Mindtree
A Larsen & Toubro Group Company

Registered Office Address: Mindtree Limited
Global Village, RVCE Post, Mysore Road,
Bengaluru – 560059, Karnataka, India.
Corporate identity Number (CIN):
L72200KA1999PLC025564
E-mail : info@mindtree.com

**Ref: MT/STAT/CS/20-21/213** **November 9, 2020**

To
**BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

To
**National Stock Exchange of India Limited**
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai 400 051

Stock Code: 532819/MINDTREE

Dear Sirs,

**Subject: Submission of the Postal Ballot Notice**

We herewith attach the Postal Ballot Notice (including instructions for e-voting) to obtain consent and approval of the members via remote E-voting (Voting through Electronic means) for the following businesses:

1. Appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer– Ordinary Resolution
2. Appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets – Ordinary Resolution
3. Appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Independent Director – Ordinary Resolution.

The details of the calendar of events for the Postal Ballot are as follows:

| Sl. No | Event | Date |
|---|---|---|
| 1 | Voting rights reckoning date/ Cut-off date | 06-November-2020 |
| 2 | Last Date of Completion of dispatch of Postal Ballot notice | 09-November-2020 |
| 3 | Voting period Start Date | 10-November-2020, starts at 9 AM |
| 4 | Voting period end date | 09-December-2020, ends at 5 PM |
| 5 | Date of Submission of Scrutinizer's Report | On or before 11-December-2020 |
| 6 | Date of Announcement of Results of Postal Ballot | On or before 11-December-2020 |

Please take the above intimation on records and acknowledge the receipt of the same.

Thanking you.

Yours truly,
for **Mindtree Limited**



**Subhodh Shetty**
**Company Secretary**
**Membership No. A13722**

Mindtree
A Larsen & Toubro Group Company

# MINDTREE LIMITED

**Registered Office:** Global Village, RVCE Post, Mysore Road, Bengaluru-560059, 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 and other applicable Rules made thereunder read with the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India]**

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, (the Rules) read with the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No.17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and the General Circular No.33/ 2020 dated September 28, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (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, the Company seeks approval of Members via Postal Ballot only through remote E-voting (Voting through Electronic means) for the following:

1. Appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer– Ordinary Resolution
2. Appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets – Ordinary Resolution
3. Appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Independent Director – Ordinary Resolution.

Members' consent is sought for the proposals 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) and the website of NSDL.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of e-Voting, they shall be deemed to have been passed at a General Meeting.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and (iii) MCA Circulars, the Company has provided only the remote e-Voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-Voting are appended to this Postal Ballot Notice.

The Board of Directors has appointed Mr. Nagendra D Rao, Practicing Company Secretary (FCS: 5553 COP: 7731), as Scrutinizer at its meeting held on Thursday, October 15, 2020 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 note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the Members of the Company and no physical ballot forms will be acceptable due to the COVID-19 issues.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5.00 p.m. (IST) on Wednesday, December 9, 2020. Remote e-Voting will be blocked by National Securities Depository Limited ("NSDL") immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by him. The results of the voting conducted through Postal Ballot (through the remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on or before Friday, December 11, 2020. The same will be displayed on the website of the Company: www.mindtree.com, the website of NSDL: www.evoting.nsdl.com and also shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

**RESOLUTION NUMBER 1:**

**1. APPOINTMENT OF MR. DAYAPATRA NEVATIA (DIN 03557975) AS EXECUTIVE DIRECTOR AND CHIEF OPERATING OFFICER**

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

"**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the relevant rules, circulars and notifications made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule V of the Companies Act, 2013, and the Articles of Association of the Company, Securities and Exchange Board of India (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, Mr. Dayapatra Nevatia (DIN 03557975) who was appointed as an Additional Director and designated as Executive Director and Chief Operating Officer of the Company, with effect from October 15, 2020, who holds office upto the date of the next Annual General meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the Office of Director, be and is hereby appointed as Executive Director and Chief Operating Officer of the Company, liable to retire by rotation, for a period of five years commencing from October 15, 2020 to October 14, 2025 for a remuneration and on such terms and conditions approved by the Nomination and Remuneration Committee 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."

