



**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/16-17/115**

**October 14, 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 Report as on September 30, 2016**

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 second quarter ended September 30, 2016.

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**



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Bengaluru - 560059

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**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) Act, 1996)**

1	For the Quarter Ended	<b>September 30, 2016</b>	
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	167,956,514	100%
11	Listed Capital (Exchange-wise)		
	National Stock Exchange of India Limited, Mumbai	167,938,584	99.989%
	Bombay Stock Exchange Limited, Mumbai	167,938,584	99.989%
12	Held in dematerialized form in CDSL	19,162,854	11.41%
13	Held in dematerialized form in NSDL	148,360,544	88.33%
14	Physical	433,116	0.26%

15	Total No. of shares (12+13+14)	167,956,514	100.00%			
16	Reasons for difference if any, between (10&11) (10&15) (11&15)	<p><b>Reason for difference between 10 &amp;11:</b> (ESPS approval awaited for 17,930 Equity shares of Rs.10/- each as on September 30, 2016, which was obtained subsequent to the end of the quarter).</p> <p><b>Reason for difference between 10 &amp; 15:</b> N.A. (No Difference)</p> <p><b>Reason for difference between 11 &amp; 15:</b> (ESPS approval awaited for 17,930 Equity shares of Rs.10/- each as on September 30, 2016, which was obtained subsequent to the end of the quarter).</p>				
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: July 26, 2016	(i) <b>ESOP: 1,088</b> (out of which, 816 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
ESOP and ESPS : August 23, 2016	(i) <b>ESOP: 1,380</b> (out of which, 1,035 Equity Shares of Rs.10/- each, were allotted in the ratio of 1:1 as Bonus Shares after obtaining the in-principle approvals)  (ii) <b>ESPS: 103,820</b>  <b>Grand Total: 105,200</b>	Applied	NSE & BSE	YES	YES	NO
ESOP and ESPS: September 26, 2016	(i) <b>ESOP: 1,480</b> (out of which, 1,110 Equity Shares of Rs.10/- each, were allotted in the ratio	Applied	NSE & BSE	YES	YES	NO

of 1:1 as Bonus Shares after obtaining the in-principle approvals)  <b>(ii) ESPS: 17,930</b>	Not Applied (As ESOP Approval was awaited as on Sep 30, 2016 and ESPS application filed on Oct 03, 2016)	No as on September 30, 2016	NO (Intimation sent to CDSL upon receiving approvals from stock exchanges subsequent to quarter end)	NO (Intimation sent to CDSL upon receiving approvals from stock exchanges subsequent to quarter end)	YES : (ESPS approval awaited for 17,930 Equity shares of Rs.10/- each as on September 30, 2016, which was obtained subsequent to the end of the quarter).
<b>Grand Total: 19,410</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>
	Confirmed after 21 days	NIL
	Pending for more than 21 days	NIL
		<b>No. of shares</b>
		NIL
		<b>Reasons for delay</b>
		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: <a href="mailto:gsp@gmail.com">gsp@gmail.com</a>
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: +91-022-2596 3838 Fax: +91-022-2594 6969 Email: <a href="mailto:mumbai@linkintime.co.in">mumbai@linkintime.co.in</a>
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 : 14.10.2016

*G. Shanker Prasad*

G. Shanker Prasad

C. P. No. 6450

