



Registered Office Address:
Mindtree Ltd, Global Village, RVCE
Post, Mysore Road, Bengaluru-560059,
Karnataka, India. CIN:
L72200KA1999PLC025564
E-mail: info@mindtree.com

Ref: MT/STAT/CS/2022-23/65

July 25, 2022

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
BSE : fax : 022 2272 3121/2041/ 61
Phone:022-22721233/4
email: corp.relations@bseindia.com

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai 400 051
NSE : fax: 022 2659 8237 / 38
Phone: (022) 2659 8235 / 36
email : cmlist@nse.co.in

Stock Code/Symbol: 532819/MINDTREE

Dear Sirs,

Sub: Newspaper advertisement of the Hon'ble National Company Law Tribunal ("NCLT") convened meeting of Equity Shareholders and Unsecured Creditors of Mindtree Limited ("Applicant Company") in connection with the Scheme of Amalgamation and Arrangement amongst Larsen & Toubro Infotech Limited (Transferee Company) and Mindtree Limited (Transferor Company) and their respective shareholders and Creditors (hereinafter referred to as the 'Scheme')

In terms of the Order pronounced on July 20, 2022 by the Hon'ble National Company Law Tribunal, Bengaluru Bench and as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Please find enclosed copy of the advertisements published on July 25, 2022 in newspapers, viz., Business Standard (in English edition) and Kannada Prabha (in Kannada edition) regarding the Notice of meetings of the Equity Shareholders and Unsecured Creditors of the Company to be held through video conferencing (VC) / other audio-visual means (OAVM) on Friday, August 26, 2022 at 2PM and 4PM respectively, to consider and if thought fit, to approve the Scheme.

This is for your kind information and records.

Thanking you,

Yours sincerely,
for **Mindtree Limited**

Subhodh Shetty
Company Secretary
ACS-13722

Mindtree Ltd
Global Village,
RVCE Post, Mysore Road Bengaluru – 560059
T +9180 6706 4000 F +9180 6706 4100
W: www.mindtree.com



MINDTREE LIMITED

Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru-560059
Corporate Identity Number (CIN): L72200KA1999PLC025564
Phone: + 91 80 67064000 / Fax: +91 80 67064100 E-mail: investors@mindtree.com Website: www.mindtree.com

FORM NO. CAA. 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH AT BENGALURU
IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SECTIONS 230 AND 232 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

AND

IN THE MATTER OF SCHEME OF AMALGAMATION AND ARRANGEMENT AMONGST LARSEN & TOUBRO INFOTECH LIMITED (TRANSFEREE COMPANY) AND MINDTREE LIMITED (TRANSFEROR COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

C.A. (CAA) NO. 39/BB/2022

MINDTREE LIMITED

CIN: L72200KA1999PLC025564

Global Village, RVCE Post, Mysore Road
Bengaluru, Karnataka - 560059

.... APPLICANT/TRANSFEROR/AMALGAMATING COMPANY

Notice and Advertisement of notice of the Hon'ble NCLT convened meeting of Unsecured creditors

Notice is hereby given that by an order pronounced on July 20, 2022, ('Order') the Bengaluru Bench of Hon'ble National Company Law Tribunal (hereinafter referred as 'Tribunal') has directed that a meeting of the Unsecured Creditors of Mindtree Limited ('Applicant Company') be convened and held for the purpose of considering, and if thought fit, approving the proposed Scheme of Amalgamation and Arrangement amongst Larsen & Toubro Infotech Limited (Transferee Company) and Mindtree Limited (Transferor Company) and their respective shareholders and Creditors (hereinafter referred to as the 'Scheme') under Sections 230 to 232, and other applicable provisions of the Companies Act, 2013.

