MINDTREE LIMITED

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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF MINDTREE LIMITED

This public announcement (the "**Post Buyback Public Announcement**") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the "**Buy-back Regulations**"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated June 29, 2017 and published on June 30, 2017 (the "**Public Announcement**"), the Corrigendum to the Public Announcement dated August 3, 2017 and published on August 4, 2017 (the "**Corrigendum**"), the Letter of Offer dated August 4, 2017 (the "**Letter of Offer**") and the Addendum to the Public Announcement and Letter of Offer dated August 23, 2017 and published on August 24, 2017 (the "**Addendum**"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

1.1. Mindtree Limited (the "**Company**") had announced the Buyback of up to 42,24,000 (Forty Two Lakhs and Twenty Four Thousand Only) fully paid-up equity shares of face value of Rs. 10/- each ("**Equity Shares**") from all the existing shareholders / beneficial owners holding Equity Shares as on the record date (i.e. July 11, 2017), on a proportionate basis, through the "Tender Offer" route at a price of Rs 625/- (Rupees Six Hundred and Twenty Five Only) per Equity Share payable in cash, for an aggregate amount of Rs. 264,00,00,000 /- (Rupees Two Hundred and Sixty Four Crores Only) excluding transaction costs, viz., brokerage, applicable taxes such as, securities transaction tax, service tax, GST, stamp duty etc. ("**Buyback Size**") ("**Buyback**"). The Buyback Size is 9.61% and 9.97% of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company on a standalone and consolidated basis respectively, for the financial year ended March 31, 2017, which represents 2.51% of the total issued and paid up equity share capital of the Company.

1.2. The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and "Streamlining the Process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buy Back and Delisting of Securities" notified by SEBI vide circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 ("**SEBI Circular**").

1.3. The Tendering Period for the Buyback Offer opened on Friday, August 18, 2017 and closed on Friday, September 1, 2017.

2. DETAILS OF BUYBACK:

2.1. 42,24,000 (Forty Two Lakhs and Twenty Four Thousand Only) Equity Shares were bought back under the Buyback, at a price of Rs 625/- (Rupees Six Hundred and Twenty Five Only) per Equity Share.

2.2. The total amount utilized in the Buyback is Rs. 264,00,00,000/- (Rupees Two Hundred and Sixty Four Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, GST, stamp duty, etc.

2.3. The Registrar to the Buyback i.e. Link Intime Private Limited ("**Registrar**"), considered 29,977 valid bids for 3,24,74,762 Equity Shares in response to the Buyback, resulting in the subscription of approximately 7.6882 times the maximum number of Equity Shares proposed to be bought back by the Company. The details of valid bids considered by the Registrar are as follows:

Sr. No.	Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
1.	Reserved category for Small Shareholders	6,33,600	28,138	44,94,895	709.42%
2.	General category of other Shareholders	35,90,400	1,839	2,79,79,867	779.30%
	Total	**42,24,000**	**29,977**	**3,24,74,762**	**768.82%**

2.4. All valid applications have been considered for the purpose of Acceptance in accordance with the Buy-back Regulations and Paragraph 23 of the Letter of Offer. The communication of acceptance / rejection shall be dispatched by the Registrar to the Buyback to respective Shareholders, on or before September 13, 2017.

2.5. The settlement of all valid bids was completed by the Clearing Corporation of India Limited on September 11, 2017. The funds have been directly paid out to Eligible Sellers whose shares have been accepted under the Buyback. If bank account details of any Eligible Sellers holding Equity Shares in dematerialized form were not available or if the funds transfer instructions were rejected by the Reserve Bank of India of any or relevant bank, due to any reason, then the amounts payable to the Eligible Sellers were transferred to the concerned selling members for onward transfer to such Eligible Sellers holding Equity Shares in dematerialized form.

2.6. Demat Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on September 11, 2017. The unaccepted demat Equity Shares have been returned to respective Shareholder Brokers / custodians by the Clearing Corporation of India Limited on September 11, 2017. The unaccepted physical share certificates have been dispatched to the registered address of the respective eligible Equity Shareholders on September 11, 2017.

