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 Seventeenth Annual General Meeting

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of Mindtree Limited will be held on Tuesday, July 19, 2016 at 10:30 AM at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru 560 001, Karnataka, to transact the following businesses:

Ordinary business:

1. To receive, consider, approve and adopt the Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with Reports of the Directors and Auditors thereon.
2. To confirm the payment of the first interim dividend of 30%, second interim dividend of 40%, third interim dividend of 40% and fourth interim dividend of 20% aggregating to ₹ 13/- per equity of ₹ 10/- each and already paid and to approve a final dividend of 30% aggregating to ₹ 3/- per equity share of ₹ 10/- each, for the financial year 2015-16.
3. To appoint a Director in place of Mr. V. G. Siddhartha (DIN 00063987), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To ratify the appointment of Auditors**

   To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) as the Auditors of the Company to hold office from the conclusion of Seventeenth Annual General Meeting upto the conclusion of the Eighteenth Annual General Meeting and to authorize the Board of Directors or Committee thereof to fix their remuneration, in consultation with the Auditors.

   To consider and, if thought fit, to pass with or without modification(s), the following as an "ORDINARY RESOLUTION":

   *"**RESOLVED THAT,** pursuant to the provisions of Section 139, 142 and such other applicable provisions of the Companies Act, 2013, and relevant Rules thereof (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of the Audit Committee and that of the Board of Directors and pursuant to the approval of the Members at the Sixteenth AGM held on June 22, 2015, the consent of the Members of the Company be and is hereby accorded to ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), as Auditors of the Company, to hold office from the conclusion of Seventeenth Annual General meeting till the conclusion of the Eighteenth Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors or Committee of the Board in consultation with the Auditors of the Company".*

Special business:

5. **To consider adoption of newly substituted Articles of Association of the Company containing clauses in line with the Companies Act, 2013**

   To consider and, if thought fit, to pass with or without modification(s), the following as a "SPECIAL RESOLUTION":

   *"**RESOLVED THAT**, pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and relevant Rules thereof (including statutory modification (s), enactment (s) or re-enactment(s) thereof, for the time being in force), the revised re-stated, as contained in the Articles of Association submitted to this meeting and the copy of the same duly initialed by the Chairman of the Company uploaded on the Company's website www.mindtree.com/investors for perusal by the Shareholders of the Company be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.*

   ***RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."*

6. **To appoint Mr. Milind Sarwate (DIN 00109854) as Independent Director**

   To consider and, if thought fit, to pass with or without modification(s), the following 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 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules, as may be applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations, Mr. Milind Sarwate (DIN 00109854) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of five years effective from July 19, 2016 to July 18, 2021.*

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

Vedavalli S
Company Secretary

Place: Bengaluru
Date: May 26, 2016

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. FORM OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE ANNUAL GENERAL MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ LETTER OF AUTHORITY, AS MAY BE APPLICABLE.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business is annexed hereto.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended **e-voting facility**, for its Members to enable them to cast their votes electronically on the proposed resolutions in this notice, in addition of voting at the Annual General Meeting. Instructions for e-voting are as below:

   Instructions for e-voting

   A. The e-voting commences on Saturday, July 16, 2016 at 10 AM IST and ends on Monday, July 18, 2016 at 5 PM IST. During this period the Shareholders of the Company holding shares in dematerialised or physical form, as on the cut-off date of July 12, 2016, may cast their vote electronically.

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

      (i) Open e-mail and open PDF file viz. "Mindtree e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.

      (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

      (iii) Click on Shareholder-Login.

      (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

      (v) If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.

      (vi) Password change menu appears, Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

      (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.

      (viii) Select Electronic Voting Event Number (EVEN) of Mindtree Limited, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.

      (ix) Now you are ready for "e-voting" as "Cast Vote" page opens.

      (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

      (xi) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: nagendradrao@gmail.com with a copy marked to evoting@nsdl.co.in

      (xii) Upon confirmation, the message "Vote cast successfully" will be displayed.

      (xiii) Once you have voted on the Resolution(s), you will not be allowed to modify your vote.

   C. In case of Members receiving notice by Post and desiring to cast e-vote:

      (i) Initial password, along with User ID and Electronic Voting Event Number (EVEN) is provided in the table given in the Notice hereto.

