



Mindtree

Welcome to possible

Mindtree Limited

Registered Office: Global Village, RVCE Post, Mysore Road, Bengaluru – 560 059, 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 NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 20 and 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 the Company seeks approval of Members, via Postal Ballot / e-voting for the following:

- 1) Re-Appointment of Ms. Apurva Purohit (DIN 00190097) as Independent Director – Special Resolution
- 2) Re-Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (DIN 00146954) as Executive Vice Chairman – Ordinary Resolution

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 is 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 Mr. Nagendra D Rao, Practicing Company Secretary (FCS: 5553 COP: 7731), as Scrutinizer at their meeting held on Wednesday, October 17, 2018 for conducting the Postal Ballot/e-voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

Please read the instructions printed on the Postal Ballot Form carefully 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 5.00 PM IST on Monday, December 17, 2018. 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 NUMBER 1:

1. RE-APPOINTMENT OF MS. APURVA PUROHIT (DIN 00190097) AS INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following resolution as a “SPECIAL 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 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations, Ms. Apurva Purohit (DIN 00190097), Independent Director of the Company, who holds office of Independent Director upto December 31, 2018, who has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereof and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director of the Company, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from January 01, 2019 to December 31, 2023.

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.”

RESOLUTION NUMBER 2:

2. RE- APPOINTMENT OF MR. NAMAKAL SRINIVASAN PARTHASARATHY (MR. N.S. PARTHASARATHY) (DIN 00146954) AS EXECUTIVE VICE 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other 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, pursuant to Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other regulations/guidelines issued by SEBI and such other consents and approvals as may be necessary and subject to such modifications, variations as approved and acceptable to Mr. N.S. Parthasarathy (DIN 00146954) (who holds office of Executive Vice Chairman upto December 31, 2018) and the Company, the consent and approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. N.S. Parthasarathy (DIN 00146954) as Executive Vice Chairman of the Company, for a further period commencing from January 01, 2019 to January 31, 2021 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 re-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 be and are hereby 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 to do all things incidental and ancillary thereto”.

Place: Bengaluru
Date: October 17, 2018

By order of the Board of Directors
for Mindtree Limited

Sd/-
Vedavalli S
Company Secretary
A15470

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement setting out material facts and reasons for the proposed resolutions is 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, November 12, 2018 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 Agent (RTA) and to other shareholders by permitted mode (Registered Post/Speed Post / Courier). Any member who has not received the Postal Ballot Forms may write to the Company or RTA and may obtain a copy thereof. The same may also be downloaded from the Company's website: www.mindtree.com
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. Monday, November 12, 2018.
4. 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's website: www.mindtree.com.
5. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 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 Forms. The Company has engaged the services of NSDL to provide e-voting facility to its members.
6. The e-voting commences on Sunday, November 18, 2018 at 9.00 AM IST and ends on Monday, December 17, 2018 at 5.00 PM IST.
7. 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 5.00 PM IST on Monday, December 17, 2018, 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.

8. The Members can opt for only one mode of voting, i.e., either by physical Postal 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. A member cannot exercise his vote by proxy on Postal Ballot.
9. All the documents referred to in Explanatory Statement will be available for inspection at the Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of the notice up to the last date of receipt of Postal Ballot Form/e-voting, i.e. Monday, December 17, 2018.
10. The Scrutinizer will submit his report to the Chairman or the Company Secretary or any Director after completion of the scrutiny of the Postal Ballots including the e-voting on or before 5.00 PM IST on Wednesday, December 19, 2018. The results of the voting by Postal Ballot and electronic means (along with the Scrutinizer's report) will be announced on or before 7.00 PM IST on Wednesday, December 19, 2018, through the website of the Company at www.mindtree.com and by way of intimation to the Stock Exchanges on which the Company is listed.
11. 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.
12. 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 6706 4000, Email - investors@mindtree.com.

Or

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

INSTRUCTIONS FOR E-VOTING

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 - Log-in to NSDL e-Voting website as mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 - Casting of votes on NSDL e-Voting system is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General e-Voting Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolutions/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nagendradrao@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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 Number 1 and 2 respectively

1. MS. APURVA PUROHIT– INDEPENDENT DIRECTOR – Item Number 1 of the Postal Ballot.



a. Brief Resume and Expertise of Ms. Apurva Purohit (Apurva):

Apurva Purohit aged 52 years, is the President of the Jagran Group, one of India's largest multi-media conglomerates with a turnover of USD 350 million and market capitalization of USD 800 million. With over three decades of experience in the media and entertainment industry, she currently manages a diverse portfolio which includes print, radio, digital and outdoor.

