Shareholding after completion of acquisitions under the SPA (based on Voting Share Capital)	3,33,60,229*	20.15
Shareholding after completion of acquisitions under the Purchase Order (based on Equity Share Capital)	5,81,95,087	35.44
Shareholding after completion of acquisitions under the Purchase Order (based on Voting Share Capital)	5,81,95,087	35.15
Post Offer shareholding** (based on Equity Share Capital)	10,95,20,458	66.69
Post Offer shareholding** (based on Voting Share Capital)	10,95,20,458	66.15

* The SPA has been entered into with the Sellers to acquire 3,33,60,229 Equity Shares of the Target Company from the Sellers and as on the Execution Date, the Sellers held 3,27,60,229 Equity Shares in the Target Company.

** Assuming full acceptance in the Offer.

The Acquirer and its respective directors do not have any shareholding in the Target Company as on the date of this Draft Letter of Offer. L&T Mutual Fund Trustee Limited (a step down subsidiary of the Acquirer) manages various mutual fund schemes in a fiduciary capacity. Such mutual fund schemes held 1.08% of the total Equity Share Capital of the Target Company as on December 31, 2018[@]. However, the Acquirer does not take or influence any investment decisions of such mutual fund schemes.

@ Source: Stock Exchange filings.

2.1.5 Summary of the Share Purchase Agreement and SPA Escrow Agreement:

- (a) The SPA has been entered into between the Acquirer and the Sellers on the Execution Date for the sale and purchase of 3,33,60,229 Equity Shares (representing 20.32% of the Equity Share Capital and 20.15% of the Voting Share Capital) at a price of Rs. 980 (Rupees Nine Hundred and Eighty Only) for each of the Equity Share, aggregating to a total consideration of Rs. 3,269 Crore (Rupees Three Thousand Two Hundred and Sixty Nine Crore Only). There are 3 (three) Sellers under the Share Purchase Agreement: (a) V. G. Siddhartha, (b) CDTL, and (c) CDEL.
- (b) The SPA Shares proposed to be sold under the Share Purchase Agreement are fully paid-up and are not locked-in.
- (c) The completion of transaction under the SPA is subject to completion of the 'Conditions Precedent', which include the 'Purchaser's Conditions Precedent', the 'Sellers' Conditions Precedent' and the 'Joint Conditions Precedent' (collectively, "SPA Conditions"):

Purchaser's Conditions Precedent

- (i) The representations and warranties provided by the Acquirer to the Sellers under the SPA having been true and correct on the Execution Date and remaining true and correct on the date of completion, in each case, in all respects.

- (ii) The Acquirer not being in breach of any of its obligations and duties under the SPA and which breach remains uncured.

The Purchaser's Conditions Precedent may be waived by the Sellers at their sole discretion.

Sellers' Conditions Precedent

- (i) The representations and warranties provided by the Sellers to the Acquirer under the SPA and the SPA Escrow Agreement having been true and correct on the Execution Date and remaining true and correct on the date of completion, in each case, in all respects.
- (ii) The Sellers not being in breach of any of their obligations and duties under the SPA and which breach remains uncured.
- (iii) The receipt of Statutory Approvals noted in Paragraphs 6.3.1(b) and 6.3.1(c) of this Draft Letter of Offer and such anti-trust approvals mandatorily required for the transaction in any other jurisdiction under applicable law of such jurisdiction only if: (A) such anti-trust approvals are required prior to the parties undertaking the transaction; and (B) either there is no provision to seek an exemption under applicable law from requiring such anti-trust approval or if there is such exemption provision under applicable law and such exemption has not been granted or has been refused to the Acquirer for any reason whatsoever.
- (iv) No order of provisional attachment having been passed under Section 281B of the Income Tax Act, 1961 over any or all of the SPA Shares, or where any such order has been passed, such order has been vacated by the relevant Governmental Authority ("**Section 281B CP**").

The Acquirer has agreed to waive the Section 281(1) CP (*as defined below*), if the Section 281B CP has been fulfilled and Statutory Approvals (*as defined below*) have been obtained, and in such case the Sellers shall automatically be deemed to have provided customary tax indemnity to the Acquirer and its directors and employees.

- (v) The Sellers shall have obtained and delivered to the Acquirer a valid "previous permission" from the relevant Indian tax authorities under Section 281(1) of the Income Tax Act, 1961 in respect of the SPA Shares proposed to be sold by the Sellers to the Acquirer ("**Section 281(1) CP**").

The Sellers' Conditions Precedent may be waived by the Acquirer at its sole discretion.

Joint Conditions Precedent

- (i) The receipt of the Statutory Approval noted in Paragraph 6.3.1(a) of this Draft Letter of Offer.
- (d) The Sellers hold 3,27,60,229 Equity Shares as on the date of execution of the SPA and have agreed to deposit the SPA Shares in the designated escrow account prior to the completion of the transaction under the SPA. The Sellers have also jointly and severally undertaken to deposit 6,00,000 Equity Shares forming part of the SPA Shares (i.e. 3,33,60,229 Equity Shares) in the designated escrow account prior to the completion date under the SPA, in accordance with applicable law.
- (e) The Sellers are required to indemnify the Acquirer and its directors and employees from and against any and all losses incurred by such persons on account of any misrepresentation or breach of the representations and warranties made by the

Sellers. The Sellers have provided customary representations and warranties regarding authority to enter into the transaction documents, capacity and the title to the Equity Shares held by them.

- (f) The Sellers have undertaken that they shall exercise their voting rights attaching to the SPA Shares as shareholders of the Target Company against any: (i) proposed resolutions concerning matters / items covered under Regulation 26(2) of the SEBI SAST Regulations; or (ii) alternative transaction which impedes the transaction under the SPA. This voting arrangement will be implemented in accordance with the terms of the SPA and the SPA Escrow Agreement.
- (g) Simultaneously with the SPA, the SPA Escrow Agreement dated March 18, 2019 has been executed by the Acquirer, Sellers, Standard Chartered Bank as the escrow agent and IDBI Trusteeship Services Limited as the debenture trustee. Pursuant to the SPA Escrow Agreement, the Acquirer has agreed to deposit the SPA Consideration in escrow and the Sellers have agreed to deposit the SPA Shares in escrow to facilitate the completion of this transaction through escrow mechanism. The debenture trustee represents the interests of non-convertible debenture holders who shall have a pledge against the SPA Shares. Upon receipt of Statutory Approvals (*as defined below*), under the SPA Escrow Agreement, the debenture trustee has agreed to revoke the pledge as necessary to facilitate the sale and purchase of the SPA Shares on the basis of a waterfall payment mechanism which prioritises payment to the non-convertible debenture holders in full before any remainder amounts of the SPA Consideration are transferred to the Sellers.
- (h) If the Offer is not completed within 21 (twenty one) Working Days from the date of the DPS, then, within 2 (two) Working Days of receipt of the last of the Statutory Approvals (*as defined below*), the Acquirer is required to deposit 100% of the Maximum Offer Consideration, or such minimum amount as may be prescribed under Regulation 22(2) of the SEBI SAST Regulations, in the Escrow Account, and provide a written confirmation of such deposit to the Sellers, following which the sale and purchase of the SPA Shares will be consummated.
- (i) The transaction may be consummated either on any of the stock exchanges or as an off-market transaction (either in whole or in more than one tranche / lots), in accordance with the SPA and the SPA Escrow Agreement and applicable law. The SPA Consideration is payable in cash.
- (j) The SPA will be terminated : (i) by any of the parties to the SPA by a notice in writing to the other parties, if the transaction is not consummated prior to the Long Stop Date; or (ii) with immediate effect upon any Statutory Approvals (*as defined below*) being finally refused by the relevant regulatory authority; (iii) by a notice in writing by the Acquirer at its sole discretion, in the event that the debenture trustee invokes its pledge over the SPA Shares at any time during the term of the SPA or the SPA Escrow Agreement. The parties under the SPA Escrow Agreement have agreed that the SPA shall not be amended by the Acquirer and the Sellers, without the prior written consent of the debenture trustee.

2.1.6 Details of the Sellers under the Share Purchase Agreement

- (a) V. G. Siddhartha:
 - (i) V. G. Siddhartha is an individual residing at No. 28, 9th Main, 3rd Cross, Opp. to Corporation Bank, Sadashiva Nagara, Bangalore North, Karnataka-560080.
 - (ii) He is not a promoter or part of the promoter group of the Target Company.
 - (iii) His shareholding in the Target Company before the underlying transaction is 53,04,217 Equity Shares representing 3.23% of Equity Share Capital and

3.20% of the Voting Share Capital.

- (iv) He has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

(b) Coffee Day Trading Limited:

- (i) Coffee Day Trading Limited is a public limited company.
- (ii) CDTL was originally incorporated as Global Technology Ventures Limited, which was changed to Coffee Day Trading Limited with effect from March 26, 2015.
- (iii) The registered address of the company is No. 23/2, 9th Floor, Vittal Mallya Road, Bengaluru- 560001
- (iv) CDTL is not a promoter, nor does it form part of the promoter group of the Target Company.
- (v) The shares of CDTL are not listed on BSE and NSE.
- (vi) The shareholding of CDTL in the Target Company before the underlying transaction is 99,94,244 Equity Shares representing 6.09% of the Equity Share Capital and 6.04% of the Voting Share Capital.
- (vii) CDTL has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

(c) Coffee Day Enterprises Limited:

- (i) Coffee Day Enterprises Limited is a publicly listed company.
- (ii) CDEL was originally formed as a partnership firm constituted under the Indian Partnership Act, 1932 on February 1, 2008 under the name Coffeeday Holding Co. Coffeeday Holding Co. was thereafter converted from a partnership firm to a private limited company and incorporated under the Companies Act 1956 in the name and style of Coffee Day Holdings Company Private Limited with effect from June 20, 2008, further it was changed to Coffee Day Resorts Private Limited with effect from January 25, 2010, post which it was changed to Coffee Day Enterprises Private Limited with effect from August 6, 2014 and then to Coffee Day Enterprises Limited with effect from January 21, 2015.
- (iii) The registered address of CDEL is No. 23/2, Coffee Day Square, Vittal Mallya Road, Bengaluru- 560001
- (iv) CDEL is not a promoter, nor does it form a part of the promoter group of the Target Company.
- (v) The equity shares of CDEL are listed on BSE and NSE
- (vi) The shareholding of CDEL in the Target Company before the underlying transaction is 1,74,61,768 Equity Shares representing 10.63% of paid up Equity Share Capital and 10.55% of the Voting Share Capital.
- (vii) CDEL has not been prohibited by SEBI, from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

- 2.1.7 The Acquirer has not been prohibited by SEBI, from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- 2.1.8 The Acquirer may at its discretion seek to effect changes to the board of directors of the Target Company, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the LODR Regulations and Regulation 24 of the SEBI SAST Regulations). No proposal in this regard has been finalised as on the date of this Draft Letter of Offer.
- 2.1.9 In accordance with Regulation 26(7) of the SEBI SAST Regulations, the committee of independent directors of the Target Company are required to provide its written reasoned recommendations on the Offer to the Shareholders and such recommendations are required to be published in the specified form at least 2 (two) Working Days before the commencement of the Tendering Period.

