

National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex, Bandra
(E)
Mumbai - 400 051

The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

NSE Symbol: LTIM

BSE Scrip Code: 540005

Dear Sir(s)/Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Notice of Postal Ballot (including instructions for remote e-voting and statement under Section 102 of the Companies Act, 2013) which is also being sent to the shareholders *via* email today for seeking their approval through remote e-voting in respect of the following matters:

1. Appointment of Mr. Debashis Chatterjee, as Chief Executive Officer & Managing Director, not liable to retire by rotation
2. Appointment of Mr. Venugopal Lambu as Whole-time Director (for the period November 14, 2022 to January 10, 2023)
3. Appointment of Ms. Apurva Purohit as Independent Director
4. Appointment of Mr. Bijou Kurien as Independent Director
5. Appointment of Mr. Chandrasekaran Ramakrishnan as Independent Director
6. Modification of remuneration of Mr. Nachiket Deshpande, Chief Operating Officer & Whole-time Director

Please take the above intimation on record.

Thanking you,

Yours faithfully,
For LTIMindtree Limited

(Tridib Barat)
Company Secretary & Compliance Officer
Encl: As above

LTIMindtree Limited
(Formerly Larsen & Toubro Infotech Limited)
Technology Tower 1, Gate No. 5, Saki Vihar Road, Powai, Mumbai - 400 072, India
T: + 22 6776 6776 F: + 22 4313 0997

Registered Office : L&T House, Ballard Estate, Mumbai - 400 001.
www.ltimindtree.com, E-mail : info@ltimindtree.com, CIN - L72900MH1996PLC104693



LTIMINDTREE LIMITED

(Formerly Larsen & Toubro Infotech Limited)

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Registered Office: L&T House, Ballard Estate, Mumbai 400 001, India

Corporate Office: Technology Tower 1, Gate No. 5, Saki Vihar Road, Powai, Mumbai 400 072, India

Tel: +91 22 6776 6776, Fax: +91 22 4313 0997

E-mail: investor@ltimindtree.com ; Website: www.ltimindtree.com

NOTICE OF POSTAL BALLOT

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

NOTICE is hereby given that the resolutions set out below are proposed for approval of the members of LTIMindtree Limited ("**the Company**") by means of Postal Ballot through remote e-voting process ("**E-voting**"), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions, if any, of the Act and the Rules, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and other applicable laws, rules and regulations.

SPECIAL BUSINESS

1. APPOINTMENT OF MR. DEBASHIS CHATTERJEE, AS CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR, NOT LIABLE TO RETIRE BY ROTATION

To consider and, if thought fit, pass the following resolutions as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and Articles of Association of the Company, and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Debashis Chatterjee (DIN: 00823966) who was appointed as Additional Director (*designated as Chief Executive Officer & Managing Director*) with effect from November 14, 2022, and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Chief Executive Officer & Managing Director, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years commencing from November 14, 2022 including and upto November 13, 2025, on the terms and conditions, including payment of remuneration, as set out in the Explanatory Statement forming part of the Notice of Postal Ballot.

RESOLVED FURTHER THAT subject to recommendation of Nomination & Remuneration Committee, Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment, including increase/revision in remuneration of Mr. Debashis Chatterjee, from time to time, during his tenure as Chief Executive Officer & Managing Director, provided that such increase/revision in remuneration does not exceed the limits prescribed under the Act and/or SEBI Listing Regulations and/or as approved by the members in terms of the foregoing resolution.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Debashis Chatterjee as Chief Executive Officer and Managing Director, the remuneration as provided in the Explanatory Statement of the Notice of Postal Ballot or the increased/revised remuneration as approved by the Board of Directors from time to time, shall be paid to Mr. Debashis Chatterjee, subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. APPOINTMENT OF MR. VENUGOPAL LAMBU AS WHOLE-TIME DIRECTOR, LIABLE TO RETIRE BY ROTATION

To consider and, if thought fit, pass the following resolutions as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Articles of Association of the Company, and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, the appointment of Mr. Venugopal Lambu (DIN: 08840898) as Additional Director (*designated as Whole-time Director & President, Markets*) with effect from November 14, 2022, for a term of 3 (three) consecutive years commencing from and including November 14, 2022 upto November 13, 2025, on the terms and conditions (including regarding payment of remuneration) as set out in the explanatory statement forming part of this Notice, and who has resigned from this office w.e.f. January 10, 2023 and in respect of whom, the Company had received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby approved and ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. APPOINTMENT OF MS. APURVA PUROHIT AS INDEPENDENT DIRECTOR