In her previous role as CEO of Radio City, she is credited with making Radio City one of the largest and most profitable networks in the FM industry. The Company reached a market cap of Rs. 2000cr. under her leadership and was also ranked 8th amongst the Top 10 best places to work for as a part of the Great Place to Work Survey. She was also the driving force behind the listing of Radio City on the stock exchanges in 2017, one of the very few successful IPOs in recent times.

Over the years, Apurva has won multiple business awards and has been named as one of the “Most Powerful Women in Business” as per the India Today Group and Fortune India. She is also on the Board of Midday Infomedia Limited and Music Broadcast Limited and an advisor to private equity fund, Amicus Capital and a not for profit diversity foundation, BD Foundation.

Apurva has been a leading voice in the Indian business landscape, advocating gender diversity, what ails it, and what organizations and leaders can do to make it possible. She is also the author of the national bestselling book “**Lady, You're not a Man**” – **the Adventures of a Woman at Work**. A must-read for every woman on the quest for work- home balance and determined to succeed in her professional life. The book offers a pragmatic perspective on managing work-life balance through emotional intelligence and maturity in managing relationships both with oneself, and with others.

Apurva is a prominent speaker at Industry forums, several marquee organizations and educational institutions. She lectures extensively on “**Leadership Skills**”, “**The Diversity Triad – How to Cope with the Challenges Working Women face**”, “**Building Great Places to Work**” and “**Culture–the invisible differentiator of profitability**”.

Apurva holds a bachelor's degree in Science (Physics) and completed her PGDM from IIM- Bangalore.

b. Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP):

Ms. Apurva Purohit is not related to any Director, Manager or KMP of Mindtree Limited.

c. Date of first appointment on the Board:

January 01, 2014

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

Name of the Company	Directorship/ Chairmanship	Name of the Committee	Whether Chairman or Member
Music Broadcast Limited	Director	Stakeholders' Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Audit Committee	Member
		Nomination and Remuneration Committee	Member

e. Details of shareholding in Mindtree Limited as on September 30, 2018 :

Nil

f. Number of Board Meetings attended during the year (April 01, 2017 to October 17, 2018):

Total number of Board meetings held: 11

Total number of Board meetings attended: 8

g. Committee Details in Mindtree Limited (only Audit Committee and Stakeholders' Relationship Committee):

As a Chairman: None

As a Member: None

h. Last drawn Remuneration:

Rs. 2,000,000/- per annum

2. MR. NAMAKAL SRINIVASAN PARTHASARATHY (Mr. N.S. Parthasarathy) – EXECUTIVE VICE CHAIRMAN – Item Number 2 of the Postal Ballot.



a. Brief Resume and Expertise of Mr. N.S. Parthasarathy:

Mr. N.S. Parthasarathy aged 57 years, has over 31 years of experience in the Information Technology Industry. He has been with Mindtree since its inception in 1999 and today he oversees many functions including the People Function, Kalinga - global learning centre, Administration, Facilities, CIS, Investor Relations, Legal and the CTO organisation. He also leads Mindtree's business in APAC region. Mr. N.S. Parthasarathy is known for his expertise in setting up large Offshore Development Centers (ODC), handling global delivery and operations. Mr. N.S. Parthasarathy's vision and passion for delivery excellence has helped Mindtree deliver best-in-class service with significant value to our customers.

Prior to co-founding Mindtree, Mr. N.S. Parthasarathy was the General Manager of Wipro's technology solutions division, where he led Wipro's development center for some of its large customers. Today, Mr. N.S. Parthasarathy works with leading educational institutions in India with a vision to bridge the industry-academia gap, in order to foster better interactions between the two. Mr. N.S. Parthasarathy is a member of the Nasscom IT Services Council.

Mr. N.S. Parthasarathy received a Masters (Honors) degree from BITS Pilani and an M.Tech. in Computer Science from IIT, Kharagpur, India. He has also completed the Advanced Management Program (AMP) from the Harvard Business School.

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

Mr. N.S. Parthasarathy is not related to any Director, Manager or KMP of Mindtree Limited.

c. Date of first appointment on the Board:

January 01, 2014

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

None

e. Details of shareholding in Mindtree Limited as on September 30, 2018 :

Mr. N.S. Parthasarathy held 2,340,527 equity shares of Rs. 10/- each, amounting to 1.43% of shareholding of Mindtree Limited as on September 30, 2018.

f. Number of Board Meetings attended during the year (April 01, 2017 to October 17, 2018):

Total Number of Board meetings held: 11

Total number of Board meetings attended: 11

g. Committee Details in Mindtree Limited (only Audit Committee and Stakeholders' Relationship Committee):

As a Chairman – None

As a Member - Stakeholders' Relationship Committee

h. Last drawn Remuneration:

The fixed compensation of Mr. N.S. Parthasarathy is Rs. 10,011,300 per annum plus variable payment linked to the performance of the Company.