2.2 Details of this Offer

- 2.2.1 The Public Announcement in connection with the Offer was made by the Managers to the Offer on behalf of the Acquirer to the Stock Exchanges on March 18, 2019, submitted to SEBI on March 19, 2019 and sent to the Target Company on March 18, 2019.
- 2.2.2 The DPS in connection with the Offer was published on behalf of the Acquirer on March 26, 2019 in the following newspapers: (a) Financial Express (all editions); (b) Jansatta (all editions); (c) Vishwavani (Bangalore edition); and (d) Navshakti (Mumbai edition). The DPS was also submitted to SEBI and the Stock Exchanges and sent to the Target Company on March 26, 2019. The DPS is available on the SEBI website (www.sebi.gov.in).
- 2.2.3 This Offer is being made under Regulations 3(1) and 4 of the SEBI SAST Regulations to the Shareholders of the Target Company.
- 2.2.4 Under the Offer, the Acquirer proposes to acquire up to 5,13,25,371 (Five Crore Thirteen Lakh Twenty Five Thousand Three Hundred and Seventy One) Equity Shares of the Target Company representing 31.00% of the Voting Share Capital from the Shareholders at a per Equity Share price of Rs. 980 (Rupees Nine Hundred Eighty Only) payable in cash. Under the Offer, the Acquirer shall acquire only fully paid-up equity shares of the Target Company.
- 2.2.5 The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI SAST Regulations.
- 2.2.6 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI SAST Regulations.
- 2.2.7 The Acquirer has not acquired any Equity Shares from the date of the Public Announcement to the date of this Draft Letter of Offer (whether pursuant to the SPA, the Purchase Order or otherwise). The Acquirer shall disclose during the Offer Period any acquisitions made by the Acquirer of any Equity Shares of the Target Company in the prescribed form, to each of the Stock Exchanges and to the Target Company at its registered office within 24 (twenty four) hours of such acquisition, in accordance with Regulation 18(6) of the SEBI SAST Regulations.
- 2.2.8 There has been no competing offer as of the date of this Draft Letter of Offer.
- 2.2.9 As on the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirer, the Statutory Approval(s) mentioned in Paragraph 6.3.1 of this Draft Letter of Offer are required by the Acquirer to complete this Offer. However, in case of any further statutory approval(s) being required by the Acquirer at a later date before the closure of the Tendering Period, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals.

- 2.2.10 The Equity Shares of the Target Company are listed on BSE and NSE. As per Regulation 38 of the LODR Regulations read with Rule 19A of the SCRR, the Target Company is required to maintain at least 25% public shareholding, as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, in the event that the public shareholding in the Target Company falls below the minimum public shareholding requirement, the Acquirer undertakes to bring down the non-public shareholding in the Target Company to the level specified within the time prescribed in the SCRR, the SEBI SAST Regulations and as per applicable SEBI guidelines.
- 2.2.11 The Managers to the Offer do not hold any Equity Shares in the Target Company as on the date of this Draft Letter of Offer. The Managers to the Offer shall not deal, on their own account, in the Equity Shares of the Target Company during the Offer Period.

2.3 Objects of the Acquisition / Offer

- 2.3.1 The object and purpose of the acquisition of a controlling stake in the Target Company is aligned with the Acquirer's strategy to grow the revenue and profit of its asset light services business portfolio, thereby increasing the consolidated return on equity and further diversifying the consolidated group revenue and profits into the information technology and technology services areas. Such acquisition is expected to be value accreting for both the Acquirer's shareholders and the Target Company's shareholders in the medium to long term.
- 2.3.2 The Target Company is expected to operate as an independent company within the Larsen & Toubro Group in the short to medium term. The board of directors of the Target Company may recommend consolidation of the Target Company with other entities in the Larsen & Toubro Group, which may be given effect to after obtaining the necessary approvals under applicable law.
- 2.3.3 Currently the Acquirer does not have any intention to dispose-off or otherwise encumber any assets or investments of the Target Company or any of its subsidiaries, through sale, lease, encumbrance, reconstruction, restructuring or otherwise, other than in the ordinary course of business. If the Acquirer intends to alienate any material asset of the Target Company or any of its subsidiaries within a period of 2 (two) years from the date of completion of the Offer, a special resolution of the shareholders of the Target Company or any of its subsidiaries, as applicable, in accordance with proviso to Regulation 25(2) of the SEBI SAST Regulations would be taken before undertaking any such alienation of any material assets.
- 2.3.4 The Acquirer has not formulated any proposal as on the date of this Draft Letter of Offer which may have an adverse material impact on employees and location of place of businesses of the Target Company.

3. **BACKGROUND OF THE ACQUIRER**

3.1 Brief History & Major Areas of Operation

- 3.1.1 Larsen & Toubro Limited, is a publicly listed company which was incorporated on February 07, 1946 bearing CIN L99999MH1946PLC004768 under the Companies Act, 1913. The name of the Acquirer has not changed since inception.
- 3.1.2 The registered and corporate office of the Acquirer is situated at L&T House, Ballard Estate, Mumbai-400001, Maharashtra, India. The telephone number of the Acquirer is 022-67525656 and its fax number is 022-67525893.
- 3.1.3 The Acquirer is a part of the Larsen & Toubro Group.
- 3.1.4 Larsen & Toubro is a major technology, engineering, construction, manufacturing and financial services conglomerate, with global operations. L&T addresses critical needs in key sectors - Hydrocarbon, Infrastructure, Power, Process Industries and Defence - for customers in over 30 countries around the world. L&T is engaged in core, high impact sectors of the

economy. The Acquirer's manufacturing footprint extends across eight countries in addition to India. L&T has several international offices and a supply chain that extends around the globe.

3.2 Identity of the Promoters of the Acquirer, Persons having Control over the Acquirer and the Acquirer's Group

The Acquirer is professionally managed and does not have any identifiable promoters or promoter group or persons in control.

3.3 Shareholding Pattern of the Acquirer as on December 31, 2018:

No.	Shareholder's Category	No. of shares held	% of total equity share capital (approx.)
1.	Promoters	NIL	NIL
2.	FII's / Mutual-Funds / FIs / Banks	79,85,56,631	56.95
3.	Other Public	60,36,63,658	43.05
4.	Total Paid-Up Capital	140,22,20,289	100

3.4 Names and Details of the Acquirer's Directors

No.	Name, DIN, Address	Details of experience	Qualifications	Date of appointment
1.	Mr. A. M. Naik DIN: 00001514 Address: High Trees 54 Pali Hills, Nargis Dutt Road, Pali Hill Mumbai 400050	Mr. Naik was the Group Executive Chairman of L&T from 2012 to 2017. In October 2017, he stepped aside from executive responsibilities, and was appointed Group Chairman. His leadership has seen a remarkable increase across all parameters of business performance - market capitalization, consolidated turnover and net worth. He also spearheaded the restructuring of the conglomerate to facilitate aggressive growth across a large revenue base.	B.E (Mech)	November 23, 1989
2.	Mr. S. N. Subrahmanyam DIN: 02255382 Address: E-116, 16 th Cross Street Besant Nagar Chennai 600090	Mr. S. N. Subrahmanyam is the Chief Executive Officer and Managing Director of L&T. He has largely been responsible for establishing L&T as a significant EPC player in the Middle East, Africa and ASEAN. He holds positions of pre-eminence on various industry bodies, construction institutions and councils.	B.Sc Engg (Civil) and MBA Finance	July 1, 2011
3.	Mr. R. Shankar Raman DIN: 00019798 Address: Flat No 123, Kalpataru Royale, 12th Floor Road No 29 Near Sion Circle, Sion East Mumbai 400022	Mr. R. Shankar Raman is a qualified Chartered Accountant and a Graduate of the Institute of Cost & Works Accountants of India. Over the past 32 years, Mr. Shankar Raman has worked for leading listed corporates in varied capacities in the field of finance.	B. Com, ACA and CWA	October 1, 2011
4.	Mr. Shailendra Roy DIN: 02144836 Address: 603, Kalpana, 11th Road Behind R K	Mr. Roy had initiated a major foray into road projects for National Highways Authority of India. He was associated with business development of power projects (thermal & hydro), substations,	B. Tech	March 9, 2012

No.	Name, DIN, Address	Details of experience	Qualifications	Date of appointment
	Mission Hospital Khar West Mumbai 400052	transmission lines, railway electrification, highways and transportation. Before joining L&T, Mr. Roy was Managing Director & CEO of Bharat Heavy Plates & Vessels Limited, a Government of India undertaking.		
5.	Mr. D. K. Sen DIN: 03554707 Address: Flat No. 43, Juhu Parul Premises Co-operative Society Limited, Juhu Tara Road, Juhu, Mumbai – 400049	Mr. Dip Kishore Sen is Whole-Time Director and Senior Executive Vice President (Infrastructure), Larsen & Toubro. He spearhead the organization's efforts in the realms of roads, highways, elevated corridors and railways.	B.Sc Engg. (Civil) and MBA Finance	October 1, 2015
6.	Mr. M. V. Satish DIN: 06393156 Address: Flat No C 142 DLF Commander Court No. 49 Ethiraj Salai Egmore Chennai 600008	Mr. M. V. Satish is Whole-Time Director and Senior Executive Vice President (Buildings, Minerals and Metals). His experience is rich and varied having worked across domains like Construction, Business Development, Contracts Management and Property Development.	BE (Civil)	January 29, 2016
7.	Mr. J. D. Patil DIN: 01252184 Address: 2702, Torino, Cliff Avenue Hirandani Gardens Mumbai 400076	Mr. J. D. Patil is a Whole-Time Director and Senior Executive Vice President for L&T's Defence Business. He has been instrumental in growing the nascent Technology and Product Development Group of L&T's corporate R&D with a focus on top end inter-disciplinary Product Development.	B.Tech (Mech) and M.Tech (Prod)	July 1, 2017
8.	Mr. M. M. Chitale DIN: 00101004 Address: 4/43, Vishnu Prasad Co-operative Housing Soc Shahaji Raje Marg, Vile Parle (E), Mumbai – 400057	Mr. M. M. Chitale has nearly 40 years of experience as a practicing Chartered Accountant. He is a fellow member of ICAI and has served as the president of ICAI in the year 1997-1998. Mr. Chitale was also the Chairman of the Ethics Committee of BSE.	B.Com, FCA	April 1, 2014
9.	Mr. Subodh Bhargava DIN: 00035672 Address: Villa 69, The Palm Springs, Golf Course Road Sector 54 Gurgaon 122001	Mr. Bhargava has held and continues to hold many important positions with various government committees and in the field of education with the close association in technical and management education in India.	Mechanical Engineer	April 1, 2014
10.	Mr. M. Damodaran DIN: 02106990 Address: D-8/3, D-Block, Vasant Vihar, New Delhi 110057	M. Damodaran has held a number of important positions in the Central and State Governments and in India's financial sector, including Chairman of SEBI, Chairman of Unit Trust of India (UTI), Chairman of Industrial Development Bank of India (IDBI), Chief Secretary, Government of Tripura.	IAS, B.Com (Eco) and LLB	April 1, 2014
11.	Mr. Vikram Singh Mehta	Mr. Mehta has held responsible positions in private and government	Graduate in Mathemati	April 1, 2014

