



Mindtree

Welcome to possible

Mindtree Limited

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**ADDENDUM TO THE NOTICE OF THE TWENTIETH ANNUAL
GENERAL MEETING**

This is an Addendum to the Notice of Twentieth Annual General Meeting (AGM) of the Company to be held on Tuesday, July 16, 2019 at 9.30 AM at Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road, Bengaluru 560 001, Karnataka. By this Addendum, notice is also hereby given as required under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with regard to certain nominations received by the Company from Larsen & Toubro Limited, a shareholder, for appointment of certain persons as Directors and certain candidature proposals received from other persons for their appointment as Directors, as more fully described in the Explanatory Statement to this Addendum.

I. To replace the Item Number 5 in the Notice of Twentieth AGM dated April 17, 2019, as below:

5. Retirement of Director by Rotation

To consider and if thought fit, to pass with or without modification(s) the following as an “ORDINARY RESOLUTION”:

“RESOLVED THAT Mr. Subroto Bagchi (DIN 00145678), Non-Executive Director, who retires by rotation at the Twentieth Annual General Meeting, does not offer himself for re-appointment be not re-appointed as a Director of the Company and the vacancy so caused on the Board of the Company be not filled-up”.

Shareholders are requested to read the content in relation to “Director retiring by rotation” in Notes to the Notice of AGM, Directors’ Report and Corporate Governance Report in the Annual Report in line with the above modification.

II. The following resolutions will be transacted at the ensuing Annual General Meeting in addition to the resolutions mentioned in the above said notice dated April 17, 2019:

Special business:

6. To appoint Mr. Jayant Damodar Patil (DIN 01252184) as Non-Executive Director

To consider and if thought fit, to pass with or without modification(s) the following as an “ORDINARY RESOLUTION”:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations, Mr. Jayant Damodar Patil (DIN 01252184), who is eligible to be appointed as Non-Executive Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT**, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

7. To appoint Mr. Sekharipuram Narayanan Subrahmanyam (Mr. S.N. Subrahmanyam) (DIN 02255382) as Non-Executive Director

To consider and if thought fit, to pass with or without modification(s) the following as an “ORDINARY RESOLUTION”:

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations, Mr. Sekharipuram Narayanan Subrahmanyam (Mr. S.N. Subrahmanyam) (DIN 02255382), who is eligible to be appointed as Non-Executive Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive Director, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.”

“**RESOLVED FURTHER THAT**, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

8. To appoint Mr. Ramamurthi Shankar Raman (Mr. R. Shankar Raman) (DIN 00019798) as Non-Executive Director

To consider and if thought fit, to pass with or without modification(s) the following as an “ORDINARY RESOLUTION”:

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable regulations, Mr. Ramamurthi Shankar Raman (Mr. R. Shankar Raman) (DIN 00019798), who is eligible to be appointed as Non-Executive Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive Director, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.”

“**RESOLVED FURTHER THAT**, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

9. To appoint Mr. Prasanna Rangacharya Mysore (Mr. M R Prasanna) (DIN 00010264) as Independent Director

To consider and if thought fit, to pass with or without modification(s) the following as an “ORDINARY RESOLUTION”:

“RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable regulations, Mr. Prasanna Rangacharya Mysore (Mr. M R Prasanna) (DIN 00010264), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing himself for the office of Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period commencing from July 16, 2019 to March 31, 2022.

“RESOLVED FURTHER THAT, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

10. To appoint Mrs. Deepa Gopalan Wadhwa (DIN 07862942) as Independent Director

To consider and if thought fit, to pass with or without modification(s) the following as an “ORDINARY RESOLUTION”:

“RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable, (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable regulations, Mrs. Deepa Gopalan Wadhwa (DIN 07862942), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing herself for the office of Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five years from July 16, 2019 to July 15, 2024.

“RESOLVED FURTHER THAT, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special business as proposed above to be transacted at the Twentieth AGM is annexed hereto.
2. The relevant documents referred to in this Addendum to Notice of AGM are open for inspection by the members at the Registered Office of the Company on all working days during normal business hours upto the date of AGM.

3. This addendum to the Notice of AGM is available on the website of the Company at www.mindtree.com/investors. The revised Proxy Form including the resolutions proposed hereinabove for Item numbers 6 to 10 are available on the website of the Company at www.mindtree.com/investors. The members desirous of receiving the hard copy of the revised Proxy Form, are requested to write to the Company / Registrar and Share Transfer Agent (RTA) at investors@mindtree.com / mt.helpdesk@linkintime.co.in.
4. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume/details of the persons as mentioned under item numbers 6 to 10 are annexed hereto.
5. All the processes, notes and instructions relating to e-voting set out for and applicable for the ensuing Twentieth AGM shall mutatis-mutandis apply to the e-voting for the resolutions proposed in this Addendum to the Notice of AGM.

