Mindtree Limited

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

Notice of the Twenty Third Annual General Meeting

NOTICE is hereby given that the Twenty Third Annual General Meeting (AGM) of the Members of Mindtree Limited will be held on Wednesday, July 13, 2022 at 4.00 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary business:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements and the reports of the Auditors thereon for the financial year ended March 31, 2022.
2. To confirm the payment of Interim dividend of ₹ 10/- per equity share, and to declare a Final dividend of ₹ 27/- per equity share of ₹ 10/- each for the Financial Year 2021-22.
3. To appoint a Director in place of Mr. Venugopal Lambu (DIN 08840898), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. A. M. Naik (DIN 00001514), who retires by rotation and being eligible, offers himself for re-appointment.

Special business:

5. Re-appointment of Mr. A. M. Naik (DIN 00001514) as Non-Executive Director.

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

"**RESOLVED THAT** approval of the Company be and is hereby accorded for the re-appointment and continuation of Mr. A. M. Naik (DIN: 00001514) as a Non-Executive Director of the Company who has attained the age of seventy-five years."

Place: Mumbai
Date: April 18, 2022

By the order of the Board of Directors
for **Mindtree Limited**
Sd/-
Subhodh Shetty
Company Secretary
ACS-13722

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 2/2022 dated May 5, 2022 (in continuation of Circular number 20/2020 dated May 5, 2020 read with circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 2/2021 dated January 13, 2021 and 21/2021 dated December 14, 2021 (collectively referred to as "MCA Circulars") and the SEBI vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars"), permit for holding the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above MCA Circulars and SEBI Circulars, the provisions of the Companies Act, 2013 ("hereinafter referred as "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("hereinafter referred to as "LODR Regulations"), the AGM of the Company is being held through VC / OAVM.

2. The AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the route map, proxy form and Attendance Slip are not annexed to this Notice.

3. The Board of Directors at its meeting held on April 18, 2022 recommended a final dividend of ₹ 27/- per share for the financial year ended March 31, 2022. Further, shareholders may note that the Board of Directors at its meeting held on October 13, 2021 had declared an Interim Dividend of ₹ 10/- per equity share of the face value of ₹ 10/- each. The same was paid on November 1, 2021 to the Shareholders holding shares as on October 22, 2021, being the record date.

4. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Saturday, July 9, 2022 at 9 AM IST and ends on Tuesday, July 12, 2022 at 5 PM IST. The voting rights of the Shareholders shall be in proportion to their shares held in the Company as on the cut-off date, i.e., Wednesday, July 6, 2022.

5. Any person who is not a member on the cut-off date should treat this notice for information purposes only.

6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

7. Any person, who acquires shares and becomes a Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Wednesday, July 6, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Registrar and Share Transfer Agent (RTA) at rnt.helpdesk@linkintime.co.in. However, if he/she is already registered with National Securities Depository Limited (NSDL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

   Mr. Nagendra D Rao, Practicing Company Secretary (Membership No. FCS 5553, COP 7731) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and count the votes and submit not later than two working days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorized in writing, who shall countersign the same. The Chairman/Authorised person shall declare the results of the voting on or before Friday, July 15, 2022. The results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.mindtree.com/investors and on the website of NSDL after the results are declared by the Chairman/Authorised person and also be communicated to the Stock Exchanges where the shares of the Company are listed.

8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

9. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.mindtree.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at https://www.evoting.nsdl.com. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e., the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/RTA, manner of providing mandate for dividends, and other matters as may be required.

10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.

12. Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, July 7, 2022 to Wednesday, July 13, 2022 (both the days inclusive).

13. Subject to provision of Section 123 of the Act, the final dividend, as recommended by the Board of Directors, if declared and approved at the Twenty Third Annual General Meeting, will be paid on or before Friday, July 29, 2022, as under:

    (a) To those Members whose names appear on the Register of Members of the Company on Wednesday, July 13, 2022.

    (b) In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares on closing hours of business on Wednesday, July 6, 2022 as per the list of beneficiaries furnished by NSDL and Central Depository Services (India) Ltd. (CDSL), the Depositories, for this purpose.

    The final dividend, once approved by the shareholders in the ensuing AGM will be paid electronically through various online transfer modes to those shareholders who have updated their bank account details. For shareholders who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be sent to their registered address. To avoid delay in receiving the dividend, shareholders are requested to update their bank details with their depositories (shares held in dematerialized mode) and with the Company's Registrar and Share Transfer Agent (shares held in physical mode) to receive the dividend directly into their bank account on the payout date.