No.	Name, DIN, Address	Details of experience	Qualifications	Date of appointment
	DIN: 00041197 Address: 23, Friends Colony West, East of Kailesh, South Delhi 110065	companies since 1980. He was Chairman of the Hydrocarbon Committee of the Confederation of Indian Industry (CII) and a member of its National Council.	cs, Masters in Economics and IAS	
12.	Mr. Adil Zainulbhai DIN: 06646490 Address: The Imperial Apartment, 4701, South Tower B.B Nakshe Marg, Tardeo Mumbai 400034	Mr. Adil Zainulbhai is the Chairman of the Quality Council of India. Mr. Zainulbhai is involved in many Government of India Committees and was involved in major projects of the Government of India such as 'Make in India', 'Startup India', 'Swachh Bharat' and many others.	B.Tech and MBA	May 30, 2014
13.	Mr. Akhilesh Krishna Gupta DIN: 00359325 Address: South Tower Apartment 4403, The Imperial B.B Nakshe Marg, Tardeo Mumbai 400034	Mr. Gupta has been associated with reputed corporates in India and abroad and is currently a senior fellow / guest at Harvard University since 2015.	B.Tech (Civil) and MBA	September 9, 2014
14.	Mrs. Sunita Sharma DIN: 02949529 Address: 3/301, Millennium Apartments, Sector 9, Plot No. 2, Dwarka, New Delhi 110077	Mrs. Sharma is a Nominee Director of LIC and has handled several roles in her illustrious career of over three decades in LIC including as MD & CEO of LIC Housing Finance Limited (LIC HFL), Executive Director heading Investments, Executive Director heading Pension & Group Schemes, Chief (Personnel) and Regional Manager (Estate and Office Services).	Masters Degree in Science	April 1, 2015
15.	Mr. Thomas Mathew T DIN: 00130282 Address: 19A011, Kohinoor City, Phase-2, Kiroli Road, Kurla West Mumbai 400070	Mr. Thomas Mathew has four decades of strategic leadership and operational experience in the Life Insurance and Reinsurance industry in India. He was the Managing Director and Interim Chairman of LIC.	M.A Economics, LLB and PGDM in Marketing	April 3, 2015
16.	Mr. Ajay Shankar DIN: 01800443 Address: Flat No 202, Tower 31, Near Akshardham Temple Commonwealth Games Village Delhi 110092	Mr. Shankar has had rich and varied experience in public service for over forty-five years, primarily in the fields of industry, the power sector, and urban development.	IAS	May 30, 2015
17.	Mr. Subramanian Sarma DIN: 00554221 Address: Flat No 5-505, 381 Palm Jumeira P.O Box 71447 Sharjah	Mr. Sarma is the Chief Executive Officer (CEO) and Managing Director (MD) of L&T Hydrocarbon Engineering Ltd, a wholly-owned subsidiary of L&T. He has over 37 years of experience, with the last 28 being in the Middle East.	Masters Degree in Chemical Engineering from IIT Mumbai	August 19, 2015

No.	Name, DIN, Address	Details of experience	Qualifications	Date of appointment
	71447			
18.	Mrs. Naina Lal Kidwai DIN: 00017806 Address: Mentok - R I, Mustail 129 Qila No. 13, Mehrauli New Delhi 110047	Mrs. Kidwai has acted as an executive Director of a reputed multinational in India. She is one of the Government of India's representatives on the BRICs Business Council and the INDO-ASEAN Business Council.	Bachelors in Economics, CA and MBA	March 1, 2016
19.	Mr. Sanjeev Aga DIN: 00022065 Address: 1301 Satguru Sanskar, 3rd Road, Near Almeida Park, Off Turner Road, Bandra West, Mumbai 400050	Mr. Aga has served in executive positions of reputed corporates of the Indian Industry. He now engages in advisory and board roles for reputed corporates and not-for-profits.	B.Sc (Hons. In Physics) and MBA	May 25, 2016
20.	Mr. N. Kumar DIN: 00007848 Address: 1 George Avenue Alwarpet Chennai 600018	Mr. Kumar is the vice chairman of a reputed group engaged in key business sectors – Chemicals, including Speciality Chemicals, Engineering (Products and Steel Castings) and Shipping. As a spokesman of Industry and Trade, Mr. Kumar has been a President of CII and participated in other apex bodies. He is also the President of the Indo-Japan Chamber of Commerce & Industry.	B.E in Electronics	May 27, 2016
21.	Mr. Arvind Gupta DIN: 00090360 Address: House No. 26, Jor Bagh, Lodhi Road Delhi 110003	Mr. Gupta is a Nominee Director of SUUTI and has over 25 years of industry experience, having worked in diverse sectors in a variety of leadership, policy and entrepreneurial profiles in India and Silicon Valley, USA. He has considerable experience in Consumer Internet, Digital Media, Big Data & Analytics, Digital Transformation, IT Policy, and e-governance. Mr. Gupta has been awarded the Eisenhower Global Fellowship for Innovation for the year 2014.	B.Tech, Masters of Computer Science, MBA	July 1, 2017
22.	Mr. Hemant Bhargava DIN: 01922717 Address: C1 Jeevan Jyot, Setalvad Lane, Nepean Sea Road Mumbai 400036	Mr. Bhargava is a Nominee Director of LIC and During his rich tenure of 35 years in LIC, he has worked across various departments in the diverse set of roles in both India and abroad, building multi-dimensional experience, in different capacities, especially in Marketing, International Operations, Joint Ventures, Subsidiaries	M.A in Economics	May 28, 2018

None of the directors of the Acquirer are members of the board of directors of the Target Company.

3.5 Key Financial Information of the Acquirer

The key financial information of the Acquirer based on its audited consolidated financials which have been audited by the Acquirer's Statutory Auditors, M/s. Deloitte Haskins & Sells LLP, Chartered

Accountants, as at and for the 12 (twelve) month period ended March 31, 2018 and by the Acquirer's Joint Statutory Auditors, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants and Sharp & Tannan, Chartered Accountants as at and for the 12 (twelve) month periods ended March 31, 2017 and March 31, 2016 and the interim unaudited consolidated financial information which has been subject to the limited review by the Acquirer's Statutory Auditors, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as at and for (a) the 9 (nine) month period ended December 31, 2018 and (b) the 6 (six) month period ended September 30, 2018, are as follows:

CONSOLIDATED STATEMENT OF PROFIT & LOSS						
(Rs. in Million unless otherwise stated)						
	Particulars	Nine months ended December 31, 2018 (Reviewed)	Six months ended September 30, 2018 (Reviewed)	Year ended March 31, 2018 (Audited)	Year ended March 31, 2017 (Audited)	Year ended March 31, 2016 (Audited)
1	Income:					
a)	Revenue from operations	960731.5	603642.8	1198621.0	1100110.0	1019753.4
b)	Other income	12756.9	6693.0	14120.3	13441.1	9043.5
	Total Income	973488.4	610335.8	1212741.3	1113551.1	1028796.9
2	Expenses:					
a)	Manufacturing, construction and operating expenses:	608288.7	373717.2	772979.8	726777.3	674418.0
b)	Finance cost of financial services business and finance lease activity	54189.1	34426.9	60197.4	53620.9	49671.1
c)	Employee benefits expense	134574.6	88509.1	152924.8	138539.7	133308.4
d)	Sales, administration and other expenses	56878.0	40151.6	76805.2	69867.3	57727.5
e)	Finance costs	12989.1	7640.6	15385.2	13387.3	16550.6
f)	Depreciation, amortisation, impairment and obsolescence	16093.4	11603.9	19287.3	23699.3	17867.3
	Total Expenses	883012.9	556049.3	1097579.7	1025891.8	949542.9
3	Profit before exceptional items (1-2)	90475.5	54286.5	115161.6	87659.3	79254.0
4	Exceptional items (net)	2947.5	2947.5	1230.0	1214.3	942.2
5	Profit before tax (3+4)	93423.0	57234.0	116391.6	88873.6	80196.2
6	Tax expense:					
a)	Current tax	29029.7	16430.9	37322.7	28343.5	28654.9
b)	Deferred tax	1178.8	1776.1	(5334.0)	(8277.6)	(3807.3)
	Total tax expense	30208.5	18207.0	31988.7	20065.9	24847.6
7	Net Profit after tax (5-6)	63214.5	39027.0	84402.9	68807.7	55348.6
8	Share in profit/(loss) of joint ventures/associates (net)	1062.4	1627.1	(4358.6)	(3952.7)	(9901.6)
9	Net Profit after tax and share in profit/(loss) of joint ventures/associates (PAT) (7+8)	64276.9	40654.1	80044.3	64855.0	45447.0
10	Share of non controlling interest in income (losses) (net)	9408.0	6201.4	6345.7	4442.7	3118.2
11	Net Profit after tax, non controlling interest and share in profit of joint Ventures/associates (9-10)	54868.9	34452.7	73698.6	60412.3	42328.8
Other Financial Data						
1	Dividend (%)	-	-	800%	700%	608%
2	Earnings per share (EPS) of Rs. 2 each (not annualised):					
	(a) Basic EPS (Rs.)	39.14	24.58	52.62	43.20	30.32
	(b) Diluted EPS (Rs.)	39.07	24.53	52.49	43.05	30.18
Notes						
a)	Revenue from operations for the period up to June 30, 2017 includes Excise Duty collected from customers. Revenue from July 1, 2017 onwards is exclusive of Goods and Services tax which subsumed excise duty.					
b)	The above figures are extracted from published financial results of the Acquirer. Financial results including balance sheet details for 6 (six) months period ended September 30, 2018 have been additionally provided as the Acquirer is not required to publish its balance sheet for the quarter and 9 (nine) months period ended December 31, 2018.					
c)	The company has issued bonus shares in the ratio of 1:2 on July 15, 2017. Therefore, Earnings per share and dividend (%) of all the previous periods presented have been restated for the impact of issue of bonus shares.					

CONSOLIDATED BALANCE SHEET				
(Rs. in Million unless otherwise stated)				
Particulars	As at			
	September 30, 2018 (Reviewed)	March 31, 2018 (Audited)	March 31, 2017 (Audited)	March 31, 2016 (Audited)
ASSETS				
Non-current assets				
Property, plant and equipment	104695.3	106420.4	112329.7	121721.7
Capital work-in-progress	22381.1	21430.7	19447.1	17905.3
Investment property	42322.1	43458.6	36132.6	43860.0
Goodwill	16065.3	15617.8	13986.6	14469.6
Other intangible assets	32404.4	20305.1	4322.2	5565.7
Intangible assets under development	110987.4	113003.6	113532.3	91839.2
Financial assets:	-	-	-	-