EXPLANATORY STATEMENT

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

RESOLUTION NUMBER 1:

Ms. Apurva Purohit (DIN 00190097) was appointed as Additional Director of the Board with effect from January 01, 2014. As per the provisions of the Companies Act, 2013, the Shareholders at their meeting held on July 18, 2014, approved the appointment of Ms. Apurva Purohit (DIN 00190097) as Independent Director until December 31, 2018, as a Director not liable to retire by rotation.

After considering the report of performance evaluation, qualification, experience, professional expertise, personal and business standing of Ms. Apurva Purohit (DIN 00190097) and her contributions during her first term of office to the Company, the Nomination and Remuneration Committee, at its meeting held on October 17, 2018, has approved and recommended the re-appointment of Ms. Apurva Purohit (DIN 00190097) for a second term of five years as Independent Director of the Company commencing from January 01, 2019 to December 31, 2023, subject to the recommendation of the Board of Directors and the approval of the Shareholders.

Based on the performance evaluation of Ms. Apurva Purohit (DIN 00190097) and after considering Ms. Apurva Purohit's background, experience and contribution in her first term of office and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on October 17, 2018, has recommended the re-appointment of Ms. Apurva Purohit (DIN 00190097) as Independent Director for a second term of five years commencing from January 01, 2019 to December 31, 2023. Further, the Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms. Apurva Purohit (DIN 00190097), for the office of Director, to be re-appointed as Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Ms. Apurva Purohit (DIN 00190097) (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 she 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.

Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's Report. Section 149 of the Companies Act, 2013, provides that an Independent Director may hold office for up to two consecutive terms. The resolution seeks the approval of members for the re-appointment of Ms. Apurva Purohit (DIN 00190097) as Independent Director of the Company for a second term of five years commencing from January 01, 2019 to December 31, 2023. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Apurva Purohit (DIN 00190097), Independent Director proposed to be re-appointed, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the Management.

A copy of the draft letter for the re-appointment of Ms. Apurva Purohit (DIN 00190097), 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 business hours of the Company, on any working day from the date of dispatch of notice up to the last date of receipt of Postal Ballot Form/e-voting, i.e. Monday, December 17, 2018.

Memorandum of Concern or Interest

None of the Promoters/ Directors/KMP of the Company and their relatives, other than Ms. Apurva Purohit are in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item Number 1 of this Notice.

Accordingly, your Directors recommend the passing of the Special Resolution as specified in Item Number 1 of this Notice of Postal Ballot.

RESOLUTION NUMBER 2:

The Board of Directors at its meeting held on October 21, 2016, had appointed Mr. N.S. Parthasarathy (DIN 00146954) as Executive Vice Chairman for a period commencing from October 21, 2016 to December 31, 2018, 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 Vice Chairman had been approved by the Shareholders through Postal Ballot in December 2016.

Based on the performance evaluation and the contributions made by Mr. N. S. Parthasarathy (DIN 00146954), the Nomination and Remuneration Committee at its meeting held on October 17, 2018 approved & recommended the re-appointment of Mr. N. S. Parthasarathy (DIN 00146954) as Executive Vice Chairman for a further term commencing from January 01, 2019 to January 31, 2021, subject to the approval of the Board of Directors and Shareholders.

The Board of Directors at its meeting held on October 17, 2018, subject to approval of members has re-appointed Mr. N. S. Parthasarathy (DIN 00146954) as Executive Vice Chairman for a further period commencing from January 01, 2019 to January 31, 2021 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board.

It is now proposed to seek members' approval for the re-appointment of Mr. N. S. Parthasarathy (DIN 00146954) as Executive Vice Chairman in terms of the applicable provisions of the Companies Act, 2013, rules made thereunder and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereof.

I. Brief Terms of re-appointment of Mr. N.S. Parthasarathy (DIN 00146954) as Executive Vice Chairman

The re- appointment of Mr. N.S. Parthasarathy (DIN 00146954) as Executive Vice Chairman is for a further period commencing from January 01, 2019 to January 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 Mr. N.S. Parthasarathy executing another employment agreement and obtaining necessary corporate and regulatory approvals under the applicable laws and as per the applicable provisions of the Companies Act, 2013.

Mr. N.S. Parthasarathy will be a member of the Board of Directors of the Company entrusted with powers of management having control on general conduct and management of the business affairs of the Company.

