

Mindtree Limited

Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, Karnataka, India.

Corporate Identity Number (CIN): L72200KA1999PLC025564

Ph: + 91 80 6706 4000 Fax: + 91 80 6706 4100 E-mail: investors@mindtree.com Website: www.mindtree.com

Notice of the Nineteenth Annual General Meeting

NOTICE is hereby given that the Nineteenth Annual General Meeting (AGM) of the Members of Mindtree Limited will be held on Tuesday, July 17, 2018 at 10.30 AM at Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, Bengaluru-560 001, Karnataka, to transact the following businesses:

Ordinary business:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with Reports of the Directors and Auditors thereon.
2. To confirm the payment of the first interim dividend of 20%, special dividend (interim) of 20%, second interim dividend of 20% and third interim dividend of 20% aggregating to ₹ 8/- per equity share of ₹ 10/- each and to approve a final dividend of 30% per equity share of ₹ 10/- each, for the Financial Year 2017-18.
3. To appoint a Director in place of Mr. N S Parthasarathy (DIN 00146954), who retires by rotation and being eligible, offers himself for reappointment.

Special business:

4. To appoint Mr. Bijou Kurien (DIN 01802995) as Independent Director

To consider and if thought fit, to pass with or without modification(s), the following as an "ORDINARY RESOLUTION":

"RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable regulations, Mr. Bijou Kurien (DIN 01802995) who qualifies for being appointed as an Independent Director, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of three years from July 17, 2018 to July 16, 2021.

RESOLVED FURTHER THAT, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

5. To contribute to Charitable and other Funds

To consider and if thought fit, to pass with or without modification(s), the following as an "ORDINARY RESOLUTION":

"RESOLVED THAT, pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, circulars, notifications, if any, made thereunder (including statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), Foreign Exchange Management Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable Regulations, if any, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (or Committee thereof) to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes in any financial year of upto a total amount of Rs. 150 Crores (Rupees One Hundred and Fifty Crores only) or 10% of the Company's average net profits of the three immediately preceding financial years, whichever is higher.

RESOLVED FURTHER THAT, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

By the order of the Board of Directors
for Mindtree Limited

Place: Bengaluru
Date: June 8, 2018

Sd/-
Vedavalli S
Company Secretary
A15470

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER. FORM OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE ANNUAL GENERAL MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/LETTER OF AUTHORITY, AS MAY BE APPLICABLE.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special business is annexed hereto.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in this notice, in addition to the voting at the Annual General Meeting.

The e-voting commences on Saturday, July 14, 2018 at 9 AM IST and ends on Monday, July 16, 2018 at 5 PM IST. During this period the Shareholders holding shares in dematerialized or physical form, as on the cut-off date i.e., Tuesday, July 10, 2018 may cast their vote electronically.

Instructions for e-voting:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 - Log-in to NSDL e-Voting website is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request to evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 - Casting of votes on NSDL e-Voting system is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General e-Voting Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nagendradrao@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. Tuesday, July 10, 2018.
5. Any person who is not a member on the cut-off date should treat this notice for information purposes only.
6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
7. Any person, who acquires shares and becomes a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, July 10, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Registrar and Share Transfer Agent (RTA).
8. The facility for voting through Ballot Paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot paper.
9. Mr. Nagendra D Rao, Practicing Company Secretary (Membership No. FCS 5553, COP 7731) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

10. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit not later than two days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorized in writing, who shall countersign the same. The Chairman/Authorised person shall declare the results of the voting forthwith, which shall not be later than 7 PM on Thursday, July 19, 2018.
11. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
12. The result declared, along with the Scrutinizer's Report shall be placed on the Company's website <https://www.mindtree.com/about/investors> and on the website of NSDL after the results are declared by the Chairman/Authorised person and also be communicated to the Stock Exchanges where the Company is listed.
13. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 11, 2018 to Tuesday, July 17, 2018 (both the days inclusive).
14. Subject to provision of Section 123 of the Companies Act, 2013, the final dividend as recommended by the Board of Directors, if declared and approved at the Nineteenth Annual General Meeting, will be paid on or before Tuesday, July 31, 2018:
 - (a) To those Members whose names appear on the Register of Members of the Company on Tuesday, July 10, 2018.
 - (b) In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on closing hours of business on Tuesday, July 10, 2018, as per the list of beneficiaries furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), the Depositories, for this purpose.
15. Mr. N S Parthasarathy (DIN 00146954) was appointed as Executive Vice Chairman for a period commencing from October 21, 2016 to December 31, 2018 by Shareholders through postal ballot, is subject to retirement by rotation based on the terms of his appointment. Mr. N S Parthasarathy (DIN 00146954), who retires by rotation, being eligible, offers himself for reappointment.
16. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume/details of:
 - a) Mr. N S Parthasarathy (DIN 00146954) who retires by rotation and being eligible offers himself for reappointment.
 - b) Mr. Bijou Kurien (DIN 01802995) who is being appointed as Independent Director.
 are annexed hereto.
17. The Company is obliged to print such bank's details on the dividend warrants as furnished by the Depository Participant (DPs) and the Company cannot entertain any request for deletion/ change of bank details already printed on the dividend warrant(s) based on the information received from the concerned DPs, without confirmation from them. In this regard, Members are advised to contact their DPs and furnish them the particulars of any change desired, if not already provided.
18. Member(s) must quote their Folio Number/DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
19. Securities and Exchange Board of India ("SEBI") has made it mandatory to quote Permanent Account Number (PAN) for transfer/ transmission of shares in physical form and hence, the transferee(s)/legal heir(s) is required to furnish a copy of his/her PAN to the Company/ RTA.
20. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
21. Member(s) holding shares in physical form is/are requested to notify immediately any change in their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. In case of shares held in electronic mode, the request for change of address should be made to the respective DPs with whom the Member(s) is/are holding the demat account.
22. Pursuant to Section 101 of Companies Act, 2013 read with the relevant rules, the Company is allowed to serve documents like notices, annual reports, etc., in electronic form to its Members. Accordingly, the said documents of the Company for the Financial Year ended March 31, 2018, will be sent in electronic form to those Members who have registered their e-mail addresses with their DPs/ RTA and made available to the Company. However, in case a Member wishes to receive a physical copy of the said documents, the Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio number, as the case may be, to investors@mindtree.com/rnt.helpdesk@linkintime.co.in. Accordingly, the Company shall update its database by incorporating/ updating the designated e-mail addresses in its records. Please note that the said documents will also be uploaded on the website of the Company at <https://www.mindtree.com/about/investors> and made available for inspection at the Registered Office of the Company during business hours of the Company. For members, who have not registered their email addresses, physical copies are being sent by permitted modes.

Notice of the Nineteenth Annual General Meeting

23. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and /or bank account mandates to their respective DPs only and not to the Company/RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
24. Guidelines for attending the Nineteenth Annual General Meeting of the Company:
 - a. Members/proxies are requested to affix their signature at the space provided in the attendance slip and handover the same at the entrance of the venue of the Nineteenth AGM.
 - b. Corporate Member(s) intending to send their authorized representatives to attend the AGM are requested to send a certified copy of Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
 - c. Member(s) are requested to bring the copy of the Annual Report to the AGM.
 - d. The identity / signature of the Members holding shares in demat form are liable for verification with the specimen signatures furnished by NSDL/ CDSL. Such Members are advised to bring the DP ID, Client ID and the relevant identity card to the AGM for easier identification and recording of attendance at this AGM.
25. All documents as mentioned in the resolutions and/ or Explanatory Statement are available for inspection by the Members at the Registered Office of the Company during business hours on any working day and will also be made available at the venue of the Nineteenth AGM.
26. Members seeking any information with regard to the accounts, are requested to write to the Company at investors@mindtree.com at an early date, so as to enable the management to keep the information ready at the Nineteenth AGM.
27. The Certificate from Auditors of the Company as required under SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto, with regard to Company's Employee Stock Option Plans (ESOPs) and Mindtree Employee Restricted Stock Purchase Scheme (ESPS/ ERSP 2012) is available for inspection by the Members at the venue of the Nineteenth AGM.
28. If any Shareholder/Member intends to claim the unclaimed shares, please send the documents listed below to the Company's RTA, to enable them to give credit to the respective Shareholder/Member's demat account or dispatch of share certificate, in case any Shareholder/Member does not have demat account:
 - a. Request letter duly signed by the Shareholder(s);
 - b. Self-attested copy of PAN card(s) & Address Proof;
 - c. Letter from the Bank Manager of the bank where the Shareholder/Member has an account, identifying the person and verifying along with account details for signature attestation;
 - d. A copy of the Client Master List provided by the DP;
 - e. Original old share certificates of Aztec Software and Technology Services Limited for exchange of Mindtree Limited's Shares.