To consider and, if thought fit, pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Ms. Apurva Purohit (DIN: 00190097), who was appointed as Additional Director in the capacity of Independent Director with effect from November 14, 2022, and who qualifies to be appointed as Independent Director, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as

Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from November 14, 2022 upto November 13, 2027.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. APPOINTMENT OF MR. BIJOU KURIEN AS INDEPENDENT DIRECTOR

To consider and, if thought fit, pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Bijou Kurien (DIN: 01802995), who was appointed as Additional Director in the capacity of Independent Director with effect from November 14, 2022, and who qualifies to be appointed as Independent Director, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from November 14, 2022 upto November 13, 2027.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. APPOINTMENT OF MR. CHANDRASEKARAN RAMAKRISHNAN AS INDEPENDENT DIRECTOR

To consider and, if thought fit, pass the following resolutions as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mr. Chandrasekaran Ramakrishnan (DIN: 00580842), who was appointed as Additional Director in the capacity of Independent Director with effect from November 14, 2022, and who qualifies to be appointed as Independent Director, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from November 14, 2022 upto November 13, 2027.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. MODIFICATION OF REMUNERATION OF MR. NACHIKET DESHPANDE, CHIEF OPERATING OFFICER & WHOLE-TIME DIRECTOR

To consider and, if thought fit, pass the following resolutions as **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Articles of Association of the Company, and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, in partial modification of the resolution passed by the Members at their 23rd Annual General Meeting held on July 20, 2019, approval is hereby accorded to revise the remuneration of Mr. Nachiket Deshpande (DIN: 08385028) to include grant of 20,000 additional stock options under the LTIMindtree Employee Stock Option Scheme 2015, all other terms & conditions of appointment, including remuneration, approved at the 23rd Annual General Meeting held on July 20, 2019, remaining unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors
For LTIMindtree Limited

Sd/-

Tridib Barat
Company Secretary and
Compliance Officer

Date: January 11, 2023

Place: Mumbai

NOTES:

- a) The Statement pursuant to Section 102 of the Act setting out material facts for the proposed resolutions and disclosures as required under the SEBI Listing Regulations and SS-2 forms part of this Notice.
- b) This Notice is being sent to all the Members, whose name appear in the Register of Members or in the list of Beneficial Owners provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') as on Friday, January 6, 2023 ("Cut-off date"). Any person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only. This Notice of Postal Ballot is being sent in electronic form only, to the members whose e-mail address are registered with the Company/ Depository Participant(s)/ Registrar and Share Transfer Agent (RTA).
- c) This Notice of Postal Ballot shall also be available on the Company's website at: <https://www.ltimindtree.com/investors/> and on the website of the Stock Exchanges i.e. BSE Limited at: www.bseindia.com and National Stock Exchange of India Limited at: www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com>.
- d) The Notice of Postal Ballot is being sent to those members who have registered their e-mail address with the Company/Depositories/RTA, and Members may convey their assent or dissent to the proposed resolutions via remote e-voting only, in compliance with MCA's Circular no. 17/2020 dated April 13, 2020 read with Circular no. 11/2022 dated December 28, 2022.
- e) In case of joint holders, the Member whose name appears as the first holder in order of the names as per the Register of Members of the Company or the list of Beneficial Owners provided by the Depositories, will be entitled to vote through remote e-voting.
- f) Contact details of the person responsible to address queries/grievances, if any, connected with voting by Postal Ballot through electronic means: Link Intime India Private Limited, Registrar and Share Transfer Agent, Unit- LTIMindtree Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, India. Tel: 022-4918 6270, Email: rnt.helpdesk@linkintime.co.in.
- g) The resolutions, if passed by the requisite majority through remote e-voting, will be deemed to have been passed on the last date specified for voting i.e., Friday, February 10, 2023. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
- h) **Mandatory updation of PAN, KYC, Nomination and Bank details by Members**
Members holding shares in physical form
SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, has mandated all listed entities to ensure that shareholders holding equity shares in physical form shall update their PAN, KYC, Nomination and Bank account details (if not updated or provided earlier) through the respective Registrar and Share Transfer Agent (RTA). In compliance with the above, the Company has sent individual letters to all the Members holding shares of the Company in physical form, to furnish the required details to the Company's Registrar and Share Transfer Agent on e-mail ID: rnt.helpdesk@linkintime.co.in and has also hosted the said communication on Company's website at <https://www.ltimindtree.com/investors/>. Any service request and/or complaint from member(s), cannot be processed by RTA until registration/updation of their PAN, KYC, Nomination and Bank account details are noted in RTA's record. The relevant forms for updating the record(s) of RTA are available on Company's website <https://www.ltimindtree.com/investors/>.
- Members holding shares in demat form
Members holding shares in demat form are requested to update PAN and other details with their Depository Participant(s).
- i) SEBI, vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated companies to issue securities in dematerialized form only, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement, sub-division/splitting, consolidation of securities certificate, transmission and transposition. Members are accordingly advised to get their shares held in physical form, dematerialized through their Depository Participant.
- j) **Registration of E-mail ID by Members:**
Members who have not updated/registered their e-mail ID are requested to update/register the same in the records of the Company/Depository, as the case may be, in the following manner:
- **Members holding shares in Demat form:**
E-mail ID can be updated through their respective Depository Participant(s)
 - **Members holding shares in Physical form:**
E-mail ID can be updated through the Company's RTA i.e. Link Intime India Private Limited

