Mindtree
Welcome to possible

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

Ref: MT/STAT/RSN/14-15/11 **April 18, 2014**

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

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

Dear Sirs,

Kind Attention: Mr. Gopala Krishna and Mr. Hari

Reference: Our Letter dated April 16, 2014 vide MT/STAT/RSN/14-15/6

Subject: Compliance under Clause 31 (b) of the Listing Agreement

Further to our above mentioned letter, the Board of Directors of the Company, in its meeting held on April 16, 2014, have recommended for the consent and approval of the Members of the Company for the following businesses, by way of Postal Ballot (including e-voting):

1) Increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company;

2) Issue of Bonus Shares;

3) To authorize the Board of Directors or a Committee thereof to borrow up to USD ($) One Billion; and

4) To authorize the Board of Directors or a Committee thereof to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company, both present and future.

In compliance with Clause 31 (b) of the Listing Agreement, we enclose herewith, six copies of the Postal Ballot Notice (along with the Resolutions) dated April 16, 2014, to be dispatched, along with Postal Ballot Form (including instructions), to the Members of the Company.

MINDTREE LIMITED BANGALORE

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L72200KA1999PLC025564
E-mail: investors@mindtree.com

In this regard, the details of the calendar of events for said Postal Ballot are mentioned as below:

Sl. No.	Particulars of Events	Dates
1.	Date of the Board Meeting recommending the above mentioned businesses for consent and approval of the Members/Shareholders of the Company by way of Postal Ballot (including e-voting)	April 16, 2014
2.	Date of Appointment of the Scrutinizer	April 16, 2014
3.	Date of completion of physical dispatch of Notice and Postal Ballot Form	April 19, 2014
4.	Date of completion of sending the Notice and Postal Ballot Form through emails	April 21, 2014
5.	Voting Start Date	April 22, 2014
6.	Voting End Date	May 21, 2014
7.	Last date of submission of Report by the Scrutinizer	May 23, 2014
8.	Date of Declaration of Result by the Chairman of the Board of Directors.	May 23, 2014

Should the shareholders approve the matters as stated (including Bonus Issue) in the Postal Ballot Notice, the proposed/tentative Record Date and Allotment Date would be June 4, 2014 and June 6, 2014, respectively. The exact dates will be notified in due course.

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

Thanking you.
Yours truly,

for **Mindtree Limited**

Rajesh S

Rajesh S Narang
Vice President - Legal & Company Secretary

MINDTREE LIMITED BANGALORE

Mindtree

Welcome to possible

MINDTREE LIMITED

Regd. Office: Global Village, RVCE Post, Mysore Road, Bangalore – 560 059, Karnataka, India.
Email: info@mindtree.com Website: www.mindtree.com Phone: +91 80 67064000 Fax: +91 80 67064100
Corporate Identity Number (CIN): L72200KA1999PLC025564

POSTAL BALLOT FORM

Serial No.:

1. Name and registered address of the sole/ First Joint Shareholder :

2. Name(s) of Joint Shareholder(s), if any :

3. Registered Folio No./DP ID No./ Client ID No. * :
[* applicable to investors holding equity shares in dematerialized form]

4. No. of Equity Shares held :

I / We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for Resolutions stated in the Postal Ballot Notice of the Company dated April 16, 2014, by sending my / our Assent (For) or Dissent(Against) to the said Resolutions, by placing tick (√) mark at the appropriate box below:

Resolution No.	Description	I/We assent to the Resolution (Vote in Favour)	I/We dissent to the Resolution (Vote Against)
1.	*Special Resolution for increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company.*		
2.	*Special Resolution for issue of Bonus Shares*		
3.	*Special Resolution for authorizing the Board or a Committee thereof to borrow upto USD ($) One Billion.*		
4.	*Special Resolution for authorizing the Board of Directors or a Committee thereof to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s) the movable and immovable properties of the Company, both present and future.*		

Place :

Date :

MINDTREE LIMITED BANGALORE

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Signature of the Sole/ First Joint Shareholder

EVEN (Electronic Voting Event Number)	User ID	Password / Pin

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

IMPORTANT INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.
2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from April 22, 2014 and ends on May 21, 2014.
4. The result of the voting on the Resolutions will be declared at the Registered Office of the Company at Global Village, RVCE Post, Mysore Road, Bangalore – 560059, on May 23, 2014 at 5.00 PM onwards.
5. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, Mindtree Limited, Global Village, RVCE Post, Mysore Road, Bangalore – 560059. P + 91 80 33955118; F + 91 80 6706 4100; email id : investors@mindtree.com