Place: Bengaluru
Date: June 20, 2019

By order of Board of Directors
for Mindtree Limited

Sd/-
Vedavalli S
Company Secretary
A15470

Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards.

Item No. 6 - Mr. Jayant Damodar Patil (J D Patil) –Non-Executive Director



A. Brief Resume and Expertise:

Mr. J D Patil is the Whole-time Director and Senior Executive Vice President for L& T's Defence Business. He is an alumnus of IIT Mumbai, having pursued M. Tech (Mechanical Engineering) in 1978.

Mr. J D Patil has spearheaded the L&T's foray in the Defence sector since the inception of this segment in L&T. His responsibilities & contribution included Conceptualization, Design, Development, Production, System Integration, Qualification & Firing trials, and Through Life Support of ground weapon delivery and Engineering Systems for missile programmes.

Over the years, under his leadership, L&T built a portfolio of indigenous, in-house products, systems and technologies both on its own and by teaming up with DRDO and with the Indian Navy, and is today engaged in design-to-delivery of solutions across its chosen Defence segments.

He also oversees dedicated Technology Development Centers & Design Centers for the Defence Sector and the Prototype Development Center.

Besides Whole-Time Director - Defence Business and member of the Board of Directors of L&T, He is Chairman of the Board of Directors of L&T MBDA Missile Systems Limited, member of the Board of L&T Special Steel and Heavy Forging Private Limited, a Joint Venture between L&T and Nuclear Power Corporation of India, Chairman of the FICCI Defence & Aerospace Committee, member of the FICCI Committee on Homeland Security and a member of the FICCI National Executive. He is a founder member and Vice Chairman of Society of Indian Defence Manufacturers, setup under the aegis of the CII.

B. Date of Birth:

December 16, 1954

C. Name/s of Listed Companies (other than Mindtree) in which the person holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship	Name of the Committee	Whether Chairman or Member	
			Chairman	Member
Larsen & Toubro Limited	Director	-	NA	NA

D. Details of Shareholding in Mindtree Limited:

Nil

Item No. 7 – Mr. S N Subrahmanyam (SNS) –Non-Executive Director



A. Brief Resume and Expertise:

Mr. S N Subrahmanyam is Chief Executive Officer and Managing Director of Larsen & Toubro Limited - a USD 18 billion conglomerate, with over 80 years of experience being builders of nations; engaged in core, high impact sectors of the economy with integrated capabilities that span the entire spectrum of 'design to deliver'.

SNS or SN, as he is popularly known in industry circles, headed the construction business of the group which, is presently, among the top 25 contractors globally and India's largest construction organization. having clocked an annual revenue of USD 9.5 billion in FY 18. In addition to leading the fortunes of the L& T Group, SNS is Vice Chairman on the Boards of LTI and L&T Technology Services and Non-Executive Chairman of L&T Metro Rail (Hyderabad) Limited.

He has a degree in civil engineering and post-graduation in business management. SNS holds positions of pre-eminence on various industry bodies, construction institutions and councils.

Recognized as the 'Contractor CEO of the Year' at the Qatar Contractors Forum & Awards function in 2014 in Doha, SNS was ranked 36th in the '2014 Construction Week Power 100' and accorded the Leading Engineering Personality award in the event 'Glimpses of Engineering Personalities' by the Institution of Engineers (India). The Construction Week magazine recognized him as the 'Infrastructure Person of the Year- 2012'.

B. Date of Birth:

March 16, 1960

C. Name/s of Listed Companies (other than Mindtree) in which the person holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship	Name of the Committee	Whether Chairman or Member	
			Chairman	Member
Larsen & Toubro Limited	Director	-	NA	NA
Larsen & Toubro Infotech Limited	Director	Audit Committee	-	Member
L&T Technology Services Limited	Director	Audit Committee	-	Member
L&T Metro Rail (Hyderabad) Limited	Director	-	NA	NA

D. Details of Shareholding in Mindtree Limited:

Nil

Item No. 8 -Mr. R. Shankar Raman –Non-Executive Director



A. Brief Resume and Expertise:

Mr. R. Shankar Raman is a qualified Chartered Accountant and an Associate Member of the Institute of Cost Accountants of India. Over the past 32 years, Mr. Shankar Raman has worked for leading listed corporates in varied capacities in the field of finance.