14. The Company will deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholders and the documents submitted by them and accepted by the Company. Accordingly, the above referred Final Dividend will be paid after deducting TDS. The Company has sent out individual communication to the shareholders who have registered their email IDs with the Company/RTA. The Company has also published an advertisement in the Newspapers regarding tax on dividend. Kindly refer to https://www.mindtree.com/about/investors/faqs-tax-deducted-source-tds-dividend for further information. The shareholders are requested to update their PAN with the RTA (shares held in physical mode) and with depositories (shares held in demat mode).

    In case where shares are held by intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries/ stock brokers will have to provide the details of such beneficial shareholders along with self-declaration that the shareholders are the beneficial owners on or before the Cut off date, accordingly the TDS will be credited to beneficiary PAN.

    The Primary shareholder can request the Company to provide the credit of Tax Deducted at source on the dividend pay-outs by the Company, separately in the case of joint shareholders (beneficiary shareholder) of the said shares by submitting the declaration as per Rule 37BA of the Income Tax Rules, 1962 on or before the Cut off date.

15. It is mandatory vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 to update PAN, Address, Email ID, Bank account details (KYC details) and Nomination details of shareholders, who have not updated the same with RTA in case of physical shareholding and with Depository Participant (DP) in case of Demat shareholding. Henceforth, RTA will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records.

    Non-updation of KYC - Folios : wherein any one of the cited details/documents (i.e. PAN, Bank Details, Nomination) are not available on or after April 01, 2023, shall be frozen by the RTA as per above SEBI circular.

    The securities in the frozen folios shall be:

    a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.

    b) eligible for any payment including dividend only through electronic mode and an intimation from the RTA to the holder that the aforesaid such payment is due and shall be made electronically upon complying with the requirements.

    c) referred by the RTA / the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

    The RTA shall revert the frozen folios to normal status upon:

    a) receipt of all the aforesaid documents / details

    b) dematerialization of all the securities in such folios.

16. Mr. Venugopal Lambu - Executive Director and President – Global Markets, (DIN: 08840898), is subject to retirement by rotation based on the terms of his appointment. Mr. Venugopal Lambu (DIN: 08840898), retires by rotation at this AGM, being eligible, offers himself for re-appointment.

    Pursuant to Regulation 36 of LODR Regulations, brief resume/details of Mr. Venugopal Lambu (DIN: 08840898) is annexed hereto and forms part of the Explanatory Statement.

17. Mr. A. M. Naik - Non-Executive Chairman (DIN: 00001514), is subject to retirement by rotation based on the terms of his appointment. Mr. A. M. Naik (DIN: 00001514), retires by rotation at this AGM, being eligible, offers himself for re-appointment.

    Pursuant to Regulation 36 of LODR Regulations, brief resume/details of Mr. A. M. Naik (DIN: 00001514) is annexed hereto and forms part of the Explanatory Statement.

18. The Company is obliged to print bank details on the dividend warrants/ demand drafts as furnished by the DPs and the Company cannot entertain any request for deletion/ change of bank details already printed on the dividend warrant(s) / demand draft(s) based on the information received from the concerned DPs, without confirmation from them. In this regard, Members are advised to contact their DPs and furnish them the particulars of any change desired, if not already provided.

19. Member(s) must quote their Folio Number/DP ID & Client ID and contact details such as email address, contact no. etc., in all correspondences with the Company/ RTA.

20. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated listed companies to issue shares in dematerialized form only while processing the service requests including transmission and transposition of securities.

    In view of above, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

22. Pursuant to the provisions of Section 72 of the Act, the Member(s) holding shares in physical form may nominate in the prescribed manner any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is uploaded at the Company's website https://www.mindtree.com/sites/default/files/2021-11/Form-No-SH-13-Nomination-Form.pdf and also at the RTA's website its RTA rnt.helpdesk@linkintime.co.in. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.

23. Member(s) holding shares in physical form is/are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

24. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to Directors' Report which is a part of this Annual Report.

25. The Certificate from Secretarial Auditor of the Company as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto, with regard to Company's Employee Stock Option Plan 2021 (ESOP 2021) and Mindtree Employee Restricted Stock Purchase Scheme (ESPS/ERSP 2012) is provided as Annexure 9 to the Directors' Report.