**RESOLUTION NUMBER 2**

**2. APPOINTMENT OF MR. VENUGOPAL LAMBU (DIN 08840898) AS EXECUTIVE DIRECTOR AND PRESIDENT - GLOBAL MARKETS**

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

"**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the relevant rules, circulars and notifications made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule V of the Companies Act, 2013, and the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other regulations/guidelines issued by SEBI and subject to the approval of the Central Government and such other consents and approvals as may be necessary and subject to such modifications, Mr. Venugopal Lambu (DIN 08840898) who was appointed as an Additional Director and designated as Executive Director and President - Global Markets of the Company, with effect from October 15, 2020, who holds office upto the date of the next Annual General meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the Office of Director, be and is hereby appointed as Executive Director and President - Global Markets, liable to retire by rotation, for a period of five years commencing from October 15, 2020 to October 14, 2025 for a remuneration and on such terms and conditions approved by the Nomination and Remuneration Committee 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."

**RESOLUTION NUMBER 3**

**3. APPOINTMENT OF MR. CHANDRASEKARAN RAMAKRISHNAN (DIN 00580842) AS INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT,** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 and such other rules, as may be applicable (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable regulations, Mr. Chandrasekaran Ramakrishnan (DIN 00580842), who was appointed as Additional Director (Independent), with effect from July 15, 2020, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing himself for the office of Independent Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of five years commencing from July 15, 2020 to July 14, 2025.

**"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."

**By order of the Board of Directors**
**for Mindtree Limited**
**sd/-**

**Debashis Chatterjee**
**CEO & Managing Director**
**DIN: 00823966**

**Place: Bengaluru**
**Date: October 15, 2020**

**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 via email only to 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 Friday, November 6, 2020, 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). The same may also be downloaded from the Company's website: www.mindtree.com and the website of NSDL. A person who is not a Member as on the cutoff date should treat this Postal Ballot Notice for information purposes only.

3. Due to the threat posed by COVID-19 and in terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. The Company expresses its inability to dispatch hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid Business Reply Envelope to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only.

4. This Postal Ballot Notice is being sent by email only to those eligible Members who have already registered their e-mail address with the Depositories / Depository Participant / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited / the Company or who will register their e-mail address with RTA by following the instructions provided below:

   (i) **Physical Form** - Please get your email addresses registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. You are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB).

   (ii) **For Permanent Registration for Demat shareholders:** Please contact your Depository Participant (DP) and register your email address details in your demat account, as per the process advised by your DP.

   (iii) **For Temporary Registration for Demat shareholders:** Please get your email addresses registered with Link Intime India Pvt Ltd by clicking the link: https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. You are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. (The data will be only used as referral data and will not be updated in the system). Kindly update your details with the respective DP for having the record permanently.

   *Note: Shareholders whose e-mail IDs are not registered may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned above, alternatively*.

5. After successful submission of the e-mail address, NSDL will e-mail a copy of this Postal Ballot Notice along with the remote e-Voting user ID and password, within 48 hours of successful registration of the e-mail address by the Member. In case of any queries, Members may write to evoting@nsdl.co.in.

6. Members are requested that for permanent registration of their e-mail address, to register their e-mail address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited.

7. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future

8. After sending the notice of Postal ballot through email, an advertisement shall be published in atleast 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 also on the Company's website: www.mindtree.com.

9. In compliance with the provisions of Section 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, and the MCA Circulars, the Company has provided e-voting facility alone for its Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members.

10. 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. Friday, November 6, 2020.

11. The e-voting commences on Tuesday, November 10, 2020 at 9.00 AM IST and ends on Wednesday, December 09, 2020 at 5.00 PM IST.

12. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

13. 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 notice through email and up to the last date of e-voting , i.e. Wednesday, December 09, 2020.

14. The Scrutinizer will submit his report to the Chairman or the Company Secretary or any Director after completion of the scrutiny of the e-voting on or before Friday, December 11, 2020. The result of the voting by electronic means (along with the Scrutinizer's report) will be announced on or before Friday, December 11, 2020. 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 and will be displayed at the Registered Office of the Company and NSDL website.

15. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

16. 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<br><br>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<br><br>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<br><br>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'.