By the order of the Board of Directors
for **Mindtree Limited**

Sd/-
Vedavalli S
Company Secretary
A15470

Place: Bengaluru
Date: June 8, 2018

Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards.

Mr. Namakal Srinivasan Parthasarathy (Partha) – Executive Vice Chairman-Item Number 3



A. Brief Resume and Expertise of Mr. N S Parthasarathy:

Mr. N S Parthasarathy aged about 57 years, has over 30 years of experience in the Information Technology Industry. He has been with Mindtree since its inception in 1999 and today he oversees the People Function, Kalinga – our global learning centre, Administration, Facilities, CIS, Investor Relations, Legal and the CTO organization. He also leads Mindtree’s business in the APAC region. Partha is known for his expertise in setting up large Offshore Development Centers (ODC), handling global delivery and operations. Partha’s vision and passion for delivery excellence has helped Mindtree deliver best-in-class service with significant value to our customers.

Prior to co-founding Mindtree, Partha was the General Manager of Wipro’s technology solutions division, where he led Wipro’s development center for some of its large customers. Today, Partha works with leading educational institutions in India with a vision to bridge the industry-academia gap, in order to foster better interactions between the two. Partha received a Masters (Honors) degree from BITS Pilani and an M.Tech. in Computer Science from IIT, Kharagpur, India. He is an alumnus of Harvard Business School.

B. Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP):

Mr. N S Parthasarathy is not related to any Director, Manager or KMP of Mindtree Limited.

C. Date of first appointment on the Board:

January 01, 2014

D. Name/s of Listed Companies (other than Mindtree) in which the person holds the Directorship and the Membership of Committees of the Board:

None

E. Details of shareholding:

Mr. N S Parthasarathy held 2,340,527 equity shares of ₹ 10/- each, amounting to 1.43% of shareholding of Mindtree Limited as on March 31, 2018.

F. Number of Board Meetings attended during the year (April 01, 2017 to March 31, 2018):

Total Number of Board meetings held: 7

Total number of Board meetings attended: 7

G. Committee Details in Mindtree Limited (only Audit Committee and Stakeholders’ Relationship Committee):

As a Chairman – None.

As a Member- None.

H. Last drawn Remuneration:

The details of remuneration paid to Mr. N S Parthasarathy are provided in Annexure 4 of the Directors’ Report.

Mr. Bijou Kurien (Bijou)-Independent Director – Item Number 4



A. Brief Resume and Expertise of Mr. Bijou Kurien:

Mr. Bijou Kurien, aged about 59 years, has been associated with marquee brands in the fast-moving consumer products, consumer durables and retail industry in India for over 34 years. His association with the development of Indian retail is over 25 years. After earning his spurs at Hindustan Unilever Ltd., he joined the founding team at Titan Industries, where he helped build powerful brands in the Watch and Jewellery Industry like Titan, Fastrack, Sonata, Tanishq etc., and also create India’s largest exclusive brand retail chains. In his stint with Reliance Retail, he was at the forefront of one of the most ambitious retail ventures ever which dramatically transformed the Indian retail landscape. Currently, he is an independent consultant and member of the Strategic Advisory Board of L Catterton Asia (a part of the LVMH Group), an Independent Director on several listed and unlisted companies, advises select consumer product companies and mentors a few start-ups.

Bijou has been associated with the India Retail Forum & Retailers Association of India and has significantly contributed to its development. In addition, he is also a member of the World Retail Congress since its inception, as a member of its Advisory board as well as the Grand Jury for selection of the World Retail award winners.

In addition to retail industry fora, he is the Mentor of the FICCI National Retail Committee, member of the Advisory Council of the RAI and Governing boards of various academic institutions. He has also received several acknowledgements including Retail CEO of the Year (2013) by ET Now, Asia Pacific Retail Leader of the Year (2012) by the World Retail Congress etc.

Mr. Bijou Kurien is a science graduate and also did PG Diploma in Business Management from XLRI, Jamshedpur.

B. Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP):

Mr. Bijou Kurien is not related to any Director, Manager or KMP of Mindtree Limited.

