

WRITTEN ACTION OF  
THE BOARD OF GOVERNORS  
OF  
MAGNET360, LLC

Effective as of 18th July, 2016

THE UNDERSIGNEDS, being all or a majority of the governors comprising the Board of Governors (the "Board") of Magnet360, LLC, a limited liability company organized under the laws of the State of Minnesota (the "Company"), pursuant to Chapter 322C of the Minnesota Statutes, do hereby take and adopt in writing the following preambles and resolutions:

APPROVAL OF MERGER

WHEREAS, Mindtree Limited, a public limited company organized under the laws of the Country of India ("Mindtree"), owns all of the issued and outstanding membership interests of the Company; and

WHEREAS, all or a majority of the members of the Board desire the Company to merge with and into Mindtree, with Mindtree continuing as the surviving company in the transaction (the "Merger"), pursuant to the terms of a Scheme of Amalgamation in substantially in the form attached hereto as Exhibit A (the "Agreement");

NOW, THEREFORE, RESOLVED, that the Agreement (including exhibits, schedules, and ancillary agreements contemplated thereby), the Merger and all of the other actions and matters contemplated by the Agreement are hereby approved by the Board in all respects;

FURTHER RESOLVED, that the Company's officers are hereby authorized to execute and deliver, as applicable, the Agreement, with such changes as the officer executing the Agreement shall approve (such approval to be conclusively evidenced by such officer's execution of the same) and, subject to such execution and delivery, to perform the Company's obligations thereunder, including without limitation, executing, delivering, and filing any other documents, agreements, certificates and instruments that the Company's officers, in their discretion, deem necessary or appropriate to complete the Merger and effectuate the transactions and other actions contemplated by the Agreement;

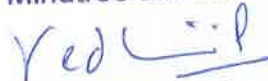
FURTHER RESOLVED, that the Company's officers are hereby authorized, for and on behalf of the Company, to prepare, execute and deliver, acknowledge, file and record any and all such agreements, instruments and documents, to seek necessary approvals and to take or cause to be taken any and all such other actions as such officers shall deem necessary, appropriate or advisable in order to carry out the purpose of each of the foregoing resolutions and the intent thereof, including all things incidental thereto, and that this Written Action may be executed in counterparts; and

FURTHER RESOLVED, that any and all actions heretofore taken by the Company's officers to effectuate or evidence the purpose and intent of the foregoing resolutions are approved, ratified and confirmed in all respects as the acts of the Company.

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CERTIFIED TRUE COPY

For Mindtree Limited



Company Secretary

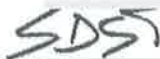


IN WITNESS WHEREOF, the undersigned members of the Board have executed this Written Action to be effective as of the date first written above.

**GOVERNORS:**

  
NAME: PARTHASARATHY.N.S.

  
NAME: RADHA.R.

  
NAME: SCOTT STAPLES



**Details of Capital Evolution of Mindtree Limited ( Transferee Company)**

Year	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
1999-2000	200	2	Initial Capital-Promoters		Unlisted
	8,045,000	2	Allotments to certain Promoters		Unlisted
	2,683,537	20.47	Allotment to certain Promoters and others	10,728,737	Unlisted
	10,103,963	33.45	Allotment to LSO Investment (P) Limited, Walden Software Investments Limited, Amalgamated Holdings and Vaitar Unlisted Holdings Private Limited	<b>20,832,700</b>	Unlisted
2000-01	0	0	NIL	<b>20,832,700</b>	Unlisted
2001-02	400,000	2	Allotment to MindTree Benefit Trust	21,232,700	Unlisted
	38,385	2	Exercise of vested stock options	21,271,085	Unlisted
	64,892	2.01	Exercise of vested stock options	21,335,977	Unlisted
	27,210	2	Exercise of vested stock options	21,363,187	Unlisted
	10,810	2	Exercise of vested stock options	<b>21,373,997</b>	Unlisted
2002-03	50,624	2	Exercise of vested stock options	21,424,621	Unlisted
	6,250	2	Exercise of vested stock options	21,430,871	Unlisted
	18,272	2	Exercise of vested stock options	21,449,143	Unlisted
	221	50	Exercise of vested stock options	21,449,364	Unlisted
	13,134	2	Exercise of vested stock options	<b>21,462,498</b>	Unlisted
2003-04	64,829	2	Exercise of vested stock options	21,527,327	Unlisted
	70	50	Exercise of vested stock options	21,527,397	Unlisted
	20,590	2	Exercise of vested stock options	21,547,987	Unlisted
	53	50	Exercise of vested stock options	21,548,040	Unlisted
	24,057	2	Exercise of vested stock options	21,572,097	Unlisted
	86	50	Exercise of vested stock options	21,572,183	Unlisted