k) **E-Voting:**

- In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has extended to the members (whether holding shares in physical or in demat form), the facility to exercise their right to vote on the resolutions proposed in this Notice of Postal Ballot by electronic means. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to its members.
- Any person whose name is recorded in the Register of Members or in the list of Beneficial Owners maintained by the Depositories, as on the Cut-off date, shall be entitled to avail the facility of remote e-voting.
- Voting rights of the Members/Beneficial owners shall be reckoned on the basis of the paid-up value of equity shares held by them as on the Cut-off date. Once the vote has been cast by the Member, the Member would not be allowed to change it subsequently.
- The e-voting period will commence on Thursday, January 12, 2023 at 9:00 AM (IST) (Server Time) and end on Friday, February 10, 2023 at 5:00 PM (IST) (Server Time). During this period, Members holding shares, as on the Cut-off date, either in physical form or in dematerialized form, may cast their vote electronically by accessing the NSDL website at <https://www.evoting.nsdl.com>. The e-voting module shall be disabled by NSDL for voting thereafter. Members are requested to read and follow the e-voting instructions carefully as provided in this Notice.

Inspection of Documents: All the documents referred to in this Notice of Postal Ballot, shall be available for inspection by the members electronically and without any fee, till the last date of e-voting. Request in this regard may be sent at: Investor@ltimindtree.com.

l) **Declaration of Voting Results:**

- The Board of Directors of the Company has appointed Mr. Ashish O. Lalpuria, Practising Company Secretary (Membership No. FCS 9381 and Certificate of Practice No. 11155) as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
- After conclusion of the voting period and scrutiny of votes, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by him, who shall countersign the same, and the result of the voting will be declared within two working days in accordance with Regulation 44(3) of the SEBI Listing Regulations.
- The voting results along with the Scrutinizer's report, will be hosted on the Company's website <https://www.ltimindtree.com/investors/>,

website of NSDL, <https://www.evoting.nsdl.com/>, displayed on the Notice Board of the Company at the Registered Office and Corporate Office, and will be simultaneously forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

- The resolutions, if passed by the requisite majority through remote e-voting, will be deemed to have been passed on the last date specified for voting i.e., Friday, February 10, 2023. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
- m) Manner for e-voting by members in respect of matters proposed for approval through this Notice of Postal Ballot is outlined hereunder:





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

The process 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 for individual shareholders holding securities in demat mode**
- In terms of the 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 account 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 the 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.

Type of shareholders	Login Method
	<p>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</p> <p>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 held 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab, and then use their existing my Easi/Easiest username & password.</p>

Type of shareholders	Login Method
	<p>2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there is also a link provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see the e-voting option. Click on the e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. 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.</p>

- **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 to 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 to login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

In case a Shareholder receives e-mail from the Company / RTA [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

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

- 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services 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.