As its first CEO of L&T Finance, Mr. Shankar Raman successfully built the financial services business from its inception.

In the year 2000, Mr. Shankar Raman shifted to Larsen & Toubro Limited, the parent company, to oversee its finance function. Over the years, Mr. Shankar Raman's responsibilities expanded to include Risk Management, Investor Relations, Legal and Corporate Brand Management & Communications.

He presently oversees the finance functions across the L&T Group.

In 2012, and again in 2014, Mr. Shankar Raman was ranked the Best CFO in Asia in the Industrial Sector in a survey conducted by the prestigious New York-based, Institutional Investor magazine. In the year 2013, Mr. Shankar Raman won CNBC TV18's coveted 'Best CFO Award' and Business Today's Best CFO Award for Consistent Liquidity Management under Large Companies category.

B. Date of Birth:

December 20, 1958

C. Name/s of Listed Companies (other than Mindtree) in which the person holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship	Name of the Committee	Whether Chairman or Member	
			Chairman	Member
Larsen & Toubro Limited	Director	-	NA	NA
Larsen & Toubro Infotech Limited	Director	-	NA	NA
L&T Finance Holdings Limited	Director	Audit Committee	-	Member
		Stakeholders' Relationship Committee	-	Member
L&T Metro Rail (Hyderabad) Limited	Director	Audit Committee	-	Member
L&T Infrastructure Development Projects Limited	Director	Audit Committee	-	Member

D. Details of Shareholding in Mindtree Limited:

Nil

Item No. 9– Mr. M R Prasanna- Independent Director



A. Brief Resume and Expertise:

Mr. M.R. Prasanna holds a Master's Degree in Law from the University of Mysore and is a Gold Medallist. After being an independent Counsel for about 7 years he worked as Head of the Legal function for over 28 years with different business groups of the country. He served as a Chief Legal Officer of Larsen & Toubro Limited, Mumbai for seven years. For about 12 years he was associated with Aditya Birla Group as a General Counsel, spearheading mergers and acquisitions.

He is associated with the various prestigious associations and Chambers of Commerce & Industry and is a member International Bar Association. He is a Life Member of the International Centre for Alternative Dispute Resolution (ICADR), New Delhi. He was conferred with prestigious business and industry awards for his achievements in the field of Corporate Law. He is a regular speaker on diverse topics before various forums, both national and international. He conducts general & bespoke training programmes on a variety of legal topics both for legal and non-legal executives.

B. Date of Birth:

April 07, 1947

C. Name/s of Listed Companies (other than Mindtree) in which the person holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship	Name of the Committee	Whether Chairman or Member	
			Chairman	Member
L&T Metro Rail (Hyderabad) Limited	Director	Audit Committee	-	Member

D. Details of Shareholding in Mindtree Limited:

Nil

Item No. 10 – Mrs. Deepa Gopalan Wadhwa (Mrs. Wadhwa) -Independent Director



A. Brief Resume and Expertise:

Mrs. Deepa Gopalan Wadhwa, 63, has 36 years of Indian Foreign Service (IFS) career behind her. She joined IFS in 1979 and retired in December, 2015. A graduate from Madras University, she has an undergraduate degree in Chemistry and post graduate degree in English Literature.

She has served in the Ministry of External Affairs, New Delhi, Indian Council for Cultural Relations and International Labour Organisation. She has served as Ambassador of India to Japan (from 2012-2015), Qatar (from 2009-2012) and Sweden (from 2005-2009). She was concurrently accredited as Ambassador to Latvia (from Stockholm) and Republic of the Marshall Islands (from Tokyo). During her career she has also held other significant assignments in Geneva, Hong Kong, China and the Netherlands in between 1981 to 1987 and 1989 to 1998 and in the Ministry of External Affairs from 1987-1989 and 1999-2005.

Mrs. Wadhwa is currently Chair of the India-Japan Friendship Forum located in FICCI, member Governing Council of the Institute of China Studies and serves as Independent Director on the Boards of a few companies.

B. Date of Birth:

November 28, 1955

C. Name/s of Listed Companies (other than Mindtree) in which the person holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship	Name of the Committee	Whether Chairman or Member	
			Chairman	Member
J K Cement Limited	Director	-	NA	NA

D. Details of Shareholding in Mindtree Limited:

Nil

EXPLANATORY STATEMENT
[Pursuant to the provisions of Section 102 of the Companies Act, 2013]

Item Numbers 6, 7 and 8

The Company received three notices dated June 12, 2019 from Larsen & Toubro Limited, a shareholder, under Section 160 of the Companies Act, 2013, stating its intention to propose the appointment of Mr. Jayant Damodar Patil (DIN 01252184), Mr. S.N. Subrahmanyam (DIN 02255382), and Mr. R. Shankar Raman (DIN 00019798) as Non-Executive Directors of the Company. The Company also received from Mr. Jayant Damodar Patil (DIN 01252184), Mr. S.N. Subrahmanyam (DIN 02255382), and Mr. R. Shankar Raman (DIN 00019798) (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (iii) Notice of Interest in Companies in Form MBP – 1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014.