In pursuance of the said Order, the meeting of secured creditors is dispensed with, as the Company has no secured creditors. As directed by Hon'ble NCLT, further Notice is hereby given that a meeting of the Unsecured creditors of the Applicant Company, will be held through video conference (VC) and/or other audio and visual means (OAVM) as indicated in the below table:

Sl. No	Meeting through VC/OAVM	Day, Date and Time of meeting
1.	Unsecured Creditors	Friday, August 26, 2022 at 4.00 PM IST

The Applicant Company has completed dispatch of the notices along with explanatory statements as required under Sections 230 to 232 and Section 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules 2016 including the Scheme and other enclosures that form part of the Notice on or before July 24, 2022 through registered post/ courier and electronic mode to Unsecured creditors whose email ids are registered with the Company and by registered post, speed post, courier and/ or hand delivery where email addresses are not registered. The aforementioned documents is hosted on the website of the Company in the below link: <https://www.mindtree.com/about/investors/scheme-amalgamation/scheme-amalgamation-mindtree-limited-larsen-toubro-infotech-limited> and have been made available on the website of BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com, respectively and also on the website of NSDL at www.evoting.nsdl.com.

The copy of the Notice of the meeting along with the Explanatory Statement and other enclosures can also be obtained free of charge, between 10.00 AM to 4.00 PM, on any day (except Saturday, Sunday and public holidays) upto one day prior to the date of the Meeting from the Registered Office of the Company or by sending a request, along with details of your shareholding in the Company, by e-mail at investors@mindtree.com or at the office of its authorized representative, Mr. Saji P John, Advocate for Applicant Company, SPJ Legal Advocates, Unit 306, 3rd Floor, Prestige Meridian Tower II, MG Road, Bengaluru - 560 001.

The Hon'ble Tribunal has appointed Mr. Sekharipuram Narayanan Subrahmanyam, Non-Executive Vice Chairman of the Applicant Company as the Chairperson and Mr. Nagendra D Rao (Membership No. 5553 and COP No. 7731) as the Scrutinizer for the said meeting, including for any adjournment(s) thereof.

The Scheme, if approved by the unsecured creditors, will be subject to the subsequent approval of the Hon'ble Tribunal.

Since the meeting of unsecured creditors is being held through VC/OAVM, the requirement of physical attendance of unsecured creditors have been dispensed with. Accordingly, the facility for appointment of proxies by the unsecured creditors will not be available for the aforementioned meeting.

The cut-off date for e-voting and time period for remote e-voting of Unsecured Creditors meeting is provided below:

Cut-off Date for e-voting	Tuesday, May 31, 2022
Remote E-voting start date and time	Monday, August 22, 2022 at 9 AM IST
Remote E-voting end date and time	Thursday, August 25, 2022 at 5 PM IST

The remote e-voting module shall be disabled after the end time, as mentioned above for this meeting.

A unsecured creditor, whose name appears in the list of the unsecured creditors of the Company as on the cut-off date i.e., Tuesday, May 31, 2022 only shall be entitled to receive the Notice and exercise his/her/its voting rights on the resolution proposed in the Notice and attend the meeting. The voting rights of unsecured creditors shall be in proportion to their outstanding balance as on cut-off date i.e., Tuesday, May 31, 2022.

The Applicant Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing facility of remote e-voting prior to the Meeting and e-voting during the meeting through VC/OAVM. Unsecured Creditors can attend the Meeting through VC/OAVM, by accessing NSDL's e-voting module at: www.evoting.nsdl.com. The instructions for attending the meeting and process and manner for remote e-voting and e-voting during the meeting is provided in detail in the Notice of the Meeting. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual available at www.evoting.nsdl.com or call on toll free nos: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Each unsecured creditor can opt for only one mode of voting i.e. remote e-voting prior to meeting or e-voting through VC/OAVM during the meeting as arranged by NSDL on behalf of the Applicant Company. The unsecured creditor who have cast their votes by remote e-voting prior to the meeting will be eligible to participate at the meeting but shall not be eligible to cast their vote again during the meeting.

Where a body corporate is an unsecured creditor, authorized representative of the body corporate may be appointed for the purpose of voting through remote e-voting, for participation in the meeting through VC/ OAVM facility and e-voting during the meeting provided an authority letter/ power of attorney by the Board of Directors or a certified copy of the resolution passed by its Board of Directors or other governing body of such corporate authorizing such person to attend and vote at the Meeting through VC/ OAVM as its Representative, is emailed to the Scrutinizer by email to nagendradrao@gmail.com and to the Company at investors@mindtree.com not later than 48 (forty eight) hours before the time scheduled for holding the meeting.