- 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*****

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

- Password details for shareholders other than individual shareholders are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- If you are unable to retrieve or have not received the "Initial password" or have forgot your password:

- 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.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

How to cast your vote electronically 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 are open.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting the appropriate option 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 scan copy (PDF/JPG Format) of the relevant Board Resolution/ Power of Attorney/ 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 ashishlalpuria@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders can also upload the Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep the 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, please 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 query, please refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available in the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for shareholders whose e-mail id is not registered with the depositories or with RTA, to procure user id and password and registration of e-mail id 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, scan copy of the share certificate (front and back), PAN (self-attested scan of PAN card), AADHAR (self-attested scan of Aadhar Card) by email to investor@ltimindtree.com. After you receive the log-in credentials, please refer to the login method explained at Step 1(B).
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 scan of PAN card), AADHAR (self-attested scan of Aadhar Card) to investor@ltimindtree.com. After you receive the log-in credentials, please refer to the login method explained at Step 1(A).
3. Alternatively, shareholder/members may send a request at evoting@nsdl.co.in for procuring user id and password for e-voting alongwith the 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out the material facts relating to the Special Business outlined in the accompanying Notice.

Item No. 1

The Board of Directors of the Company at its meeting held on November 14, 2022, upon recommendation of Nomination and Remuneration Committee ("NRC") and subject to approval of the members of the Company, appointed Mr. Debashis Chatterjee as Additional Director, designated as Chief Executive Officer & Managing Director, with effect from November 14, 2022 for a term of three consecutive years upto November 13, 2025, on the following terms and conditions as per agreement:

Particulars	Amount per annum (in INR)
Fixed Compensation (Basic pay and Flexible Plan)	8,18,46,191
Variable Pay	97,46,100
Profit Linked Incentive	0.2% of the Standalone Profit After Tax

1. Leave encashment as per Company's policy;
2. Provision of Car with chauffeur, telephone, fax and internet and other facilities as per Company's rules;
3. Medical benefits, health insurance and group personal accident insurance in accordance with Company's medical scheme;
4. Provident Fund, Gratuity and other deferred benefits as per Company's rules;
5. Other benefits and allowances including but not limited to house rent allowance/rent free furnished accommodation, and such other perquisites/benefits/allowances as per rules of the Company and one-time pay-out of Rupees one crore and eighty lacs;
6. Such other benefits/amenities/facilities/perquisites as per rules of the Company as applicable to Senior Executives and as may be permitted by the Board of Directors to the Executive Directors (collectively, Managerial Remuneration);
7. The remuneration mentioned above payable to Mr. Debashis Chatterjee, is subject to an annual increment up to 8% (eight percent), as may be decided by the Board of Directors and upon recommendation of the Nomination and Remuneration Committee, from time to time;
8. The Nomination and Remuneration Committee or the Board of Directors may in its sole discretion grant stock options in favour of Mr. Debashis Chatterjee, provided the total remuneration including basic pay & flexible plan, variable pay, profit linked incentive and value of stock options for that financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought for appointment of Mr. Debashis Chatterjee as Chief Executive Officer & Managing Director. The Company has received the requisite consents, declarations, etc. from Mr. Debashis Chatterjee in relation to his appointment.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the candidature of Mr. Debashis Chatterjee for the office of Director of the Company.

Brief profile and other details of Mr. Debashis Chatterjee required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

Save and except Mr. Debashis Chatterjee, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out under Item No. 1 of this Notice.

The Board of Directors commend the Ordinary Resolution for appointment and remuneration of Mr. Debashis Chatterjee as Chief Executive Officer & Managing Director for approval by the Members.

Item No. 2

The Board of Directors of the Company at its meeting held on November 14, 2022, upon recommendation of Nomination and Remuneration Committee ("NRC"), and subject to approval of the members of the Company, appointed Mr. Venugopal Lambu as Additional Director, designated as Whole-time Director, with effect from November 14, 2022 for a term of three consecutive years upto November 13, 2025, on the following terms and conditions:

Particulars	Amount per annum (in GBP)
Fixed Compensation	5,74,258
Variable Pay	4,26,324

1. Leave encashment as per Company's policy;
2. Medical benefits and health insurance in accordance with Company's medical scheme;
3. Pension scheme and other deferred benefits payable as per rules of the Company;
4. Such other benefits/perquisites/ facilities/amenities as per rules of the Company as applicable to Senior Executives and as may be permitted by the Board of Directors to the Executive Directors (collectively, Managerial Remuneration);

5. The remuneration mentioned above payable to Mr. Venugopal Lambu, is subject to an annual increment up to 4% (four percent), as may be decided by the Board of Directors and upon recommendation of the Nomination and Remuneration Committee, from time to time;
6. The Nomination and Remuneration Committee or the Board of Directors may in its sole discretion grant stock options in favour of Mr. Venugopal Lambu, provided the total remuneration including fixed compensation, variable pay, and value of stock options for that financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013;
7. Since Mr. Lambu is based in United Kingdom (UK), hence the remuneration is denominated in GBP.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought to appointment of Mr. Venugopal Lambu as Whole-Time Director. The Company has received the requisite consents, declarations, etc. from Mr. Venugopal Lambu in relation to his appointment.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying the intention to propose the candidature of Mr. Venugopal Lambu for the office of Director of the Company.