26. **The details of the process and manner for remote e-voting are explained herein below:**

    The remote e-voting commences on Saturday, July 9, 2022 at 9 AM IST and ends on Tuesday, July 12, 2022 at 5 PM IST. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
	2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	3. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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 etc.

   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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General 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 Resolution/ 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 nos. 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in.

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

A. **Process for registration of email id**

Physical Holding	Please get your email ID 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, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card), mobile number and e mail id.
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.
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 (16 digit DPID + CLID or 16 digit beneficiary ID) PAN (self-attested scanned copy of PAN card), mobile number and e-mail id. (The data will be used only 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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in or investors@mindtree.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

B. **Process for registration of Bank Account Details**

Physical Holding	Please get the same registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their website https://www.linkintime.co.in/ and follow the registration process as guided therein. You are requested to provide details such as Name, Folio Number, Certificate number, PAN, e – mail id along with the copy of the cheque leaf with the first named shareholders name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. You should also submit the request letter duly signed.
Demat holding	Please contact your Depository Participant (DP) and register your bank account details in your demat account, as per the process advised by your DP.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Access the VC portal by clicking this link https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/ OAVM will be available in shareholders/members login where the EVEN of Company will be displayed. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.	System requirements for best VC experience Internet connection – broadband, wired or wireless (3G or 4G/LTE), with a speed of 5 Mbps or more Browser : Google Chrome : Version 72 or latest Mozilla Firefox : Version 72 or latest Microsoft Edge Chromium : Version 72 or latest Safari : Version 11 or latest Internet Explorer : Not Supported Contact details + Ms Sarita Mote | Assistant Manager | National Securities Depository Ltd. + 1800 1020 990 | 1800 224 430 | e mail id: evoting@nsdl.co.in

General guidelines for VC/ OAVM participation

1. Members who have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through the e-voting system during the AGM by clicking the link, https://www.evoting.nsdl.com/.
2. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer by e-mail to nagendradrao@gmail.com with a copy marked to evoting@nsdl.co.in for authorizing its representatives to attend the AGM through VC/OAVM.
3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to investors@mindtree.com on or before Thursday, July 7, 2022. Those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
4. Facility of joining the AGM through VC / other Audio-Visual Means (OAVM) shall open 30 minutes before the time scheduled for the members to join the AGM. The Shareholders can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of commencement of the Meeting by following the necessary procedure mentioned in the Notice of this AGM.
5. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
6. Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio / video loss due to fluctuation in their respective networks. It is therefore, recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.

EXPLANATORY STATEMENT

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

Item Number 5

Mr. A. M. Naik - Non-Executive Chairman (DIN 00001514), currently aged 79 years, was appointed as a Non-Executive Director with effect from July 18, 2019. His term is due to retire by rotation at this Annual General Meeting. Hence, the Company is seeking approval of the shareholders by passing Special Resolution pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the re-appointment.

In the Information Technology sector, Mr. A. M. Naik had articulated an IT vision for L&T that envisaged turning an internal wing of L&T into a market-facing, customer-centric organisation – now known as LTI (Larsen & Toubro Infotech Limited) and placing it on track to accelerated growth. He has also been principally responsible for developing expertise across advanced technology platforms, and the extensive use of IT as a major business enabler across L&T's other verticals. The Company immensely benefits from his wisdom and wide experience. His continued guidance and support for the Board is required. Hence, it is proposed to seek approval for Mr. Naik's continuation as a Director on the Board of the Company.

The Company seeks approval of the members in terms of 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 re-appointment and continuation of Mr. A. M. Naik (DIN 00001514) as a Director.

Memorandum of Concern or Interest

No Director, Key Managerial Personnel or their relatives, except Mr. A M Naik, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of members.

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

Item Number 3: Mr. Venugopal Lambu (DIN 08840898) – Executive Director and President – Global Markets



A. Brief Resume and Expertise

Mr. Venugopal Lambu brings over 26 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 for clients, with an aim to strengthen our leadership in technology innovation. He acts as an executive sponsor for strategic engagements and enables end-to-end digital transformation for clients.

Previously, he 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.

