



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/17-18/115

October 09, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra East,
Mumbai 400 051

Dear Sirs,

Subject: Submission of Reconciliation of Share Capital Audit Report for the quarter ended September 30, 2017

Pursuant to Circular No. D&CC/FITTC/CIR-16/2002 as amended up to date and in compliance with Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996, please find enclosed the Reconciliation of Share Capital Audit Certificate issued by a Practicing Company Secretary for the quarter ended September 30, 2017.

Please take the above intimation on records and acknowledge the receipt of the same.

Thanking you,
Yours sincerely,

for Mindtree Limited


Vedavalli S
Company Secretary



Mindtree Ltd
Global Village
RVCE Post, Mysore Road
Bengaluru - 560059

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F +91 80 6706 4100
W www.mindtree.com

G.SHANKER PRASAD ACS ACMA**PRACTISING COMPANY SECRETARY**

10, AG's Colony, Anandnagar, Bangalore-560 024, Tel: 42146796

e-mail: gsp@graplind.com

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
(As per Regulation 55A of SEBI (Depositories & Participants) Regulations, 1996)**

| | | | |
|----|---|---|---|
| 1 | For the Quarter Ended | September 30, 2017 | |
| 2 | ISIN | INE018I01017 | |
| 3 | Face Value per Share | Rs.10/- | |
| 4 | Name of the Company | MINDTREE LIMITED | |
| 5 | Registered Office Address | Global Village, RVCE Post, Mysore Road, Bengaluru – 560 059. | |
| 6 | Correspondence Address | Global Village, RVCE Post, Mysore Road, Bengaluru – 560 059. | |
| 7 | Telephone & Fax Number | Tel: +91-80-67064000 Fax: +91-80-67064100 | |
| 8 | Email Address | vedavalli.s@mindtree.com | |
| 9 | Name of the Stock Exchanges where the Company's Securities are listed | 1. National Stock Exchange of India Limited, Mumbai 2. BSE Limited, Mumbai | |
| | Particulars | Number of Equity Shares | % of Total Issued Capital (Rounded off to two decimal) |
| 10 | Issued Capital | 163,898,886 | 100% |
| 11 | Listed Capital (Exchange-wise) | | |
| | National Stock Exchange of India Limited, Mumbai | 163,898,886 | 100% |
| | BSE Limited, Mumbai | 163,898,886 | 100% |
| 12 | Held in dematerialized form in CDSL | 23,815,755 | 14.53% |
| 13 | Held in dematerialized form in NSDL | 139,780,278 | 85.28% |
| 14 | Physical | 302,853 | 0.19% |
| 15 | Total No. of shares (12+13+14) | 163,898,886 | 100.00% |

| | | | | | | |
|---|---|--|--|----------------------------------|----------------------------------|---|
| 16 | Reasons for difference if any, between (10&11) (10&15) (11&15) | N.A. | | | | |
| 17 | Certifying the details of changes in share capital during the quarter under consideration as per table below: | | | | | |
| Particulars* | No. of Shares | Applied / Not Applied for listing | Listed on Exchanges (specify names) | Whether intimated to CDSL | Whether intimated to NSDL | Final approval pending by Stock Exchange (specify names) |
| Buy Back of Equity Shares (Cash offer to Buy Back not exceeding 42,24,000 fully paid-up equity shares of face value of Rs.10/- each, by way of a Tender Offer route through Stock Exchange Mechanism at a price of Rs. 625/- per equity share for an aggregate amount not exceeding Rs. 264,00,00,000/-) | 42,24,000 (Forty Two Lakhs and Twenty Four Thousand Only) fully paid-up equity shares of face value of Rs.10/- each | N.A* | N.A* | Yes | Yes | - |
| <p>*Rights, Bonus, Preferential Issue, ESOP's, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify)</p> <p>* Stock Exchanges have been intimated on the completion of the buyback and the Listed Capital is updated on their record.</p> | | | | | | |
| 18 | Register of Members updated (Yes/No) If Not, updated up to which date | Yes | | | | |
| 19 | Reference of previous quarter with regard to excess dematerialized shares, if any | N.A | | | | |
| 20 | Has the Company resolved the matter mentioned in Point No.19 above in the current quarter? If Not, reasons why? | N.A. | | | | |
| 21 | Mention the total no. of requests, if any confirmed after 21 days and the total no. of requests pending beyond 21 days with reasons for delay | | | | | |

| | Total No. of Demat request | No. of requests | No. of shares | Reasons for delay |
|----|--|---|---------------|-------------------|
| | Confirmed after 21 days | NIL | NIL | N.A. |
| | Pending for more than 21 days | NIL | NIL | N.A. |
| 22 | Name, Telephone & Fax No. of the Compliance Officer of the Company | Ms. Vedavalli S Company Secretary Tel: +91-80-6706 9703 Fax: +91-80-6706 4100 | | |
| 23 | Name, Address, Telephone & Fax No. of the Auditor | Mr. G. Shanker Prasad # 10, AG's Colony, Anandnagar, Bangalore-560024 Telephone: +91-80-42146796 Mobile: +91-9886747545 Email: gsp@graplind.com | | |
| 24 | Appointment of common Agency for share registry work, if any, Name and address | Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Telephone: +91-22-49186000 Fax: +91-22-49186060 Email: rnt.helpdesk@linkintime.co.in | | |
| 25 | Any other detail that the Auditor may like to provide (e.g. BIFR Company, Delisting from Stock Exchange/s, Company changed its name, etc.) | NIL | | |

Place : Bangalore
Date : 09.10.2017

G. Shanker Prasad

G. Shanker Prasad
C. P. No. 6450

