



Mindtree

Welcome to possible

Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bengaluru-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

Ref: MT/STAT/CS/17-18/93

Sep 13, 2017

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code - 532819

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051
Scrip Name: MINDTREE

Dear Sirs,

Subject: Intimation of Completion of extinguishment/ destruction of aggregate of 42,24,000 (Forty Two Lakhs and Twenty Four Thousand Only) Equity shares of Mindtree Limited

Pursuant to the public announcement dated June 29, 2017 including corrigendum to the public announcement dated August 3, 2017 (Collectively "The Public Announcement" or "the PA") and the Letter of Offer dated August 4, 2017 ("the Letter of Offer" or "the LOF"), and the Addendum to the Public Announcement and Letter of Offer dated August 23, 2017 and published on August 24, 2017 ("the Addendum"), the tendering period for buyback opened on August 18, 2017 and closed on September 1, 2017.

In compliance with the provision of the Regulation 19(4) of the SEBI (Buy Back of Securities) Regulations, 1998, as amended from time to time ("The Buyback Regulations") the following are the details of the equity shares bought back by the Company during the tendering period and extinguished:

Equity share capital before the said extinguishment (Number of equity shares)	Number of equity shares extinguished/destroyed	Equity share capital after the said extinguishment (Number of Equity shares)
16,81,22,886	42,24,000	16,38,98,886

The terms used in this letter but not defined shall have the same meanings ascribed in the PA and the LOF and the Addendum thereof.

Further, we attach herewith a certified copy of the certificate dated September 12, 2017 pertaining to the aforesaid extinguishment of 42,24,000 Equity Shares, in accordance with the provisions of Regulation 12(4) of the Buyback Regulations as Exhibit 1.

The number of Equity shares bought back and the pre/post buyback shareholding pattern were disclosed in the Post Buyback Public Announcement dated Sep 12, 2017 (attached herewith as Exhibit 2). We herewith submit pre/post buyback shareholding pattern as Annexure A with this letter, for your ready reference.

Yours sincerely,

for **Mindtree Limited**

Vedavalli S
Company Secretary



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Bengaluru-560059, Karnataka, India.
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E-mail: info@mindtree.com

Annexure A

The shareholding pattern of the Company pre and post buyback is as under:

Particulars	Pre-Buyback*		Post Buyback#	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of post buyback Equity Share Capital
(A) Promoter and Promoter Group				
Promoter and Promoter Group, (collectively "the Promoters")	2,29,35,226	13.65%	2,23,00,166	13.61%
Sub Total (A)	2,29,35,226	13.65%	2,23,00,166	13.61%
(B) Public Shareholding				
Foreign Investors (OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	6,83,79,539	40.67%	14,15,98,720	86.39%
Indian Financial Institutions/Banks/Mutual Funds/Govt. Companies	1,04,33,624	6.20%		
Public including other Bodies Corporate	6,63,74,497	39.48%		
Sub Total (B)	1,45,187,660	86.35%	14,15,98,720	86.39%
Total (A + B)	16,81,22,886	100%	16,38,98,886	100%

*As on Record date

Post extinguishment of 42,24,000 Equity Shares

for Mindtree Limited

Vedavalli S
Company Secretary

EXHIBIT-1

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY MINDTREE LIMITED ("the Company")

The certificate is being issued in compliance with the requirements of Regulation 12 of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended

Pursuant to the Public Announcement dated June 29, 2017 and published on June 30, 2017, the Corrigendum to the Public Announcement dated August 3, 2017 and published on August 4, 2017, the Letter of Offer dated August 4, 2017 and the Addendum to the Public Announcement and Letter of Offer dated August 23, 2017 and published on August 24, 2017 the tendering period for the Buyback of equity shares of face value of Rs.10/- each fully paid-up ("the Equity Shares") from its shareholders was between August 18, 2017 to September 1, 2017. The following are the details of the Equity Shares bought back by the Company during the said tendering period and destroyed as on September 12, 2017

A. Particulars of extinguishment of Equity Shares bought back in Dematerialized Form:

Name of the Depository	Date of Extinguishment	DP Name and DP ID	Company's A/C Number	No. of Equity Shares
National Securities Depository Limited	September 12, 2017	Kotak Mahindra Bank Limited, IN302814	12717290	42,23,980
Total (A)				42,23,980


B. Particulars of extinguishment of Equity Shares bought back in Physical Form:

Sr No.	Registered Folio No.	Certificate No.	Share Distinctive No. (From)	Share Distinctive No. (To)	No. of Equity Shares Extinguished
1	0001155	114804	37711992	37712011	20
				Total (B)	20

The total Equity Shares extinguished/ destroyed in dematerialized and physical form are as under:

Total number of Equity Shares extinguished/destroyed (A+B)	42,24,000
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It is certified that the above Equity Shares of the Company were extinguished in compliance with, and according to the provisions of Regulation 12 of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended.