	87,257	2	Exercise of vested stock options	21,659,440	Unlisted
	61	50	Exercise of vested stock options	<b>21,659,501</b>	Unlisted
2004-05	64,385	2	Exercise of vested stock options	21,723,886	Unlisted
	1,705	50	Exercise of vested stock options	21,725,591	Unlisted
	150	138.77	Allotment to AIG Offshore Systems Service Inc. pursuant to Convertible Security Agreement dated December 10, 2003	21,725,741	Unlisted
	32,689	2	Exercise of vested stock options	21,758,430	Unlisted
	65,650	2	Exercise of vested stock options	21,824,080	Unlisted
	249	50	Exercise of vested stock options	21,824,329	Unlisted
	5,669	2	Exercise of vested stock options	21,829,998	Unlisted
	824	50	Exercise of vested stock options	21,830,822	Unlisted
2005-06	133,523	2	Exercise of vested stock options	21,964,345	Unlisted
	926	50	Exercise of vested stock options	21,965,271	Unlisted
	19,500	119	Allotment to employees joining us pursuant to business purchase of ASAP	21,984,771	Unlisted
	384,354	163	Allotment pursuant to acquisition of Linc Software Services Private Limited	22,369,125	Unlisted
	28,690	2	Exercise of vested stock options	22,397,815	Unlisted
	2,523	50	Exercise of vested stock options	22,400,338	Unlisted
	6,722,424	99	Conversion of Preference Shares into fully paid-up Equity Shares	29,122,762	Unlisted
	2,194	50	Exercise of vested stock options	29,124,956	Unlisted
	140,698	2	Exercise of vested stock options	29,265,654	Unlisted
	9,326	50	Exercise of vested stock options	29,274,980	Unlisted
	87,555	2	Exercise of vested stock options	29,362,535	Unlisted



2006-07	119,127	2	Exercise of vested stock options	29,481,662	Unlisted
	16,225	50	Exercise of vested stock options	29,497,887	Unlisted
	209,673	2	Exercise of vested stock options	29,707,560	Unlisted
	78,885	50	Exercise of vested stock options	29,786,445	Unlisted
	99,257	2	Exercise of vested stock options	29,885,702	Unlisted
	65,288	50	Exercise of vested stock options	29,950,990	Unlisted
	82,587	2	Exercise of vested stock options	30,033,577	Unlisted
	23,145	50	Exercise of vested stock options	30,056,722	Unlisted
	248,700	2	Exercise of vested stock options	30,305,422	Unlisted
	143,298	50	Exercise of vested stock options	30,448,720	Unlisted
	6,500	2	Allotment to Spastics Society of KarUnlistedtaka and others(10)	30,455,220	Unlisted
	1,240,017	6.71	Allotment to AIG Offshore Systems Service Inc. pursuant to Convertible Security Agreement dated December 10, 2003	31,695,237	Unlisted
	25,356,190	10	Bonus issue in the ratio of 4 : 1	31,695,237	Unlisted
	5,593,300	425	Shares issued under IPO	37,288,537	Listed
	464,040	10	Exercise of vested stock options	37,752,577	Listed
2007-08	54,700	10	Exercise of vested stock options	37,807,277	Listed
	85,046	50	Exercise of vested stock options	37,892,323	Listed
	10,227	250	Exercise of vested stock options	37,902,550	Listed
	3,330	300	DSOP	37,905,880	Listed
	13,373	300	Exercise of vested stock options	37,919,253	Listed
	780	315	Exercise of vested stock options	37,920,033	Listed
	525	350	Exercise of vested stock options	37,920,558	Listed
2008-09	7,250	10	Exercise of vested stock options	37,927,808	Listed
	57,419	50	Exercise of vested stock options	37,985,227	Listed
	5,030	250	Exercise of vested stock options	37,990,257	Listed