He is a member of the Forbes Technology Council, and chairs customer advisory councils in North America and Europe. He 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. Terms and conditions of re-appointment

Mr. Venugopal Lambu (DIN 08840898), was appointed as Executive Director and President – Global Markets from October 15, 2020 and is subject to retirement by rotation based on the terms of his appointment. Mr. Venugopal Lambu (DIN 08840898), retires by rotation at this AGM, being eligible, offers himself for re-appointment.

D. Details of remuneration sought to be paid

The details of remuneration paid to Mr. Venugopal Lambu are provided in the Corporate Governance Report of the Annual Report 2021-22.

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

None

F. Date of first appointment on the Board

October 15, 2020

G. Name/s of Listed Companies (other than Mindtree) in which Mr. Venugopal Lambu holds the Directorship and the Membership of Committees of the Board:

None

H. Details of shareholding in the Company as on March 31, 2022

18,000 Equity Shares

I. Number of Board Meetings attended during the year (April 1, 2021 to March 31, 2022)

Total Number of Board meetings held: 6

Total number of Board meetings attended: 6

J. Committee Details in Mindtree Limited as on March 31, 2022 (Audit Committee and Stakeholders' Relationship Committee):

As a Chairman – None
As a Member – None

K. Last drawn Remuneration (As on March 31, 2022):

Refer Corporate Governance of the Annual Report 2021-22.

Item Number 4 & 5: Mr. A. M. Naik (DIN 00001514) – Non-Executive Chairman



A. Brief Resume and Expertise

Mr. A.M. Naik is the Group Chairman of L&T Group of Companies. He mirrors the values of the organization he heads professionalism, entrepreneurship and a passionate commitment to advancing the interests of all stakeholders. Under his leadership, L&T overcame multiple challenges and emerged stronger with a sharper focus on profitable growth. Media surveys and peer group assessments rank him among the world's best performing business leaders.

He joined L&T as a Junior Engineer in 1965, and rapidly rose to positions of increasing responsibility as he moved from General Manager to Managing Director and CEO, and then to his appointment as Chairman and Managing Director on December 29, 2003. He was the Group Executive Chairman of L&T from 2012 to 2017. In October 2017, he stepped aside from executive responsibilities, and was appointed Group Chairman. To transform L&T into a world-class conglomerate, he led a transformational process that boosted shareholder value. His leadership has seen a remarkable improvement across all parameters of business performance – market capitalization, consolidated turnover and net worth. He also spearheaded the restructuring of the conglomerate to facilitate its aggressive growth across a large revenue base.

Decades ago, he kick-started the process of indigenizing the manufacture of critical equipment for the defence sector and process industries. His efforts led to L&T assuming the leadership position in the design, development and manufacture of missiles and weapon systems and forged a vibrant relationship with national bodies for defence R&D and space research. He also infused a global perspective to L&T's operations. This involved revamping mindsets and ensuring that virtually every critical activity is benchmarked against global standards.

Other landmark achievements that have yielded significant value for L&T and its stakeholders include the de-merger of the cement business. He conceptualized the proposal for the L&T Employees' Trust which has ringfenced L&T, enabling the Company to retain its unique character and strengthen the employees' sense of belonging.

His emphasis on HR and the nurturing of human capital triggered major initiatives to attract, retain and groom talent. He is also principally responsible for the use of IT as a major enabler across L&T's businesses.

A concern for social uplift complements Mr. A M Naik's keen business interests. He was instrumental in setting up the Larsen & Toubro Public Charitable Trust, which is engaged in a wide spectrum of community development initiatives, including skill training at several locations around the country. He remains deeply committed to the community, and has pledged 75% of his wealth to social causes in the sectors of healthcare, education and skill development. A robust mechanism which he put in place ensures that every philanthropic initiative is continuously monitored and achieves stated targets.

Mr. A M Naik is the Honorary Consul General for Denmark. He was conferred the Danish Knighthood by Her Majesty Queen Margrethe in 2008 and a further honour, the Order of the Dannebrog - Knight First Class in 2015.

