

**FORM NO CAA 2**  
**[PURSUANT TO SECTION 230 (3) AND RULE 6 AND 7]**  
**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**  
**BENCH, AT BENGALURU**  
**CA (CAA) NO. 83/BB/ 2017**

**IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 234 AND OTHER**  
**APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

**AND**  
**IN THE MATTER OF SCHEME OF AMALGAMATION OF**  
**MAGNET 360, LLC**  
**WITH**  
**MINDTREE LIMITED**

**MINDTREE LIMITED,**  
(CIN No. L72200KA1999PLC025564)  
Company incorporated under the Companies Act, 1956,  
having its Registered Office at Global Village, RVCE Post,  
Mysore Road, Bengaluru 560 059, Karnataka, India,  
(Represented by its Company Secretary, Vedavalli S)

... APPLICANT/ TRANSFEREE COMPANY

AND

NIL

...Respondent

**NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF UNSECURED**  
**CREDITORS AND EQUITY SHAREHOLDERS OF THE TRANSFEREE COMPANY**

Notice is hereby given that by an Order dated December 14, 2017, the Bengaluru Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed meetings to be held of Unsecured Creditors and Equity Shareholders of the Applicant Company, for the purposes of considering, and if thought fit, approving, with or without modification, the Scheme of Amalgamation between Magnet 360, LLC ("Transferor Company") and Mindtree Limited ("Transferee/Applicant Company").

In pursuance of the said Order and as directed therein further notice is hereby given that, a meeting of the Unsecured Creditors of the said Applicant Company will be held at Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road, Bengaluru-560 001 on Wednesday, January 31, 2018 at 10AM 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 the Equity Shareholders of the said Applicant Company will be held at Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road, Bengaluru-560 001 on Wednesday, January 31, 2018 at 11 AM at which time and place the said Members are requested to attend.

Copies of the said Scheme of Amalgamation, and of the statement under Sections 230, 232 read with Section 234 and Section 102 of the Companies Act, 2013, can be obtained free of charge at the Registered Office of the Company or at the office of its Advocates, M/s Tatva Legal, 4th Floor, Phoenix Pinnacle, 46, Ulsoor Road, Yellappa Chetty Layout, Bengaluru 560 042.

Persons entitled to attend and vote at the meeting, 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 not later than 48 hours before the meeting.

Forms of proxy can be had at the Registered Office of the Applicant Company and can be downloaded from the website of the Company at [www.mindtree.com/investors](http://www.mindtree.com/investors).

The Hon'ble NCLT has appointed Mr. Krishnakumar N, Executive Chairman of the Company and failing him Mr. Rostow Ramanan, CEO & Managing Director of the Company, as Chairperson of the meetings of Shareholders and Unsecured Creditors.

The above mentioned Scheme of Amalgamation, if approved at the meeting, will be subject to the subsequent approval of the Hon'ble NCLT.

Sd/-

**Krishnakumar N**  
**DIN: 00147772**

Dated this 27<sup>th</sup> day of December, 2017

**Chairperson appointed for the meeting**



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
BENGALURU BENCH  
CA (CAA) NO. 83 /BB/ 2017  
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 234 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER  
AND  
IN THE MATTER OF SCHEME OF AMALGAMATION OF MAGNET 360, LLC  
WITH  
MINDTREE LIMITED

**MINDTREE LIMITED,**  
Company incorporated under the  
Companies Act, 1956 (CIN-L72200KA1999PLC025564),  
having its Registered Office at Global Village, RVCE Post,  
Mysore Road, Bengaluru 560 059,  
Karnataka, India,

**AND**  
**NIL**

...Applicant/Transferee Company

... Respondent

**ADVERTISEMENT OF NOTICE OF THE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF MINDTREE LIMITED**

NOTICE is hereby given that by an Order dated the December 14, 2017, (Order), the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT /Tribunal") has directed a meeting to be held of the Equity Shareholders ("Shareholders") and Unsecured Creditors of Mindtree Limited ("Transferee Company") at Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, Bengaluru – 560 001, Karnataka on Wednesday, January 31, 2018 at 11.00 AM and 10.00 AM respectively, for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation between Magnet 360, LLC ("Transferor Company") and Mindtree Limited under Section 230 to 232 read with Section 234 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 ("Scheme")

In pursuance of the said Order and as directed therein, notice is hereby given that a meeting of the Shareholders of the Transferee Company will be held at Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, Bengaluru – 560 001, Karnataka on Wednesday, January 31, 2018 at 11.00 AM ("Meeting"), at which place, day, date and time, the said Shareholders of the Transferee Company are requested to attend.