<p>For Mindtree Limited</p> <p><i>W. Krishnakumar</i></p> <p>Name: Krishnakumar Natarajan Designation: Executive Chairman Place: <i>Bengaluru</i> Date: <i>September 12, 2017</i></p> <p>This is the Statement referred to in our certificate no.VB/196 dated <i>September 12, 2017</i></p>	<p>For Mindtree Limited</p> <p><i>Rostow Ravanan</i></p> <p>Name: Rostow Ravanan Designation: CEO & Managing Director Place: <i>Bengaluru</i> Date: <i>September 12, 2017</i></p> <p>For Link Intime India Private Limited Registrar to the Buyback</p> <p><i>Ashwini</i></p> <p>Name: Ilren Khanchandani Designation: Associate Place: <i>Mumbai</i> Date: <i>September 12, 2017</i></p>
<p>For Deloitte Haskins & Sells Chartered Accountants (Firm's Registration No:0080725)</p> <p><i>V. Balaji</i></p> <p>V. Balaji Partner Membership No: 203685 Place: <i>Bengaluru</i> Date: <i>September 12, 2017</i></p> 	

Enclosed: Confirmation from Depositories for extinguishment of Equity Shares in dematerialized format.

Deloitte Haskins & Sells

Chartered Accountants
Deloitte Centre,
Anchorage II,
100/2 Richmond Road,
Bengaluru - 560 025,
Karnataka, India

Tel: +91 80 6627 6000
Fax: +91 80 6627 6013

Board of Directors
Mindtree Limited
Global Village, RVCE Post
Mysore Road
Bengaluru - 560 059

Re: Auditor's certificate with respect to extinguishment of 42,24,000 Equity Shares of ` 10/- each (Equity Shares) bought back by Mindtree Limited

1. This report is issued in accordance with the terms of our engagement letter dated September 4, 2017.
2. We, Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S), the statutory auditors of Mindtree Limited ("the Company"), having its Registered office at Global Village, RVCE Post, Mysore Road, Bengaluru - 560 059, for the purposes of issuing this certificate have verified the particulars contained in the attached "Certificate of Extinguishment of Equity Shares bought-back by Mindtree Limited" ("the Statement"), prepared by the Company and confirmation received from the Company's Registrar and Transfer Agents - Link Intime India Private Limited.
3. The Company has bought-back 42,24,000 Equity Shares of Rs.10/- each.
4. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate for submission to the Securities and Exchange Board of India ("SEBI").

Management's Responsibility for the Statement

5. The Management of the Company is responsible for the preparation of the said Statement and the maintenance of relevant records and documents including obtaining confirmation from National Securities Depository Limited ("NSDL") for extinguishment of 42,23,980 shares in dematerialised form.

Auditor's Responsibility

6. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents obtained and maintained by the Company and furnished to us for the purpose.



7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. On the basis of our verification as stated above and according to the information, explanations and representations provided to us by the Management of the Company, we certify that the particulars furnished by the Company in the said Statement, are in agreement with the relevant records and documents maintained by the Company as on the date of the certificate and the extinguishment is in compliance and in accordance with the provision of sub-regulation 1 and 2 of Regulation 12 of the Securities and Exchange Board of India (Buyback of Securities) Regulation, 1998 and Securities and Exchange Board of India (Depository and Participants) Regulation, 1996 and the by-laws framed thereunder.

Restriction on use

10. This Certificate is issued in connection with the extinguishment of Equity Shares bought-back in accordance with the aforementioned Regulations and should not be used for any other purpose without our prior written consent.