      (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) given above to cast your vote.

   D. If you are already registered with NSDL for e-voting, you may use your existing User ID and Password for casting your e-vote.

   E. You can also update your mobile/phone number and e-mail id in the user profile details of the folio.

   F. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of https://www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

4. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date July 12, 2016.
5. Any person who is not a member on the cut-off date should treat the 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 or voting at the AGM.
7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 12, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
8. The Company shall be making arrangements for the members to cast their votes in respect to the business either through electronic voting system or through Poll, for members attending the meeting who have not cast their vote by remote e-voting.
9. 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.
10. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make 'not later than two 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 and Chairman shall declare the results of the voting forthwith, which shall not be later than 7 PM, July 21, 2016.
11. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
12. The result declared, along with the Scrutinizer's Report shall be placed on the Company's website www.mindtree.com and on the website of NSDL after the results is declared by the Chairman and also be communicated to the Stock Exchanges where the Company is listed.
13. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, July 12, 2016 to Tuesday, July 19, 2016 (both days inclusive).
14. Subject to provision of Section 123 of the Companies Act, 2013, the final dividend as recommended by the Board of Directors, if declared and approved at the Seventeenth Annual General Meeting, will be paid on or before July 30, 2016:
    (a) To those Members whose names appear on the Register of Members of the Company on Tuesday, July 12, 2016.
    (b) In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on closing hours of business on Tuesday, July 12, 2016 as per the details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), the Depositories, for this purpose.
15. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume/ details of Mr. V.G. Siddhartha, a Director retiring by rotation being eligible offers himself for appointment and who is being re-appointed at the Annual General Meeting is annexed hereto.
16. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume/ details of Mr. Milind Sarwate, who is being appointed as Independent Director at the Annual General Meeting, is annexed hereto.
17. The Company is obliged to print such bank's details on the dividend warrants 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) 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.
18. Pursuant to the provisions of Section 205C of the Companies Act, 1956 and such other applicable provisions of Companies Act, 2013, the amount of dividend which remains unpaid/ unclaimed for a period of 7 (seven) years is to be compulsorily transferred to the "Investor Education and Protection Fund (IEPF)", constituted by the Central Government. Consequent to such transfer, Member(s) would not be able to claim any amount of dividend so transferred to the IEPF. The dividends remaining unpaid/ unclaimed in account pertaining to the financial years 2008-09 and 2009-10 are being transferred to IEPF.

    Member(s) who have not yet encashed their dividend warrant(s) is/ are requested, in their own interest, to immediately write to the Company's Share Transfer Agent for claiming their outstanding dividend, declared by the Company. Any unclaimed/unpaid dividend amount shall be paid only on receipt of a valid request in this regard and the satisfactory compliance of the requisite procedure, as prescribed by the Company/ Share Transfer Agent.
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/ Share Transfer Agent.
20. Securities and Exchange Board of India ("SEBI") has made it mandatory to quote Permanent Account Number (PAN) for transfer/ transmission of shares in physical form and hence, the transferee(s)/legal heir(s) is required to furnish a copy of his/her PAN to the Company/ Share Transfer Agent.