The results of the voting shall be announced by the Chairperson of the meeting or a person authorized by the Chairperson in writing within 2 (two) working days from the conclusion of the meeting upon receipt of the Scrutinizer's Report. The results declared, along with the Scrutinizer's Report, shall be displayed on the notice board of the Company at its registered office and also hosted on the Company's website at www.mindtree.com and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared. The Company shall also simultaneously intimate the results along with the Scrutinizer's Report to BSE Limited and National Stock Exchange of India Limited.

S/d-

Sekharipuram Narayanan Subrahmanyam

Chairperson appointed by Hon'ble NCLT
for the Meeting of Unsecured Creditors of
Mindtree Limited

Place: Mumbai
Date: July 25, 2022



MINDTREE LIMITED

Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru-560059
Corporate Identity Number (CIN): L72200KA1999PLC025564
Phone: + 91 80 67064000 / Fax: +91 80 67064100 E-mail: investors@mindtree.com Website: www.mindtree.com

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AND

IN THE MATTER OF SCHEME OF AMALGAMATION AND ARRANGEMENT AMONGST LARSEN & TOUBRO INFOTECH LIMITED (TRANSFEREE COMPANY) AND MINDTREE LIMITED (TRANSFEROR COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

C.A. (CAA) NO. 39/BB/2022

MINDTREE LIMITED

CIN: L72200KA1999PLC025564

Global Village, RVCE Post, Mysore Road
Bengaluru, Karnataka - 560059

.... APPLICANT/TRANSFEROR/AMALGAMATING COMPANY

Notice and Advertisement of notice of the Hon'ble NCLT convened meeting of Equity Shareholders

Notice is hereby given that by an order pronounced on July 20, 2022, ('Order') the Bengaluru Bench of Hon'ble National Company Law Tribunal (hereinafter referred as 'Tribunal') has directed that a meeting of the Equity Shareholders of Mindtree Limited ('Applicant Company') be convened and held for the purpose of considering, and if thought fit, approving the proposed Scheme of Amalgamation and Arrangement amongst Larsen & Toubro Infotech Limited (Transferee Company) and Mindtree Limited (Transferor Company) and their respective shareholders and Creditors (hereinafter referred to as the 'Scheme') under Sections 230 to 232, and other applicable provisions of the Companies Act, 2013.

In pursuance of the said Order and as directed by Hon'ble NCLT, further Notice is hereby given that a meeting of the Equity Shareholders of the Applicant Company, will be held through video conference (VC) and/or other audio and visual means (OAVM) as indicated in the below table:

Sl. No	Meeting through VC/OAVM	Day, Date and Time of meeting
1.	Equity Shareholders	Friday, August 26, 2022 at 2.00 PM IST

The Applicant Company has completed dispatch of the notice along with explanatory statement as required under Sections 230 to 232 and Section 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules 2016 including the Scheme and other enclosures that form part of the Notice on or before July 24, 2022 through registered post/ courier and electronic mode to Equity shareholders whose email ids are registered with the Company/ Depositories/ Registrar and Share Transfer Agent (RTA) and by registered post, speed post, courier and/ or hand delivery where email addresses are not registered. The aforementioned documents is hosted on the website of the Company in the below link: <https://www.mindtree.com/about/investors/scheme-amalgamation/scheme-amalgamation-mindtree-limited-larsen-toubro-infotech-limited> and have been made available on the website of BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com, respectively and also on the website of NSDL at www.evoting.nsdl.com.

The copy of the Notice of the meeting along with the Explanatory Statement and other enclosures can also be obtained free of charge, between 10.00 AM to 4.00 PM, on any day (except Saturday, Sunday and public holidays) upto one day prior to the date of the Meeting from the Registered Office of the Company or by sending a request, along with details of your shareholding in the Company, by e-mail at investors@mindtree.com or at the Office of its authorized representative, Mr. Saji P John, Advocate for Applicant Company, SPJ Legal Advocates, Unit 306, 3rd Floor, Prestige Meridian Tower II, MG Road, Bengaluru - 560 001.