	6,094	300	Exercise of vested stock options	37,996,351	Listed
	320	315	Exercise of vested stock options	37,996,671	Listed
	15	350	Exercise of vested stock options	37,996,686	Listed
2009-10	17,401	10	Exercise of vested stock options	38,014,087	Listed
	94,487	50	Exercise of vested stock options	38,108,574	Listed
	327	117.15	Exercise of vested stock options	38,108,901	Listed
	1,519	138.88	Exercise of vested stock options	38,110,420	Listed
	11,019	167.75	Exercise of vested stock options	38,121,439	Listed
	255	170.5	Exercise of vested stock options	38,121,694	Listed
	196	182.88	Exercise of vested stock options	38,121,890	Listed
	6,150	242	Exercise of vested stock options	38,128,040	Listed
	60,112	250	Exercise of vested stock options	38,188,152	Listed
	1,819	286	Exercise of vested stock options	38,189,971	Listed
	19,149	300	Exercise of vested stock options	38,209,120	Listed
	95,071	300	Exercise of vested stock options	38,304,191	Listed
	6,580	315	Exercise of vested stock options	38,310,771	Listed
	39,925	335	Exercise of vested stock options	38,350,696	Listed
	22,931	343.48	Exercise of vested stock options	38,373,627	Listed
	2,005	350	Exercise of vested stock options	38,375,632	Listed
	900	355	Exercise of vested stock options	38,376,532	Listed
	1,818	412.5	Exercise of vested stock options	38,378,350	Listed
	2,695	419	Exercise of vested stock options	38,381,045	Listed
	18,180	424	Exercise of vested stock options	38,399,225	Listed
	3,150	460	Exercise of vested stock options	38,402,375	Listed
	764	478.5	Exercise of vested stock options	38,403,139	Listed
	1,111,855	0	2 shares for every 11 shares held in Aztec allotted to aztec shareholders as reduced by shares held in trust cancelled	<b>39,514,994</b>	



2010-11	10,800	10	Exercise of vested stock options	39,525,794	Listed
	54,473	50	Exercise of vested stock options	39,580,267	Listed
	196	117.15	Exercise of vested stock options	39,580,463	Listed
	102	138.05	Exercise of vested stock options	39,580,565	Listed
	668	138.88	Exercise of vested stock options	39,581,233	Listed
	669	167.75	Exercise of vested stock options	39,581,902	Listed
	240	182.88	Exercise of vested stock options	39,582,142	Listed
	6,950	242	Exercise of vested stock options	39,589,092	Listed
	94,893	250	Exercise of vested stock options	39,683,985	Listed
	47,521	300	Exercise of vested stock options	39,731,506	Listed
	177,936	300	Exercise of vested stock options	39,909,442	Listed
	9,284	315	Exercise of vested stock options	39,918,726	Listed
	88,000	335	Exercise of vested stock options	40,006,726	Listed
	6,300	340	Exercise of vested stock options	40,013,026	Listed
	9,945	343.48	Exercise of vested stock options	40,022,971	Listed
	1,810	350	Exercise of vested stock options	40,024,781	Listed
	2,100	355	Exercise of vested stock options	40,026,881	Listed
	1,915	419	Exercise of vested stock options	40,028,796	Listed
	1,800	460	Exercise of vested stock options	40,030,596	Listed
	4,591	478.5	Exercise of vested stock options	40,035,187	Listed
2011-12	88	10	Exercise of vested stock options	40,035,275	Listed
	40,124	50	Exercise of vested stock options	40,075,399	Listed
	262	138.05	Exercise of vested stock options	40,075,661	Listed
	29	138.88	Exercise of vested stock options	40,075,690	Listed
	491	167.75	Exercise of vested stock options	40,076,181	Listed
	109	182.88	Exercise of vested stock options	40,076,290	Listed
	6,125	240	Exercise of vested stock options	40,082,415	Listed