CONSOLIDATED BALANCE SHEET (Rs. in Million unless otherwise stated)				
Particulars	As at			
	September 30, 2018 (Reviewed)	March 31, 2018 (Audited)	March 31, 2017 (Audited)	March 31, 2016 (Audited)
Investments in joint ventures and associates	27710.8	24875.9	27729.0	12578.8
Other investments	41111.1	33594.7	26799.0	23270.1
Loans	18237.0	17938.5	14873.8	10376.5
Loans towards financing activities	545915.6	585540.6	471338.6	478882.7
Other financial assets	8385.4	6143.2	8576.0	5635.5
Deferred tax assets (net)	34859.5	27549.2	17361.5	13719.1
Other non-current assets	53951.9	47537.8	36975.1	32911.8
Sub-total - Non-current assets	1059026.9	1063416.1	903403.5	872736.0
Current assets				
Inventories	61935.3	48478.0	41397.4	48542.1
Financial assets:				
Investments	140618.6	94642.5	143002.2	74941.9
Trade receivables	332245.8	346540.8	286889.7	260249.8
Cash and cash equivalents	61508.6	68343.4	35268.7	38065.4
Other bank balances	13618.7	11981.9	17790.9	15833.7
Loans	6134.6	5597.2	4864.5	6511.4
Loans towards financing activities	379683.3	279104.7	249273.8	187063.4
Other financial assets	69142.2	41946.0	32863.4	22986.7
Other current assets	493776.5	463603.2	390568.2	404536.5
Sub-total - Current assets	1558663.6	1360237.7	1201918.8	1058730.9
Group(s) of assets classified as held for sale	74.1	15124.3	16493.7	15794.6
TOTAL ASSETS	2617764.6	2438778.1	2121816.0	1947261.5
EQUITY AND LIABILITIES:				
EQUITY				
Equity share capital	2804.4	2802.7	1865.9	1863.0
Other equity	560662.2	546232.3	500299.3	439940.6
Equity/ Net worth attributable to owners of the company	563466.6	549035.0	502165.2	441803.6
Non-controlling interest	60770.9	52014.3	35636.0	28928.4
Total Equity	624237.5	601049.3	537801.2	470732.0
LIABILITIES				
Non-current liabilities				
Financial liabilities:				
Borrowings	755269.0	729147.6	673405.8	612238.4
Other financial liabilities	6711.7	3539.5	2260.9	1414.0
Provisions	5304.1	5235.4	5266.0	4246.6
Deferred tax liabilities (net)	6161.4	6379.2	6109.5	6354.8
Other non-current liabilities	519.8	679.7	1721.4	1811.4
Sub-total - Non-current liabilities	773966.0	744981.4	688763.6	626065.2
Current liabilities				
Financial Liabilities:				
Borrowings	347348.3	193318.5	165344.7	148967.5
Current maturities of long term borrowings	132914.8	152774.7	100789.0	120149.0
Trade payables:	351104.8	377998.0	302948.6	270035.6
Other financial liabilities	43758.0	48489.9	48286.4	43224.4
Other current liabilities	311138.1	273180.6	233845.5	244078.9
Provisions	27267.4	24837.5	26678.1	23035.2
Current tax liabilities (net)	5997.8	7528.5	2402.9	834.9
Sub-total - Current liabilities	1219529.2	1078127.7	880295.2	850325.5
Liabilities associated with group(s) of assets classified as held for sale	31.9	14619.7	14956.0	138.8
TOTAL EQUITY AND LIABILITIES	2617764.6	2438778.1	2121816.0	1947261.5

3.6 Major Contingent Liabilities

The major contingent liabilities of the Acquirer on a consolidated basis as on March 31, 2018 (as disclosed in the audited consolidated financial statements for the financial year ended March 31, 2018) are set out below:

Particulars		March 31, 2018 (Audited) (Rs. in Million)
1.	Claims against the Group not acknowledged as debts	33869.8
2.	Sales-tax liability that may arise in respect of matters in appeal	2546.3
3.	Excise duty / Service tax / Custom duty / Entry tax / Stamp duty / Municipal Cess liability that may arise, including those in respect of matters in appeal / challenged by the Group in WRIT	3562.3
4.	Income-Tax liability (including penalty) that may arise in respect of which the Group is in appeal	6921.2
5.	Guarantees or Letter of credit or letter of comfort given to third parties	25554.5
6.	Contingent liabilities incurred in relation to interest in joint operations	72679.6
7.	Share in contingent liabilities of joint operations for which the Group is contingently liable	1392.0
8.	Contingent liabilities in respect of liabilities of other joint operators in respect of joint operations	65761.6
9.	Share of contingent liabilities incurred jointly with other investors of the associates	244.9
10.	Share of joint ventures' contingent liabilities in respect of legal claims lodged against the entities	6941.6

3.7 Other details of the Acquirer:

3.7.1 The securities of the Acquirer are listed on the Stock Exchanges. Further, the global depository shares of the Acquirer are listed on the Luxembourg Stock Exchange and admitted for trading on London Stock Exchange.

3.7.2 As of the date of this Draft Letter of Offer, the Acquirer, its directors and key employees do not have any interest in the Target Company except for the transactions contemplated by the Acquirer in the SPA and the Purchase Order, which have triggered this Offer.

3.7.3 The Acquirer has not been categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

3.7.4 The closing market price on April 1, 2019 of the equity shares of the Acquirer having face value of Rs. 2 (Rupees Two Only) each, on the Stock Exchanges is given below:

Stock Exchange	Closing Price on April 1, 2019
NSE	1,412.20
BSE	1,412.45

3.7.5 **Status of Corporate Governance of the Acquirer:** The Acquirer has received a certificate dated May 28, 2018 from Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), wherein it has been confirmed that the Acquirer has complied with the conditions of corporate governance stipulated in the LODR Regulations, as applicable for the year ended March 31, 2018. Further, the Acquirer has submitted the quarterly compliance report (in the format prescribed as per SEBI circular CIR/CFD/CMD/5/2015 dated September 24, 2015) on corporate governance wherein it has confirmed compliance, as of December 31, 2018, with corporate governance norms relating to the composition of board of directors and various committees (such as audit committee, nomination and remuneration committee etc.) and that meetings of the board of directors and the relevant committees have been conducted in the manner specified in LODR Regulations.

3.7.6 **Name and Details of Compliance Officer of the Acquirer:** Mr. N. Hariharan – Executive Vice-President & Company Secretary, Email ID: n.hariharan@larsentoubro.com.

4. BACKGROUND OF THE TARGET COMPANY

- 4.1 The Target Company is a publicly listed company bearing CIN L72200KA1999PLC025564. The Target Company was originally incorporated as Mindtree Consulting Private Limited on August 5, 1999. On November 6, 2006, the Target Company ceased to be a private limited company and the name of the Target Company was changed to Mindtree Consulting Limited. Subsequently on March 28, 2008, the name of the Target Company was changed from Mindtree Consulting Limited to Mindtree Limited. The name of the Target Company has not been changed in the last three years.
- 4.2 Based on information disclosed in the annual reports of the Target Company for the past 3 (three) financial years and the Audited Standalone Financial Results for the quarter and 9 (nine) months ended December 31, 2018, the Target Company has undergone the following mergers / demergers during the last 3 (three) years preceding the date of this Draft Letter of Offer:
- 4.2.1 During the quarter ended September 30, 2017, the RBI approved the proposal to transfer the business and net assets of the Target Company's wholly owned subsidiary, Bluefin Solutions Limited, UK to the Target Company against the cancellation and extinguishment of the Target Company's investment in Bluefin Solutions Limited, UK. The Target Company has given effect to this during the quarter ended September 30, 2017.
- 4.2.2 During the quarter ended June 30, 2017, the NCLT approved the composite scheme of amalgamation of Discoverture Solutions L.L.C. and Relational Solutions Inc., both wholly owned subsidiaries of the Target Company, with the Target Company with an appointed date of April 1, 2015. The Target Company has given effect to the scheme of amalgamation during the quarter ended June 30, 2017.
- 4.2.3 During the quarter ended December 31, 2018, the NCLT approved the scheme of amalgamation of Magnet 360, LLC, wholly owned subsidiary of the Target Company, with the Target Company with an appointed date of April 1, 2017. The Target Company has given effect to the scheme of amalgamation during the quarter ended December 31, 2018.
- 4.3 The Equity Share Capital structure of the Target Company, as on December 31, 2018, based on information available on the website of Stock Exchanges, is set out below:

Paid-up Equity Shares	No. of Shares / Voting Rights	% of Total Shares / Total Voting Rights
Fully paid-up equity shares	16,42,14,041	100
Partly paid-up equity shares	0	0
Total paid-up equity shares	16,42,14,041	100
Total voting rights	16,42,14,041	100

- 4.4 The Equity Shares of the Target Company are listed on BSE (Scrip Code: 532819) and NSE (Symbol: MINDTREE). The Target Company got listed on BSE and NSE in the year 2007.
- 4.5 The key financial information of the Target Company, as submitted by the Target Company to the Stock Exchanges and based on its audited consolidated financial statements, which have been audited by the Target Company's Statutory Auditor, Deloitte Haskins & Sells, Chartered Accountants, as at and for the 12 month periods ended March 31, 2018, March 31, 2017 and March 31, 2016 and the interim audited consolidated financial information, which has been audited by the Target Company's Statutory Auditor, Deloitte Haskins & Sells, Chartered Accountants, as at and for the 9 (nine) month period ended on December 31, 2018, are as follows:

CONSOLIDATED STATEMENT OF PROFIT & LOSS					
(Rs. in Million unless otherwise stated)					
Particulars		Nine months ended December 31, 2018 (Audited)	Year ended March 31, 2018 (Audited)	Year ended March 31, 2017 (Audited)	Year ended March 31, 2016 (Audited)
1	Income:				
a)	Revenue from operations	51821	54628	52364	46730
b)	Other income	603	1902	553	839
	Total Income	52424	56530	52917	47569
2	Expenses:				

CONSOLIDATED STATEMENT OF PROFIT & LOSS (Rs. in Million unless otherwise stated)					
Particulars		Nine months ended December 31, 2018 (Audited)	Year ended March 31, 2018 (Audited)	Year ended March 31, 2017 (Audited)	Year ended March 31, 2016 (Audited)
a)	Employee benefits expense	32708	35641	34125	27991
b)	Finance costs	29	169	191	160
c)	Depreciation and amortisation expense	1213	1715	1858	1658
d)	Other Expenses	11271	11582	11194	10529
	Total Expenses	45221	49107	47368	40338
3	Profit before tax (1-2)	7203	7423	5549	7231
4	Tax expense:				
a)	Current tax	1744	1555	1577	1903
b)	Deferred tax	(98)	167	(214)	(197)
	Total tax expense	1646	1722	1363	1706
5	Profit for the period (3-4)	5557	5701	4186	5525
6	Earnings per share (EPS) of Rs. 10 each (not annualised):				
	(a) Basic EPS (Rs.)	33.87	34.39	24.93	32.95
	(b) Diluted EPS (Rs.)	33.80	34.28	24.89	32.87

CONSOLIDATED BALANCE SHEET (Rs. in Million unless otherwise stated)				
Particulars	December 31, 2018 (Audited)	March 31, 2018 (Audited)	March 31, 2017 (Audited)	March 31, 2016 (Audited)
ASSETS				
Non-current assets				
Property, plant and equipment	3550	3509	3809	4173
Capital work-in-progress	119	92	192	232
Goodwill	4732	4539	4470	4815
Other intangible assets	1294	1520	1941	2632
Financial assets:				
Investments	310	58	58	62
Loans	678	751	667	655
Other financial assets	-	-	209	189
Deferred tax assets (net)	357	318	624	409
Other non-current assets	1821	1547	1326	1328
Sub-total - Non-current assets	12861	12334	13296	14495
Current assets				
Financial assets:				
Investments	8110	7206	5869	2266
Trade receivables	13364	10155	8962	9728
Cash and cash equivalents	1626	3289	2508	2332
Loans	122	17	12	38
Other financial assets	2186	3081	2225	2761
Other current assets	1748	1283	1034	1149
Sub-total - Current assets	27156	25031	20610	18274
TOTAL ASSETS	40017	37365	33906	32769
EQUITY AND LIABILITIES:				
EQUITY				
Equity share capital	1642	1639	1680	1678
Other equity	30008	25775	24091	22471
Total Equity/Net Worth	31650	27414	25771	24149
LIABILITIES				
Non-current liabilities				
Financial liabilities:				
Borrowings	5	9	13	18
Other financial liabilities	-	-	230	767
Other non-current liabilities	101	85	71	91
Sub-total - Non-current liabilities	106	94	314	876
Current liabilities				
Financial Liabilities:				
Borrowings	-	3000	978	415
Trade payables	2134	1710	1651	1890
Other financial liabilities	2395	1812	2638	2754
Other current liabilities	1754	1802	1126	1049
Provisions	1480	1218	1105	1289
Current tax liabilities (net)	498	315	323	347
Sub-total - Current liabilities	8261	9857	7821	7744

