



Mindtree Limited

Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru - 560 059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: investors@mindtree.com; Website: www.mindtree.com
Phone: + 91 80 6706 4000; Fax: + 91 80 6706 4100

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations that Company seeks approval of Members, via Postal Ballot / e-voting for the following:

- 1) Issuance of Bonus Shares;
- 2) Appointment of Rostow Ravanan (DIN 00144557) as CEO & Managing Director;
- 3) Appointment of Krishnakumar Natarajan (DIN 00147772) as Executive Chairman.

Members' consent is sought for the proposal contained in the Resolutions given in this Notice. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and related particulars are annexed hereto along with Postal Ballot Form. The Notice will also be placed on the website of the Company (www.mindtree.com).

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of e-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed at a General Meeting.

The Board of Directors have appointed Nagendra D Rao, Practicing Company Secretary, as Scrutinizer at their meeting held on Monday, January 18, 2016, for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 5 PM IST on Saturday, February 27, 2016. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'INSTRUCTIONS FOR E-VOTING'

References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

RESOLUTION NO. 1

ISSUE OF BONUS SHARES

To consider and if thought fit to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT, in accordance with the recommendation of Board of Directors of the Company, Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules, circulars and notifications thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards, the relevant provisions of Memorandum and the Articles of Association of the Company and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Reserve Bank of India (RBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including Administrative Committee thereof for capitalization of such sum standing to the credit of the Securities Premium/Free Reserves of the Company/ or any other permitted reserves/ surplus as per the Audited Financial Statements of the Company, as may be considered necessary by the Board for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited

(CDSL) on the 'Record Date' as determined by the Board or Administrative Committee of the Board thereof, in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each, for every 1 (One) existing fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each held by Member and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT, the Stock Options outstanding as on the Record Date (whether vested or unvested including lapsed and forfeited options available for re-issuance) under various Employee Stock Option Programs namely ESOP 2001 (Program-II), ESOP 2006(b) (Program-IV), ESOP 2008 A (Program-V), ESOP 2010 A (Program-VII), Directors' Stock Option Scheme, i.e DSOP 2006 (Program-VI) and Employee Stock Purchase Scheme, i.e. Mindtree Employee Restricted Stock Purchase Plan 2012 (Program-VIII) be suitably adjusted with respect to the exercise price and the number of options and that the allotment of Bonus Shares attributable to said Stock Options shall be made as and when the respective said Stock Options are exercised.

RESOLVED FURTHER THAT, pursuant to this Bonus Issue, the Bonus Shares to be allotted against the original shares held by the Members under Mindtree Employee Restricted Stock Purchase Plan 2012 (Program-VIII), shall be under lock-in till such date the original shares are locked-in.

RESOLVED FURTHER THAT, the Bonus Shares so allotted (or to be allotted in case of said Stock Options under the various Employee Stock Option Plans, Directors' Stock Option Scheme and Mindtree Employee Restricted Stock Purchase Plan) are subject to the Memorandum and the Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company.

RESOLVED FURTHER THAT, no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares or opt to receive the Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares in physical certificate form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT, the issue and allotment of the Bonus Shares to Non-Resident Indians, Foreign Portfolio Investors (FPI), Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India and such other Regulatory authorities, as may be necessary.

RESOLVED FURTHER THAT, the Board or Administrative Committee thereof be and is hereby authorized to take necessary steps for listing of such Equity Shares on the Stock Exchanges where the securities of the Company are listed, with the concerned Stock Exchanges as per the applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board or the Administrative Committee, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board/Administrative Committee in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

RESOLUTION NO. 2:

APPOINTMENT OF ROSTOW RAVANAN AS CEO & MANAGING DIRECTOR

To consider and if thought fit to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT**, pursuant to Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the relevant rules, circulars and notifications made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any, subject to the regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) and such other consents and permission as may be necessary and subject to such modifications, variations as approved and acceptable to Rostow Ravanan (DIN 00144557) and the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Rostow Ravanan (DIN 00144557) as CEO & Managing Director of the Company for a period commencing from April 1, 2016 to March 31, 2021 and payment of remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for the aforesaid period on the terms and conditions approved by the Nomination and Remuneration Committee and the appointment be upon terms and conditions as set out in the employment contract/s and as stated in the Explanatory Statement.