21. Pursuant to the provisions of Section 72 of the Companies Act, 2013 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 available with the Company or its Share Transfer Agent. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
22. 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. In case of shares held in electronic mode, the request for change of address should be made to the respective DPs with whom the Member(s) is/ are holding the demat account.
23. Pursuant to Section 101 of Companies Act, 2013 read with the relevant Rules, the Company is allowed to serve documents like notices, annual reports, etc., in electronic form to its Members. Accordingly, the said documents of the Company for the financial year ended March 31, 2016 will be sent in electronic form to those Members who have registered their e-mail addresses with their DPs and made available to the Company by the Depositories. However, in case a Member wishes to receive a physical copy of the said documents, the Member is requested to send an e-mail duly quoting his DP ID and Client ID or the Folio number, as the case may be, to investors@mindtree.com or rnthelpdesk@linkintime.co.in. Accordingly, the Company shall update its database by incorporating/ updating the designated e-mail addresses in its records. Please note that the said documents will also be uploaded on the website of the Company at www.mindtree.com/investors and made available for inspection at the Registered Office of the Company from 10 AM to 12 noon on any working day till the date of AGM.
24. 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/ Share Transfer Agent 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.
25. Guidelines for attending the Seventeenth Annual General Meeting (AGM) of the Company:
    a. Members/proxies are requested to affix their signature at the space provided for in the attendance slip and handover the same at the entrance of the venue of the Seventeenth AGM.
    b. Corporate Member(s) intending to send their authorized representatives to attend are requested to send a certified copy of Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
    c. Member(s) are requested to bring the copy of the Annual Report to the AGM.
    d. The identity/ signature of the Members holding shares in demat form are liable for verification with the specimen signatures furnished by NSDL/ CDSL. Such Members are advised to bring the Depository Participant (DP ID), account number (Client ID) and the relevant identity card to the AGM for easier identification and recording of attendance at the AGM.
26. All documents as mentioned in the resolutions and/ or Explanatory Statement are available for inspection by the Members at the Registered Office of the Company from 10 AM to 12 noon on any working day till the date of AGM and will also be made available at the venue of the Seventeenth AGM.
27. The Certificate from Auditors of the Company certifying that the Company's Stock Option Plans and Mindtree Employee Restricted Stock Purchase Scheme are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, is available for inspection by the Members at the venue of the Seventeenth AGM and also at the Registered Office of the Company from 10 AM to 12 noon on any working day till the date of AGM.
28. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at investors@mindtree.com at least seven days before the date of the Seventeenth AGM.
29. If any Shareholder/ Member intends to claim the unclaimed shares, please send the documents listed below to the Company's Share Transfer Agent, to enable them to give credit to the respective Shareholder/ Member's demat account or dispatch of share certificate, in case any Shareholder/ Member does not have demat account:
    a. Request letter duly signed by the Shareholder(s);
    b. Self-attested copy of PAN card(s) & Address Proof;
    c. Letter from the Bank Manager of the bank where the Shareholder/Member has an account, identifying the person and verifying along with account details for signature attestation;
    d. A copy of the Client Master List provided by the DP
    e. Original old share certificates of Aztec Software and Technology Services Limited for exchange of Mindtree Limited's Shares.
30. Any Member(s) who require any special assistance of any kind at the venue of the Seventeenth AGM are requested to send details of their special needs in writing to the Company at, investors@mindtree.com at least three days before the date of the Seventeenth AGM.

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

Mr. V.G. Siddhartha - Non-Executive Director – Item number 3.



A. Brief Resume and Expertise of Mr. V. G. Siddhartha :

Mr. V.G. Siddhartha (Siddhartha) aged about 56 years is the Promoter of the Coffee Day Group. His family has been in the coffee growing business for more than 130 years. The Coffee Day Group has interests in coffee retailing, logistics, technology parks (SEZ and STP scheme), financial services and investments in technology and software companies. The coffee retailing business under the brand Café Coffee Day is the market leader in India.

Siddhartha was awarded the 'Entrepreneur of the year' for 2002-03 by the Economic Times, for crafting a successful pan-Indian brand from a commodity business. He succeeded in giving the Indian consumer a new lifestyle experience, which is within the reach of the common man.

In 2011, Siddhartha was awarded the 'NextGen Entrepreneur' by Forbes India for transforming a commodity business into one of India's largest retail brands.

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

Siddhartha is not related to any Director, Manager or Key Managerial Personnel (KMP) of Mindtree Limited.

C. Date of first appointment on the Board:

January 20, 2000

D. Name/s of Public Companies in which the person holds the directorship and the membership of Committees of the Board:

Name of the Company	Name of the Committee	Whether Chairman or Member	
		Chairman	Member
Coffee Day Enterprises Limited	Audit Committee		Member
	Stakeholders' Relationship Committee		Member
	CSR Committee		Member
	Risk Management Committee	Chairman	
	IPO Committee	Chairman	
	Administration Committee	Chairman	
Coffee Day Global Limited	CSR Committee	Chairman	
	Audit Committee		Member
	Nomination and Remuneration Committee		Member

E. Details of shareholding:

Mr. Siddhartha held 5,028,000 equity shares of ₹ 10/- each amounting to 3% of shareholding of the Company directly in his name, as on March 31, 2016.

