



Mindtree

A Larsen & Toubro Group Company

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

UNDERTAKING ON FRACTIONAL ENTITLEMENT

Date: May 13, 2022

Symbol: MINDTREE

Manager - Listing Compliance
National Stock Exchange of India
Limited 'Exchange Plaza'. C-1, Block
G, Bandra Kurla Complex, Bandra (E),
Mumbai - 400051

Subject: Requirements letter w.r.t application seeking NOC under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Reference: Application Letter dated May 9, 2022 to National Stock Exchange of India Limited, seeking no-objection certificate (“**Application for NoC**”) for the proposed Scheme of Amalgamation and Arrangement amongst Mindtree Limited (Transferor Company) and Larsen & Toubro Infotech Limited (“LTI”) (Transferee Company) and their respective shareholders and creditors.

In connection with the application made on May 9, 2022, we hereby declare and undertake that all fractional entitlements arising pursuant to the draft scheme, shall be dealt with in the manner prescribed under the SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021 issued by the Securities and Exchange Board of India as may be amended from time to time (including pursuant to its amendment by the circular dated November 16, 2021).

Specifically, we declare and undertake that the fractional entitlements, if any, shall be aggregated and held by the trust, nominated by the board of directors of the Company in that behalf, who shall sell such shares in the market at such price, within a period of 90 days from the date of allotment of shares, as per the draft scheme submitted to you and SEBI.

For Mindtree Limited

Name: Subhodh Shetty
Designation: Company Secretary
A13722

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