Date: September 12, 2017
Place: Bengaluru

Ref: VIB/196



For DELOITTE HASKINS & SELLS
Chartered Accountants
(ICAI Reg. No. 008072S)

V. Balaji

V. BALAJI
Partner
Membership No. 203685



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MINDTREE LIMITED

Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru, Karnataka - 560059.
Corporate Identification Number (CIN): L72200KA1999PLC025564, Telephone: +91-80 6706 4000;
Fax: +91-80- 6706 4200, Contact Person: Ms. Vedavalli Sridharan, Company Secretary,
Email: investors@mindtree.com, Website: www.mindtree.com

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF MINDTREE LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the "Buy-back Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated June 29, 2017 and published on June 30, 2017 (the "Public Announcement"), the Corrigendum to the Public Announcement dated August 3, 2017 and published on August 4, 2017 (the "Corrigendum"), the Letter of Offer dated August 4, 2017 (the "Letter of Offer") and the Addendum to the Public Announcement and Letter of Offer dated August 23, 2017 and published on August 24, 2017 (the "Addendum"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- Mindtree Limited (the "Company") had announced the Buyback of up to 42,24,000 (Forty Two Lakhs and Twenty Four Thousand Only) fully paid-up equity shares of face value of Rs. 10/- each ("Equity Shares") from all the existing shareholders / beneficial owners holding Equity Shares as on the record date (i.e. July 11, 2017), on a proportionate basis, through the "Tender Offer" route at a price of Rs 625/- (Rupees Six Hundred and Twenty Five Only) per Equity Share payable in cash, for an aggregate amount of Rs. 264,00,00,000/- (Rupees Two Hundred and Sixty Four Crores Only) excluding transaction costs, viz., brokerage, applicable taxes such as, securities transaction tax, service tax, GST, stamp duty etc. ("Buyback Size") ("Buyback"). The Buyback Size is 9.61% and 9.97% of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company on a standalone and consolidated basis respectively, for the financial year ended March 31, 2017, which represents 2.51% of the total issued and paid up equity share capital of the Company.
- The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and "Streamlining the Process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buy Back and Delisting of Securities" notified by SEBI vide circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 ("SEBI Circular").
- The Tendering Period for the Buyback Offer opened on Friday, August 18, 2017 and closed on Friday, September 1, 2017.

2. DETAILS OF BUYBACK:

- 42,24,000 (Forty Two Lakhs and Twenty Four Thousand Only) Equity Shares were bought back under the Buyback, at a price of Rs 625/- (Rupees Six Hundred and Twenty Five Only) per Equity Share.
- The total amount utilized in the Buyback is Rs. 264,00,00,000/- (Rupees Two Hundred and Sixty Four Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, GST, stamp duty, etc.
- The Registrar to the Buyback i.e. Link Intime Private Limited ("Registrar"), considered 29,977 valid bids for 3,24,74,762 Equity Shares in response to the Buyback, resulting in the subscription of approximately 7.6882 times the maximum number of Equity Shares proposed to be bought back by the Company. The details of valid bids considered by the Registrar are as follows:

Sr. No.	Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
1.	Reserved category for Small Shareholders	6,33,600	28,138	44,94,895	709.42%
2.	General category of other Shareholders	35,90,400	1,839	2,79,79,867	779.30%
	Total	42,24,000	29,977	3,24,74,762	768.82%

- All valid applications have been considered for the purpose of Acceptance in accordance with the Buy-back Regulations and Paragraph 23 of the Letter of Offer. The communication of acceptance / rejection shall be dispatched by the Registrar to the Buyback to respective Shareholders, on or before September 13, 2017.
- The settlement of all valid bids was completed by the Clearing Corporation of India Limited on September 11, 2017. The funds have been directly paid out to Eligible Sellers whose shares have been accepted under the Buyback. If bank account details of any Eligible Sellers holding Equity Shares in dematerialized form were not available or if the funds transfer instructions were rejected by the Reserve Bank of India of any or relevant bank, due to any reason, then the amounts payable to the Eligible Sellers were transferred to the concerned selling members for onward transfer to such Eligible Sellers holding Equity Shares in dematerialized form.
- Demat Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on September 11, 2017. The unaccepted demat Equity Shares have been returned to respective Shareholder Brokers / custodians by the Clearing Corporation of India Limited on September 11, 2017. The unaccepted physical share certificates have been dispatched to the registered address of the respective eligible Equity Shareholders on September 11, 2017.
- The extinguishment of 42,24,000 Equity Shares accepted under the Buyback, comprising of 42,23,980 Equity Shares in dematerialized form and 20 Equity Shares in physical form is currently under process and shall be completed on or before September 18, 2017. The Company, and its respective Directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

- The capital structure of the Company, pre and post the Buyback is as under:

(Equity Shares of face value of Rs 10/- each)