F. Number of Board Meetings attended during the year (April 01, 2015 to March 31, 2016):

Total Number of Board meetings held: 6.
Total number of Board meetings attended: 3

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

As a Chairman – None
As a Member – Audit Committee

H. Last drawn Salary:

NONE

Mr. Milind Sarwate – Independent Director – Item Number 6.



A. Brief Resume and Expertise of Mr. Milind Sarwate (Milind):

Mr. Milind Sarwate is the Founder and CEO of Increate Value Advisors LLP. Increate's mission is to facilitate organizations & individuals to discover, develop & deliver business & social value.

Milind brings nearly 33 years of experience in Finance, HR, Strategic Planning, Business Development and Product Supply, across various sectors, largely Consumer Products & services, in groups such as Marico and Godrej.

Milind is a Chartered Accountant, Cost Accountant & Company Secretary and a B. Com. (Honours) from the University of Bombay. He is also a CII-Fulbright Fellow (Carnegie Mellon University, Pittsburgh, PA, USA.)

At Marico, Milind's last full-time employment, he was a member of its Group Executive Committee. He held various positions in Finance (Group CFO) & HR (Group CHRO). He played a role in the Marico story, through Shareholder Value Creation, Inorganic Growth, Corporate Structuring, Information Technology, Governance, Risk Management, Controls, Compliance, Talent Management, and Corporate Branding & Social Responsibility.

Milind received the ICAI Award – CFO - FMCG category in 2011, and the CNBC TV-18 Best Performing CFO Award – FMCG & Retail in 2012. During 2013, the CFO India magazine inducted Milind to the CFO India Hall of Fame.

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

Mr. Milind is not related to any Director, Manager or Key Managerial Personnel (KMP) of Mindtree Limited.

C. Date of first appointment on the Board:

Not Applicable

D. Name/s of Public Companies in which the person holds the directorship and the membership of Committees of the Board:

Name of the Company	Name of the Committee	Whether Chairman or Member	
		Chairman	Member
Geometric Limited	Audit Committee	Chairman	
	Nomination and Remuneration Committee		Member
	CSR Committee	Chairman	
Eternis Fine Chemicals Limited	Audit Committee	Chairman	
	Nomination and Remuneration Committee		Member
	CSR Committee		Member
International Paper APPM Limited	Audit Committee	Chairman	
Matrimony.com Ltd	Audit Committee	Chairman	
	Nomination and Remuneration Committee	Chairman	
	Risk Management Committee		Member
	IPO Committee		Member
	Stakeholders' Relationship Committee		Member
House of Anita Dongre Ltd	Audit Committee	Chairman	
	Nomination and Remuneration Committee	Chairman	
	CSR Committee		Member
Glenmark Pharmaceuticals Ltd.	Audit Committee		Member
	Nomination and Remuneration Committee		Member
	Stakeholders' Relationship Committee		Member
Halite Personal Care India Private Limited (under Liquidation)	None		

E. Details of shareholding:

Mr. Milind or his relatives do not hold any shares in Mindtree Limited.

F. Number of Board Meetings attended during the year (April 01, 2015 to March 31, 2016):

Not Applicable.

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

Not Applicable.

H. Last drawn Salary:

Not Applicable.

EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 of the Companies Act, 2013]

Item No. 5

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

While some of the Articles of the existing Articles of Association of the Company require alteration or deletions, material changes that are proposed in the new draft Articles of Association are given below for ease of reference to shareholders.

