

### **Employee Stock Option Plans (ESOPs)/ Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS or ERSP 2012)**

The Company has instituted the Employee Stock Option Plans ('ESOP') in fiscal 2000, which was approved by the Board of Directors ('Board'). Your Company had issued stock options under various stock option programs, viz., ESOP 1999, ESOP 2001, ESOP 2006 (a), ESOP 2006 (b) (approved by Shareholders on July 25, 2007) , ESOP 2008 A (approved by Shareholders on Dec 22, 2008) , DSOP 2006 (approved by Shareholders on July 25, 2007), ESOP 2010 A (approved by Shareholders on July 20, 2010) and Employee Stock Purchase Scheme namely, Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS or ERSP 2012) (approved by Shareholders on July 16, 2012 and amended and approved by the Shareholders on June 22, 2015), which are in compliance to SEBI (Share Based Employee Benefits) Regulations, 2014 and SEBI (ESOP & ESPS) Guidelines, 1999, as the case may be. There were no material changes in the above schemes. No employee was granted options/shares (under ESOPs or ESPS/ERSP 2012), during the year, equal to or exceeding 1% of the issued capital

The summary information of various Employee Stock Option Plans (ESOPs) and ESPS/ERSP 2012 of the Company is provided under Notes to Accounts under Standalone Financial Statements of Annual Report 2017-18. The Company has recorded compensation cost for all grants using the fair value- based method of accounting, in line with prescribed SEBI guidelines. Refer to Notes to accounts under Standalone Financial Statements of Annual Report 2017-18 for details on accounting policy.

**Details of Movements during the FY 2017-18:**

Particulars	ESOP 1999 (Program-I)	ESOP 2001 (Program-II)	ESOP 2006(a) (Program-III)	ESOP 2006(b) (Program-IV)	DSOP 2006 (Program-VI)	ESOP 2008 A (Program-V)	ESOP 2010 A (Program-VII)	Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS/ERSP 2012) (Program 8)*
Outstanding Options at the beginning of the year	-	1,680	-	-	0	145,456	0	-
Options Granted	-	0	-	0	0	0	0	-
Options Vested	-	1,680	-	-	0	145,456	-	123,085
Options Exercised	-	1,680	-	0	0	0	-	123,085
Total No. of Shares arising as a result of exercise of option.	-	1,680	-	0	0	0	-	123,085
Options Lapsed	-	0	-	0	0	145,456	-	-
Options Lapsed - Forfeited	-	0	-	0	0	0	-	-
Exercise Price	-	12.50	-	-	0	0	-	10
Variation of terms of Options	-	No	-	No	No	No	-	No
Money realized by exercise of Options	-	21,000	-	-	-	-	-	1,230,850
Total No. of Options in force	-	0	-	-	0	0	-	-

\* RSUs granted under Program 8.

**Reconciliation Statement of the Equity Shares approved in-principle by Stock exchanges, allotted and listed till March 31, 2018 is given below:**

<b>Particulars</b>	<b>ESOP 1999 (Program-1)</b>	<b>ESOP 2001 (Program-2)</b>	<b>ESOP 2006(a) (Program-3)</b>	<b>ESOP 2006(b) (Program-4)</b>	<b>DSOP 2006 (Program-6)</b>	<b>ESOP 2008 A (Program-5)</b>	<b>ESOP 2010 A (Program-7)</b>	<b>Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS or ERSP 2012) (Program-8)</b>
In-principle approvals received from BSE and NSE (Pre and Post Bonus)	<b>196,381</b>	<b>894,808</b>	<b>366,500</b>	<b>7,497,150</b>	<b>575,000</b>	<b>461,192</b>	<b>1,135,000</b>	<b>1,762,488</b>
Less: No. of equity shares allotted & listed	188,004	793,232	239,557	1,988,076	260,000	176,219	-	123,085
Less: No. of options lapsed and not intending to be issued	8,377	101,576	126,943	5,509,074	315,000	284,973	1,135,000	-
Balance number of equity shares	-	-	-	-	-	-	-	<b>1,639,403</b>

**Details of Restricted Stock Units (RSUs) granted to Senior Managerial Personnel during the financial year 2017-18 (including persons who have received grants amounting to 5% or more of the RSU's granted, if any, during the year) are as under:**

Sl. No.	Name of Senior Managerial Personnel	Designation	No. of Grants	Original Grant Price
1	Gaurav Johri	Senior Vice President	17,800	10.00
2	Guita Blake	Senior Vice President	13,055	10.00
3	Erwan Carpentier Tomasi	Senior Vice President	12,715	10.00
4	C Rama Mohan*	Executive Vice President	11,865	10.00
5	Ramesh Gopalakrishnan	Executive Vice President	11,785	10.00
6	Ramachandran Ramakrishnan**	Senior Vice President	9,495	10.00
7	Manas Chakraborty	Senior Vice President	8,475	10.00
8	Suresh Hassan Prakash	Senior Vice President	7,120	10.00
9	Vikram Kaul	Vice President	7,120	10.00
10	Madhusudhan KM	Chief Technology Officer	7,120	10.00
11	Anil Rao. M	Senior Vice President	5,935	10.00
12	Chinmoy Shrikant Bhagawat	Vice President	5,935	10.00
13	Jagannathan C N	Chief Financial Officer	4,665	10.00
	<b>Total</b>		<b>123,085</b>	

\* Part of the year till December 08, 2017.

\*\* Part of the year till December 15, 2017.

Information of these ESOP/ESPS/ERSP 2012 as required under the SEBI (Share Based Employee Benefits) Regulations, 2014 is provided in detail under Notes to Accounts under Standalone Financial Statements of the Annual Report 2017-18.