RESOLVED FURTHER THAT, all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved.

RESOLVED FURTHER THAT, wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/activity only if the Shareholders so authorizes, then and in that case this resolution hereby expressly

authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders.

RESOLVED FURTHER THAT, the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining the Central Government's approval if any and to do all things incidental and ancillary thereto.”

RESOLUTION NO. 3:

APPOINTMENT OF KRISHNAKUMAR NATARAJAN AS EXECUTIVE CHAIRMAN

To consider and if thought fit to pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT**, pursuant to Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the relevant rules, circulars and notifications made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any, subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI), and such other consents and permission as may be necessary and subject to such modifications, variations as approved and acceptable to Krishnakumar Natarajan (DIN 00147772) and the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Krishnakumar Natarajan (DIN 00147772) as Executive Chairman of the Company for a period commencing from April 1, 2016 to June 30, 2017 and the payment of remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for the aforesaid period on the terms and conditions approved by the Nomination and Remuneration Committee and the appointment be upon terms and conditions as set out in the employment contract/s and as stated in the Explanatory Statement.

RESOLVED FURTHER THAT, all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved.

RESOLVED FURTHER THAT, wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/activity only if the Shareholders so authorizes, then and in that case this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders.

RESOLVED FURTHER THAT, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining the Central Government's approval if any and to do all things incidental and ancillary thereto”.

**By order of the Board of Directors
for Mindtree Limited**

**Vedavalli S
Company Secretary**

Place: Bengaluru

Date: January 18, 2016

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended hereto.
2. Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Monday, January 18, 2016 i.e. the cut-off date. Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories/Registrar and Share Transfer Agents and to other shareholders by Permitted mode (Registered Post/Speed Post / Courier).
3. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Kannada newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and published on the Company website.

4. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended **e-voting facility** as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged NSDL to offer e-voting Facility.
5. The e-voting commences on Friday, January 29, 2016 at 10 AM IST and ends on Saturday, February 27, 2016 at 5 PM IST.
6. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form/s will be rejected. Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. **The duly completed and signed Postal Ballot Form(s) should reach the Scrutinizer on or before 5 PM IST on Saturday, February 27, 2016**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s). The e-voting module shall also be disabled by NSDL for voting thereafter.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e -voting. In case Members cast their votes through both the modes, voting done by e -voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. All the documents referred to in explanatory statement will be available for inspection at the Registered office of the Company on all working days from 10 AM IST to 12.30 PM IST, upto the date of declaration of results of Postal Ballot.
9. The Scrutinizer will submit his report to the Chairman or Company Secretary or any director after completion of the scrutiny of the Postal Ballots including the e-voting on or before 5 PM IST on Monday, February 29, 2016. The result of the voting by Postal Ballot (with the Scrutinizer's report) will be announced on or before 7 PM IST on Monday, February 29, 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.
10. The last date specified by the company for receipt of duly completed postal ballot forms or e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
11. Contact details of the person responsible to address the queries/grievances connected with the voting by postal ballot including voting by electronic means, if any:

The Company Secretary, Mindtree Limited - Global Village, RVCE Post, Mysore Road, Bengaluru – 560059, Tel +91 80 3396 4938, Email – investors@mindtree.com

or

Registrar and Share Transfer Agent, Link intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078, India. Tel: +91 22 2594 6970, Email - rnt.helpdesk@linkintime.co.in

INSTRUCTIONS FOR E-VOTING

1. **In case of Members receiving e-mail from NSDL:**
 - (i) Open e-mail and open PDF file viz. "Mindtree e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder-Login.
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.
 - (vi) Password change menu appears, Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to re-set the same.
 - (vi) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - (vii) Select Electronic Voting Event Number (EVEN) of Mindtree Limited, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.