CONSOLIDATED BALANCE SHEET (Rs. in Million unless otherwise stated)				
Particulars	December 31, 2018 (Audited)	March 31, 2018 (Audited)	March 31, 2017 (Audited)	March 31, 2016 (Audited)
TOTAL EQUITY AND LIABILITIES	40017	37365	33906	32769

- 4.6 To the best of the knowledge of the Acquirer and the Managers to the Offer based on information available on the website of Stock Exchanges: (a) there are no outstanding shares of the Target Company that have been issued but not listed on the Stock Exchanges; (b) the trading of the Equity Shares of the Target Company is currently not suspended on the Stock Exchanges; and (c) the Equity Shares of the Target Company have not been delisted from any stock exchange in India.
- 4.7 Based on the shareholding pattern as of December 31, 2018 disclosed by the Target Company to the Stock Exchanges, the Target Company has not issued any partly paid-up shares.
- 4.8 The Voting Share Capital of the Target Company has been computed as follows:

No.	Particulars	Details
1.	Shares outstanding as on the date of the Public Announcement	16,42,14,041
2.	Convertible instruments capable of being allotted by 10 th (tenth) Working Day from the closure of the Tendering Period	13,51,673
3.	Voting Share Capital (1 + 2)	16,55,65,714

Note: The Target Company has informed the Acquirer after the Public Announcement vide letter dated March 22, 2019 that the number of outstanding units under the Mindtree Employee Restricted Stock Purchase Plan 2012 as on March 15, 2019 are 3,69,650. We understand based on publicly available information that 13,51,673 convertible instruments of the Target Company (which includes the aforementioned outstanding units under the Mindtree Employee Restricted Stock Purchase Plan 2012) are capable of being allotted during the Offer and have therefore considered the same for determining the Voting Share Capital in the Public Announcement, the DPS and this Draft Letter of Offer.

- 4.9 Composition of the board of directors of the Target Company as of December 31, 2018, based on information available on the website of Stock Exchanges, is set out below. None of the members of the board of directors of the Target Company are representatives of the Acquirer as on the date of this Draft Letter of Offer.

No.	Name	Designation	DIN	Date of appointment
1.	Milind Shripad Sarwate	Independent Director	00109854	19/07/2016
2.	Rostow Ramanan	Executive Director – Chief Executive Officer & Managing Director	00144557	01/04/2016
3.	Subroto Bagchi	Non-Executive Director	00145678	05/08/1999
4.	Parthasarathy Namakal Srinivasan	Executive Director	00146954	18/07/2014
5.	Krishnakumar Natarajan	Executive Director - Chairperson	00147772	03/07/2009
6.	Apurva Purohit	Independent Director	00190097	01/01/2014
7.	Bijou Kurien	Independent Director	01802995	17/07/2018
8.	Akshaya Bhargava	Independent Director	01874792	12/12/2016

4.10 The *pre* and *post* Offer shareholding pattern of the Target Company is set out below:

	Shareholder s' category	Shareholding & voting rights prior to the SPA, Purchase Order and the Offer		Shares / voting rights agreed to be acquired which triggered the Offer i.e. after completion of the SPA and the Purchase Order		Shares / voting rights to be acquired in the Offer (assuming full acceptances)		Shareholding / voting rights after the completion of the SPA and the Purchase Order and the Offer (assuming full acceptances)	
		(A)		(B)		(C)		(A) + (B) + (C) = (D)	
		No.	%*	No.	%*	No.	%*	No.	%*
(1)	Promoter Group								
(a)	Parties to the agreement	-	-	-	-	-	-	-	-
(b)	Promoters other than (a) above	2,18,77,717	13.21	0#	0	0#	0	2,18,77,717	13.21
	Total 1 (a + b)	2,18,77,717	13.21	0	0	0	0	2,18,77,717	13.21
(2)	Acquirer								
(a)	Main Acquirer	0	0	5,81,95,087 \$	35.15	5,13,25,371	31.00	10,95,20,458	66.15
(b)	PACs	NA	NA	NA	NA	NA	NA	NA	NA
	Total 2 (a + b)	0	0	5,81,95,087	35.15	5,13,25,371	31.00	10,95,20,458	66.15
(3)	Parties to the agreement other than (1)(a) and (2)	3,33,60,229^	20.15	0	0	0	0	0	0
(4)	Public shareholders (other than parties to the agreement and the Acquirer)!								
(a)	FPIs / FIIs / Fls / MFs / Banks / AIFs	8,01,02,255@	48.38	0	0	0	0	3,28,15,866	19.82
(b)	Others	2,88,73,840	17.44	0	0	0	0		
(c)	Convertible instruments of the Target Company taken into account for calculation of the Voting Share Capital	13,51,673	0.82	-	-	-	-	13,51,673	0.82
	Total 4 (a + b + c)	11,03,27,768	66.64	0	0	0	0	3,41,67,539	20.64
	Grand Total (1 + 2 + 3 + 4)	16,55,65,714	100	-	-	-	-	16,55,65,714	100

* Based on Voting Share Capital.

Assuming the Promoters do not tender their Equity Shares in the Offer and do not sell their Equity Shares pursuant to the Purchase Order.

\$ Assuming the entire Equity Shares forming part of the SPA and the Purchase Order are acquired by the Acquirer.

^ The SPA has been entered into with the Sellers to acquire 3,33,60,229 Equity Shares of the Target Company from the Sellers and as on the Execution Date, the Sellers held 3,27,60,229 Equity Shares in the Target Company.

@ Shareholding as on March 15, 2019 as per the letter dated March 22, 2019 received by the Acquirer from the Target Company.

! The total number of shareholders in public category other than parties to the agreement and the Acquirer as of December 31, 2018 are 83,114.

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1 Justification of Offer Price

5.1.1 Based on the information available on the websites of BSE and NSE, the trading turnover of

the Equity Shares for BSE and NSE from March, 2018 to February, 2019 (12 (twelve)) calendar months preceding the calendar month in which the Public Announcement is made) are set forth below:

Stock Exchange	No of Equity Shares Traded	Total number of listed Equity Shares of the Target Company as on 31 December 2018	Trading Turnover (as a percentage of total listed Equity Shares)
BSE	2,23,68,277	16,42,41,041	13.62%
NSE	45,83,66,356	16,42,41,041	279.13%

Therefore, in terms of Regulation 2(1)(j) of the SEBI SAST Regulations, the Equity Shares are frequently traded.

- 5.1.2 The Offer Price of Rs. 980 (Rupees Nine Hundred and Eighty Only) per Equity Share is justified in terms of Regulation 8(2) of the SEBI SAST Regulations on the basis of the following:

1.	The highest negotiated price per share of the Target Company for any acquisition under the agreement attracting the obligation to make the Public Announcement of the Offer i.e. the price per Equity Share under the SPA and the Purchase Order.	Rs. 980.00
2.	The volume-weighted average price paid or payable for acquisitions, by the Acquirer, during the 52 (fifty two) weeks immediately preceding the date of the Public Announcement.	Not Applicable
3.	The highest price paid or payable for any acquisition, by the Acquirer, during the 26 (twenty six) weeks immediately preceding the date of the Public Announcement.	Not Applicable
4.	The volume-weighted average market price per Equity Share for a period of 60 (sixty) trading days immediately preceding the date of the Public Announcement as traded on the stock exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period and such shares being frequently traded.	Rs. 885.04
5.	Where the shares are not frequently traded, the price determined by the Acquirer and the Managers to the Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	Not Applicable

Source: Certificate issued by Sharp & Tannan, Chartered Accountants (Firm Registration No. 109982W) dated March 18, 2019.

- 5.1.3 Since the date of the Public Announcement, there have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI SAST Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights, split, etc. where the record date for effecting such corporate actions falls within 3 (three) Working Days prior to the commencement of Tendering Period of the Offer.
- 5.1.4 As on date of this Draft Letter of Offer, there is no revision in Offer Price or Offer Size. The Offer Price and/or Offer Size is subject to upward revision, if any, pursuant to the SEBI SAST Regulations or at the discretion of the Acquirer at any time prior to the commencement of the last 1 (one) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI SAST Regulations. In the event of such revision, the Acquirer shall make corresponding increases to the Escrow Amount in accordance with Regulation 18(5) of the SEBI SAST Regulations and the Acquirer shall: (i) make a public announcement in the same newspapers in which the DPS is published; and (ii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision.
- 5.1.5 In the event of acquisition of the Equity Shares by the Acquirer during the Offer Period,

whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI SAST Regulations. As per Proviso to Regulation 8(8) of the SEBI SAST Regulations, the Acquirer shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period of this Offer and until the expiry of the Tendering Period of this Offer, other than in accordance with the SEBI SAST Regulations. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may be done at any time prior to the commencement of the last 1 (one) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI SAST Regulations. In the event of such revision, the Acquirer shall: (i) make corresponding further deposits into the Escrow Account; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision.

- 5.1.6 If the Acquirer acquires Equity Shares of the Target Company during the period of 26 (twenty six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all the Shareholders whose Equity Shares have been accepted in the Offer within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI SAST Regulations or pursuant to the Delisting Regulations, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company whether by way of bulk deals, block deals or in any other form.

5.2 Financial Arrangements

- 5.2.1 The total funding requirement for this Offer is Rs. 5029,88,63,580 (Rupees Five Thousand Twenty Nine Crore Eighty Eight Lakhs Sixty Three Thousand Five Hundred Eighty Only) assuming full acceptance of this Offer i.e. the Maximum Offer Consideration.
- 5.2.2 The Acquirer confirms that it has made firm financial arrangements for fulfilling the payment obligations under this Offer in terms of Regulation 25(1) of the SEBI SAST Regulations and the Acquirer is able to implement this Offer. Sharp & Tannan, Chartered Accountants with Firm Registration No. 109982W having its office at Ravindra Annexe, 194 Churchgate Reclamation, Dinshaw Vachha Road, Mumbai- 400 020, India (Telephone Number: +91 22 22047722) by its certificate dated March 18, 2019, has certified that the Acquirer has made firm financial arrangements to meet its financial obligations under the Offer.
- 5.2.3 In accordance with Regulation 17(1) of the SEBI SAST Regulations, the Acquirer, the Managers to the Offer and the Escrow Bank have entered into an escrow agreement on March 20, 2019 (the Offer Escrow Agreement). Pursuant to the Offer Escrow Agreement, the Acquirer has established an escrow account under the name and title of “Mindtree Open Offer Escrow Account” bearing account number 919020022086489 with the Escrow Bank and has made a cash deposit of approximately Rs. 578 Crore (Rupees Five Hundred and Seventy Eight Crore Only) in the Escrow Account in accordance with the Regulation 17(3)(a) of the SEBI SAST Regulations. This cash deposit has been invested in an interest bearing fixed deposit and confirmed vide a confirmation letter dated March 22, 2019 issued by Escrow Bank.
- 5.2.4 The Managers to the Offer have been fully authorised and empowered by the Acquirer to operate and realise the monies lying to the credit of the Escrow Account in terms of the SEBI SAST Regulations.
- 5.2.5 Based on the above, the Managers to the Offer are satisfied that firm arrangements have been put in place by the Acquirer to fulfil its obligations in relation to this Offer through verifiable means in accordance with the SEBI SAST Regulations.