1. Mr. N.S. Parthasarathy 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. Mr. N.S. Parthasarathy shall be liable to retire by rotation.
3. Mr. N.S. Parthasarathy 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 in connection with and in the best interest of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Managing Director and/or the Board from time to time, by serving on the Boards of such associated companies and /or subsidiaries of any other executive body or any committee of such a Company.
4. No sitting fee shall be paid to Mr. N.S. Parthasarathy as Director/Executive Vice Chairman for attending the meetings of the Board of Directors or any Committee/s thereof.
5. The employment agreement entered into with Mr. N.S. Parthasarathy can be terminated for convenience by either Mindtree or Mr. N.S. Parthasarathy by way of notice of three months to the other party.
6. **Shareholding & stock options-** Mr. N.S. Parthasarathy held 2,340,527 equity shares of Rs. 10/- each, amounting to 1.43% of shareholding of Mindtree Limited as on September 30, 2018. No stock options have been granted to Mr. N.S. Parthasarathy as on date.

II. Brief Terms of Remuneration payable to Mr. N.S. Parthasarathy as Executive Vice Chairman:

Subject to the applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, Mr. N.S. Parthasarathy's remuneration will be as follows:

The fixed compensation for Mr. N.S. Parthasarathy is Rs. 10,011,300 per annum, subject to all appropriate and/or authorized deductions. In addition, Mr. N.S. Parthasarathy will be entitled to the following:

- a) Variable incentive pay in the form of commission determined as at 0.22% of consolidated profit after tax, subject to a maximum of 300% of the fixed annual compensation;
- b) 95,000 Phantom Stock Units have been granted (actual vesting linked to Mindtree's revenue achievement in FY 2018-19) and further may be approved from time to time by the Nomination and Remuneration Committee;
- c) Leave on full pay and allowances, as per Company's rules with encashment of leave facility;
- d) Provision of car with chauffeur, telephone, fax and internet and other facilities as per Company's rules;
- e) Medical, personal accident and other policies as per rules of the Company;
- f) Gratuity and other deferred benefits payable as per rules of the Company;
- g) 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, house maintenance allowance, leave travel allowance, contributions to provident fund, superannuation fund, gratuity, leave entitlement, encashment of leave and housing, grant of phantom stock units, etc., and such other perquisites, benefits and allowances as per rules of the Company; and
- h) 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 Directors (collectively, Managerial Remuneration)

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

The above remuneration may be modified from Financial Year 2019-20 onwards by the Nomination and Remuneration Committee, based on individual performance, Company performance & benchmarking data from comparable companies.

The above payments 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 Mr. N. S. Parthasarathy 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 that of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations 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, Mr. N. S. Parthasarathy shall be entitled to receive the same enhanced managerial remuneration subject to compliance with applicable provisions of the Companies Act, 2013 and that of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations.

Mr. N.S. Parthasarathy does not suffer any disqualification under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other law and hence, qualifies for re-appointment as Executive Vice 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 re-appointment and remuneration payable to the Whole Time Director. Executive Vice Chairman is a Whole Time Director.

The appointment letter of Mr. N.S. Parthasarathy is kept open for inspection for the Members at the Registered Office of the Company situated at Global Village, RVCE Post, Mysore Road, Bengaluru-560059, on any working day of the Company during normal business hours from the date of dispatch of notice up to the last date of receipt of Postal Ballot Form/e-voting, i.e. Monday, December 17, 2018.

Memorandum of Concern or Interest

None of the Promoters/ Directors/KMP of the Company and their relatives, other than Mr. N. S. Parthasarathy (along with his relatives) are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item Number 2 of this notice.

Accordingly, your Directors recommend the passing of the Ordinary Resolution as specified in Item Number 2 of this notice of Postal Ballot.

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

**Place: Bengaluru
Date: October 17, 2018**

Sd/-
Vedavalli S
Company Secretary
A15470



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, 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	NUMBER OF EQUITY SHARES HELD	I/WE ASSENT TO THE RESOLUTION (FOR)	I/WE DISSENT TO THE RESOLUTION (AGAINST)
1	Special Resolution for Re-Appointment of Ms. Apurva Purohit (DIN 00190097) as Independent Director			
2	Ordinary Resolution for Re-Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (DIN 00146954) as Executive Vice 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 Sunday, November 18, 2018 at 9.00 AM IST and ends on Monday, December 17, 2018 at 5.00 PM IST.
4. The results 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 7.00 PM IST on Wednesday, December 19, 2018.
5. Kindly note that the Members can opt for 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 and vice versa. However, in case Members cast their votes both 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 6706 4000
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 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. Postal Ballot forms will be rejected if the signatures does not match.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM IST on Monday, December 17, 2018. 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 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 letter and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form. The Board Resolution/Authority letter can also be emailed to nagendradrao@gmail.com.
6. Shareholders are requested not to send any paper (other than the Board Resolution / Authority letter 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. Voting rights shall be reckoned on the paid-up capital of the shares registered in the name of the member as on the cut-off date, i.e. Monday, November 12, 2018.
9. 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.
10. 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.
11. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.
12. A member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
13. 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.