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.
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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. 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 Numbers 1, 2 and 3 respectively**

**1. Appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer – Ordinary Resolution- Item Number 1 of Postal Ballot**

**a. Brief Resume and Expertise**

Mr. Dayapatra Nevatia has rich experience in incubating new business verticals, leading business units/ client accounts, managing P&L/ complex programs, business development, and nurturing fruitful long lasting client relationships.

Prior to joining Mindtree, Mr. Dayapatra Nevatia was the MD and Director of Delivery for advanced technology centers in India for Accenture, and was responsible for the entire gamut, spanning system integration, digital, application outsourcing, infrastructure, and security services across industry groups. Earlier, he was VP at Wipro, leading global delivery operations for the Energy, Natural Resources, Utilities and Engineering & Construction business units.

Mr. Dayapatra Nevatia holds a bachelor's degree in electronics engineering and a master's degree in management studies.

**b. Date of Birth**

September 30, 1968

**c. Disclosure of relationship between Directors Inter se, Manager and KMP**

None

**d. Date of first appointment on the Board**

October 15, 2020

**e. Name/s of Listed Companies (other than Mindtree) in which the person holds the Directorship and the Membership of Committees (only Audit and Stakeholders' Relationship Committee) of the Board:**

None

**f. Details of Shareholding in Mindtree Limited**

Nil

**g. Number of Board Meetings attended during the year (April 01, 2020to October 15, 2020)**

Total Number of Board meetings held: NA
Total number of Board meetings attended: NA

**h. Committee Details in Mindtree Limited (only Audit Committee and Stakeholders' Relationship Committee)**

As a Chairman – None
As a Member – None

**i. Remuneration Details**

Kindly refer to the explanatory statement attached to this notice

**2. Mr. Venugopal Lambu (Mr. Venu Lambu) (DIN 08840898) as Executive Director and President - Global Markets – Ordinary Resolution – Item Number 2 of the Postal Ballot.**

**a. Brief Resume and Expertise**

Mr. Venu Lambu brings over 25 years of insight and global experience to help clients navigate business challenges and achieve organizational goals across transformation, governance, change management, and drive return on investments.

In his role, he is responsible for formulating Mindtree's strategic direction and accelerating digital initiatives with clients, with an aim to strengthen our leadership in technology innovation. Mr. Venu Lambu also acts as executive sponsor for strategic client engagements. He promotes cross leverage of integrated capabilities from various operating companies' capabilities to enable end to end digital transformation for clients.

Previously, Mr. Venu Lambu has held leadership positions at Cognizant, HCL Technologies and IBM. He was member of Cognizant's Executive Leadership team and drove synergies for better business outcomes and facilitated Fortune 500 clients transition to digital seamlessly. He led HCL Tech's continental Europe growth from early stage player to leading partner of choice.

Mr. Venu Lambu is a member of the Forbes Technology Council, and chairs customer advisory councils in North America and Europe.

Mr. Venu Lambu holds a bachelor's degree in electronics engineering from the University of Mysore, India and General Management certification from the London Business School

**b. Date of Birth**

January 17, 1972

**c. Disclosure of relationship between Directors Inter se, Manager and KMP**

None

**d. Date of first appointment on the Board**

October 15, 2020

**e. Name/s of Listed Companies (other than Mindtree) in which the person holds the Directorship and the Membership of Committees (only Audit and Stakeholders' Relationship Committee) of the Board:**

None

**f. Details of Shareholding in Mindtree Limited**

Nil

**g. Number of Board Meetings attended during the year (April 01, 2020 to October 15, 2020)**

Total Number of Board meetings held: NA
Total number of Board meetings attended: NA

**h. Committee Details in Mindtree Limited (only Audit Committee and Stakeholders' Relationship Committee)**

As a Chairman – None
As a Member – None

**i. Remuneration Details**

Kindly refer to the explanatory statement attached to this notice

**3. Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Independent Director – Ordinary Resolution– Item Number 3 of the Postal Ballot.**

**a. Brief Resume and Expertise**

Mr. Chandrasekaran Ramakrishnan has had an exemplary career spanning over 34 years in the field of information technology. Chandra, as he is popularly known, retired as Executive Vice Chairman of Cognizant, India as of March 2019. He serves as an Independent Director on the Board of PNBHF, NSEIT and Aujas Networks (subsidiary of NSEIT). He is also part of Chairman's council, NASSCOM (National Association of Software and Services Companies).