Industry & Academia

- The Government of India appointed him as Chairman of the National Skill Development Corporation (NSDC) from November 2018 to April 2022.
- Helmed the Indian Institute of Management – Ahmedabad (IIM-A) as Chairman of the Board of Governors from 2012 to 2016.
- Member of the Governing Body of the Charutar Vidyamandal University, Gujarat.
- Appointed Co-leader by the Ministry of Commerce and Industry, Government of India of the India-Malaysia CEOs Forum.
- Was senior member of the Confederation of Indian Industry (CII) National Council.
- Led Indian industry's delegation to the 17th Congress of World Energy Council at Houston, 1998.
- Ex-Member of the Board of Trade, Ministry of Commerce, Government of India, Fellow of the Indian National Academy of Engineers (INAE).
- Participated in the 6th India-EU Business Summit in New Delhi in 2005.
- Was Co-Chairman of the Indo-Russia CEO Forum and active member Indo-Japan Business Leadership Forum.

Awards & Recognition

- Padma Vibhushan – one of India's highest civilian honours. (Honours List, January 26, 2019)
- Padma Bhushan – coveted national honour presented by the President of India (March 31, 2009)
- Gujarat Garima (Pride of Gujarat) Award from the Government of Gujarat. (January 13, 2009)
- Danish Knighthood: Conferred rank of Knight of the Order of the Dannebrog (2008). In 2015, he is conferred a higher rank – the Order of the Dannebrog Knight First Class.
- Conferred the Ernst & Young Lifetime Achievement Award 2021 (April 12, 2022)
- Inducted into CNBC-TV18's 'Hall of Fame' for demonstrating outstanding leadership in the corporate world over the years (April 1, 2022)
- Lifetime Achievement Award presented by leading business publication Business Standard (December 2, 2021)
- Outstanding Institution Builder award from the apex body for management in India, the All India Management Association (September 23, 2021)
- Alma mater Birla Vishwakarma Mahavidyalaya names a hostel after Mr Naik and announces doctorate to be conferred (August 2, 2021)

B. Date of Birth
June 9, 1942

C. Terms and conditions of re-appointment
Mr. A. M. Naik (DIN: 00001514), was appointed as Non-Executive Chairman from July 18, 2019 and is subject to retirement by rotation based on the terms of his appointment. Mr. A. M. Naik, retires by rotation at this AGM, being eligible, offers himself for re-appointment.

D. Details of remuneration sought to be paid
The details of remuneration paid to Mr. A. M. Naik are provided in the Corporate Governance Report of the Annual Report 2021-22.

E. Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP)
None

F. Date of first appointment on the Board
July 18, 2019

G. Name/s of Listed Companies (other than Mindtree) in which Mr. A. M. Naik holds the Directorship and the Membership of Committees of the Board:

Name of the Company	Directorship	Name of the Committee	Whether Chairman or Member	
			Chairman	Member
Larsen & Toubro Limited	Group Chairman	-	-	-
Larsen & Toubro Infotech Limited	Non-Executive Chairman	-	-	-
L&T Technology Services Limited	Founder Chairman	-	-	-

H. Details of shareholding in the Company as on March 31, 2022

Nil

I. Number of Board Meetings attended during the year (April 1, 2021 to March 31, 2022)

Total Number of Board meetings held: 6

Total number of Board meetings attended: 5

J. Committee Details in Mindtree Limited as on March 31, 2022 (Audit Committee and Stakeholders' Relationship Committee):

As a Chairman – None
As a Member – None

K. Last drawn Remuneration (As on March 31, 2022):
Refer Corporate Governance Report of the Annual Report 2021-22.

Information at a glance

Particulars	Details
Time and date of AGM	4:00 PM IST, Wednesday, July 13, 2022
Mode	Video conferencing (VC) and Other Audio-Visual Means (OAVM)
Participation through VC/OAVM	https://www.evoting.nsdl.com/
Helpline number for VC participation	1800-222-990
Book closure date	Thrusday, July 7, 2022 to Wednesday, July 13, 2022
Final dividend payment date	On or before Friday, July 29, 2022
Information of tax on final dividend 2021-22	https://www.mindtree.com/about/investors/faqs-tax-deducted-source-tds-dividend
Cut-off date for e-voting and attending the AGM	Wednesday, July 6, 2022
E-voting start time and date	9:00 a.m. IST, Saturday, July 9, 2022
E-voting end time and date	5:00 p.m. IST, Tuesday, July 12, 2022
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Ms. Sarita Mote, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in / SaritaM@nsdl.co.in Tel: 91 22 24994890 | 1800-222-990
Name, address and contact details of Registrar and Transfer Agent.	Link Intime India Pvt. Limited C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400 083, India. Tel: +91 22 49186000 | e-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

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