C. Date of first appointment on the Board:

Not Applicable

D. Name/s of Listed Companies (other than Mindtree) in which the person holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship/ Chairmanship	Name of the Committee	Whether Chairman or Member
Brigade Enterprises Limited	Director	Audit Committee	Member
		Nomination and Remuneration Committee	Member
Timex Group India Limited	Director	Audit Committee	Member
		Stakeholders’ Relationship Committee	Member

E. Details of shareholding:

None

F. Number of Board Meetings attended during the year (April 01, 2017 to March 31, 2018):

Not Applicable

G. Committee Details in Mindtree Limited (only Audit Committee and Stakeholders’ Relationship Committee):

Not Applicable

H. Last drawn Remuneration:

Not Applicable

EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 of the Companies Act, 2013]

Item No. 4

The Nomination and Remuneration Committee at its meeting held on April 18, 2018, has approved the appointment of Mr. Bijou Kurien (DIN 01802995) as an Independent Director of the Company for a term of three years commencing from July 17, 2018 to July 16, 2021, subject to the recommendation of the Board of Directors and the approval of the Shareholders.

The Board of Directors at its meeting held on April 18, 2018, has recommended the appointment of Mr. Bijou Kurien (DIN 01802995) as Independent Director. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Bijou Kurien (DIN 01802995) for the office of Director, to be appointed as Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Mr. Bijou Kurien (DIN 01802995) (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (iii) Notice of Interest in Companies in Form MBP – 1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of Members for the appointment of Mr. Bijou Kurien (DIN 01802995) as Independent Director of the Company for period commencing from July 17, 2018 to July 16, 2021, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Bijou Kurien (DIN 01802995), Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Bijou Kurien (DIN 01802995) as Independent Director setting out the terms and conditions is available for inspection by the Members at the Registered Office of the Company during the business hours on any working day up to the date of this Annual General Meeting of the Company and will also be made available at the venue of the Nineteenth AGM.

Memorandum of Concern or Interest

None of the Promoters/ Directors/ KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 4 of this Notice.

The Board recommends the resolution set forth in Item no. 4 for the approval of the Members.

Item No. 5

Your Company would like to contribute, donate, subscribe or otherwise provide assistance from time to time to any bona fide charitable, social, benevolent and other funds, body, university, institute, society, trust, etc. for charitable and other purposes. In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years need prior approval of the Members of the Company. It is therefore necessary to obtain the approval of the Members of the Company for the contributions to be made by the Company in excess of the limits prescribed under the said section.

Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorising the Board of Directors (or Committee thereof) of the Company to make contributions in any financial year for a total amount of upto Rs. 150 Crores or 10% of the Company's average net profits of the three immediately preceding financial years, whichever is higher.

Memorandum of Concern or Interest

None of the Promoters/ Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 5 of this Notice.

The Board recommends the resolution set forth in Item no. 5 for the approval of the Members.

By the order of the Board of Directors
for **Mindtree Limited**

Sd/-
Vedavalli S
Company Secretary
A15470

Place: Bengaluru
Date: June 8, 2018



Mindtree

Welcome to possible

Mindtree Limited

Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, Karnataka, India.

Corporate Identity Number (CIN): L72200KA1999PLC025564

Ph: + 91 80 6706 4000 Fax: + 91 80 6706 4100 E-mail: investors@mindtree.com Website: www.mindtree.com

Nineteenth Annual General Meeting – July 17, 2018

FORM No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder(s)	
Registered Address	
E mail ID	
DP ID No.*	
Client ID No.*	
Folio No.	

*Applicable for investors holding shares in electronic form.

I/We, being the Member(s) of Mindtree Limited, holding shares of Mindtree Limited, hereby appoint

Name:..... Address:.....

E-mail Id:.....Signature:.....

or failing him / her

Name:..... Address:.....

E-mail Id:.....Signature:.....

or failing him / her

Name:..... Address:.....

E-mail Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Nineteenth Annual General Meeting of the Company, to be held on Tuesday, July 17, 2018, at 10.30 AM at Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, Bengaluru – 560 001, Karnataka, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	For	Against
1.	To adopt Audited Standalone Financial Statements and Audited Consolidated Financial Statements together with Reports of the Directors and Auditors thereon for the Financial Year 2017-18		
2.	To confirm payment of first interim dividend, special dividend (interim), second interim dividend, third interim dividend and to approve final dividend, for the Financial Year 2017-18		
3.	To appoint a Director in place of Mr. N S Parthasarathy (DIN 00146954), who retires by rotation and being eligible, offers himself for reappointment		
4.	To appoint Mr. Bijou Kurien (DIN 01802995), as Independent Director		
5.	To contribute to Charitable and other Funds		

Signed this day of 2018.

Signature of Shareholder

Signature of Proxy holder(s)



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.