Chandra joined Cognizant as a member of the founding team. Chandra has been widely recognized as a significant contributor to growing the company to over 250,000 employees, $16+ billion in revenue and establishing the global delivery footprint.

After earning his engineering degree from R.E.C. Trichy (NITT), he started his career with Ashok Leyland, where he spent four years. After his MBA from IIM Bangalore in 1985, he joined TCS, where he held positions of increasing responsibility and stature including stints in the UK and US.

He has received numerous awards including:

- Distinguished Alumni Award from REC Trichy in 2008
- Distinguished Alumni Award from IIM Bangalore in 2015
- CXO of the year from Business Standard
- "For the sake of Honor", an award given by the Rotary Club of T Nagar, Chennai.

He is very passionate about education and is on the Advisory Board of Thiagarajar College of Engineering, Madurai and on the Post Graduate Program committee of NIT Trichy. Chandra is an active supporter of social causes, sponsoring education for under privileged children, promoting digital literacy in rural areas, offering scholarship to deserving students in NITT and also supporting research in IIM, Bangalore.

**b. Date of Birth**

October 2, 1957

**c. Disclosure of relationship between Directors Inter se, Manager and KMP**

None

**d. Date of first appointment on the Board**

July 15, 2020

**e. Name/s of Listed Companies (other than Mindtree) in which the person holds the Directorship and the Membership of Committees (only Audit and Stakeholders' Relationship Committee) of the Board:**

**I. As Director**

i. PNB Housing Finance Limited

**II. As Member of Committees**

None

**f. Details of Shareholding in Mindtree Limited**

Nil

**g. Number of Board Meetings attended during the year (April 01, 2020 to October 15, 2020)**

Total Number of Board meetings held: 1

Total number of Board meetings attended: Nil

**h. Committee Details in Mindtree Limited (only Audit Committee and Stakeholders' Relationship Committee)**

As a Chairman – None
As a Member – None

## EXPLANATORY STATEMENT

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

**RESOLUTION NUMBER 1**:

The Nomination and Remuneration Committee, at its meeting held on Thursday, October 15, 2020, has approved and recommended the appointment of Mr. Dayapatra Nevatia (DIN03557975) as Executive Director and Chief Operating Officer. The Board, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on October 15, 2020 appointed Mr. Dayapatra Nevatia (DIN 03557975) as an Additional Director, designated as Executive Director and Chief Operating Officer for a period of five (5) years with effect from October 15, 2020 to October 14, 2025. 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 Mr. Dayapatra Nevatia (DIN03557975) for the office of Director.

The Company has received from Mr. Dayapatra Nevatia (DIN 03557975), (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

### I. Brief Terms of appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer

The appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer is for a period commencing from October 15, 2020 to October 14, 2025 (unless earlier terminated in accordance with the employment agreement). Upon expiry of the term, the agreement may be renewed, subject to Mr. Dayapatra Nevatia (DIN 03557975), executing another employment agreement and Company, obtaining necessary corporate and regulatory approvals under the applicable laws and as per the applicable provisions of the Companies Act, 2013.

Mr. Dayapatra Nevatia (DIN 03557975), will be a Member of the Board of Directors of the Company.

Mr. Dayapatra Nevatia (DIN 03557975) will be liable to retire by rotation. Mr. Dayapatra Nevatia (DIN 03557975) shall act under the supervision and control of the CEO & Managing Director and that of the Board. He shall carry out such duties as are assigned to him by the Board, which are consistent with his designation as Executive Director and Chief Operating Officer. For this purpose, Mr. Dayapatra Nevatia (DIN 03557975) shall be entitled to exercise such powers which are vested in the Directors, except those which are specifically required by the Act to be exercised only at a meeting of the Board, and subject to any limitation or conditions which may be prescribed in the Articles of Association, the Act or by the Board or members.

No sitting fee shall be paid to Mr. Dayapatra Nevatia (DIN 03557975) as Director for attending the meetings of the Board of Directors or any Committee/s thereof.

