

Ref: MT/STAT/CS/16-17/60

July 20, 2016

The Bombay Stock Exchange Limited,
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Dalal Street, Mumbai 400 001
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Phone 022-22721233/4
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National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai 400 051
NSE : Fax: 022 2659 8237 / 38
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email : cmlist@nse.co.in

Dear Sirs,

Kind Attention - Mr. Gopala Krishna and Mr. Hari

Subject: Declaration of Results of Electronic Voting

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, declaration of results of the electronic voting is given as follows:

The Details of the Resolutions are provided as below:

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	122,256,434	99.99%	01	0.01%
Resolution No. 2	123,299,264	99.99%	82	0.01%
Resolution No. 3	100,974,367	82.17%	21,907,099	17.83%
Resolution No. 4	123,298,245	99.99%	600	0.01%
Resolution No. 5	120,387,187	97.97%	2,494,499	2.03%
Resolution No. 6	123,274,855	99.98%	24,103	0.02%

Resolutions:

- Resolution No.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.- **Ordinary Resolution**
- Resolution No.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 Rs.13/- per equity of Rs.10/- each and already paid and to approve a final dividend of 30% per Equity Share of Rs.10/- each, for the financial year 2015-16.- **Ordinary Resolution**





Mindtree

Welcome to possible

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

3. **Resolution No.3:** To appoint a director in the place of V G Siddhartha DIN 00063987), who retires by rotation and being eligible, offers himself for re-appointment - **Ordinary Resolution**
4. **Resolution No. 4:** To ratify the appointment of Auditors - **Ordinary Resolution**
5. **Resolution No. 5:** To consider adoption of newly substituted Articles of Association of the company containing clauses in line with the Companies Act, 2013 – **Special Resolution**
6. **Resolution No.6:** To approve appointment of Mr. Milind Sarwate (DIN 00109854) as Independent Director - **Ordinary Resolution**

The above mentioned ordinary or special resolutions, as the case may be, have been passed with requisite majority as prescribed under the applicable Laws. We also enclose the Scrutinizer's report for your reference.

This is for your information, records and necessary action. Kindly acknowledge receipt.

Thanking you.
Yours truly,

For Mindtree Limited


Vedavalli S
Company Secretary



Mindtree Ltd.
Global Village
RVCE Post, Mysore Road
Bengaluru - 560059

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Nagendra D. Rao, B.Com., LL.B., F.C.S.
Practising Company Secretary

July 20, 2016

To
The Chairman
Mindtree Limited
Global Village, RVCE Post,
Mysore Road,
Bengaluru - 560 059.

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014 and Poll in pursuant to Section 109 of the Companies Act, 2013.

I, Nagendra D Rao, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Mindtree Limited vide resolution dated May 26, 2016, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing e-voting process in a fair and transparent manner and voting on poll conducted for business to be transacted at the 17th Annual General Meeting of the Shareholders of the Company held on July 19, 2016 at 10.30 a.m. at the Capitol Hotel, No. 3, Raj Bhavan Road Opp. General Post Office, Bengaluru - 560 001.

Accordingly, Mindtree has made arrangement with the system provider viz, National Securities Depository Limited (NSDL) for providing a system of recording votes of the shareholders electronically through e-voting. Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned Annual General Meeting Notice dated May 26, 2016 sent to the shareholders by Registered Post, Speed Post and Courier to their registered address.

The shareholders of the Company holding shares as on "cut-off" date July 12, 2016 were entitled to vote on the resolution as contained in the Notice of the Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 71,743.

Pursuant to Rule 20 (3) of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Business Standard, English Newspaper and Samyuktha Karnataka in Kannada Newspaper on June 22, 2016 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commenced on July 16, 2016 at 10.00 a.m. and ended on July 18, 2016 at 5.00 p.m.

The votes cast under e-voting and votes facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.



