

**IN THE HIGH COURT OF KARNATAKA AT BENGALURU
(ORIGINAL JURISDICTION)
IN THE MATTER OF SECTION 391 TO 394 OF THE COMPANIES ACT, 1956
AND
IN THE MATTER OF COMPOSITE SCHEME OF AMALGAMATION OF
DISCOVERTURE SOLUTIONS L.L.C.
AND
RELATIONAL SOLUTIONS INC
WITH
MINDTREE LIMITED
COMPANY APPLICATION NO.173 OF 2016**

MINDTREE LIMITED
Company incorporated under the provisions
of the Companies Act, 1956 and having
its Registered Office at Global Village,
RVCE Post, Mysore Road, Bengaluru 560 059.

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 member (s) :
Registered Address :
Email ID :
Folio/Client ID :
DP ID :
No. of Shares held :

I/We _____, being the member of Mindtree Limited, hereby appoint

Name: _____ Email: _____

Address: _____

Signature: _____, or failing him/her

Name: _____ Email: _____

Address: _____

Signature: _____, or failing him/her

Name: _____ Email: _____

Address: _____

Signature: _____

as my / our proxy, to act for me/ us at the Court Convened Meeting of the Shareholders of the Company to be held on Tuesday, June 14, 2016 at 12.00 PM at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru 560 001, Karnataka, for the purpose of considering, and if thought fit, approving, with or without modification(s), 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") under Sections 391 to 394 of the Companies Act, 1956 (hereinafter referred to as 'Scheme') and such other applicable provisions of Companies Act, 1956 and Companies Act, 2013, if any, at such meeting and any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s).....(here, if for, insert 'FOR', or if against, insert 'AGAINST' and in the latter case strike out the words 'EITHER WITH OR WITHOUT MODIFICATIONS') the said amalgamation embodied in the Scheme and the resolution, either with or without modification(s)*, as my/our proxy may approve.

*strike out whatever is not applicable

Signed this _____ day of _____ 2016

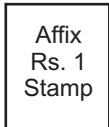
Signature of Shareholder(s)

Sole/ First holder _____

Second holder _____

Third holder _____

Signature of Proxy _____



IMPORTANT NOTES:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, Karnataka, India, not less than 48 hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
3. Those Members who have multiple folios with different joint holders may use copies of this Proxy Form.
4. In case of multiple proxies, the proxy received later in time shall be accepted.
5. Alterations, if any, in the Form of Proxy should be initialed.