Since Mr. Venugopal Lambu is not a resident of India, as required under Schedule V of the Companies Act, 2013, upon consent of the Members to the resolutions proposed under Item No. 2 of the accompanying Notice, the Company will make an application to the Central Government for approval of appointment of Mr. Venugopal Lambu as Whole-time Director.

Mr. Venugopal Lambu resigned from the office of Whole-time Director and his last working day was January 10, 2023. In view of the same, approval of members is sought for appointment and payment of remuneration to Mr. Venugopal Lambu for his tenure as Whole-time Director during November 14, 2022 and January 10, 2023.

Brief profile and other details of Mr. Venugopal Lambu required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

Save and except Mr. Venugopal Lambu, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out under Item No. 2 of this Notice.

The Board of Directors commend the Ordinary Resolution for appointment and remuneration of Mr. Venugopal Lambu as Whole-time Director for approval by the Members.

Item No. 3

The Board of Directors of the Company at its meeting held on November 14, 2022, upon recommendation of Nomination and Remuneration Committee ("**NRC**") and subject to approval of the members of the Company, appointed Ms. Apurva Purohit as Additional Director, in the capacity of Independent Director, with effect from November 14, 2022 for a term of five consecutive years upto November 13, 2027.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, ("**SEBI Listing Regulations**") listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of Members is sought for appointment of Ms. Apurva Purohit as Independent Director. The Company has received the requisite consents, declarations, etc. from Ms. Apurva Purohit in relation to her appointment.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the candidature of Ms. Apurva Purohit for the office of Director of the Company.

NRC has noted that the profile of Ms. Apurva Purohit is in line with the Board Skill Matrix for appointment of Independent Directors of the Company. Further, in the opinion of the Board of Directors, she fulfils the conditions for appointment as Independent Director, as prescribed under the Act and the SEBI Listing Regulations. The Board of Directors also considers that Ms. Apurva Purohit is independent of the management of the Company and possesses expertise, knowledge and relevant skills such as Governance, Risk Management and Compliance, Strategy & Planning. In view of the above, the association with Ms. Apurva Purohit is likely to benefit the Company.

Brief profile and other details of Ms. Apurva Purohit as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

Copy of the letter of appointment setting out the terms and conditions of appointment of Ms. Apurva Purohit shall be available for electronic inspection by Members without any fee.

Save and except Ms. Apurva Purohit, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out under Item No. 3 of this Notice.

The Board of Directors commend the Special Resolution for appointment of Ms. Apurva Purohit as Independent Director for approval by the Members.

Item No. 4

The Board of Directors of the Company at its meeting held on November 14, 2022, upon recommendation of Nomination and Remuneration Committee ("**NRC**") and

subject to approval of the Members of the Company, appointed Mr. Bijou Kurien as Additional Director, designated as Independent Director, with effect from November 14, 2022 for a term of five consecutive years upto November 13, 2027.

In terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought for appointment of Mr. Bijou Kurien as Independent Director. The Company has received the requisite consents, declarations, etc. from Mr. Bijou Kurien in relation to his appointment.

In terms of Section 160 of the Act Company has received a notice in writing from a member signifying the intention to propose the candidature of Mr. Bijou Kurien for the office of Director of the Company.

NRC has noted that the profile of Mr. Bijou Kurien is in line with the Board Skill Matrix for appointment of Independent Directors of the Company. Further, in the opinion of the Board of Directors, he fulfils the conditions for appointment as Independent Director, as prescribed under the Act and the SEBI Listing Regulations. The Board of Directors also considers that Mr. Bijou Kurien is independent of the management of the Company and possesses expertise, knowledge and relevant skills such as Stakeholder Engagement & Industry Advocacy, Client Engagement. In view of the above, the association with Mr. Bijou Kurien is likely to benefit the Company.

Brief profile and other details of Mr. Bijou Kurien as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

Copy of the letter of appointment setting out the terms and conditions of appointment of Mr. Bijou Kurien shall be available for electronic inspection by Members without any fee.