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 pm on May 21, 2014. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Shareholders are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.mindtree.com) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
10. Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

INSTRUCTIONS FOR E-VOTING

1. In case of Members receiving e-mail from NSDL:

(i) Open e-mail and open PDF file viz. "Mindtree e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
(iii) Click on Shareholder-Login.
(iv) Put user ID and Password as initial password noted in step (i) above. Click Login.
(v) Password change menu appears, Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
(vii) Select Electronic Voting Event Number (EVEN) of Mindtree Limited.
(viii) Now you are ready for "e-voting" as "Cast Vote" page opens.
(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
(x) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: seshwar@eshwars.com, with a copy marked to evoting@nsdl.co.in.
(xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
(xii) Once you have voted on the Resolution(s), you will not be allowed to modify your vote.

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

(i) Initial password, along with User ID and e-voting Event Number is provided in the table given in the Postal Ballot Form.
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) given above to cast your vote.

3. If you are already registered with NSDL for e-voting, you may use your existing User ID and Password for casting your e-vote.
4. You can also update your mobile/phone number and e-mail id in the user profile details of the folio.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of www.evoting.nsdl.com or contact NSDL at Telephone Number : 022-2499 4600

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Mindtree

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Mindtree Limited

Registered Office: Global Village, RVCE Post, Mysore Road, Bangalore - 560 059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
Phone: + 91 80 67064000, Fax: + 91 80 67064100, E-mail: info@mindtree.com, Website: www.mindtree.com

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that Company seeks approval of Members, via Postal Ballot for the following:

1) Increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company;
2) Issuance of Bonus Shares;
3) To authorize the Board of Directors or a Committee thereof to borrow up to USD ($) One Billion; and
4) To authorize the Board of Directors or a Committee thereof to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company, both present and future.

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 are annexed hereto along with a Postal Ballot Form.

The Company has appointed Mr. S Eshwar, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before Wednesday, 6.00 PM, May 21, 2014. Members may choose to vote using the **e-voting facility**, the details whereof are specified under instructions to the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Friday, May 23, 2014, at 5.00 PM onwards through the website of the Company (www.mindtree.com) and by way of intimation to the Stock Exchanges on which the Company is listed.

RESOLUTION NO. 1

Increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company

To pass the following resolution as a **SPECIAL RESOLUTION:**

"**RESOLVED THAT,** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the existing Authorised Share Capital of the Company of Rs. 796,200,000 (Rupees Seventy Nine Crores Sixty Two Lakhs only) divided into 79,620,000 (Seven Crores Ninety Six Lakhs Twenty Thousand only) Equity Shares of Rs. 10/- each (Rupees Ten only), be and is hereby increased to Rs. 8,000,000,000 (Rupees Eight Hundred Crores only) comprising of 800,000,000 (Eighty Crores only) Equity Shares of Rs. 10/- each (Rupees Ten only).

RESOLVED FURTHER THAT, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V:

"V. The Share Capital of the Company is Rs. 8,000,000,000 (Rupees Eight Hundred Crores only) comprising of 800,000,000 (Eighty Crores only) Equity Shares of Rs. 10/- each (Rupees Ten only)."

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

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BANGALORE * MINDTREE LIMITED *

RESOLUTION NO. 2

Issue of Bonus Shares

To pass the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT, in accordance with Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Article 157 & 158 of the Articles of Association of the Company, together with the applicable regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as "the Board") for capitalization of a sum not exceeding Rs. 430,000,000/- (Rupees Forty Three Crores only) from the Securities Premium Account, Free Reserves or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up to the holders of the Equity Shares of the Company, whose names appear on the Register of Members on the 'Record Date' to be determined by the Board, in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each, for every 1 (One) fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each held by Member and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid- up capital of the Company held by each such Member.

RESOLVED FURTHER THAT, the Stock Options (whether vested or unvested) under the Employee Stock Option Schemes, Directors' Stock Option Scheme and Employee Stock Purchase Scheme be suitably adjusted and that the allotment of Bonus Shares attributable to said Stock Options (whether vested or unvested) shall be made as and when the respective Stock Options are exercised.