- (viii) Now you are ready for “e-voting” as “Cast Vote” page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: nagendradrao@gmail.com with a copy marked to evoting@nsdl.co.in.
- (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xii) Once you have voted on the Resolution(s), you will not be allowed to modify your vote.

2. In case of Members receiving Postal Ballot Form by Post and desiring to cast e-vote:

- (i) Initial password, along with User ID and Electronic Voting Event Number (EVEN) is provided in the table given in the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) given above to cast your vote.
3. The e-voting commences on Friday, January 29, 2016 at 10 AM IST and ends on Saturday, February 27, 2016 at 5 PM IST.
4. If you are already registered with NSDL for e-voting, you may use your existing User ID and Password for casting your e-vote.
5. You can also update your mobile/phone number and e-mail id in the user profile details of the folio.
6. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

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

This forms part of the explanatory statement on Resolution No. 2 and No. 3 respectively.

1. ROSTOW RAVANAN (Rostow) – CEO & MANAGING DIRECTOR – Item No. 2 of the Postal Ballot



a. Brief Resume and Expertise of Rostow:

Rostow aged about 44 years, has more than 20 years of industry expertise. Rostow has played key roles in Mindtree, including setting up the BFSI business, CFO, driving expansion in Europe etc. Rostow led Mindtree's IPO in 2007 which was one of the most successful IPOs of that year. Rostow has been instrumental in setting many practices which have helped Mindtree win global recognition for Corporate Governance and Investor Relations. Today, Rostow oversees Mindtree's European operations, Service Lines and Key Accounts.

As a member of the Board of Directors at Mindtree, Rostow is actively engaged in ensuring a high governance standards, strategy and effective oversight of the Company's operations. He has been involved in bringing diversity and strengthening the Board, resulting in a highly cohesive and effective functioning of the Board.

Prior to co-founding Mindtree, Rostow worked at KPMG Corporate Finance & Lucent Technologies. Rostow has won several Indian and International awards, for his CFO role, especially for Corporate Governance and Investor Relations.

Rostow has a bachelor's degree in commerce from Bangalore University and is a member of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India. Rostow has completed the Advanced Management Program and is an Alumni of the Harvard Business School.

b. Disclosure of relationship between Directors Inter se, Manager and KMP:

NONE

c. Date of first appointment on the Board:

Appointed as Executive Director since May 20, 2014.

d. Name/s of listed entities in which the person holds the directorship and the membership of Committees of the Board:

NONE

e. Details of shareholding:

Rostow held 584,218 equity shares of Rs. 10/- each amounting to 0.70% of shareholding of the Company as on January 18, 2016.

f. Number of Board Meetings attended during the year (April 01, 2015 to January 18, 2016):

Total Number of Board meetings held: 5.

Total number of Board meetings attended: 4

g. Committee Details:

As a Chairman - None

As a Member-Administrative Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee

h. Last drawn Salary:

Fixed compensation of Rs. 7,873,548 per annum plus variable incentive payment linked to achievement of annual performance objectives, and/or Commission determined as a percentage of net profits of the Company.

2. Krishnakumar Natarajan (KK)– EXECUTIVE CHAIRMAN - Item No. 3 of the Postal Ballot



a. Brief Resume and Expertise of KK:

KK aged about 58 years, has over 32 years of IT industry expertise and is a respected authority in the global IT sector. KK has played key roles in Mindtree, including setting up the US operations, driving expansion in Europe, Asia Pacific and transforming Mindtree's IT services business. Today, KK's mission as CEO is to lead the Company to be an expertise-led organization.

KK was the Chairman & active participant in many activities of NASSCOM. In this role, KK is working towards strengthening the Indian IT industry to be a globally competitive ecosystem. KK is an active member of other professional industry organizations, such as Confederation of Indian Industry (CII). He is a regular speaker at reputed conferences and is a faculty member at management schools worldwide.