6. **TERMS AND CONDITIONS OF THE OFFER**

6.1 Operational Terms and Conditions

- 6.1.1 In terms of the Schedule of Activities, the Tendering Period for the Offer shall commence on Tuesday, May 14, 2019 and close on Monday, May 27, 2019 (both days inclusive).
- 6.1.2 The Equity Shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Shareholder shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.
- 6.1.3 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI SAST Regulations.
- 6.1.4 The Identified Date for this Offer as per the schedule of activities is Monday, April 29, 2019.
- 6.1.5 In terms of Regulation 18(9) of the SEBI SAST Regulations, the Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.
- 6.1.6 Accidental omission to dispatch the Letter of Offer to any Shareholder to whom this Offer has been made or non-receipt of the Letter of Offer by any such Shareholder shall not invalidate this Offer in any way.
- 6.2 Eligibility for accepting the Offer
- 6.2.1 The Letter of Offer shall be sent to the Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date.
- 6.2.2 All Shareholders, registered or unregistered, who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period are eligible (subject to Paragraph 6.3.1 below) to participate in this Offer.
- 6.2.3 The Public Announcement, the DPS, this Draft Letter of Offer, the Letter of Offer and the Form of Acceptance-cum-Acknowledgment will also be available on SEBI's website (www.sebi.gov.in). In case of non-receipt of the Letter of Offer, the Shareholders, including those who have acquired Equity Shares after the Identified Date, if they so desire, may download the Letter of Offer or the Form of Acceptance-cum-Acknowledgment from SEBI's website.
- 6.2.4 The acceptance of this Offer by the Shareholders must be absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 6.2.5 The acceptance of this Offer is entirely at the discretion of the Shareholder(s).
- 6.2.6 By accepting this Offer, the Shareholder(s) confirm that they are not persons acting in concert with the Acquirer or the Sellers for the purpose of this Offer.
- 6.2.7 None of the Acquirer, the Managers to the Offer or the Registrar to the Offer accept any responsibility for any loss of equity share certificates, Form of Acceptance-cum-Acknowledgment, share transfer forms etc. during transit and the Shareholders are advised to adequately safeguard their interest in this regard.
- 6.2.8 The acceptance of Equity Shares tendered in the Offer will be made by the Acquirer in consultation with the Managers to the Offer.
- 6.2.9 The Acquirer reserves the right to revise the Offer Price and/or the Offer Size upwards at any time prior to the commencement of the last 1 (one) Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) of the SEBI SAST Regulations. In the event of such revision, the Acquirer shall: (i) make corresponding further deposits into

the Escrow Account; (ii) make a public announcement in the same newspapers in which the DPS is published; and (iii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of this Draft Letter of Offer.

6.2.10 The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgment constitute part of the terms of the Offer.

6.2.11 **Locked in Equity Shares:** The locked-in Equity Shares, if any, can be transferred to the Acquirer, subject to the continuation of the residual lock-in period in the hands of the Acquirer, as may be permitted by applicable law. It is the sole responsibility of the seller to ensure that the locked-in Equity Shares are free from lock-in before such transfer to Acquirer. The Managers to the Offer shall ensure that there shall be no discrimination in the acceptance of locked-in and non-locked-in Equity Shares.

6.3 Statutory and other approvals

6.3.1 The regulatory / statutory approvals required to complete the acquisition under the SPA, the Purchase Order and the Offer as on the date of this Draft Letter of Offer are (collectively, the “**Statutory Approvals**”):

- (a) approval from the Competition Commission of India (or such approval being deemed to have been granted) in accordance with the Indian Competition Act, 2002;
- (b) approval under Section 39 (1) of the ‘Act against Restraints of Competition’ from Bundeskartellamt in Germany;
- (c) approval under, or expiry of the Hart-Scott-Rodino waiting period, as required pursuant to rules for Certain Mergers and Acquisitions as applicable in the United States of America.

6.3.2 As on the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirer, except as mentioned in Paragraph 6.3.1 of this Draft Letter of Offer, there are no statutory approval(s) required by the Acquirer to complete the SPA, the Purchase Order and this Offer. However, in case of any further statutory approval(s) being required by the Acquirer at a later date, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. In case of delay in receipt of any statutory approval(s), SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI SAST Regulations, grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Shareholders whose Equity Shares have been accepted in the Offer. Provided that where the statutory approval(s) extend to some but not all holders of the Equity Shares, the Acquirer shall have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approval(s) are required in order to complete this Offer.

6.3.3 All Shareholders, including non-residents holders of Equity Shares, must obtain all requisite approvals required, if any, to tender their Equity Shares in the Offer (including without limitation, approval from the RBI) and submit such approvals, along with the other documents required for accepting this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

6.3.4 If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FPIs) had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, in order to

tender the Equity Shares held by them in this Offer, along with all the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

- 6.3.5 The Acquirer will have the right to withdraw this Offer in accordance with Regulation 23 of the SEBI SAST Regulations, in the event the statutory approvals as aforesaid, whether relating to the acquisition of the SPA Shares as stipulated in the SPA, the acquisition of Equity Shares pursuant to the Purchase Order or the acquisition of the Offer Shares, specified in this Draft Letter of Offer or those which become applicable prior to completion of the Offer are not received or are refused for any reasons which are outside of the reasonable control of the Acquirer. Other than the Statutory Approvals, the completion of the acquisition under the SPA is conditional upon the SPA Conditions and the completion of the acquisition under the Purchase Order is conditional upon the Purchase Order Conditions. In the event the SPA Conditions or the Purchase Order Conditions are not met for reasons outside the reasonable control of the Acquirer, then the SPA and/or the Purchase Order may be rescinded and the Offer may be withdrawn, subject to applicable law. In the event of withdrawal of this Offer, a public announcement will be made within 2 (two) Working Days of such withdrawal, in accordance with the provisions of Regulation 23(2) of the SEBI SAST Regulations.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THIS OFFER

- 7.1 The Offer will be implemented by the Acquirer through 'stock exchange mechanism' made available by the Stock Exchanges in the form of separate window ("**Acquisition Window**") as provided under the SEBI SAST Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended *via* SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on the Stock Exchanges in the form of the Acquisition Window.
- 7.2 NSE shall be the 'Designated Stock Exchange' for the purpose of tendering Equity Shares in the Offer.
- 7.3 The Acquirer has appointed Axis Capital Limited and Citigroup Global Markets India Private Limited ("**Buying Brokers**") for the Offer through whom the purchases and settlement of the Offer shall be made during the Tendering Period. The Contact details of the Buying Brokers are as mentioned below:

Name: Axis Capital Limited

Address: 5th Floor, Axis House, C-2, Wadia International Centre, P. B. Marg, Worli, Mumbai 400 025;

Contact Person: G Venkatesh

Telephone: + 91 22 4325 5587

Email ID: Venkatesh.Iyer@axiscap.in

SEBI Registration No: INZ000189931*

* The earlier SEBI registration numbers BSE: INB011387330 and NSE: INB231387235 have been combined in a single registration number as mentioned above.

Name: Citigroup Global Markets India Private Limited

Address: 1202, 12th Floor, First International Financial Centre, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 098

Contact Person: Ms. Garima Maheshwari

Telephone: +91 22 6175 9999

Fax: +91 22 6175 9961

E-mail: mindtree.openoffer@citi.com

SEBI Registration No: INB011141331 / INF011141331 (BSE); INB231141335 / INF231141335 / INE231141335 (NSE)

- 7.4 All Shareholders who desire to tender their Equity Shares under the Offer would have to approach their respective stock brokers ("**Selling Broker(s)**"), during the normal trading hours of the secondary market during the Tendering Period. The Acquisition Window will be provided by the Stock Exchanges to facilitate placing of sell orders.
- 7.5 The Selling Brokers can enter orders for dematerialised Equity Shares only. The cumulative quantity of Equity Shares tendered shall be displayed on the Stock Exchange website throughout the trading

session at specific intervals by the Stock Exchanges during the Tendering Period.

- 7.6 Modification / cancellation of orders will not be allowed during the Tendering Period of the Offer.
- 7.7 The Shareholders can tender their Equity Shares only through Selling Broker(s) with whom such shareholder is registered as client (and has complied with the relevant 'Know Your Client' procedures and guidelines).
- 7.8 In the event the Selling Broker(s) are not registered with BSE or NSE or if the Shareholder does not have any stock broker then that Shareholder can approach any BSE or NSE registered stock broker and can tender the Equity Shares by using quick unique client code ("UCC") facility through that BSE or NSE registered stock broker after submitting the details as may be required by such stock broker for compliance with the applicable regulations. In case a Shareholder is not able to bid using the quick UCC facility through any BSE or NSE registered stock broker then the Shareholder may approach the Buying Brokers, to tender Equity Shares by using the quick UCC facility. The Shareholder approaching a BSE or NSE registered stock broker (with whom he does not already have an account) may have to submit following details:

7.8.1 In case of the Shareholder being an individual

- (a) If the Shareholder is already registered with a KYC Registration Agency ("KRA"), the following documents will be required to be submitted (duly filled and completed):
- (i) Central Know Your Client ("CKYC") form including FATCA, IPV, OSV if applicable;
 - (ii) Know Your Client ("KYC") form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque);
 - (iii) DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode.
- (b) If the Shareholder is not already registered with a KRA, the following documents will be required to be submitted (duly filled and completed):
- (i) CKYC form including FATCA, IPV, OSV if applicable;
 - (ii) KRA form;
 - (iii) KYC form and the following supporting documents (all such documents are required to be self-attested): PAN card copy, address proof, and bank account details (cancelled cheque);
 - (iv) DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode.

It may be noted that other than submission of above forms and documents in person verification may be required.

7.8.2 In case of the Shareholder being a hindu undivided family ("HUF")

- (a) If the Shareholder is already registered with a KRA, the following documents will be required to be submitted (duly filled and completed):
- (i) CKYC form of the 'karta' including FATCA, IPV, OSV if applicable;
 - (ii) KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque);

- (iii) DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode.
- (b) If the Shareholder is not already registered with a KRA, the following documents will be required to be submitted (duly filled and completed):
 - (i) CKYC form of the 'karta' including FATCA, IPV, OSV if applicable;
 - (ii) KRA form;
 - (iii) KYC form and the following supporting documents (all such documents are required to be self-attested): PAN card copy of HUF and karta, address proof of HUF and karta, HUF declaration and bank account details (cancelled cheque);
 - (iv) DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode.

It may be noted that other than submission of above forms and documents in person verification may be required.