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

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

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

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

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

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

RESOLUTION NO. 3

To authorize the Board or a Committee thereof to borrow upto USD ($) One Billion

To pass the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT, in supersession of any earlier resolutions and in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as "the Board") for borrowing from time to time, upto USD ($) One Billion only , in one or more tranches, any sum or sums of monies which together with the monies already borrowed by the Company, if any (apart

MINDTREE LIMITED BANGALORE

from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), notwithstanding that the same be in excess of the aggregate of the, then paid up capital and free reserves of the Company.

RESOLVED FURTHER THAT, the Board of Directors (for the purpose of this Resolution, the "Board" would include any Director in single capacity and/or any Committee of Directors as may be authorized by the Board in this regard) be and are hereby authorized to negotiate with the lending entities and to finalize and execute the documents and deeds as may be applicable for creating the appropriate mortgages and/or charges on such of the immoveable and/or moveable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.

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

RESOLUTION NO. 4

To authorize the Board of Directors or a Committee thereof to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s) the movable and immovable properties of the Company, both present and future

To pass the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors or any Committee of Directors as may be authorized by the Board in this regard (hereinafter referred to as "the Board") to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company.

RESOLVED FURTHER THAT, in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached thereto.

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

By order of the Board of Directors
Mindtree Limited

Rajesh S Narang
Vice President-Legal & Company Secretary

Place: Bangalore
Date: April 16, 2014

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.

2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, April 11, 2014.

3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form/s will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be

MINDTREE LIMITED BANGALORE

accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Wednesday, 6.00 pm, May 21, 2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member/s. The e-voting module shall also be disabled by NSDL for voting thereafter.

4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended **e-voting facility** as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.

EXPLANATORY STATEMENT

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

Resolution No. 1

Presently the existing Authorised Share Capital of the Company is Rs.796,200,000 (Rupees Seventy Nine Crores Sixty Two Lakhs only) divided into 79,620,000 (Seven Crores Ninety Six Lakhs Twenty Thousand only) Equity Shares of Rs.10/- each (Rupees Ten only). In order to augment further capital raise, it is necessary to increase the Authorised Share Capital to Rs.8,000,000,000 (Rupees Eight Hundred Crores only) comprising of 800,000,000 (Eighty Crores only) Equity Shares of Rs.10/- each (Rupees Ten only).

The alteration to the Capital Clause of Memorandum of Association of the Company is consequent upon increase in the Authorised Share Capital.

In order to accommodate the increased paid-up capital consequent to the proposed Bonus Issue, the Authorised Share Capital of the Company needs to be increased. A change to the Authorised Share Capital of the Company necessitates an amendment to Clause V of the Memorandum of Association of your Company.

As per the provisions of the Companies Act, 2013, any increase in Authorised Capital and consequent amendment to the Memorandum of Association of the Company requires consent and approval of the Members of the Company.

The Board of Directors recommend the Resolutions in Item No.1 of the Notice for approval by the Members. None of the Promoters Directors, Key Managerial Personnel or their relatives are interested in the Resolution(s) No. 1 of the accompanying Notice, except to the extent of Equity Shares that will be allotted to them pursuant to the Bonus Issue.

The Memorandum of Association referred herein above shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hrs. to 13:00 hrs. up to the date of declaration of the result of Postal Ballot.

Resolution No. 2

To commemorate the occasion of the Company's completion of fifteen years and crossing revenues of US$ 500 million, the Board of Directors of the Company in their meeting held on April 16, 2014, have recommended for the consent and approval of the Members, for the issue of Bonus Shares to the holders of Equity Share/s of the Company in the ratio of 1:1 (i.e., one Bonus Equity Share of Rs.10/- each, for every one fully paid up Equity Share of Rs.10/- each held) by increasing the existing Issued, Subscribed and Paid-up Share Capital of the Company by a sum not exceeding Rs.430,000,000 /- (Rupees Forty Three Crores only).

The existing Issued, Subscribed and Paid-up Share Capital of the Company shall be increased after capitalization of a sum not exceeding Rs.430,000,000/- (Rupees Forty Three Crores only) from the Securities Premium Account, Free Reserves or any other permitted reserves/ surplus as per the Audited Accounts of the Company.