As a member of the Mindtree Board, KK is actively engaged in ensuring a high quality of governance. He has been involved in recruiting and bringing diversity to the Mindtree Board.

Prior to co-founding Mindtree, KK was the Chief Executive of the e-commerce and financial solutions division at Wipro and held several key positions from 1982 until 1999. During this time, KK started and grew the e-commerce division of Wipro, served as Group Vice President of human resources and was also Chief Marketing Officer for Wipro's IT business.

KK has a bachelor's degree in mechanical engineering from the College of Engineering, Chennai, India and a Master's in Business Administration majoring in marketing and systems from the Xavier Institute, Jamshedpur, India.

b. Disclosure of relationship between Directors Inter se, Manager and KMP:

NONE

c. Name/s of listed entities in which the person holds the directorship and the membership of Committees of the Board:

NONE

d. Date of first appointment on the Board:

August 9, 1999

e. Details of shareholding:

KK held 4,002,086 equity shares of Rs. 10/- each, amounting to 4.77% of shareholding of the Company as on January 18, 2016.

f. Number of Board Meetings attended during the year (April 01, 2015 to January 18, 2016):

Total Number of Board meetings held: 5.

Total number of Board meetings attended: 5

g. Committee Details:

As a Chairman- Administrative Committee and Risk Management Committee.

As a Member – None (other than mentioned above)

h. Last drawn Salary:

Fixed compensation of Rs.11,250,000 per annum plus variable incentive payment linked to achievement of annual performance objectives, and/or Commission determined as a percentage of net profits of the Company.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 (1) and 110 of the Companies Act, 2013)

RESOLUTION NO. 1

The members are aware that the operations of the Company have grown significantly. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company in their meeting held on January 18, 2016, have recommended for the consent and approval of the Members, for the issue of Bonus Shares to the existing holders of Equity Share/s of the Company in the ratio of 1:1 (i.e., one Bonus Equity Share of Rs. 10/- each, for every one existing fully paid up Equity Share of Rs. 10/- each held) by increasing the existing Issued, Subscribed and Paid-up Share Capital of the Company.

The existing Issued, Subscribed and Paid-up Share Capital of the Company shall be increased after capitalization of such sum as may be required from the Securities Premium/Free Reserves of the Company/ or any other permitted reserves/ surplus as per the Audited Financial Statements of the Company.

The amount to be capitalized under this item includes the amount necessary for issue of Bonus Shares upon exercise of Outstanding Stock Options as on the Record Date issued under the various Employee Stock Option Plans, Directors' Stock Option Scheme and Mindtree Employee Restricted Stock Purchase Plan ('the Schemes'), whether vested or unvested including lapsed and forfeited options available for re-issuance. With the issue of Bonus Shares, appropriate adjustments will be made to the number of said Stock Options as at the Record Date and the Exercise Price, in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and such other applicable Regulations, if any.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on its Register of Members on the Record Date as determined by the Board of Directors (or Administrative Committee thereof) of your Company. The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date.

The Promoters, Directors, Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective shareholdings in the Company and also to the extent of Stock Options, if any.

Name of the entities/Companies (which shall be allotted bonus shares) in which Promoters, Directors, Key Managerial Personnel have shareholding of more than 2%:

Name of the entity/Company	Percentage (%) of Shareholding in such entity/Company
A Coffee day Enterprises Limited (formerly known as Coffee day Enterprises Private Limited and Coffee day Resorts Private Limited) - V.G. Siddhartha, Director has direct shareholding of more than 2% in his individual capacity.	31.04%
LSO Investment Private Limited, Body Corporate, in which Kamran Ozair & Scott Staples, Promoters have direct shareholding of more than 2%.	Kamran Ozair – 55.77% Scott Staples - 42.59% Total: 98.36%

The proposed Resolution is an enabling Resolution conferring authority on the Board of Directors or Administrative Committee thereof, to cover all present and future contingencies.