7.8.3 In case of the Shareholder being other than an individual and HUF

- (a) If the Shareholder is already registered with a KRA, the following documents will be required to be submitted (duly filled and completed):
 - (i) KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque);
 - (ii) DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode;
 - (iii) FATCA, IPV, OSV if applicable;
 - (iv) Latest list of directors / authorised signatories / partners / trustees;
 - (v) Latest shareholding pattern;
 - (vi) Board resolution;
 - (vii) Details of ultimate beneficial owner along with PAN card and address proof;
 - (viii) Last 2 years' financial statements.
- (b) If the Shareholder is not already registered with a KRA, the following documents will be required to be submitted (duly filled and completed):
 - (i) KRA form;
 - (ii) KYC form and the following supporting documents (all such documents are required to be self-attested): PAN card copy of the company / firm / trust, address proof of the company / firm / trust and bank account details (cancelled cheque);
 - (iii) DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode;
 - (iv) FATCA, IPV, OSV if applicable;

- (v) Latest list of directors / authorised signatories / partners / trustees;
- (vi) PAN card copies and address proof of directors / authorised signatories / partners / trustees;
- (vii) Latest shareholding pattern;
- (viii) Board resolution / partnership declaration;
- (ix) Details of ultimate beneficial owner along with PAN card and address proof;
- (x) Last 2 years' financial statements;
- (xi) Memorandum of association / partnership deed / trust deed.

7.9 Procedure for tendering Equity Shares held in Dematerialised Form:

- 7.9.1 Shareholders who desire to tender their Equity Shares in the electronic / dematerialized form under the Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Offer.
- 7.9.2 Shareholders shall submit delivery instruction slip (“**DIS**”) duly filled-in specifying the appropriate market type in relation to the “Open Offer” and execution date along with all other details to their respective Selling Broker so that the shares can be tendered in the Offer.
- 7.9.3 The Selling Broker would be required to place an order / bid on behalf of the Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of the BSE or the NSE. Before placing the order / bid, the Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay-in mechanism as prescribed by the BSE or the NSE or the Clearing Corporation, prior to placing the order / bid by the Selling Broker. Upon placing the order, the Selling Broker shall provide TRS generated by the stock exchange bidding system to the holder of the Equity Shares. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
- 7.9.4 Modification/cancellation of orders will not be allowed during the Tendering Period of the Offer.
- 7.9.5 For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than the time provided by the Stock Exchange on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 7.9.6 The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.
- 7.9.7 The Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of the Equity Shares due to rejection or due to prorated Offer.
- 7.9.8 The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

7.10 Procedure for tendering the Equity Shares held in physical form:

As per the proviso to Regulation 40(1) of the LODR Regulations (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment)

Regulations, 2018) read with the press release dated December 3, 2018 and March 27, 2019 issued by SEBI, effective from April 1, 2019, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form with a Depository. Since the Tendering Period for this Offer would open only after April 1, 2019, the Shareholders desirous of tendering their Equity Shares held in physical form can do so only after the shares are dematerialized and are advised to approach the concerned DP to have their Equity Shares dematerialized.

7.11 Acceptance of Equity Shares

7.11.1 Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

7.11.2 In the event that the number of Equity Shares validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Managers to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.

7.12 Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:

7.12.1 Persons who have acquired the Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

7.12.2 A Shareholder may participate in the Offer by approaching their broker / Selling Broker and tender the Equity Shares in the Offer as per the procedure mentioned in this Draft Letter of Offer or in the relevant Form of Acceptance-cum-Acknowledgement.

7.12.3 The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the Shareholders of the Target Company, as appearing in the list of members of the Target Company as on the Identified Date. In case of non-receipt of the Letter of Offer along with Form of Acceptance-cum-Acknowledgement, such eligible Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

7.12.4 Alternatively, in case of non-receipt of the Letter of Offer, the Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in Paragraphs 7.8 and 7.9. Such Shareholders have to ensure that their order is entered in the electronic platform of BSE or NSE which will be made available by BSE and NSE before the closure of the Tendering Period.

7.13 Settlement Process

7.13.1 On closure of the Tendering Period, reconciliation for acceptances shall be conducted by the Managers to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of the Equity Shares transferred to the Clearing Corporation.

7.13.2 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the Equity Shares in favour of Clearing Corporation.

7.13.3 For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Shareholders. If relevant Shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI / relevant bank due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank

account for onward transfer to their respective shareholders.

- 7.13.4 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for onwards releasing the same to the relevant Shareholder's account. For this purpose, the client type details would be collected from the Registrar to the Offer.
- 7.13.5 The Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the Equity Shares under the Offer. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Shareholders would be returned to them by the Clearing Corporation.
- 7.13.6 Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirer and the Managers to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholders.
- 7.13.7 Buying Brokers would also issue a contract note to the Acquirer for the Equity Shares accepted under the Offer.
- 7.13.8 Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the Acquirer. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- 7.13.9 In case of delay in receipt of any statutory approval(s), SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by SEBI (including payment of interest in accordance with Regulation 18(11) of the SEBI SAST Regulations) grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Shareholders whose Equity Shares have been accepted in the Offer.

7.14 Note on Taxation

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT

SECTIONS UNDER THE RELEVANT TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE ACQUIRER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY OF INCOME-TAX IMPLICATIONS, RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER ON THE RECOGNISED STOCK EXCHANGES IN INDIA, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

7.14.1 General:

- (a) The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e. income which accrues or arises or deemed to accrue or arise in India) as also income received by such persons in India. In case of shares of a company, the source of income from shares will depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.
- (b) Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the Income Tax Act.
- (c) Further, the non-resident shareholder can avail benefits of the Double Taxation Avoidance Agreement ("DTAA") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under the Income Tax Act.
- (d) The Income Tax Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- (e) The summary of income-tax implications on tendering of listed equity shares on recognised stock exchanges in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

7.14.2 Classification of Shareholders: Shareholders can be classified under the following categories:

- (a) Resident Shareholders being:
 - (i) Individuals, Hindu Undivided Family (HUF), Association of Persons ("AOP") and Body of Individuals ("BOI")
 - (ii) Others

- (b) Non-Resident Shareholders being:
 - (i) Non-Resident Indians (NRIs)
 - (ii) Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
 - (iii) Others:
 - Company
 - Other than company

7.14.3 **Classification of Income:** Shares can be classified under the following two categories

- (a) Shares held as investment (Income from transfer taxable under the head “**Capital Gains**”)
- (b) Shares held as stock-in-trade (Income from transfer taxable under the head “**Profits and Gains from Business or Profession**”)

Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for income-tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade).

7.14.4 **Shares held as investment:** As per the provisions of the Income Tax Act, where the shares are held as investments (i.e. capital asset), **income** arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital Gains in the hands of shareholders will be computed as per provisions of Section 48 of the Income Tax Act.

7.14.5 **Period of holding:** Depending on the period for which the shares are held, the gains will be taxable as “short-term capital gain” or “long-term capital gain”:

- (a) In respect of equity shares held for a period less than or equal to 12 (Twelve) months prior to the date of transfer, the same should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “short term capital gains” (“**STCG**”).
- (b) Similarly, where equity shares are held for a period more than 12 (Twelve) months prior to the date of transfer, the same should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “long-term capital gains” (“**LTCG**”).

7.14.6 **Tendering of Shares in the Offer through a Recognized Stock Exchange in India:** Where a transaction for transfer of such equity shares (i.e. acceptance under an open offer) is transacted through recognised stock exchanges and is chargeable to Securities Transaction Tax (“**STT**”), then the taxability will be as under (for all categories of shareholders):

- (a) The Finance Act, 2018 has withdrawn the exemption under section 10(38) for LTCG arising from transfer of equity shares on or after 1 April 2018. Section 112A of the Income Tax Act provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs.
- (b) The gain accrued on such equity shares till 31 January 2018 has been exempted by providing that for the purpose of computing LTCG the cost of shares acquired before 1 February 2018 shall be the higher of the following:
 - (i) Actual cost of acquisition; or
 - (ii) Lower of: (A) fair market value, and (B) full value of consideration received or accruing as a result of the transfer of the shares.

Fair market value has been defined to mean the highest price of the equity share quoted on any recognized stock exchange on 31 January 2018.

- (c) After taking into account the exemption provided above, LTCG arising from transfer of equity shares, exceeding Rs. 100,000, will be taxable at 10% without allowing the benefit of indexation.
- (d) However, section 112A of the Income Tax Act shall not apply if such equity shares were acquired on or after 1 October 2004 and securities transaction tax ('STT under Chapter VII of the Finance (No. 2) Act, 2004') was not paid. In this regard, the Central Government has issued a notification no. 60/2018/F. No. 370142/9/2017-TPL dated 1st October, 2018, providing certain situations wherein section 112A of the Income Tax Act will continue to be applicable even if STT is not paid at the time of acquisition of equity shares. The notification provides for the following situations:
 - (i) Where acquisition of existing listed equity share in a company, whose equity shares are not frequently traded on recognised stock exchanges of India, was made through a preferential issue, subject to certain exceptions;
 - (ii) Where transaction for acquisition of existing listed equity share in a company was not entered through recognised stock exchanges of India, subject to certain exceptions;
 - (iii) Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from recognised stock exchanges and ending on the date on which the company was again listed on recognised stock exchanges in accordance with the Securities Contracts (Regulation) Act, 1956 read with the SEBI Act and any rules made thereunder.

The notification *inter alia* provides certain exceptions to the above situations where the provisions of Section 112A will not apply.

- (e) Where provisions of section 112A are not applicable, LTCG will be chargeable to tax at 20%. However, for a resident shareholder, an option is available to pay tax on such LTCG under section 112 at either 20% with indexation or 10% without indexation.
- (f) STCG arising from such transaction will be subject to tax @ 15% under Section 111A of the Income Tax Act.
- (g) Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is required to be considered while computing tax on such LTCG or STCG taxable under Section 112, 112A or 111A of the Income Tax Act. In addition to the above LTCG or STCG tax, applicable Surcharge, Health and Education Cess are leviable (Please refer to Paragraph 7.14.9 for rate of surcharge and cess).
- (h) Minimum alternate tax ("MAT") implications will get triggered in the hands of a resident corporate shareholder. Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA.
- (i) Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the Income Tax Act.

7.14.7 Shares held as Stock-in-Trade: If the shares are held as stock-in-trade by any of the eligible Shareholders of the Target Company, then the gains will be characterized as business income and taxable under the head "Profits and Gains from Business or Profession".

(a) **Resident Shareholders:**

Profits of:

(A) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.

(B) Domestic companies having turnover or gross receipts not exceeding Rs. 250 crore in the relevant financial year as prescribed will be taxable @ 25%.

(C) For persons other than stated in (A) and (B) above, profits will be taxable @ 30%.

No benefit of indexation by virtue of period of holding will be available in any case.

(b) **Non Resident Shareholders**

(A) Non-resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the relevant shareholder country but subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the Income Tax Act.

(B) Where DTAA provisions are not applicable:

- For non-resident individuals, HUF, AOP and BOI, profits will be taxable at slab rates
- For foreign companies, profits will be taxed in India @ 40%
- For other non-resident Shareholders, such as foreign firms, profits will be taxed in India @ 30%.

In addition to the above, applicable Surcharge, Health and Education Cess are leviable for Resident and Non Resident Shareholders.

7.14.8 Tax Deduction at Source

(a) *In case of Resident Shareholders*

In absence of any specific provision under the Income Tax Act, the Acquirer is not required to deduct tax on the consideration payable to resident Shareholders pursuant to the said offer.

(b) *In case of Non-resident Shareholders*

(i) In case of FIIs: Section 196D of the Income Tax Act provides for specific exemption from withholding tax in case of Capital Gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs.