The employment agreement entered into with Mr. Dayapatra Nevatia (DIN 03557975) can be terminated by either Mindtree or Mr. Dayapatra Nevatia (DIN 03557975) by way of notice of three months in writing on the terms and conditions as stated under the Employment Agreement.

## II. Brief Terms of Remuneration payable to Mr. Dayapatra Nevatia (DIN 03557975)

Subject to the applicable provisions of the Companies Act, 2013, Income Tax Act and any other applicable regulations, remuneration of Mr. Dayapatra Nevatia (DIN 03557975) be as follows:

The fixed compensation for Mr. Dayapatra Nevatia (DIN 03557975) is Rs. 26,000,000/- per annum, subject to all appropriate and/or authorized deductions. In addition, Mr. Dayapatra Nevatia (DIN 03557975) will be entitled to the following:

a) Variable Pay of Rs. 14,000,000/-per annum. Variable Pay will be governed by the Bonus Plan for the respective year.
b) Leave on full pay and allowances, as per Company's rules with encashment of leave facility;
c) Provision of car with chauffeur, telephone, fax and internet and other facilities as per Company's rules;
d) Medical, personal accident and other policies as per rules of the Company;
e) Provident Fund, Gratuity and other deferred benefits payable as per rules of the Company;
f) Other benefits and allowances including but not limited to rent free furnished accommodation, payment of premiums on personal accident and health insurance, and such other perquisites, benefits and allowances as per rules of the Company; and
g) 8,800 shares (April 2021- 4,400 shares and April 2022- 4,400 shares) under the Mindtree Employee Restricted Stock Purchase Plan, 2012 (ESPS/ERSP 2012) and as approved by Nomination and Remuneration Committee and Board of Directors.
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 2021-22, onwards by the Nomination and Remuneration Committee, based on individual performance, Company performance and benchmarking data from comparable companies.

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

The aggregate amount of Managerial Remuneration for all the Financial Years to Mr. Dayapatra Nevatia (DIN 03557975) 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. Dayapatra Nevatia (DIN 03557975) 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. Dayapatra Nevatia (DIN 03557975) does not suffer any disqualification under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto and that of any other law and hence, qualifies for the appointment as Executive Director and Chief Operating Officer.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and that of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto and such other applicable regulations, for the appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer effective October 15, 2020.

**Memorandum of Concern or Interest**

No Director, Key Managerial Personnel or their relatives, except Mr. Dayapatra Nevatia (DIN 03557975) to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 1 for the approval of members.

The appointment letter of Mr. Dayapatra Nevatia (DIN 03557975) is kept open for inspection of 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 e-voting i.e. Wednesday, December 09, 2020.

**RESOLUTION NUMBER 2**:

The Nomination and Remuneration Committee, at its meeting held on Thursday, October 15, 2020, has approved and recommended the appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets. The Board, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on October 15, 2020 appointed Mr. Venugopal Lambu (DIN 08840898) as an Additional Director designated as Executive Director and President - Global Markets for a period of five (5) years with effect from October 15, 2020 to October 14, 2025. 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 Mr. Venugopal Lambu (DIN 08840898) for the office of Director.

The Company has received from Mr. Venugopal Lambu (DIN 08840898), (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013.

**I. Brief Terms of appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets**

The appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets is for a period commencing from October 15, 2020 to October 14, 2025 (unless earlier terminated in accordance with the employment agreement). Upon expiry of the term, the agreement may be renewed, subject to Mr. Venugopal Lambu (DIN 08840898), executing another employment agreement and Company, obtaining necessary corporate and regulatory approvals under the applicable laws and as per the applicable provisions of the Companies Act, 2013.

Mr. Venugopal Lambu (DIN 08840898), will be a Member of the Board of Directors of the Company.

Mr. Venugopal Lambu (DIN 08840898) will be liable to retire by rotation. Mr. Venugopal Lambu (DIN 08840898) shall act under the supervision and control of the CEO & Managing Director and that of the Board. He shall carry out such duties as are assigned to him by the Board, which are consistent with his designation as Executive Director and President - Global Markets. For this purpose, Mr. Venugopal

Lambu (DIN 08840898) shall be entitled to exercise such powers which are vested in the Directors, except those which are specifically required by the Act to be exercised only at a meeting of the Board, and subject to any limitation or conditions which may be prescribed in the Articles of Association, the Act or by the Board or members.