Save and except Mr. Bijou Kurien, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out under Item No. 4 of this Notice.

The Board of Directors commend the Special Resolution for appointment of Mr. Bijou Kurien as Independent Director for approval by the members.

Item No. 5

The Board of Directors of the Company at its meeting held on November 14, 2022, upon recommendation of Nomination and Remuneration Committee ("NRC") and subject to approval of the members of the Company, appointed Mr. Chandrasekaran Ramakrishnan as Additional Director, in the capacity of Independent Director, with effect from November 14, 2022 for a term of five consecutive years upto November 13, 2027.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought to the appointment of Mr. Chandrasekaran Ramakrishnan as Independent Director. The Company has received the requisite consents, declarations, etc. from Mr. Chandrasekaran Ramakrishnan in relation to his appointment.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the candidature of Mr. Chandrasekaran Ramakrishnan for the office of Director of the Company.

NRC has noted that the profile of Mr. Chandrasekaran Ramakrishnan is in line with the Board Skill Matrix for appointment of Independent Directors of the Company. Further, in the opinion of the Board of Directors, he fulfils the conditions for appointment as Independent Director, as prescribed under the Act and the SEBI Listing Regulations. The Board of Directors also considers that Mr. Chandrasekaran Ramakrishnan is independent of the management of the Company and possesses expertise, knowledge and relevant skills such as Information Technology, Strategy & Planning and Stakeholder Engagement & Industry Advocacy. In view of the above, the association with Mr. Chandrasekaran Ramakrishnan is likely to benefit the Company.

Brief profile and other details of Mr. Chandrasekaran Ramakrishnan as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

Copy of the letter of appointment setting out the terms and conditions of appointment of Mr. Chandrasekaran Ramakrishnan shall be available for electronic inspection by Members without any fee.

Save and except Mr. Chandrasekaran Ramakrishnan, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolution set out under Item No. 5 of this Notice.

The Board of Directors commend the Special Resolution for appointment of Mr. Chandrasekaran Ramakrishnan as Independent Director for approval by the members.

Item No. 6

At the 23rd Annual General Meeting of the Company held on July 20, 2019, members had accorded approval to the appointment and remuneration of Mr. Nachiket Deshpande as Whole-time Director of the Company.

The Board of Directors at its meeting held on November 17, 2022, upon recommendation of Nomination and Remuneration Committee and subject to approval of

the Members of the Company, approved grant of 20,000 additional stock options under LTIMindtree Employee Stock Option Scheme 2015 to Mr. Nachiket Deshpande. Each stock option represents the right to one equity share of Re.1 of the Company, upon exercise and allotment. Accordingly, approval of the Members is now sought to modify the remuneration of Mr. Nachiket Deshpande, to include grant of 20,000 additional stock options, whilst all other terms & conditions of his appointment, including remuneration, as approved by the Members at the 23rd Annual General Meeting held on July 20, 2019, would remain unchanged.

Brief profile and other details of Mr. Nachiket Deshpande as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are enclosed as **Annexure - 1**.

Save and except Mr. Nachiket Deshpande, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the resolutions set out under Item No. 6 of this Notice.

The Board of Directors commend the Ordinary Resolution for revision in remuneration of Mr. Nachiket Deshpande for approval by the members.