Details of the Proposed Capitalisation:

(A) Number of Bonus Equity Shares of Rs.10/- each, proposed to be allotted to the existing Members of the Company:

Particulars	No. of Fully Paid-Up Equity Shares as on April 16,2014	Number of Bonus Equity Shares proposed to be allotted	Amount to be Capitalized (In INR)
Paid-Up Equity Shares Capital	41,689,731	41,689,731	416,897,310
Total	**41,689,731**	**41,689,731**	**416,897,310**

BANGALORE MINDTREE LIMITED

(B) **Numbers of Bonus Equity Shares of Rs.10/- each proposed to be allotted, as and when the Options are exercised under the following Stock Options/Purchase Schemes:**

Title of the Scheme	Number of Options as on April 16, 2014 (Vested but not exercised and unvested)	Numbers of Bonus Equity Shares proposed to be allotted as and when the Options are exercised	Amount to be Capitalized on allotment of Bonus Equity Shares as and when the Options are exercised (In INR)
Program 2 [ESOP 2001]	31,229	31,229	312,290
Program 4 [ESOP 2006 (b)]	147,250	147,250	1,472,500
Program 5 [ESOP 2008 A]	85,024	85,024	850,240
Program 6 [Directors' Stock Option Plan 2006]	55,000	55,000	550,000
Mindtree Employee Restricted Stock Purchase Plan 2012 [ERSP 2012]	115,000	115,000	1,150,000
Total	**433,503**	**433,503**	**4,335,030**

Total proposed bonus issue = **A (416,897,310) + B (4,335,030) = 421,232,340**

The amount to be capitalized under this item includes the amount necessary for issue of Bonus Shares upon exercise of maximum Stock Options (whether vested or unvested) as on the date of this Notice, in accordance with the Employee Stock Option Schemes, Directors' Stock Option Scheme and Employee Stock Purchase Scheme of the Company ('the Schemes'). With the issue of Bonus Shares, appropriate adjustments will be made to the number of Stock Options as at the Record Date (whether vested or unvested) and the Exercise Price, in accordance with the provisions of the Schemes read with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

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

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

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

Name of the entity/Company	Percentage (%) of Shareholding in such entity/Company
Coffee Day Resorts Private Limited: A Company in which Mr. V.G.Siddhartha has direct or indirect shareholding interest of more than 2%	51.49
LSO Investment Private Limited A Company in which Mr. Scott Staples & Mr. Kamran Ozair, Promoters have direct or indirect shareholding interest of more than 2%	Mr. Kamran Ozair – 50.00 Mr. Scott Staples - 49.00 Total: 99.00

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

As per the provisions of the Companies Act, 2013, any bonus issue requires consent and approval of Members of the Company and accordingly, this Resolution to obtain such consent and approval.

The Board of Directors of your Company recommend this Resolution for your consent and approval.

Resolution Nos. 3 & 4:

Under Section 180 (1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except with the consent of the shareholders in general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and free reserves of the Company. The Shareholders vide resolution passed by Postal Ballot on March 17, 2008, had accorded their consent to the Board of Directors to borrow up to Rs.1,000 Crores (Rupees One Thousand Crores).

Taking into consideration, the requirements of additional funds to meet the cost of the Company's projects, M & A activities globally, capacity expansion and other capital expenditure programmes as also additional long term working capital requirements of the Company and its subsidiary(ies), it is expected that the limit of Rs. 1,000 crores (Rupees One Thousand Crores only) sanctioned by the Shareholders will not be adequate.

The consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Act, to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed USD ($) One Billion or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

As on March 31, 2014, the aggregate of the paid-up capital and free reserves of the Company was about Rs.1,620 Crores (Rupees One Thousand Six Hundred Twenty Crores only). It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed USD ($) One Billion or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The Resolution under Item No. 3 is to obtain the consent of the Shareholders for this purpose.

The Company shall ensure that the debt equity ratio of the Company, at all times, will be within the reasonable limit.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in Resolution No. 4.

As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a Resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding USD ($) One Billion or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The above proposals are in the interest of the Company and the Directors recommend the Resolution Nos. 3 and 4 of the Notice for consent and approval by the Members.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested in the Resolution Nos. 3 and 4 of the accompanying Notice.

By order of the Board of Directors
Mindtree Limited

CERTIFIED TRUE COPY

Rajesh S Narang
Vice President-Legal & Company Secretary

Place: Bangalore
Date: April 16, 2014