	1,750	242	Exercise of vested stock options	40,084,165	Listed
	45,258	250	Exercise of vested stock options	40,129,423	Listed
	19,708	355	Exercise of vested stock options	40,149,131	Listed
	281,578	300	Exercise of vested stock options	40,430,709	Listed
	8,420	315	Exercise of vested stock options	40,439,129	Listed
	102,187	335	Exercise of vested stock options	40,541,316	Listed
	2,510	350	Exercise of vested stock options	40,543,826	Listed
	50	419	Exercise of vested stock options	40,543,876	Listed
	47	192.5	Exercise of vested stock options	40,543,923	Listed
2012-13	25,837	50	Exercise of vested stock options	40,569,760	Listed
	500	10	Exercise of vested stock options	40,570,260	Listed
	26,650	242	Exercise of vested stock options	40,596,910	Listed
	814,160	335	Exercise of vested stock options	41,411,070	Listed
	7,950	520	Exercise of vested stock options	41,419,020	Listed
	6,000	240	Exercise of vested stock options	41,425,020	Listed
	17,700	340	Exercise of vested stock options	41,442,720	Listed
	7,271	478.5	Exercise of vested stock options	41,449,991	Listed
	4,729	343.48	Exercise of vested stock options	41,454,720	Listed
	15,667	355	Exercise of vested stock options	41,470,387	Listed
	73	138.33	Exercise of vested stock options	41,470,460	Listed
	13,000	435	Exercise of vested stock options	41,483,460	Listed
	30,000	238	Exercise of vested stock options	41,513,460	Listed
	7,500	460	Exercise of vested stock options	41,520,960	Listed
	2,364	308	Exercise of vested stock options	41,523,324	Listed
	3,900	525	Exercise of vested stock options	41,527,224	Listed
	7,831	10	ESPS	41,535,055	Listed
2013-14	12,868	50	Exercise of vested stock options	41,547,923	Listed





	1,000	242	Exercise of vested stock options	41,548,923	Listed
	3,600	520	Exercise of vested stock options	41,552,523	Listed
	26,350	525	Exercise of vested stock options	41,578,873	Listed
	10,746	478.5	Exercise of vested stock options	41,589,619	Listed
	7,047	343.48	Exercise of vested stock options	41,596,666	Listed
	1,172	167.75	Exercise of vested stock options	41,597,838	Listed
	255	182.88	Exercise of vested stock options	41,598,093	Listed
	2,900	562	Exercise of vested stock options	41,600,993	Listed
	702	138.88	Exercise of vested stock options	41,601,695	Listed
	160	138.33	Exercise of vested stock options	41,601,855	Listed
	16,250	511	Exercise of vested stock options	41,618,105	Listed
	7,500	444	Exercise of vested stock options	41,625,605	Listed
	379	117.15	Exercise of vested stock options	41,625,984	Listed
	153	138.05	Exercise of vested stock options	41,626,137	Listed
	45,000	560	DSOP	41,671,137	Listed
	18,594	10	ESPS	41,689,731	Listed
2014-15	17,789	50	Exercise of vested stock options	41,707,520	Listed
	28,000	525	Exercise of vested stock options	41,735,520	Listed
	11,351	478.5	Exercise of vested stock options	41,746,871	Listed
	13,536	343.48	Exercise of vested stock options	41,760,407	Listed
	1,636	167.75	Exercise of vested stock options	41,762,043	Listed
	35,000	560	DSOP	41,797,043	Listed
	21,000	444	Exercise of vested stock options	41,818,043	Listed
	13,500	570	Exercise of vested stock options	41,831,543	Listed
	69,286	10	ESPS	41,900,829	Listed
	41,765,661	10	Bonus Issue 1:1	83,666,490	Listed
	11,612	50	Bonus pursuant to exercise of ESOP options	83,678,102	Listed
	22,000	525	Bonus pursuant to exercise of ESOP options	83,700,102	Listed
	11,351	478.5	Bonus pursuant to exercise of ESOP options	83,711,453	Listed