By order of the Board of Directors
For **LTIMindtree Limited**

Sd/-

Tridib Barat
Company Secretary and
Compliance Officer

Date: January 11, 2023

Place: Mumbai

ANNEXURE-1 TO THE NOTICE OF POSTAL BALLOT DATED JANUARY 11, 2023

Details of Directors seeking appointment/modification of remuneration pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Debashis Chatterjee	Mr. Venugopal Lambu
Relevant Item No. of the Notice	1	2
Age (in Years)	57	50
Qualification	Bachelor's degree in Mechanical Engineering from Jadavpur University.	Bachelor's degree in Electronics Engineering from University of Mysore and General Management Certification from London Business School.
Experience and nature of expertise in specific functional area (brief resume)	<p>Mr. Debashis Chatterjee has over 35 years of industry experience in diverse areas such as managing customer relationships, building high-performance businesses, driving strategic alliances and M&A, and managing change and delivery across industries, technologies, and geographies.</p> <p>He was CEO & MD of Mindtree Limited before joining the Company. Before Mindtree, he worked with Nasdaq-listed Cognizant, IBM, TCS, and Mahindra & Mahindra. He has served twice as Member of the Executive Council of NASSCOM.</p>	<p>Mr. Venugopal Lambu has 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.</p> <p>He was Executive Director on the Board of Mindtree Limited before joining the Company. He is a member of the Forbes Technology Council, and chairs customer advisory councils in North America and Europe.</p>
Date of first appointment on the Board	November 14, 2022	November 14, 2022
Terms and conditions of appointment	Refer Item No.1 of the Statement pursuant to Section 102(1) of the Companies Act, 2013	Refer Item No.2 of the Statement pursuant to Section 102(1) of the Companies Act, 2013
Details of remuneration paid during FY22	NIL	NIL
Details of remuneration (proposed to be paid)	Refer Item No.1 of the Statement pursuant to Section 102(1) of the Companies Act, 2013	Refer Item No.2 of the Statement pursuant to Section 102(1) of the Companies Act, 2013
Shareholding in the Company (number of shares as on January 11, 2023)	29,351 equity shares	22,630 equity shares
Relationship with other Directors, Manager and Key Managerial Personnel (<i>inter-se</i>)	None	None
Number of Board Meetings attended during FY-23	2 out of 2 [^]	2 out of 2 [^]
Directorships held in other public companies (excluding foreign and private companies as on January 11, 2023)	NIL	NIL

Membership/ Chairmanship of committees in all other companies as on January 11, 2023#	NIL	NIL
Name of listed companies from which Director has resigned in past three years	None	None

#Includes membership/chairmanship of Audit Committee and Stakeholders' Relationship Committee only.

^Appointed w.e.f. November 14, 2022. Attended 2 Board meetings held since appointment.

Name of the Director	Ms. Apurva Purohit	Mr. Bijou Kurien	Mr. Chandrasekaran Ramakrishnan	Mr. Nachiket Deshpande
Relevant Item No. of the Notice	3	4	5	6
Age (in Years)	56	63	65	49
Qualification	Bachelor's degree in Science (Physics) and PGDM from IIM, Bangalore.	Postgraduate Diploma in Business Management from XLRI, Jamshedpur.	Engineering degree from the Regional Engineering College, Trichy (National Institute of Technology) and MBA from IIM, Bangalore.	Bachelor of Engineering from College of Engineering, Pune.
Experience and nature of expertise in specific functional area (brief resume)	<p>Ms. Apurva Purohit has over 30 years of experience in the corporate world leading businesses in the media space across print, television, radio and digital working with private equity firms and promoters to build and scale them. She has recently launched 'Aazol Ventures Private Limited', a Consumer Products Company. She is an independent director at various public listed limited companies.</p> <p>She has been named as one of the Most Powerful Women in Business by the India Today Group and Fortune India over several years. She was awarded the Distinguished Alumni Award by IIM, Bangalore during the year 2022.</p>	<p>Mr. Bijou Kurien has over 35 years of experience with marquee brands in India's fast-moving consumer goods (FMCG), consumer durables, and retail industries.</p> <p>He was among the founding members of Titan Industries and Reliance Retail. Currently, he serves as an Independent Director on the Board of several listed and unlisted companies and is Chairman of Retailers Association of India (RAI), Advisory Board member of World Retail Congress and is on governing board of two academic institutions. He also advises two leading Private Equity Funds on their Retail, Technology and Consumer portfolio.</p>	<p>Mr. Chandrasekaran Ramakrishnan has more than 34 years of experience in the field of information technology. He retired as the Executive Vice Chairman of Cognizant, India in March 2019. He serves as an Independent Director on the Board of PNB Housing Finance Limited, NSEIT Limited and Aujas Networks (subsidiary of NSEIT). He is also part of the Chairman's Council, NASSCOM.</p> <p>He is very passionate about education and is on the Advisory Board of Thiagarajar College of Engineering, Madurai and on the Post Graduate Program Committee of NIT Trichy.</p>	<p>Mr. Nachiket Deshpande has over 26 years of rich experience in delivery management, customer relationship management, account and P&L management.</p> <p>Before joining the Company, he was with Cognizant Technology Solutions where he spent nearly two decades in various executive management roles across North America, Europe, and India. He began his career at Tech Mahindra (erstwhile MBT) where he was responsible for the design and architecture of telecom applications.</p>

