

DISCOVERTURE SOLUTIONS, L.L.C.

CONSENT TO ACTION BY MEMBER WITHOUT A MEETING

The undersigned member of Discoveriture Solutions, LLC., an Arizona limited liability company ("Company"), hereby waive notice, and consent to the following actions of the member of the Company, without a meeting by unanimous written consent, pursuant to the Bylaws of the Company and Section 29-683 of the Arizona Limited Liability Company Act.

WHEREAS, there has been presented to the member a proposed Composite Scheme of Amalgamation of Mindtree Limited and Discoveriture Solutions, LLC and Relational Solutions, Inc. ("Scheme of Amalgamation"), providing, among other things, for the amalgamation and merger of this Company into Mindtree Limited; and

WHEREAS, the undersigned member deems it to be in the best interests of this Company that such Scheme of Amalgamation be approved and that this Company merge with and into Mindtree Limited; be it:

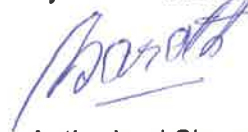
RESOLVED, that, subject to approval by the Indian courts under Indian law, the terms and conditions of the proposed Scheme of Amalgamation presented to the Board and the mode of carrying them into effect as set forth in said Scheme of Amalgamation, as well as the dealing with the shares of the Company including but not limited to cancellation of the share capital as set forth in said Scheme of Amalgamation, are hereby approved pursuant to Arizona Revised Statute Section 29-2201; and

RESOLVED FURTHER, that the manager or duly authorized officers of the Company are directed to execute and acknowledge said Scheme of Amalgamation in the name and on behalf of this Company and deliver a duly executed copy thereof to Mindtree Limited; and

RESOLVED FURTHER, that the manager or duly authorized officers of this Company as designated by member, Jagannathan Chakravarthi, Erwan Carpenter, and Vedavalli Sridharan are directed to execute, acknowledge, file, and record such instruments and do such other acts in the name and on behalf of this Company including representing the Company in relation to the amalgamation proceedings before the Indian courts, certifying the organizational documents produced before the Indian Courts and statutory authorities as 'true copies' of the original documents, representing and filing applications, petitions, affidavits, undertakings and any other necessary documents as may be necessary or proper to fully perform the terms and conditions of the Scheme of Amalgamation.

Dated: 15th October, 2015

By its sole member Mindtree Limited



Authorised Signatory

Relational Solutions INC

	(in \$)		
	As per last unaudited Financial Year		
	Jan to Dec 2013	Jan to Dec 2014	Jan to Mar 2015
Equity Paid up Capital	500	500	500
Reserves and surplus	213,787	423,631	402,743
Carry forward losses	-	-	-
Net Worth	214,287	424,131	403,243
Miscellaneous Expenditure	-	-	-
Secured Loans	-	-	-
Unsecured Loans	-	-	-
Fixed Assets	-	9,723	9,723
Income from Operations	2,131,216	3,281,788	625,708
Total Income	2,132,496	3,282,965	625,857
Total Expenditure	2,308,533	2,844,624	646,745
Profit before Tax	(176,036)	438,340	(20,888)
Profit after Tax	(176,036)	438,340	(20,888)
Cash profit	(176,036)	438,340	(20,888)
EPS in \$*	(176)	438	(21)
Book value in \$/Share*	214	424	403

	Rs in Crores
	As per last unaudited Financial Year
	April to Sep 2015
Equity Paid up Capital	0.003
Reserves and surplus	0.500
Carry forward losses	-
Net Worth	0.503
Miscellaneous Expenditure	-
Secured Loans	-
Unsecured Loans	-
Fixed Assets	-
Income from Operations	7.5
Total Income	7.5
Total Expenditure	9.5
Profit before Tax	(2.0)
Profit after Tax	(2.0)
Cash profit	(1.9)
EPS in Rs *	(19,800)
Book value in Rs/Share *	5,032

* EPS and Book value is per share absolute

For **Mindtree Limited**

Jagannathan Chakravarthi
Chief Financial Officer



DISCOVERTURE SOLUTIONS L.L.C.

	<i>Rs in Crores</i>		<i>(in \$)</i>	<i>(in \$)</i>	<i>Rs in Crores</i>
	As per last Audited Financial Year		As per last unaudited Financial Year	As per last Audited Financial Year	
	2014-15		Jan to Dec 2013	Jan to Dec 2014	April to Sep 2015
Equity Paid up Capital	17	Equity Paid up Capital	2,863,134	663,132	15.2
Reserves and surplus	2	Reserves and surplus	1,127,287	3,760,242	6.1
Carry forward losses	-	Carry forward losses	-	-	-
Net Worth	19	Net Worth	3,990,421	4,423,375	21.3
Miscellaneous Expenditure	-	Miscellaneous Expenditure	-	-	-
Secured Loans	-	Secured Loans	-	-	-
Unsecured Loans	-	Unsecured Loans	-	-	-
Fixed Assets	1	Fixed Assets	117,841	136,601	0.2
Income from Operations*	17	Income from Operations	12,728,811	14,241,648	50.4
Total Income*	17	Total Income	12,743,827	14,255,013	51.2
Total Expenditure*	14	Total Expenditure	11,310,840	11,556,057	43.1
Profit before Tax*	3	Profit before Tax	1,432,987	2,698,956	8.1
Profit after Tax*	2	Profit after Tax	1,429,988	2,664,115	4.6
Cash profit*	1.91	Cash profit	1,504,319	2,716,828	5.1
EPS	NA	EPS	NA	NA	NA
Book value	NA	Book value	NA	NA	NA

* The numbers are for the period February 1, 2015 to march 31, 2015. As we had acquired the company in February, 2015.


 For Mindtree Limited
 Jagannathan Chakravarthi
 Chief Financial Officer



ANNEXURE - N



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

ANNEXURE VII

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation of Discoverture Solutions LLC and Relational Solutions Inc. (herein after referred to as “Transferor Companies”) with Mindtree Limited (Transferee Company)

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation/ arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, if any, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company's website as per Website link given hereunder:
www.mindtree.com/investors
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.

Mindtree Ltd.
Global Village
RVCE Post, Mysore Road
Bengaluru - 560059

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F + 91 80 6706 4100
W www.mindtree.com





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

- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it – **NOT APPLICABLE.**
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company 1 and unlisted transferor company 2 from the one given in the draft scheme of amalgamation/ arrangement.

For Mindtree Limited


Company Secretary

Date: 30/10/2015

Company Secretary



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