After the closure of the voting at the Annual General Meeting, the report on the poll taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The total number of Members present at the 17th Annual General Meeting were 163 (One Hundred and Sixty Three) in person and Proxy detailed as under:

Sr. No.	Category of Shareholders present in person / proxy	In Numbers
1	Promoter and Promoter Group	5
2	Public	141
3	Representatives of Body Corporates	9
4	Proxy	8
	Total	163

I now submit my Consolidated Report on the voting process and poll conducted at the 17th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 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.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	384	101,250,985	82.81
Poll	43	3,645	0.01
Tab Voting	33	21,001,804	17.17
Total	460	122,256,434	99.99

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	Nil	Nil	Nil
Poll	1	1	0.01
Tab Voting	Nil	Nil	Nil
Total	1	1	0.01



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	4	1,058
Tab Voting	Nil	Nil
Total	4	1,058

Remarks: The Ordinary Resolution No.1 as mentioned above is passed by requisite Majority.

II. Resolution No. 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 Rs 13/- per equity of Rs. 10/- each and already paid and to approve a final dividend of 30% aggregating to Rs. 3/- per equity share of Rs. 10/- each, for the financial year 2015-16.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	400	102,293,816	82.96
Poll	42	3,644	0.01
Tab Voting	33	21,001,804	17.02
Total	475	123,299,264	99.99

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	1	80	0.01
Poll	2	2	0.00
Tab Voting	Nil	Nil	Nil
Total	3	82	0.01

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	4	1,058
Tab Voting	Nil	Nil
Total	4	1,058

Remarks: The Ordinary Resolution No.2 as mentioned above is passed by requisite majority.



III Resolution No. 3:- To appoint a Director in place of Mr. V.G.Siddhartha (DIN 00063987), who retires by rotation and being eligible offers himself, for reappointment.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	307	79,968,918	65.08
Poll	43	3,645	0.01
Tab Voting	33	21,001,804	17.08
Total	383	100,974,367	82.17

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	91	21,907,098	17.83
Poll	1	1	0.00
Tab Voting	Nil	Nil	Nil
Total	92	21,907,099	17.83

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	4	1,058
Tab Voting	Nil	Nil
Total	4	1,058

Remarks: The Ordinary Resolution No. 3 as mentioned above is passed by requisite majority.

IV. Resolution No. 4:- To ratify the appointment of Auditors.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	394	102,292,810	82.96
Poll	42	3,631	0.01
Tab Voting	33	21,001,804	17.02
Total	469	123,298,245	99.99



(i) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	4	599	0.01
Poll	1	1	0.00
Tab Voting	Nil	Nil	Nil
Total	5	600	0.01

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	5	1,072
Tab Voting	Nil	Nil
Total	5	1,072

Remarks: The Ordinary Resolution No. 4 as mentioned above is passed by requisite majority.

V. Resolution No. 5:- To consider adoption of newly substituted Articles of Association of the Company containing clauses in line with the Companies Act, 2013.

Type of Resolution - Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	371	99,381,739	80.88
Poll	42	3,644	0.01
Tab Voting	33	21,001,804	17.08
Total	446	120,387,187	97.97

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	29	2,494,497	2.03
Poll	2	2	0.00
Tab Voting	Nil	Nil	Nil
Total	31	2,494,499	2.03



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	4	1,058
Tab Voting	Nil	Nil
Total	4	1,058

Remarks: The Special Resolution No. 5 as mentioned above is passed by requisite majority.

VI. Resolution No. 6:- To appoint Mr. Milind Sarwate (DIN 00109854) as Independent Director.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	383	102,269,420	82.94
Poll	41	3,631	0.01
Tab Voting	33	21,001,804	17.03
Total	457	123,274,855	99.98

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system, Poll and Tab Voting at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	16	24,102	0.02
Poll	1	1	0.00
Tab Voting	Nil	Nil	Nil
Total	17	24,103	0.02

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	6	1,072
Tab Voting	Nil	Nil
Total	6	1,072

Remarks: The Ordinary Resolution No. 6 as mentioned above is passed by requisite majority.

The register, all other papers and relevant records relating to electronic voting and Poll shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.



I further wish to inform that the Report of Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014] with regards to the Poll is being submitted separately in Form No. MGT - 13.

Thanking You,

Yours Faithfully,



Nagendra D Rao
Practising Company Secretary

