

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, Karnataka, India, represented by its Company Secretary, Ms. Vedavalli S.

...APPLICANT

AND

NIL

Notice Convening Meeting of Shareholders and Unsecured Creditors

...RESPONDENT

Notice is hereby given that by an order dated the 21st day of April 2016, the Hon'ble High Court of Karnataka has directed separate meetings to be held, of Shareholders and Unsecured Creditors of the said Applicant Company, for the purpose of considering, and if thought fit, approving with or without modifications, the Composite Scheme of Amalgamation between the Applicant Company and its wholly owned subsidiaries, Discoverture Solutions L.L.C. (Transferor Company No. 1) and Relational Solutions Inc. (Transferor Company No. 2).

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of Unsecured Creditors of the Applicant Company will be held at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru 560 001, Karnataka, on June 14, 2016 at 10.00 AM at which time and place the said Unsecured Creditors are requested to attend.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of Shareholders of the Applicant Company will be held at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru 560 001, Karnataka, on June 14, 2016, at 12.00 PM at which time and place the said Shareholders are requested to attend.

Copies of the said Scheme of Amalgamation, and the Statement under Section 393 can be had, free of charge, at the Registered Office of the Applicant Company or at the office of M/s Tatva Legal, Advocates, 4th Floor, Phoenix Pinnacle, No.46, Ulsoor Road, Bengaluru 560 042, Karnataka.

Members entitled to attend and vote at the respective meetings, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Applicant Company at Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, Karnataka not later than 48 hours before the respective meetings.

The Company as on May 19, 2016 has completed the dispatch of physical copies of the Notice of the aforesaid meeting along with Ballot form (including instructions to the Ballot Form) and a self-addressed business reply envelope (for which postage charges will be paid by the Company) to the Shareholders and notices to the Unsecured Creditors.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes on resolution through electronic mode provided by National Securities Depository Limited (NSDL).

The E-voting period commences on Saturday, June 11, 2016 at 10.00 AM and ends on Monday, June 13, 2016 at 5.00 PM. During this period, the Members of the Company, holding shares either by physical form or dematerialised form, as on June 7, 2016 (cut-off date), may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change the same subsequently.

The Board of Directors of the Company have appointed Mr. Nagendra D Rao, Practicing Company Secretary, as Scrutinizer to scrutinize the voting process in a fair and transparent manner and Mr. Nagendra D Rao has consented for the said appointment to act as scrutinizer.

The result of the voting (with the Scrutinizer's report) will be announced on or before 7.00 PM IST on Thursday, June 16, 2016 through the website of the Company (www.mindtree.com) and by way of intimation to the Stock Exchanges on which the Company is listed.

The facility of E-voting and Ballot papers shall also be made available at the venue of the meeting of Equity Shareholders to facilitate the voting by Members who have not casted their vote remotely. The Members who have already casted their votes using remote voting facility, either through electronically or through Ballot papers prior to the meeting of Equity Shareholders' meeting may also attend the meeting but shall not be entitled to cast their vote again. Member who has become Member of the Company post the dispatch of notice and holding shares as of cut-off date i.e June 7, 2016, may obtain the login ID and the password by sending a request to NSDL at evoting@nsdl.co.in.

However if the Member is already registered with NSDL, he can use the existing login credentials for casting votes. In case a Member has forgotten the password, he shall reset the same using 'forgot user details/ password' option available in the E-voting module of NSDL portal at www.evoting.nsdl.com.

In case of any queries relating to voting by electronic means, you may refer to frequently asked questions (FAQs) and E-voting user manual for Shareholders available at the download section of E-voting module of NSDL portal at www.evoting.nsdl.com or contact at the toll free number 1800-222-990. In case of any grievance connected with the E-voting facility for voting by electronic means, the Members may contact Mr. Rajiv Ranjan, Asst. Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Email: rajivr@nsdl.co.in, Tel: +91 22 2499 4738, they can also send a mail to investors@mindtree.com.

Forms of proxy can be availed at the Registered Office of the Company and can be downloaded from the website of the Company at www.mindtree.com/investors. The Notice of the meeting will also be displayed at www.mindtree.com/investors.

Persons entitled to attend and vote at the meeting, may vote in person or through proxy/ authorized representatives, provided that all proxies in the prescribed form/ letter of authorization duly signed by the Members entitled to attend and vote at the meeting are deposited at the Registered Office of the Company not later than 48 hours before the meeting.

The Court has appointed Mr. Krishnakumar Natarajan, Executive Chairman, falling him, Mr. Rostow Ramanan, CEO & MD or Mr. Parthasarathy NS, COO, President and Executive Director or Mr. Jagannathan Chakravarthi, Chief Financial Officer of the Applicant Company as Chairman for the meetings of Shareholders and Unsecured Creditors.

The above mentioned Composite Scheme of Amalgamation, if approved at the said meetings, will be subject to the subsequent approval of the High Court.

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Members entitled to attend and vote at the respective meetings, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Applicant Company at Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, Karnataka not later than 48 hours before the respective meetings.

Forms of proxy can be availed at the Registered Office of the Applicant Company and can be downloaded from the website of the Company at www.mindtree.com/investors.

The Court has appointed Mr. Krishnakumar Natarajan, Executive Chairman of the Applicant Company and failing him Mr. Rostow Ramanan, CEO & MD of the Applicant Company or Mr. Parthasarathy NS, COO, President and Executive Director of the Applicant Company or Mr. Jagannathan Chakravarthi, Chief Financial Officer of the Applicant Company as Chairman of the meetings of Shareholders and Unsecured Creditors.

The above mentioned Composite Scheme of Amalgamation, if approved at the said meetings, will be subject to the subsequent approval of this Court.

Dated 19th day of May, 2016

Krishnakumar Natarajan
Chairman appointed for the meeting