



**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/15-16/162**

**January 21, 2016**

**The Bombay Stock Exchange 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,**

**Kind Attention Mr. Gopala Krishna and Mr. Hari**

**Subject: Submission of Reconciliation of Share Capital Audit Certificate as on December 31, 2015**

Pursuant to Circular No. D&CC/FITTC/CIR-16/2002 as amended up to date and 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 December 31, 2015.

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**

# G.SHANKER PRASAD<sup>ACS ACMA</sup>

PRACTISING COMPANY SECRETARY

# 10, AG's Colony, Anandunagar, Bangalore 560 024, Tel: 42146796

e-mail: [grapbind@gmail.com](mailto:grapbind@gmail.com)

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

1	For the Quarter Ended	December 31, 2015	
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. Bombay Stock Exchange Limited, Mumbai	
	<b>Particulars</b>	<b>Number of Equity Shares</b>	<b>% of Total Issued Capital</b>
10	Issued Capital	83,888,968	100%
11	Listed Capital (Exchange-wise)		
	National Stock Exchange of India Limited, Mumbai	83,878,156	99.987%
	Bombay Stock Exchange Limited, Mumbai	83,878,156	99.987%
12	Held in dematerialized form in CDSL	88,24,208	10.51%
13	Held in dematerialized form in NSDL	74,850,780	89.23%
14	Physical	213,980	0.26%
15	Total No. of shares (12+13+14)	83,888,968	100.00%

16	Reasons for difference if any, between (10&11) (10&15) (11&15)	Reason for difference between 10 & 11: (Yet to file Listing Application for 10,812 Equity shares of Rs.10/- each for ESOP as waiting for physical approval copy on ESOP from BSE as on December 31, 2015) Reason for difference between 10 & 15: Nil Reason for difference between 11 & 15: (Yet to file Listing Application for 10,812 Equity shares of Rs.10/- each for ESOP as waiting for physical approval copy on ESOP from BSE as on December 31, 2015)				
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)
ESOP and ESOPs: November 04, 2015	(i) ESOP: 15,500 (out of which, 7,750 Equity Shares of Rs.10/-each, were allotted in the ratio of 1:1 as Bonus Shares after obtaining the in-principle approvals)	Applied	NSE & BSE	YES	YES	NO
	(ii) ESOPs: 4,958	Applied	NSE & BSE	YES	YES	NO
	<b>Grand Total: 20,458</b>					
ESOP and ESOPs: December 15, 2015	(i) ESOP: 22,072 (out of which, 11,036 Equity Shares of Rs.10/-each, were allotted in the ratio of 1:1 as Bonus Shares after obtaining the in-principle approvals)	Applied	NSE & BSE	YES	YES	NO
	(ii) ESOPs: 10,812	Not Applied	No as on December 31, 2015	NO (Intimation will be sent to CDSL upon receiving approvals from stock exchanges)	NO (Intimation will be sent to NSDL upon receiving approvals from stock exchanges)	YES (waiting for physical approval copy on ESOP from BSE as on December 31, 2015)
	<b>Grand Total: 32,884</b>					
*Rights, Bonus, Preferential Issue, ESOP's, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, any other (to specify)						
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			
	<b>Total No. of Demat request</b>	<b>No. of requests</b>	<b>No. of shares</b>	<b>Reasons for delay</b>
	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: +91-80-67064100		
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: +91-98440 23685 Email: graplind@gmail.com		
24	Appointment of common Agency for share registry work, if any, Name and address	Link Intime India Private Limited C-13, Pannalal Silks Mills Compound, L.B.S Marg, Bhandup (W) Mumbai – 400078 Telephone: +91-022-25963838 Fax: +91-022-25946969 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 : January 21, 2016



*Shanker prasad*  
G. Shanker Prasad

C. P. No. 6450