The Nomination and Remuneration Committee and the Board on June 20, 2019, have recommended the appointment of Mr. Jayant Damodar Patil (DIN 01252184), Mr. S.N. Subrahmanyam (DIN 02255382) and Mr. R. Shankar Raman (DIN 00019798) as Non-Executive Directors of the Company. The resolution seeks the approval of members for the appointment of Mr. Jayant Damodar Patil (DIN 01252184), Mr. S.N. Subrahmanyam (DIN 02255382), and Mr. R. Shankar Raman (DIN 00019798) as Non-Executive Directors of the Company, liable to retire by rotation.

None of the Promoters/Directors/Key Managerial Personnel of the Company/their relatives are, is in any way concerned or interested in the resolution as set out at Item Numbers 6, 7 and 8 of the Addendum to the Notice.

The Board recommends the resolutions set forth in Item Numbers 6, 7, 8 for the approval of the Members.

Item Number 9

The Company received notice dated June 12, 2019 from Mr. M R Prasanna (DIN 00010264) under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Independent Director. The Company also received the following documents from Mr. M R Prasanna (DIN 00010264) (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (iii) Notice of Interest in Companies in Form MBP – 1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board on June 20, 2019 have recommended the appointment of Mr. M R Prasanna (DIN 00010264) as Independent Director. The resolution seeks the approval of members for the appointment of Mr. M R Prasanna (DIN 00010264) as an Independent Director of the Company for a period commencing from July 16, 2019 to March 31, 2022 in accordance with Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation.

Based on the declaration received from Mr. M R Prasanna under section 149 (6) of the Companies Act, 2013, in the opinion of the Board of Directors, Mr. M R Prasanna (DIN 00010264), the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. M R Prasanna (DIN 00010264) as Independent Director setting out the terms and conditions is available for inspection without any fee, by the members at the Registered Office of the Company during the business hours on any working day up to the

date of this Annual General Meeting of the Company and will also be made available at the venue of the Twentieth AGM.

None of the Promoters/Directors/Key Managerial Personnel of the Company/their relatives are, is in any way concerned or interested in the resolution as set out at Item No. 9 of the Addendum to the Notice.

The Board recommends the resolution set forth in Item No. 9 for the approval of the Members.

Item Number 10

The Company received notice dated June 18, 2019 from Mrs. Deepa Gopalan Wadhwa (DIN 07862942) under Section 160 of the Companies Act, 2013, proposing her candidature for the office of the Independent Director. The Company also received the following documents from Mrs. Deepa Gopalan Wadhwa (DIN 07862942) (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (iii) Notice of Interest in Companies in Form MBP – 1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and (iv) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board on June 20, 2019 have recommended the appointment of Mrs. Deepa Gopalan Wadhwa (DIN 07862942) as Independent Director. The resolution seeks the approval of members for the appointment of Mrs. Deepa Gopalan Wadhwa (DIN 07862942), as an Independent Director of the Company for a term of five years with effect from July 16, 2019 to July 15, 2024 in accordance with Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. She is not liable to retire by rotation.

Based on the declaration received from Mrs. Deepa Gopalan Wadhwa under section 149 (6) of the Companies Act, 2013, in the opinion of the Board of Directors, Mrs. Deepa Gopalan Wadhwa (DIN 07862942), the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Mrs. Deepa Gopalan Wadhwa (DIN 07862942) as Independent Director setting out the terms and conditions is available for inspection without any fee, by the members at the Registered Office of the Company during the business hours on any working day up to the date of this Annual General Meeting of the Company and will also be made available at the venue of the Twentieth AGM.

None of the Promoters/Directors/Key Managerial Personnel of the Company/their relatives are, is in any way concerned or interested in the resolution as set out at Item No. 10 of the Addendum to the Notice.

The Board recommends the resolution set forth in Item No. 10 for the approval of the Members.

Place: Bengaluru
Date: June 20, 2019

By order of the Board of Directors
for Mindtree Limited

Sd/-
Vedavalli S
Company Secretary
A15470

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