

Last date for publication of post-Offer public announcement in the newspapers in which this DPS has been published	Tuesday, June 18, 2019
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**The Identified Date is only for the purpose of determining the Shareholders as on such date to whom the Letter of Offer would be sent. It is clarified that all holders (registered or unregistered) of Equity Shares (except the Acquirer, parties to the SPA and persons deemed to be acting in concert with the parties to the SPA) are eligible to participate in the Offer any time before the Offer Closing Date.*

#The above timelines are indicative (prepared on the basis of timelines provided under the SEBI SAST Regulations) and are subject to receipt of relevant approvals from various regulatory authorities and may have to be revised accordingly.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LETTER OF OFFER

1. All the Shareholders, holding the shares in dematerialized form are eligible to participate in this Offer at any time during the period from Offer Opening Date and Offer Closing Date ("**Tendering Period**") for this Offer. Please refer to Paragraph 8 below for details in relation to tendering of Offer Shares held in physical form.
2. Persons who have acquired the Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date or unregistered owners or those who have acquired shares after the identified date or those who have not received the Letter of Offer, may participate in this Offer.
3. The Offer will be implemented by the Acquirer through a stock exchange mechanism made available by stock exchanges in the form of a separate window ("**Acquisition Window**"), as provided under the SEBI SAST Regulations and SEBI circulars CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and BSE notice no. 20170202-34 dated February 02, 2017, in each case as amended from time to time.
4. NSE shall be the designated stock exchange for the purpose of tendering equity shares in the Offer.
5. The Acquirer has appointed Axis Capital Limited and Citigroup Global Markets India Private Limited ("**Buying Brokers**") as its brokers for the Offer through whom the purchases and settlement of the offer shares tendered under the Offer shall be made.

The contact details of the Buying Brokers are as mentioned below:

Name: Axis Capital Limited,
Address: 5th Floor, Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai - 400 025;
Contact Person: Mr. G. Venkatesh
Telephone: +91-22-43255587;
Email ID: venkatesh.iyer@axiscap.in
SEBI Registration No: BSE: INB011387330; NSE: INB231387235

Name: Citigroup Global Markets India Private Limited
Address: 1202, 12th Floor, First International Financial Centre, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400 098.
Contact Person: Ms. Garima Maheshwari
Telephone : +91-22 61759999
Email ID : mindtree.openoffer@citi.com

SEBI Registration No: INB011141331/INF011141331 (BSE); INB231141335/INF231141335/INE231141335 (NSE)

6. All Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stock brokers ("**Selling Broker**") within the normal trading hours of the secondary market, during the Tendering Period.
 7. A separate Acquisition Window will be provided by the BSE and NSE to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized shares.
 8. Procedure to be followed by Shareholders holding equity shares in Physical Form:
 - a. As per the provisions of Regulation 40(1) of the LODR Regulations and SEBI PR 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019.
 - b. In this Offer, considering the timelines of the activities prescribed under the SEBI SAST Regulations, the acceptance of tendered Equity Shares will be undertaken after April 1, 2019. Accordingly, the Shareholders who are holding equity shares in physical form and are desirous of tendering their equity shares in the Offer can do so only after the equity shares are dematerialised. Such Shareholders are advised to approach any depository participant to have their equity shares dematerialised.
- IX. DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER**
- X. OTHER INFORMATION**
1. The Acquirer including its directors accept full responsibility for the obligations of the Acquirer as laid down in terms of the SEBI SAST Regulations and for the information contained in the Public Announcement and this DPS. All the information pertaining to the Target Company has been obtained from the information published and from publicly available sources and the accuracy thereof has not been independently verified by the Acquirer or the Managers to the Offer.
 2. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
 3. In this DPS, all references to "Rs." Or "INR" are references to the Indian Rupee.

4. This DPS and the Public Announcement would also be available on SEBI's website (www.sebi.gov.in).
5. The Acquirer has appointed Axis Capital Limited and Citigroup Global Markets India Private Limited as the Managers to the Offer and Link Intime India Private Limited as Registrar to the Offer as per the details below:

Managers to the Offer	
 Axis Capital Limited Axis House, 1st Floor, C-2, Wadia International Center, P. B. Marg, Worli, Mumbai - 400 025. Tel: +91 22 4325 2183 Fax: +91 22 4325 3000 Website: www.axiscapital.co.in Email: ml.openoffer@axiscap.in Contact person: Ms. Mayuri Arya SEBI Registration Number: INM000012029	 Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Centre, G-Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 098 Tel: +91-22-61759999 Fax: +91-22-61759898 Website: www.online.citibank.co.in/rhtm/ citigroupglobalscreen1.htm Email: mindtree.openoffer@citi.com Contact person: Ms. Garima Maheshwari SEBI Registration Number: INM000010718
Registrar to the Offer  Link Intime Private Limited C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 Tel : + 91 22 49186200; Fax : + 91 22 49186195; Website: www.linkintime.co.in; Email: mindtree.offer@linkintime.co.in Contact Person: Mr. Sumeet Deshpande; SEBI Registration Number: INR000004058	

On behalf of Acquirer

Sd/-

Place: Mumbai
Date: March 25, 2019