Copies of the said Scheme and of the Explanatory Statement drawn under Sections 230, 232 read with Section 234 and Section 102 of the Companies Act, 2013, Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and such other applicable provisions, can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the Registered Office of the Transferee Company at Global Village, RVCE Post, Mysore Road, Bengaluru - 560059 and / or from the office of its advocates, M/s. Tatva Legal, situated at 4th Floor, Phoenix Pinnacle, 46, Ulsoor Road, Yellappa Chetty Layout, Bengaluru 560 042, Karnataka, India.

Persons entitled to attend and vote at the Meeting, may vote in person, by proxy, provided all proxies in the prescribed form, duly completed, stamped and signed or authenticated by the concerned person, are deposited at the Registered Office of the Transferee Company not later than 48 hours before the scheduled time of the Meeting. Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the Registered Office of the Transferee Company and / or from the office of its advocates as mentioned above.

The Hon'ble NCLT has appointed Mr. Krishnakumar N, the Executive Chairman of the Transferee Company, as the Chairperson of the Meeting, and failing him, Mr. Rostow Ramanan, CEO & Managing Director of the Transferee Company, as Chairperson for the Meeting including for any adjournment(s) thereof. The Hon'ble NCLT has appointed Mr. Nagendra Rao, a practicing Company Secretary, as the Scrutinizer for the Meeting, including for any adjournment(s) thereof. The Scheme, if approved at the Meeting, will be subject to the subsequent approval of the Tribunal.

Further Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and provisions, if any, of the Act and of the SEBI Listing Regulations, the Transferee Company has offered Postal Ballot and e-voting facility to Shareholders to cast their votes through the Postal Ballot form or electronically (i.e. e-voting) and in this regard, the Shareholders may note that:

- The Transferee Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its Shareholders.
- The Company has completed the physical dispatch / electronic transmission of the Notice containing draft resolutions along with Explanatory Statement and other documents, Postal Ballot Form, e-voting User ID and password and a self-addressed postage pre-paid Business Reply Envelope ("BRE"), as applicable, to the members through post / email on December 28, 2017.
- The Notice is available on the Transferee company's Website <https://www.mindtree.com/about/investors/scheme-amalgamation>
- The voting period for postal ballot and e-voting commences on Monday, January 01, 2018 at 9.00 AM (IST) and ends on Tuesday, January 30, 2018 at 5.00 PM (IST). During this period, the Shareholders holding equity shares either in physical form or in dematerialized form, as on Friday, December 15, 2017, being the Cut-Off date, may cast their vote (for or against) electronically.
- The Shareholders may cast their vote on proposed resolutions by way of Postal Ballot by filling the requisite details and sending the duly completed and signed Postal Ballot form in the BRE to the scrutinizer so as to reach the scrutinizer before 5:00 PM IST on Tuesday, January 30, 2018. Any Postal Ballot Form received after such period shall be treated as if the reply from the Shareholder has not been received.
- In case Shareholders cast their vote, via both modes i.e. Postal Ballot as well as e-voting, then voting done through e-voting shall prevail and voting through Postal Ballot shall be treated as invalid. It is clarified that casting of votes by e-voting or Postal Ballot does not disentitle a Shareholder from attending the meeting. The Shareholders who have cast their vote by remote e-voting or Postal Ballot prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- The Company is also providing facility for voting by way of Ballot papers at the meeting for the members attending the meeting who have not cast their vote by Postal Ballot or e-voting.
- The voting rights for the purposes of e-voting and Postal Ballot shall be reckoned on the basis of the paid up value of the Shares registered in the name of the Shareholders as on Friday, December 15, 2017, being the cut off date and a person who is not a Shareholder on such date should treat the notice for information purposes only.
- The results of the voting on the resolutions set out in the notice shall be announced on or before before 7.00 PM IST on Friday, February 02, 2018. The results of the voting along with the Scrutinizer's Report shall be displayed in its website ([www.mindtree.com/investors](http://www.mindtree.com/investors)) and website of NSDL ([www.evoting.nsd.com](http://www.evoting.nsd.com)), besides being communicated to the stock exchanges where the Shares of the Transferee Company are listed, namely, the BSE and the NSE.
- Members, who have not received the Postal Ballot Form and are desirous of seeking duplicate form may download the same from the company's website ([www.mindtree.com](http://www.mindtree.com)) or obtain a duplicate form along with other documents from Link Intime India Pvt Ltd, Company's RTA by sending an email to [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in). The RTA shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
- For any queries / grievance, pertaining to e-voting, please contact;  
The Company Secretary, Mindtree Limited, Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, Tel +91 80 6706 4000, Email – [investors@mindtree.com](mailto:investors@mindtree.com)

or  
Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai 400 083, India. Tel: +91 22 4918 6000, Email - [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Date: December 29, 2017  
Place: Bengaluru

For Mindtree Limited  
sd/-  
Krishnakumar N  
DIN – 00147772  
Chairperson appointed for the meeting