2.7. The extinguishment of 42,24,000 Equity Shares accepted under the Buyback, comprising of 42,23,980 Equity Shares in dematerialized form and 20 Equity Shares in physical form is currently under process and shall be completed on or before September 18, 2017. The Company, and its respective Directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

3.1. The capital structure of the Company, pre and post the Buyback is as under:

(Equity Shares of face value of Rs 10/- each)

Sr. No.	Particulars	Pre-Buyback*		Post Buyback #	
		No. of Equity Shares	Amount (Rs in Lacs)	No. of Equity Shares	Amount (Rs in Lacs)
1.	Authorized Equity Share Capital	80,00,00,000	80,000	80,00,00,000	80,000
2.	Issued, Subscribed and Paid-up Equity Share Capital	16,81,22,886	16,812	16,38,98,886	16,390

*As on record date

Post extinguishment of 42,24,000 Equity Shares

3.2. Details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as mentioned below:

Sr. No	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post buyback Equity Shares
1	Rekha N Shah	3,20,191	7.58%	0.20%
2	Copthall Mauritius Investment Limited	1,99,856	4.73%	0.12%
3	Krishnakumar N	1,81,910	4.31%	0.11%
4	Amansa Holdings Private Limited	1,71,713	4.07%	0.10%
5	Subroto Bagchi	1,57,479	3.73%	0.10%
6	Somerset Small Mid Cap Em All Country Fund LLC	1,47,275	3.49%	0.09%
7	Vanguard Emerging Markets Stock Index Fund, Aseries Of Vanguard International Equity Index Fund	1,24,262	2.94%	0.08%
8	LSO Investment Private Limited	1,13,609	2.69%	0.07%
9	ICICI Prudential Value Discovery Fund	1,03,558	2.45%	0.06%
10	Vanguard Total International Stock Index Fund	94,508	2.24%	0.06%
11	Somerset Emerging Markets Small Cap Fund LLC	87,779	2.08%	0.05%
12	Franklin Templeton Mutual Fund A/C Franklin India Prima Fund	87,445	2.07%	0.05%
13	Susmita Bagchi	81,723	1.93%	0.05%
14	Ontario Teachers' Pension Plan Board Managed By Arohi Asset Management Pte Ltd-NP9Q	81,374	1.93%	0.05%
15	Russell Investment Company Plc-Russell Emerging Markets Equity Fund	80,244	1.90%	0.05%
16	Franklin India Smaller Companies Fund	79,021	1.87%	0.05%
17	India Whizdom Fund	75,882	1.80%	0.05%
18	Forsta Ap-Fonden As Managed By Somerset Capital Management LLP	67,533	1.60%	0.04%
19	S Janakiraman	67,175	1.59%	0.04%
20	N S Parthasarathy	64,035	1.52%	0.04%
21	Arohi Emerging Asia Master Fund	62,913	1.49%	0.04%
22	HDFC Standard Life Insurance Company Limited	59,679	1.41%	0.04%
23	Government Pension Fund Global	55,721	1.32%	0.03%
24	WGI Emerging Markets Smaller Companies Fund, LLC	51,979	1.23%	0.03%
25	Gagandeep Credit Capital Pvt Ltd	43,862	1.04%	0.03%

3.3. The shareholding pattern of the Company Pre-Buyback (as on July 11, 2017) i.e. the Record Date and Post Buyback, is as under:

Sr. No.	Particulars	Pre-Buyback*		Post Buyback #	
		No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of post buyback Equity Share Capital
(A)	**Promoter and Promoter Group**				
	Promoter and Promoter Group, (collectively "**the Promoters**")	2,29,35,226	13.65%	2,23,00,166	13.61%
(B)	**Public Shareholding**			14,15,98,720	86.39%
	Foreign Investors (OCBs/FIIs/NRIs/Non-residents/ Non-domestic companies)	6,83,79,539	40.67%		
	Indian Financial Institutions/ Banks/Mutual Funds/ Govt. Companies	1,04,33,624	6.20%		
	Public including other Bodies Corporate	6,63,74,497	39.48%		
	Sub Total	1,45,187,660	86.35%	14,15,98,720	86.39%
Total (A + B)		**16,81,22,886**	**100%**	**16,38,98,886**	**100%**

** As on Record date*

 # Post extinguishment of 42,24,000 Equity Shares

4. MANAGER TO THE BUYBACK OFFER

Kotak Mahindra Capital Company Limited
27BKC, 1st Floor, Plot No.C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel: +91 22 4336 0128, Fax: +91 22 6713 2447, Contact Person: Mr. Ganesh Rane
Email: project.mindtreebuyback@kotak.com, SEBI Registration Number: INM000008704

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
Mindtree Limited

Sd/-	Sd/-	Sd/-
Krishnakumar Natarajan	**Rostow Ravanan**	**Vedavalli Sridharan**
Executive Chairman	**CEO & Managing Director**	**Company Secretary and Compliance Officer**
DIN : 00147772	**DIN : 00144557**	**Membership Number: A15470**

Place: Bengaluru
Date: September 12, 2017