Name of the Director	Ms. Apurva Purohit	Mr. Bijou Kurien	Mr. Chandrasekaran Ramakrishnan	Mr. Nachiket Deshpande
Date of first appointment on the Board	November 14, 2022	November 14, 2022	November 14, 2022	May 2, 2019
Terms and conditions of appointment	Appointed as Independent Director, not liable to retire by rotation, for a period of five years commencing from November 14, 2022 upto November 13, 2027	Appointed as Independent Director, not liable to retire by rotation, commencing from November 14, 2022 upto November 13, 2027	Appointed as Independent Director, not liable to retire by rotation, commencing from November 14, 2022 upto November 13, 2027	Appointed as Whole-Time Director, liable to retire by rotation w.e.f. May 2, 2019
Details of remuneration paid during FY22	NIL	NIL	NIL	INR 8,99,64,079 (including perquisite on exercise of Stock Options)
Details of remuneration (proposed to be paid)	Independent Directors are paid sitting fee for attending meetings of the Board/ Committees, and reimbursement of out of pocket expenses and profit-related commission as may be decided by NRC and Board of Directors.	Independent Directors are paid sitting fee for attending meetings of the Board/ Committees, and reimbursement of out of pocket expenses and profit-related commission as may be decided by NRC and Board of Directors.	Independent Directors are paid sitting fee for attending meetings of the Board/ Committees, and reimbursement of out of pocket expenses and profit-related commission as may be decided by NRC and Board of Directors.	Apart from the grant of 20,000 additional stock options under the LTIMindtree Employee Stock Option Scheme 2015, the remuneration proposed to be paid will be in accordance with the approval accorded by the Members at the 23rd Annual General Meeting held on July 20, 2019.
Shareholding in the Company (number of shares as on January 11, 2023)	NIL	NIL	1,413 equity shares	12,000 equity shares
Relationship with other Directors, Manager and Key Managerial Personnel (<i>inter-se</i>)	None	None	None	None
Number of Board Meetings attended during FY-23	2 out of 2 [^]	2 out of 2 [^]	2 out of 2 [^]	6 out of 6
Directorships held in other public companies (excluding foreign and private companies as on January 11, 2023)	<ol style="list-style-type: none"> L&T Technology Services Limited Marico Limited Navin Fluorine International Limited 	<ol style="list-style-type: none"> Timex Group India Limited Brigade Enterprises Limited Orange County Resorts & Hotels Limited Ziqitza Health Care Limited 	<ol style="list-style-type: none"> PNB Housing Finance Limited L&T Technology Services Limited Aujas Cybersecurity Limited NSEIT Limited KSL Digital Ventures Limited 	NIL

Name of the Director	Ms. Apurva Purohit	Mr. Bijou Kurien	Mr. Chandrasekaran Ramakrishnan	Mr. Nachiket Deshpande
Membership/ Chairmanship of committees in all other companies as on January 11, 2023#	<p>Chairman: Stakeholders' Relationship Committee – L&T Technology Services Limited</p> <p>Member:</p> <ol style="list-style-type: none"> 1. Audit Committee – L&T Technology Services Limited 2. Audit Committee – Marico Limited 	<p>Chairman:</p> <ol style="list-style-type: none"> 1. Audit Committee - Ziqitza Health Care Limited 2. Stakeholders' Relationship Committee – Timex Group India Limited <p>Member:</p> <p>Audit Committee –</p> <ol style="list-style-type: none"> 1. Brigade Enterprises Limited 2. Timex Group India Limited 3. Orange County Resorts & Hotels Limited 	<p>Chairman: Audit Committee – Aujas Cyber Security Limited</p> <p>Member: Audit Committee – KSL Digital Ventures Limited</p>	NIL
Name of listed companies from which Director has resigned in past three years	Music Broadcast Limited	Future Lifestyle Fashions Limited	None	None

#Includes membership/chairmanship of Audit Committee and Stakeholders' Relationship Committee only.

^Appointed w.e.f. November 14, 2022. Attended 2 Board meetings held since appointment.



LTIMINDTREE LIMITED

(Formerly Larsen & Toubro Infotech Limited)

CIN: L72900MH1996PLC104693

Registered Office: L&T House, Ballard Estate, Mumbai 400 001, India

Corporate Office: Technology Tower 1, Gate No. 5, Saki Vihar Road, Powai, Mumbai 400 072, India

Tel: +91 22 6776 6776, **Fax:** +91 22 4313 0997

E-mail: investor@ltimindtree.com ; **Website:** www.ltimindtree.com