The Hon'ble Tribunal has appointed Mr. Anilkumar Manibhai Naik, Non-Executive Chairman of the Applicant Company as the Chairperson and Mr. Nagendra D Rao (Membership No. 5553 and COP No. 7731) as the Scrutinizer for the aforementioned meeting, including for any adjournment(s) thereof.

The Scheme, if approved by the equity shareholders will be subject to the subsequent approval of the Hon'ble Tribunal.

Since the meeting of equity shareholders is being held through VC/OAVM, the requirement of physical attendance of members have been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the aforementioned meeting.

The cut-off date for e-voting and time period for remote e-voting of Equity shareholders meeting is provided below:

Cut-off Date for e-voting	Friday, August 19, 2022
Remote E-voting start date and time	Monday, August 22, 2022 at 9 AM IST
Remote E-voting end date and time	Thursday, August 25, 2022 at 5 PM IST

The remote e-voting module shall be disabled after the end time, as mentioned above for this meeting.

The Equity Shareholders whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Friday, August 19, 2022, shall be entitled to avail the facility of remote e-voting or e-voting during the Meeting through VC/OAVM, as the case may be. The voting rights of equity shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, August 19, 2022, being the cut-off date ('Cut-off Date').

The Applicant Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing facility of remote e-voting prior to the Meeting and e-voting during the meeting through VC/OAVM. Equity shareholders can attend the Meeting through VC/OAVM, by accessing NSDL's e-voting module at: www.evoting.nsdl.com. The instructions for attending the meeting and process and manner for remote e-voting and e-voting during the meeting is provided in detail in the Notice of the Meeting. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual available at www.evoting.nsdl.com or call on toll free nos: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Each equity shareholder can opt for only one mode of voting i.e. remote e-voting prior to meeting or e-voting through VC/OAVM during the meeting as arranged by NSDL on behalf of the Applicant Company. The equity shareholders who have cast their votes by remote e-voting prior to the meeting will be eligible to participate at the meeting but shall not be eligible to cast their vote again during the meeting.

Where a body corporate is a member, authorized representative of the body corporate may be appointed for the purpose of voting through remote e-voting, for participation in the meeting through VC/ OAVM facility and e-voting during the meeting provided an authority letter/ power of attorney by the Board of Directors or a certified copy of the resolution passed by its Board of Directors or other governing body of such corporate authorizing such person to attend and vote at the Meeting through VC/ OAVM as its representative, is emailed to the Scrutinizer by email to nagendradrao@gmail.com and to the Company at investors@mindtree.com not later than 48 (forty eight) hours before the time scheduled for holding the meeting.

The result of the voting shall be announced by the Chairperson of the meeting or a person authorized by the Chairperson in writing within 2 (two) working days from the conclusion of the meeting upon receipt of the Scrutinizer's Report. The results declared, along with the Scrutinizer's Report, shall be displayed on the notice board of the Company at its registered office and also hosted on the Company's website at www.mindtree.com and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared. The Company shall also simultaneously intimate the results along with the Scrutinizer's Report to BSE Limited and National Stock Exchange of India Limited.

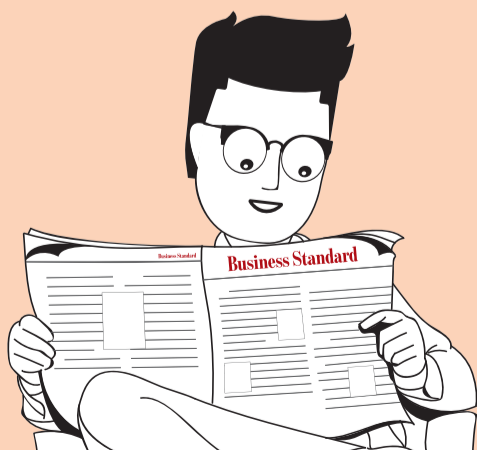
S/d-

Anilkumar Manibhai Naik

Chairperson appointed by Hon'ble NCLT
for the Meeting of Equity Shareholders of
Mindtree Limited

Place: Mumbai
Date: July 25, 2022

Jay
SPEAKS



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