As per the provisions of the Companies Act, 2013 and the Articles of Association of the Company, capitalization of such sum standing to the credit of the Securities Premium/Free Reserves /any other permitted reserves/ surplus as per the Audited Financial Statements of the Company, as may be considered necessary by the Board for the purpose of issue of Bonus Shares requires consent and approval of Members of the Company and accordingly, this Resolution is to obtain such consent and approval.

Accordingly, your Directors recommend the passing of the Special resolution as specified in Item No. 1 of the notice of Postal Ballot.

RESOLUTION NO.2

The Board of Directors at their meeting held on Monday, January 18, 2016 have appointed Rostow Ravanan (Rostow) as CEO & Managing Director of the Company for a period commencing from April 1, 2016 to March 31, 2021 as per the provisions of Companies Act, 2013 including any schedules and the relevant rules, circulars and notifications thereof and such other laws, regulations, guidelines as may be applicable. This appointment as CEO & Managing Director is subject to the approval of the Shareholders and any other regulatory approvals, if applicable.

Rostow was previously appointed by the shareholders on June 22, 2015 at the sixteenth Annual General Meeting of the Company as an Executive Director for a period commencing from May 20, 2015 to May 19, 2020. He is now elevated as CEO & Managing Director.

I. Brief Terms of appointment of Rostow as CEO & Managing Director:

The appointment of Rostow as CEO & Managing Director is for a period commencing from April 1, 2016 to March 31, 2021 (unless earlier terminated in accordance with the employment agreement). Upon expiry of the term, the agreement may be renewed, subject to the Company and Rostow executing another employment agreement and obtaining necessary corporate and regulatory approvals under the applicable laws as per the applicable provisions of the Companies Act, 2013. Rostow will be a member of the Board of Directors of the Company entrusted with substantial powers of management having total control on general conduct and management of the business affairs of the Company.

1. Rostow will be based at Bengaluru and will undertake such travel in and outside India as may be necessary from time to time in relation to the business of the Company.
2. Rostow shall not be liable to retire by rotation.
3. Rostow shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the overall superintendence and control of the Board of Directors of the Company.
4. No sitting fee shall be paid to Rostow as Director/CEO & Managing Director for attending the meetings of the Board of Directors or any Committee/s thereof.

5. The employment agreement entered into with Rostow can be terminated for convenience by either Mindtree or Rostow by way of notice of twelve months to the other party.
6. Shareholding & stock options- Rostow holds 584,218 equity shares of Rs. 10/- each, amounting to 0.70% of shareholding of the Company as on January 18, 2016. No Stock options have been given to Rostow as on date.

II Brief Terms of Remuneration payable to Rostow as CEO & Managing Director:

1. Financial Year 2016-17

Subject to the applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, the remuneration payable to Rostow will be as follows:

The fixed compensation for Rostow will be Rs. 11,000,000 per annum (Rupees eleven million), effective from 1 April 2016, subject to all appropriate and/or authorized deductions. In addition, Rostow will be entitled to the following:

- a) Variable incentive pay in the form of Commission determined as at 0.35% of net profits of the Company, computed as per the applicable provisions of the Companies Act 2013, subject to a maximum of 200% of the fixed annual compensation;
- b) Variable incentive payment, linked to long term financial objectives of the Company, as determined by the Nomination and Remuneration Committee, either as a general scheme for senior management team members or specifically for Rostow;
- c) The performance evaluation payment/Commission/variable incentive payments will be paid annually as per the scheme approved by the Committee;
- d) Phantom Stock - 86,000 units have been granted already and further may be approved from time to time by the Nomination and Remuneration Committee;
- e) Leave on full pay and allowances, as per Company's rules with encashment of leave facility;
- f) Provision of car with chauffeur, telephone, fax and internet and other facilities as per Company's rules;
- g) Medical, personal accident and other policies as per rules of the Company;
- h) Gratuity and other deferred benefits payable as per rules of the Company;
- i) Other benefits and allowances including but not limited to, rent free furnished accommodation, reimbursement of gas, electricity, water charges and medical expenses for self and Family members, furnishings, payment of premiums on personal accident and health insurance, club fees, use of car with chauffeur, telephones, house maintenance allowance, leave travel allowance, contributions to provident fund, superannuation fund, gratuity, leave entitlement, encashment of leave and housing, grant of phantom stock option rights, etc., and such other perquisites, benefits and allowances as per rules of the Company; and
- j) Such other benefits, amenities, facilities and perquisites as per rules of the Company as applicable to Senior Executives and as may be permitted by the Board of Directors to the Managing Director (collectively, Managerial Remuneration).