Sr. No.	Particulars	Pre-Buyback*		Post Buyback#	
		No. of Equity Shares	Amount (Rs in Lacs)	No. of Equity Shares	Amount (Rs in Lacs)
1.	Authorized Equity Share Capital	80,00,00,000	80,000	80,00,00,000	80,000
2.	Issued, Subscribed and Paid-up Equity Share Capital	16,81,22,886	16,812	16,38,98,886	16,390

*As on record date

Post extinguishment of 42,24,000 Equity Shares

- Details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as mentioned below:

Sr. No	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post buyback Equity Shares
1	Rekha N Shah	3,20,191	7.58%	0.20%
2	Cophall Mauritius Investment Limited	1,99,856	4.73%	0.12%
3	Krishnakumar N	1,81,910	4.31%	0.11%
4	Amansa Holdings Private Limited	1,71,713	4.07%	0.10%
5	Subroto Bagchi	1,57,479	3.73%	0.10%
6	Somerset Small Mid Cap Em All Country Fund LLC	1,47,275	3.49%	0.09%
7	Vanguard Emerging Markets Stock Index Fund, Aseries Of Vanguard International Equity Index Fund	1,24,262	2.94%	0.08%
8	LSO Investment Private Limited	1,13,609	2.69%	0.07%
9	ICICI Prudential Value Discovery Fund	1,03,558	2.45%	0.06%
10	Vanguard Total International Stock Index Fund	94,508	2.24%	0.06%
11	Somerset Emerging Markets Small Cap Fund LLC	87,779	2.08%	0.05%
12	Franklin Templeton Mutual Fund A/C Franklin India Prima Fund	87,445	2.07%	0.05%
13	Susmita Bagchi	81,723	1.93%	0.05%
14	Ontario Teachers' Pension Plan Board Managed By Arohi Asset Management Pte Ltd-NP9Q	81,374	1.93%	0.05%
15	Russell Investment Company Plc-Russell Emerging Markets Equity Fund	80,244	1.90%	0.05%
16	Franklin India Smaller Companies Fund	79,021	1.87%	0.05%
17	India Whizdom Fund	75,882	1.80%	0.05%
18	Forsta Ap-Fonden As Managed By Somerset Capital Management LLP	67,533	1.60%	0.04%
19	S Janakiraman	67,175	1.59%	0.04%
20	N S Parthasarathy	64,035	1.52%	0.04%
21	Arohi Emerging Asia Master Fund	62,913	1.49%	0.04%
22	HDFC Standard Life Insurance Company Limited	59,679	1.41%	0.04%
23	Government Pension Fund Global	55,721	1.32%	0.03%
24	WGI Emerging Markets Smaller Companies Fund, LLC	51,979	1.23%	0.03%
25	Gagandeep Credit Capital Pvt Ltd	43,862	1.04%	0.03%

- The shareholding pattern of the Company Pre-Buyback (as on July 11, 2017) i.e. the Record Date and Post Buyback, is as under:

Sr. No.	Particulars	Pre-Buyback*		Post Buyback#	
		No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of post buyback Equity Share Capital
(A)	Promoter and Promoter Group Promoter and Promoter Group, (collectively "the Promoters")	2,29,35,226	13.65%	2,23,00,166	13.61%
(B)	Public Shareholding				
	Foreign Investors (OCBs/FIIs/NRIs/Non-residents/ Non-domestic companies)	6,83,79,539	40.67%	14,15,98,720	86.39%
	Indian Financial Institutions/ Banks/Mutual Funds/ Govt. Companies	1,04,33,624	6.20%		
	Public including other Bodies Corporate	6,63,74,497	39.48%		
	Sub Total	1,45,187,660	86.35%	14,15,98,720	86.39%
	Total (A + B)	16,81,22,886	100%	16,38,98,886	100%

*As on Record date

Post extinguishment of 42,24,000 Equity Shares

4. MANAGER TO THE BUYBACK OFFER



kotak
Investment Banking

Kotak Mahindra Capital Company Limited
27BKC, 1st Floor, Plot No.C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel: +91 22 4336 0128, Fax: +91 22 6713 2447, Contact Person: Mr. Ganesh Rane
Email: project.mindtreebuyback@kotak.com, SEBI Registration Number: INM000008704

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
Mindtree Limited

Sd/-
Krishnakumar Natarajan
Executive Chairman
DIN : 00147772

Sd/-
Rostow Ravanan
CEO & Managing Director
DIN : 00144557

Sd/-
Vedavalli Sridharan
Company Secretary and Compliance Officer
Membership Number: A15470