No sitting fee shall be paid to Mr. Venugopal Lambu (DIN 08840898) as Director for attending the meetings of the Board of Directors or any Committee/s thereof.

The employment agreement entered into with Mr. Venugopal Lambu (DIN 08840898) can be terminated by either Mindtree or Venugopal Lambu (DIN 08840898) by way of notice of three months in writing on the terms and conditions as stated under the Employment Agreement.

**II. Brief Terms of Remuneration payable to Mr. Venugopal Lambu (DIN 08840898)**

Subject to the applicable provisions of the Companies Act, 2013 and any other applicable regulations, remuneration of Mr. Venugopal Lambu (DIN 08840898) be as follows:

The fixed compensation for Mr. Venugopal Lambu (DIN 08840898) is GBP 546,600 per annum, subject to all appropriate and/or authorized deductions. In addition, Mr. Venugopal Lambu (DIN 08840898) will be entitled to the following:

a) Variable Pay of GBP 250,000/- per annum. Variable Pay will be based on the Company achieving targeted profits and achieving targets/objectives set by the Company.
b) Leave on full pay and allowances, as per Company's rules with encashment of leave facility;
c) Private Medical insurance, Group Term Life Insurance and other policies as per rules of the Company;
d) Pension scheme and other deferred benefits payable as per rules of the Company;
e) 36,000 shares (18,000 –August 2021 and 18,000- August 2022) under the Mindtree Employee Restricted Stock Purchase Plan 2012 (ERSP/ESPS) and as approved by Nomination and Remuneration Committee and Board of Directors.
f) 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 2021-22, onwards by the Nomination and Remuneration Committee, based on individual performance, Company performance and benchmarking data from comparable companies.

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

The aggregate amount of Managerial Remuneration for all the Financial Years to Mr. Venugopal Lambu (DIN 08840898) 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. Venugopal Lambu (DIN 08840898) 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. Venugopal Lambu (DIN 08840898) does not suffer any disqualification under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto and that of any other law and hence, qualifies for the appointment as Executive Director and President - Global Markets.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and that of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto and such other applicable regulations, for the appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets effective October 15, 2020.

**Memorandum of Concern or Interest**

No Director, Key Managerial Personnel or their relatives, except Mr. Venugopal Lambu (DIN 08840898) to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 2 for the approval of members.

The appointment letter of Mr. Venugopal Lambu (DIN 08840898) is kept open for inspection of 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. Wednesday, December 09, 2020.

**RESOLUTION NUMBER 3**:

The Nomination and Remuneration Committee at its meeting held on July 14, 2020, had approved the appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as an Independent Director of the Company for a term of five years commencing from July 15, 2020 to July 14, 2025, subject to the recommendation of the Board of Directors and the approval of the Shareholders. Based on the said recommendation, the Board of Directors on July 15, 2020, had appointed Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Additional Director (Independent Director) to hold office upto the conclusion of next Annual General Meeting. 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 Mr. Chandrasekaran Ramakrishnan (DIN 00580842) for the office of Director, to be appointed as Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received the following documents from Mr. Chandrasekaran Ramakrishnan (DIN 00580842) (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (iii) Notice of Interest in Companies in Form MBP – 1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of Members for the appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Independent Director of the Company for period of five years commencing from July 15, 2020 to July 14, 2025, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. He is not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Chandrasekaran Ramakrishnan (DIN 00580842), Independent Director proposed to be 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 he is independent of the Management.

A copy of the draft letter for the appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Independent Director setting out the terms and conditions is available for inspection by 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 e-voting i.e. Wednesday, December 09, 2020.

**Memorandum of Concern or Interest**

No Director, Key Managerial Personnel or their relatives, except Mr. Chandrasekaran Ramakrishnan (DIN 00580842) to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Resolution no. 3 for the approval of the Members.

**By order of the Board of Directors**
**for Mindtree Limited**
**Sd/-**
**Debashis Chatterjee**
**CEO & Managing Director**
**DIN 00823966**

**Place: Bengaluru**
**Date: October 15, 2020**