(ii) In case of other non-resident Shareholders (other than FIIs) holding Equity Shares of the Target Company: Section 195(1) of the Income Tax Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the Income Tax Act read with the provisions of the relevant DTAA, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in the records of the Registrar to the Offer except in cases where the non-resident Shareholders provide a specific mandate in this regard.

Since the Offer is through the stock exchange, the responsibility of discharging the tax due on the gains (if any) is primarily on the non-resident Shareholder. The non-resident Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The non-resident Shareholders must file their tax return in India inter-alia considering gains arising pursuant to this Offer in consultation with their tax advisors.

The non-resident Shareholders undertake to indemnify the Acquirer if any tax demand is raised on the Acquirer on account of gains arising to the non-resident Shareholders pursuant to this Offer. The non-resident Shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds pursuant to this Offer, copy of tax return filed in India, evidence of the tax paid etc.

7.14.9 Rate of Surcharge and Cess

In addition to the basic tax rate, applicable Surcharge, Health and Education Cess are currently leviable as under:

(a) *Surcharge*

- (i) In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds Rs. 10 crore and @ 7% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.
- (ii) In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds Rs. 10 crore and @ 2% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.
- (iii) In case of individuals, HUF, AOP, BOI: Surcharge @15% is leviable where the total income exceeds Rs. 1 crore and @10% where the total income exceeds Rs. 50 lac but less than Rs. 1 crore.
- (iv) In case of Firm and Local Authority: Surcharge @12% is leviable where the total income exceeds Rs. 1 crore.

(b) *Cess*

Health and Education Cess @ 4% is currently leviable in all cases

THE ABOVE NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES.

8. DOCUMENTS FOR INSPECTION

8.1 Copies of the following documents will be available for inspection by the Shareholders at the office of the Managers to the Offer, between 10:30 AM and 3:00 PM on any Working Day (except Saturdays and Sundays) during the period from the date of commencement of the Tendering Period until the date of closure of the Tendering Period:

8.1.1 Certified copies of the Memorandum and Articles of Association and certificate of incorporation of Acquirer;

- 8.1.2 Certificate dated March 18, 2019 from Sharp & Tannan, Chartered Accountants (Firm Registration No. 109982W) certifying the adequacy of financial resources with the Acquirer to meet its financial obligations under the Offer;
- 8.1.3 Certified copies of the annual reports of the Acquirer for the last three financial years (April 1, 2017 to March 31, 2018, April 1, 2016 to March 31, 2017 and April 1, 2015 to March 31, 2016);
- 8.1.4 Copies of the annual reports of the Target Company for the last three financial years (April 1, 2017 to March 31, 2018, April 1, 2016 to March 31, 2017 and April 1, 2015 to March 31, 2016);
- 8.1.5 Letter dated March 22, 2019 from the Escrow Bank confirming the receipt of the Escrow Amount in the Escrow Account;
- 8.1.6 Copy of the Share Purchase Agreement and the SPA Escrow Agreement;
- 8.1.7 Copy of the Public Announcement, the DPS and the Offer Opening Public Announcement to be published by the Managers to the Offer on behalf of the Acquirer, along with corrigendum (if any);
- 8.1.8 Copy of the published recommendation made by the committee of the independent directors of the Target Company in relation to the Offer (as and when available);
- 8.1.9 SEBI observation letter no. [●] dated [●] on the Draft Letter of Offer;
- 8.1.10 The Escrow Agreement.

9. DECLARATIONS BY THE ACQUIRER

- 9.1 The Acquirer and its board of directors accept full responsibility for the information contained in this Draft Letter of Offer and for the Acquirer's obligations under the Offer. Except as mentioned otherwise in this Draft Letter of Offer, all the information pertaining to the Target Company has been obtained from the information published and from publicly available sources and the accuracy thereof has not been independently verified by the Acquirer or Managers to the Offer.
- 9.2 The person signing this Draft Letter of Offer is duly and legally authorized by the Acquirer to sign the Draft Letter of Offer.

On behalf of the Acquirer

Sd/-

Place: Mumbai

Date: April 2, 2019

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

MINDTREE LIMITED

(Capitalized terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the Letter of Offer)

(Please send this Form with TRS generated by broker / selling member and enclosures to the Registrar to the Offer - Link Intime India Private Limited, at their registered office address provided in the Letter of Offer)

To,

Larsen & Toubro Limited (Acquirer)

C/o Link Intime India Private Limited

Unit: Mindtree Limited – Open Offer

C-101, 247 Park, Lal Bahadur Shastri Marg,

Vikhroli (west), Mumbai – 400 083

Tel: + 91 22 49186200

TENDERING PERIOD FOR THIS OFFER	
OFFER OPENS ON	[●]
OFFER CLOSSES ON	[●]

Dear Sir,

Sub: Open offer for acquisition of up to 5,13,25,371 (Five Crore Thirteen Lakh Twenty Five Thousand Three Hundred and Seventy One) fully paid up equity shares having a face value Rs. 10/- each (“Equity Share”) of Mindtree Limited (“Target Company”) representing 31% (Thirty One per cent) of the Voting Share Capital from the Shareholders of the Target Company by Larsen & Toubro Limited (“Acquirer”)

I / We refer to the Letter of Offer dated [●] for acquiring the Equity Shares held by me / us in Mindtree Limited.

I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

Name (in BLOCK LETTERS)	Holder	Name of the Shareholder(s)	Permanent Account Number (PAN)
(Please write names of the joint holders in the same order as appearing in the demat account)	Sole / First		
	Second		
	Third		
Contact Number(s) of the First Holder	Tel No. (with STD Code); Fax No. (with STD Code):		Mobile No.:
Full Address of the First Holder (with pin code)			
Email address of First Holder			
Date and Place of incorporation (if applicable)			

I / We, the undersigned, have read the Public Announcement, the Detailed Public Statement and the Letter of Offer and understood its contents, terms and conditions, and unconditionally accept it.

FOR ALL SHAREHOLDERS

I / We confirm that the Equity Shares which are being tendered herewith by me / us under this Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares in this Offer and that I/we am/are legally entitled to tender the Equity Shares in this Offer.

I/We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer have been enclosed herewith.

I / We confirm that I / We are not persons acting in concert with the Acquirer.

I / We also note and understand that the obligation on the Acquirer to pay the purchase consideration (i.e. the Offer Price) arises only after verification of the certification, documents and signatures submitted along with this Form. I / We undertake to return to the Acquirer any purchase consideration wrongfully received by me / us.

I / We give my/our consent to the Acquirer to file any statutory documents on my/our behalf in relation to accepting the Equity Shares in this Offer. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirer to effectuate this Offer in accordance with the SEBI SAST Regulations.

I / We are / am not debarred from dealing in Equity Shares.

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, 1961 including but not limited to section 281 of the Income Tax Act, 1961.

I / We note and understand that the Equity Shares will be held by the Registrar to the Offer/ Clearing Corporation in trust for me / us till the date the Acquirer make payment of consideration as mentioned in the Letter of Offer and other documents are dispatched to the Shareholders, as the case may be.

I / We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me / us , or as a result of income tax (including any consequent interest and penalty) on the Capital Gains arising from tendering of the Equity Shares, I / we will indemnify the Acquirer for such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

I / We note and understand that the Equity Shares would lie with the Clearing Corporation until the time the Acquirer make payment of purchase consideration as mentioned in the Letter of Offer. I / We authorise the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares which the Acquirer may decide to accept in consultation with the Managers to the Offer and the Registrar to the Offer and in terms of the Letter of Offer. I / we further authorize the Acquirer to return to me / us, Equity Shares in respect of which this Offer is not found valid / not accepted without specifying the reasons thereof.

FOR NRIs/ OCBs/ FIIs AND SUB-ACCOUNTS / OTHER NON-RESIDENT SHAREHOLDERS

I/We, confirm that my/ our residential status is (whichever is applicable):

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FII/FPI - Corporate	<input type="checkbox"/> FII/FPI - Others	<input type="checkbox"/> FVCI
<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> Pension/Provident Fund	<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Partnership/ Proprietorship firm
<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs - repatriable	<input type="checkbox"/> NRIs/PIOs - non-repatriable	<input type="checkbox"/> OCB	<input type="checkbox"/> QFI
<input type="checkbox"/> Others – please specify:				

I/We confirm that my/our investment status is (and whichever is applicable):

FDI Route

- PIS Route
- Any other – please specify _____

I/We confirm that the Equity Shares tendered by me/us are held on (whichever is applicable):

- Repatriable basis
- Non-repatriable basis

I/We confirm that (whichever is applicable):

- No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Offer and the Equity Shares are held under general permission of the RBI
- Copies of all approvals required by me for holding Equity Shares that have been tendered in this Offer are enclosed herewith
- Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

I/We confirm that (whichever is applicable):

- No RBI or other regulatory approval is required by me for tendering the Equity Shares in this Offer
- Copies of all approvals required by me for tendering Equity Shares in this Offer are enclosed herewith

BANK DETAILS

Name of the Bank	
Branch	
Account Number	
IFSC code	
MICR code	
Savings/Current/(Others: please specify)	

Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the Depositories.

In case of interest payments, if any, by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act. For details please refer to instruction no. 19 given overleaf.

Yours faithfully,

Signed and Delivered:	Full Name	PAN	Signature
First / Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all must sign. In case of body corporate, the common seal should be affixed and necessary board resolutions should be attached.

Place: _____

Date: _____

INSTRUCTIONS

PLEASE NOTE THAT NO EQUITY SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER, THE TARGET COMPANY OR THE MANAGERS TO THE OFFER

1. This Form should be filled in English.
2. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
3. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the Offer.
4. In case of Equity Shares held in joint names, names should be filled in the same order in this Form as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
5. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole/first named Shareholder(s) along with all the documents received at the time of submission.
6. All Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
7. All documents/remittances sent by or to the Shareholders will be at their own risk. Shareholders are advised to adequately safeguard their interests in this regard.
8. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before close of Tendering Period.
9. Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:
10. Shareholders may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, the DPS and the Letter of Offer. Such holders of Equity Shares may also apply on the Form of Acceptance-cum-Acknowledgment in relation to this Offer, which may be obtained from the SEBI website (www.sebi.gov.in) or from Registrar to the Offer.
11. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Paragraph 7.
12. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgment would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.
The Letter of Offer along with Form of Acceptance-cum-Acknowledgment will be dispatched/ sent through electronic mail to all the Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.
13. The Tender Form and TRS is not required to be submitted to the Acquirer, Managers to the Offer or the Registrar to the Offer. Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective Forms of Acceptance-cum-Acknowledgment.
14. Interest payment, if any: In case of interest payments by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.
15. If the resident and non-resident Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

For resident Shareholders:

- Self-attested copy of PAN card
- Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (certificate for deduction of tax at lower rate)
- Self-declaration in Form 15G / Form 15H (in duplicate), if applicable
- For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)

For non-resident Shareholders:

- Self-attested copy of PAN card

- Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer before remitting the amount of interest)
- Tax Residency Certificate and a no 'permanent establishment' / business connection declaration

In an event of non-submission of certificate for deduction of tax at nil / lower rate, tax will be deducted at the maximum marginal rate as may be applicable to the relevant category, to which the Shareholder belongs, by the Acquirer.

FOR DETAILED PROCEDURE IN RESPECT OF TENDERING EQUITY SHARES IN THIS OFFER, PLEASE REFER TO THE LETTER OF OFFER