

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:

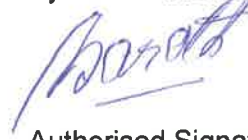
RESOLVED, that, subject to approval by the Indian courts under Indian law, the terms and conditions of the proposed Scheme of Amalgamation presented to the Board and the mode of carrying them into effect as set forth in said Scheme of Amalgamation, as well as the dealing with the shares of the Company 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

	<i>Rs in Crores</i>
	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





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 IV

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed Composite Scheme of Amalgamation of Discoverture Solutions LLC, Relational Solutions Inc., with Mindtree Limited

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	NSE. Yes.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Annexure B
2.b	Valuation Report from Independent Chartered Accountant	Annexure C1
2.c	Report from the Audit Committee recommending the Draft Scheme	Annexure C2
2.d	Fairness opinion by merchant banker	Annexure D
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Shareholding of Transferee Company - Annexure E1- Shareholding of Transferor Company 1 - Annexure E2 Shareholding of Transferor Company2 and E3
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Annexure F1, F2 and F3
2.g	Compliance with Clause 49 of Listing Agreement	Annexure G
2.h	Complaints Report	This will be submitted within 7 days of expiry of 21 days.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation	NA as no shares are allotted

Mindtree Ltd.
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Mindtree

Welcome to possible

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E-mail: info@mindtree.com

	(Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	NA as no shares are allotted
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	NA as no shares are allotted.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	NA as no shares are allotted
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	NA as no shares are allotted

Date: NOV 6, 2015


Managing Director/ Company Secretary

For Mindtree Limited


Company Secretary



Mindtree Ltd.
Global Village
RVCE Post, Mysore Road
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Annexure - F 1

Mindtree Limited

Rs in Crores

	As per Audited Statements	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	30th June 2015	2014-15	2013-14	2012-13
Equity Paid up Capital	84	84	42	42
Reserves and surplus	2,036	1,927	1,599	1,272
Carry forward losses	-	-	-	-
Net Worth	2,120	2,011	1,641	1,314
Miscellaneous Expenditure	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loans	2	2	3	3
Fixed Assets	506	498	393	316
Income from Operations	962	3,547	3,032	2,362
Total Income	999	3,631	3,081	2,397
Total Expenditure	824	2,943	2,502	1,973
Profit before Tax	175	688	579	424
Profit after Tax	137	534	451	339
Cash profit	159.67	609.15	552.33	387
EPS	16.36	63.90	108.50	82.70
Book value	253.12	240.49	394.56	320.62

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For Mindtree Limited

Vedant
Company Secretary

DISCOVERTURE SOLUTIONS L.L.C.*Rs in Crores*

	As per last Audited Financial Year
	2014-15
Equity Paid up Capital	17
Reserves and surplus	2
Carry forward losses	-
Net Worth	19
Miscellaneous Expenditure	-
Secured Loans	-
Unsecured Loans	-
Fixed Assets	1
Income from Operations*	17
Total Income*	17
Total Expenditure*	14
Profit before Tax*	3
Profit after Tax*	2
Cash profit*	1.91
EPS	NA
Book value	NA

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

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For Mindtree Limited


 Company Secretary


Annexure f3

Relational Solutions INC

(in \$)

	As per last unaudited Financial Year	
	Jan to Dec 2014	Jan to Mar 2015
Equity Paid up Capital	500	500
Reserves and surplus	423,631	402,743
Carry forward losses	-	-
Net Worth	424,131	403,243
Miscellaneous Expenditure	-	-
Secured Loans	-	-
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Cash profit	438,340	(20,888)
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Book value	424	403

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For Mindtree Limited

[Signature]
Company Secretary

