

MINDTREE LIMITED

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

Corporate Identity Number (CIN): L72200KA1999PLC025564;

Phone: + 91 80 6706 4000; **Fax:** +91 80 6706 4100;

E-mail: investors@mindtree.com; **Website:** www.mindtree.com

BALLOT FORM

Serial No. :

1. Name and Registered address :
of the Sole/first named Shareholder
2. Name(s) of Joint holder(s) if any :
(in block letters)
3. Registered Folio No./DP ID No./ :
Client ID No.*
(*Applicable to members holding
Shares in dematerialized form)
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the following Resolution stated in the notice of the court convened meeting of Shareholders of the company to be held on Tuesday, June 14, 2016 at 12.00 PM, by conveying my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

RESOLUTION NO.	DESCRIPTION	NO. OF SHARES	I/WE ASSENT TO THE RESOLUTION (FOR)	I/WE DISSENT TO THE RESOLUTION (AGAINST)
1.	For approving the Composite Scheme of Amalgamation of Discoverture Solutions L.L.C ("the Transferor Company 1") and Relational Solutions Inc. ("the Transferor Company 2") with Mindtree Limited ("Transferee Company")			

Place:

Date:

Signature of Sole/First Joint Shareholder

Note: Members are requested to read carefully the instructions printed overleaf before exercising the vote.

E-VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The e-voting particulars are set out as follows;

EVEN (E-voting Event Number)	User ID	Password/PIN

IMPORTANT INSTRUCTIONS

- 1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.*
- 2. Voting in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person.*
- 3. 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, Tuesday, June 07, 2016 as referred to in Notice.*
- 4. The e-voting commences on Saturday, June 11, 2016 at 10.00 AM IST and ends on Monday, June 13, 2016 at 5.00 PM IST.*
- 5. For detailed instructions on e-voting, please refer the notes appended to the Notice of the meeting.*
- 6. The result of the voting on the Resolutions will be declared at the Registered Office of the Company at Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, on or before 7 PM IST on Thursday, June 16, 2016.*
- 7. Kindly note that the Members can opt only one mode of voting, i.e., either by Ballot Form or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.*
- 8. The Scrutinizer's decision on the validity of the Ballot Form shall be final.*

Any query in relation to the Resolutions proposed to be passed may be sent to:

The Company Secretary,

Mindtree Limited, Global Village, RVCE Post Mysore Road,

Bengaluru 560 059

Tel +91 80 6706 4000

Email – investors@mindtree.com

INSTRUCTIONS FOR VOTING BY BALLOT FORM

- 1. A Shareholder desirous of exercising vote by physical Ballot should complete the Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.*
- 2. The Self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.*
- 3. The Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Ballot Forms will be rejected.*

4. *Duly completed Ballot Form should reach the Scrutinizer not later than 5PM IST on Monday, June 13, 2016. Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Ballot Form well before the last date providing sufficient time for the postal transit.*
5. *In case of Equity Shares held by companies, trusts, societies etc., the duly completed Ballot Form should be accompanied by a certified copy of Board Resolution/letter of authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Ballot Form.*
6. *Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.*
7. *There will be only one Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Ballot Form, the original will be rejected.*
8. *A Member may request for a duplicate Ballot Form, if so required or can download the Ballot Form from the Company's website: www.mindtree.com and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.*
9. *The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Ballot Form bearing (✓) in both the columns will render the Form invalid.*
10. *Incomplete, unsigned or improperly or incorrectly filled Ballot Form shall be rejected.*
11. *Additionally, please note that the Ballot Form shall be considered invalid if:*
 - (i) *A form other than one issued by the Company has been used;*
 - (ii) *It is not possible to determine without any doubt the assent or dissent of the Member;*
 - (iii) *Neither assent nor dissent is mentioned;*
 - (iv) *Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;*
 - (v) *It is defaced or mutilated in such a way that its identity as genuine form cannot be established;*
 - (vi) *The Member has made any amendment to the Resolution or imposed any condition while exercising his vote.*