Explanation: Family shall mean, spouse, dependent children and dependent parents.

The Managerial Remuneration is subject to all appropriate and/or authorized deductions.

2. Financial Years 2017-21 (April 1, 2017 to March 31, 2021)

Subject to applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, the remuneration payable to Rostow for financial year 2017-18 and thereafter will be as follows:

- a) Remuneration in such heads as stated above for financial year 2017-18 and thereafter or as amended from time to time by the Nomination and Remuneration Committee;
- b) An annual salary increase of the fixed salary compensation from the financial year 2017-18 onwards as approved by the Nomination and Remuneration Committee;
- c) Variable incentive payment, linked to annual or long term financial objectives of the Company, as approved by the Nomination and Remuneration Committee, and subject to the limits set by the Nomination and Remuneration Committee; and
- d) Grant of Phantom Stock as per the numbers & scheme approved by the Nomination and Remuneration Committee.

The above payments for all the financial years are subject to all appropriate and/or authorized deductions as per prevailing law.

The aggregate amounts of Managerial Remuneration for all the financial years to Rostow individually, shall always be within the overall ceiling laid down under the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant rules, circulars and notifications thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and is commensurate with the responsibility in a Company of this size and extent of business operations

Where if in any financial year the Company has no profits or its profits are inadequate, Rostow shall be entitled to receive the same enhanced Managerial Remuneration subject to compliance with applicable provisions of the Companies Act, 2013 and to the extent necessary, with the approval of the Central Government. For any increase in the remuneration of Rostow, the Company would seek approval of Shareholders or Nomination and Remuneration Committee of the Board as may be applicable.

Rostow does not suffer any of the disqualification prescribed under law and hence, qualifies for appointment as CEO & Managing Director of the Company.

Section 196, 197 read with Schedule V and other applicable provisions of the Companies Act 2013, requires Shareholders to approve the appointment and remuneration payable to the Managing Director.

Accordingly, your Directors recommend the passing of the ordinary resolution as specified in Item No. 2 of the notice of Postal Ballot.

Memorandum of Concern or Interest

No Promoters, Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise other than Rostow (along with his respective relatives), who is interested in or concerned in the aforesaid resolution.

The appointment letter of Rostow is kept open for inspection of the Members at the Registered Office situated at, Global Village, RVCE Post, Mysore Road, Bengaluru-560059, on any working day of the Company between 10AM IST to 12.30 PM IST, up to the date of declaration of results of Postal Ballot.

RESOLUTION NO.3

The Board of Directors at their meeting held on Monday, January 18, 2016 have appointed Krishnakumar Natarajan (KK) as Executive Chairman of the Company for a period commencing from April 1, 2016 to June 30, 2017 as per the provisions of Companies Act, 2013 including any Schedules and the relevant rules, circulars and notifications thereof and such other laws, regulations, guidelines as may be applicable. This appointment as Executive Chairman is subject to the approval of the Shareholders and any other regulatory approvals, if applicable.

KK was previously appointed by the shareholders on July 18, 2014 at the fifteenth Annual General Meeting of the Company as CEO & Managing Director for a period commencing from April 01, 2014 to June 30, 2017. He is now elevated as an Executive Chairman. KK continues to act as CEO & Managing Director until March 31, 2016.

I Brief Terms of appointment of KK as Executive Chairman

The appointment of KK as Executive Chairman is for a period commencing from April 1, 2016 to June 30, 2017 (unless earlier terminated in accordance with the employment agreement). Upon expiry of the term, the agreement may be renewed, subject to the Company and KK executing another employment agreement and obtaining necessary corporate and regulatory approvals under the applicable laws as per the applicable provisions of the Companies Act, 2013.