	13,418	343.48	Bonus pursuant to exercise of ESOP options	83,724,871	Listed
	1	167.75	Bonus pursuant to exercise of ESOP options	83,724,872	Listed
	7,500	570	Bonus pursuant to exercise of ESOP options	<b>83,732,372</b>	Listed
2015-16	5,447	50	Exercise of vested stock options	83,737,819	Listed
	7,500	570	Exercise of vested stock options	83,745,319	Listed
	29,500	520	Exercise of vested stock options	83,774,819	Listed
	3,454	478.5	Exercise of vested stock options	83,778,273	Listed
	10,000	619	Exercise of vested stock options	83,788,273	Listed
	48,914	10	ESPS	83,837,187	Listed
	5,447	50	Bonus pursuant to exercise of ESOP options	83,842,634	Listed
	7,500	570	Bonus pursuant to exercise of ESOP options	83,850,134	Listed
	29,500	520	Bonus pursuant to exercise of ESOP options	83,879,634	Listed
	3,454	478.5	Bonus pursuant to exercise of ESOP options	83,883,088	Listed
	10,000	619	Bonus pursuant to exercise of ESOP options	83,893,088	Listed
	83,893,088	10	Bonus Issue 1:1	167,786,176	Listed
Upto July 30, 2016	1,160	50	Exercise of vested stock options	167,787,336	Listed
	10,000	493	Exercise of vested stock options	167,797,336	Listed
	3,480	50	Bonus pursuant to exercise of ESOP options	167,800,816	Listed
	30,000	493	Bonus pursuant to exercise of ESOP options	167,830,816	Listed
	272	50	Exercise of vested stock options	167,831,088	Listed
	816	50	Bonus pursuant to exercise of ESOP options	167,831,904	Listed





**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

**The Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001

**August 23, 2016**

Dear Sirs,

**Sub: List of Directors of Mindtree Limited (Transferee Company) and Magnet 360, LLC (Transferor Company) as on June 30, 2016**

**LIST OF DIRECTORS OF MINDTREE LIMITED**

SL. No	Director Name	PAN No.
1	Krishnakumar Natarajan	AAAPK6972D
2	Rostow Ramanan	ACSPR0729D
3	Namakal Srinivasan Parthasarathy	ABLPP8001E
4	Subroto Bagchi	ADJPB9499C
5	V G Siddhartha	ABXPS1891D
6	Ramesh Ramanathan	AHWPR3887M
7	Albert Hieronimus	ABIPH5990D
8	Pankaj Chandra	ABKPC9011A
9	Apurva Purohit	AAIPP5125B
10	Manisha Girotra	AAEPG5908M



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

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**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

**LIST OF DIRECTORS OF MAGNET 360, LLC**

Magnet 360, LLC does not have a formal Board and is comprised of Board of Governors. The following are the Board of Governors in Magnet 360, LLC

SL. No	Name	PAN No.
1	Radha R	ABDPR5816M
2	Namakal Srinivasan Parthasarathy	ABLPP8001E
3	Scott Staples	NA
4	Matthew P Meents	NA
5	Doug Anderson	NA

This is for your kind information and records please. Kindly acknowledge receipt of the same.

Thanking you.

**Yours truly,  
for Mindtree Limited**

**Vedavalli S  
Company Secretary**