Sl. No.	Existing Article reference as per old AOA	New Article reference as per new AOA	Summary of Change
1.	Interpretation – Definitions	Interpretations – Definitions	Definitions are appropriately modified to align with the provisions of the Companies Act, 2013.
2.	Article 15 – Return on allotments to be made or Restrictions on Allotment	Article 9 – Allotment of securities	Amendment is proposed to align with the relevant provisions of the Companies Act, 2013.
3.	Article 66 – Buy Back of Shares	Article 52 – Buy Back of Shares	Amendment is proposed to align with the relevant provisions of the Companies Act, 2013.
4.	Article 77 – Notice for General Meetings	Article 57 – Notice for General Meetings	Amendments are proposed to align with the provisions of the Companies Act, 2013 regarding length of the Notice calling the general meeting, requirement of to whom the notice for the general meeting needs to be given, material facts to be set out in the explanatory statements, business to be transacted at the general meetings and other general meeting matters.
5.	Article 90 – Vote of Members	Article 66 – Voting Rights	Amendment proposed to include voting of the members through electronic means.
6.	Article 98 to 108 – Directors	Article 72 to 78 – Board of Directors. Independent Director (Article 73 is newly inserted)	Amendment proposed to include the appointment of Independent Director in line with relevant provisions of Companies Act, 2013
7.	Article 119 to 128 – Meetings of the Board	Article 79 to 87 – Proceedings of the Board	Meetings of Board of Directors, quorum for the meeting, notice calling the meeting, etc. including the operational parts are amended to align with the provisions of the Companies Act, 2013.
8.	Article 138 to 142 – Managing Director(s)/ Whole Time Director(s)	Article 94 to 99 – Managing Director(s)/ Whole Time Director(s)/ Key Managerial Personnel	Amendment proposed to align new provisions relating to appointment of Key Managerial Personnel (KMP).
9.	Article 178 & 179 – Indemnity and responsibility	Article 123 & 124 – Indemnity and responsibility	Amendment proposed to provide for indemnification to Directors and Officers.

Considering that the Companies Act, 2013 is in force, substantive sections which deal with the general working of the companies stand notified, it is proposed to adopt the Articles (as placed on the website of the Company), in substitution of the existing Articles of Association by aligning it with the provisions of Companies Act, 2013 (including the Rules framed thereunder) and also making the provisions of Table "F" in Schedule I to the Companies Act, 2013 (which sets out the model Articles of Association for a company limited by shares) applicable in respect of the matters not provided, for in these proposed Articles.

Certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

The proposed new draft Articles of Association is uploaded on the Company's website www.mindtree.com/investors for perusal by the shareholders.

None of the Promoters/ Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.5 of the Notice.

The Board recommends the Special Resolution set out at item No.5 of the Notice for approval by the members.

Item No. 6

The Nomination and Remuneration Committee, at its meeting held on May 26, 2016, has approved the appointment of Mr. Milind Sarwate, as an Independent Director of the Company for a term of five years with effect from July 19, 2016 to July 18, 2021, subject to the recommendation of the Board of Directors and the approval of the Shareholders.

The Board of Directors, at its meeting held on May 26, 2016 has recommended the appointment of Mr. Milind Sarwate as an Independent Director. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- proposing the candidature of Mr. Milind Sarwate 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. Milind Sarwate (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. Milind Sarwate as an Independent Director of the Company for a term of five years with effect from July 19, 2016 to July 18, 2021 in accordance with 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. Milind Sarwate, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Milind Sarwate as an Independent Director setting out the terms and conditions is available for inspection without any fee, by the members at the Registered Office of the Company from 10 AM to 12 noon on any working day up to the date of the Annual General Meeting of the Company and will also be made available at the venue of the Seventeenth AGM.

None of the Promoters/ Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item No.6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

By the order of the Board of Directors
for Mindtree Limited

Place: Bengaluru
Date: May 26, 2016

Vedavalli S
Company Secretary

Mindtree
Welcome to possible

Mindtree Limited

Registered office: Global Village, RVCE Post, Mysore Road, Bengaluru 560059, 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

FORM No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

I/ We, being the Member (s) of..... shares of Mindtree Limited (the above named Company), hereby appoint

Name:..... Address:.....

E-mail Id:..... Signature:..... or failing him

Name:..... Address:.....

E-mail Id:..... Signature:..... or failing him

Name:..... Address:.....

E-mail Id:..... Signature:..... or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventeenth Annual General Meeting of the Company, to be held on Tuesday, July 19, 2016, at 10.30 AM, at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru 560 001, Karnataka and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
1.	Adoption of Accounts and Reports thereof for the financial year 2015-16		
2.	Confirmation of payment of first interim dividend, Second interim dividend, third interim dividend, fourth interim dividend and to approve final dividend, for the financial year 2015-16.		
3.	Re-appointment of Mr. V.G. Siddhartha (DIN 00063987), as a director liable to retire by rotation.		
4.	To ratify the appointment of Auditors.		
5.	To consider adoption of newly substituted Articles of Association of the Company containing clauses in line with the Companies Act, 2013.		
6.	To approve appointment of Mr. Milind Sarwate (DIN 00109854) as Independent Director.		

Signed this ..... day of ..... 2016.

Affix revenue stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.