KK will be a member of the Board of Directors of the Company entrusted as Executive Chairman and will oversee issues of medium and long term strategic importance for the Company.

1. KK will be based at Bengaluru and will undertake such travel in and outside India as may be necessary from time to time in relation to the business of the Company.
2. KK shall not be liable to retire by rotation.
3. KK shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the superintendence and control of the Board of Directors of the Company.
4. No sitting fee shall be paid to KK as Director/Executive Chairman for attending the meetings of the Board of Directors or any Committee/s thereof.
5. The employment agreement entered into with KK can be terminated for convenience by either Mindtree or KK by way of notice of twelve months to the other party.
6. Shareholding & stock options - KK holds 4,002,086 equity shares of Rs.10/- each, amounting to 4.77% of shareholding of the Company as on January 18, 2016. No Stock options have been given to KK as on date.

II Brief Terms of Remuneration payable to KK as Executive Chairman

Subject to the applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, the remuneration payable to KK will be as follows:

The fixed compensation for KK is currently Rs.11,250,000 per annum subject to all appropriate and/or authorized deductions. In addition, KK will be entitled to the following:

- a) Variable incentive payment linked to achievement of annual performance objectives, and/or Commission determined as a percentage of net profits of the Company as determined by the Nomination and Remuneration Committee from year to year. The scheme shall provide for under/ over achievement based on the actual performance against the financial objectives;
- b) Variable incentive payment, linked to long term financial objectives of the Company, as determined by the Nomination and Remuneration Committee, either as a general scheme for senior management team members or specifically for KK;
- c) The performance evaluation payment/Commission/variable incentive payments will be paid monthly / quarterly / annually as per the scheme approved by the Nomination and Remuneration Committee;
- d) Grant of Phantom Stock –169,000 units have been granted and further may be approved from time to time by the Nomination and Remuneration Committee;
- e) Leave on full pay and allowances, as per Company's rules with encashment of leave facility;
- f) Provision of car with chauffeur, telephone, fax and internet and other facilities as per Company's rules;
- g) Medical, personal accident and other policies as per rules of the Company;
- h) Gratuity and other deferred benefits payable as per rules of the Company;
- i) Other benefits and allowances including but not limited to, rent free furnished accommodation, reimbursement of gas, electricity, water charges and medical expenses for self and Family members, furnishings, payment of premiums on personal accident and health insurance, club fees, use of car with chauffeur, telephones, house maintenance allowance, leave travel allowance, contributions to provident fund, superannuation fund, gratuity, leave entitlement, encashment of leave and housing, grant of phantom stock rights, etc., and such other perquisites, benefits and allowances as per rules of the Company; and
- j) Such other benefits, amenities, facilities and perquisites as per rules of the Company as applicable to Senior Executives and as may be permitted by the Board of Directors to the Executive Chairman (collectively, Managerial Remuneration).

Explanation: Family shall mean, spouse, dependent children and dependent parents.
The Managerial Remuneration is subject to all appropriate and/or authorized deductions.

The remuneration may be modified from time to time by the Nomination and Remuneration Committee, based on individual performance, Company performance & benchmarking data from comparable companies.

Subject to applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, the remuneration payable to KK will be:

- a) Remuneration in such heads as stated above or as amended from time to time by the Nomination and Remuneration Committee;
- b) A salary increase of the fixed salary compensation as approved by the Nomination and Remuneration Committee;
- c) Variable incentive payment, linked to annual or long term financial objectives of the Company, as approved by the Nomination and Remuneration Committee, and subject to the limits set by the Nomination and Remuneration Committee; and
- d) Grant of Phantom Stocks –as per the numbers & scheme approved by the Nomination and Remuneration Committee.

The above payments for all the financial years are subject to all appropriate and/or authorized deductions as per prevailing law.

The aggregate amounts of Managerial Remuneration for all the financial years to KK individually, shall always be within the overall ceiling laid down under the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and is commensurate with the responsibility in a Company of this size and extent of business operations

Where if in any financial year the Company has no profits or its profits are inadequate, KK shall be entitled to receive the same enhanced Managerial Remuneration subject to compliance with applicable provisions of the Companies Act, 2013 and to the extent necessary, with the approval of the Central Government. For any increase in the remuneration of KK, the Company would seek approval of Shareholders or Nomination and Remuneration Committee of the Board as may be applicable.

KK does not suffer any of the disqualification prescribed under law and hence, qualifies for appointment as Executive Chairman of the Company.

Section 196, 197 read with Schedule V and other applicable provisions of the Companies Act 2013, requires Shareholders to approve the appointment and remuneration payable to Executive Chairman, who is a Whole-time Director.

Accordingly, your Directors recommend the passing of the ordinary resolution as specified in Item No. 3 of the notice of Postal Ballot.

Memorandum of Concern or Interest

No Promoters, Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise other than KK (along with his respective relatives), who is interested in or concerned in the aforesaid resolution.

The appointment letter of KK is kept open for inspection of the Members at the Registered Office situated at, Global Village, RVCE Post, Mysore Road, Bengaluru-560059, on any working day of the Company between 10 AM IST to 12.30 PM IST, up to the date of declaration of results of Postal Ballot.

**By order of the Board of Directors
for Mindtree Limited**

**Vedavalli S
Company Secretary**

**Place: Bengaluru
Date: January 18, 2016**

MINDTREE LIMITED

Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru - 560059, Karnataka, India

Corporate Identity Number (CIN): L72200KA1999PLC025564;

Phone: + 91 80 6706 4000; **Fax:** +91 80 6706 4100;

E-mail: investors@mindtree.com; **Website:** www.mindtree.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered address :
of the Sole/first named Shareholder

2. Name(s) of Joint holder(s) if any :
(in block letters)

3. Registered Folio No./DP ID No./ :
Client ID No.*
(*Applicable to members holding
Equity Shares in dematerialized form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated January 18, 2016 ,by conveying my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

RESOLUTION NO.	DESCRIPTION	I/WE ASSENT TO THE RESOLUTION (FOR)	I/WE DISSENT TO THE RESOLUTION (AGAINST)
1.	Special Resolution for issue of Bonus Shares		
2.	Ordinary Resolution for the appointment of Rostow Ravanan (DIN 00144557)as CEO and Managing Director		
3.	Ordinary Resolution for the appointment of Krishnakumar Natarajan (DIN 00147772) as Executive Chairman		

Place:

Date:

Signature of Sole/First Joint Shareholder

Note: Members are requested to read carefully the instructions printed overleaf before exercising the vote.

E-VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The e-voting particulars are set out as follows;

EVEN (E-voting Event Number)	User ID	Password/PIN

IMPORTANT INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.
2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from Friday, January 29, 2016 at 10 AM IST and ends on Saturday, February 27, 2016 at 5 PM IST.
4. The result of the voting on the Resolutions will be declared at the Registered Office of the Company at Global Village, RVCE Post, Mysore Road, Bengaluru – 560059, on or before 7 PM IST on Monday, February 29, 2016.
5. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to:

The Company Secretary,
Mindtree Limited - Global Village, RVCE Post, Mysore Road,
Bengaluru – 560059
Tel +91 80 3396 4938
Email : investors@mindtree.com

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The Self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar / Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. Duly completed and signed Postal Ballot Form should reach the Scrutinizer not later than 5 PM IST on Saturday, February 27, 2016. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.mindtree.com) and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.
11. Additionally, please note that the Postal Ballot Form shall be considered invalid if:
 - (i) A form other than one issued by the Company has been used;
 - (ii) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (iii) Neither assent nor dissent is mentioned;
 - (iv) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
 - (v) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
 - (vi) The Member has made any amendment to the Resolution or imposed any condition while exercising his vote.