



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

Ref: MT/STAT/CS/15-16/179

March 02, 2016

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
BSE: fax: 022 2272 3121/2041/ 61
Phone 22-22721233/4
Email: corp.relations@bseindia.com

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

Dear Sirs,

Kind Attention - Mr. Gopala Krishna and Mr. Hari

Subject: Submission of Minutes of the Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject, we herewith enclose the copy of the proceedings of the Postal Ballot for your reference and record.

Please take the above intimation on record and acknowledge.

Thanking you.
Yours Sincerely,

For Mindtree Limited

Vedavalli S
Company Secretary



WRITTEN RECORD RELATING TO THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT AS REQUIRED TO BE MAINTANITED PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013 BY THE SHAREHOLDERS OF MINDTREE LIMITED ON FEBRUARY 27, 2016

The Company had at the Board Meeting held on January 18, 2016, decided to obtain consent of the members, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the following matters:

- 1) Issuance of Bonus Shares; - Special Resolution;
- 2) Appointment of Rostow Ravanan (*DIN 00144557*) as CEO & Managing Director - Ordinary Resolution;
- 3) Appointment of Krishnakumar Natarajan (*DIN 00147772*) as Executive Chairman - Ordinary Resolution.

The Postal Ballot notice dated January 18, 2016 was sent to Members of Company whose names appeared on the Register on Members/List of beneficiaries as on January 18, 2016, and the dispatch of notice of postal ballot along with the postal ballot forms and business reply envelope (postage prepaid) through speed post, was completed on January 27, 2016 for those members whose email id's were available in the electronic registry, the postal ballot form was sent by email.

As required under Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had also made arrangement for voting by electronic means and availed the services of National Securities Depository Limited to provide the facility to the members for voting by electronic means.

The Members were requested to return the physical postal ballot forms duly completed along with the assent (for) or Dissent (against), so as to reach the scrutinizer before 5 PM IST on Saturday, February 27, 2016. In case of electronic voting, Members were requested to cast their votes electronically up to 5 PM on February 27, 2016.

The Board of Directors in their meeting held on January 18, 2016 appointed Nagendra D Rao, Practicing Company Secretary, as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot in a fair and transparent manner.

A brief summary of the calendar of events for voting by postal ballot is as below:

Events	Date
Date of Board meeting recommending the business to be transacted by way of Postal Ballot (including e-voting).	January 18, 2016
Cut-off date for determining the names of members, who shall be eligible to receive the Postal Ballot notice and forms.	January 18, 2016
Date of Dispatch of physical copies of Postal Ballot notice and forms.	January 27, 2016



Events	Date
Date of Dispatch of Postal Ballot notice and forms by e-mail.	January 27, 2016
Date of commencement of voting.	January 29, 2016
Last date for voting by physical ballots and through e-voting.	February 27, 2016
Date of Scrutinizers report to Chairman/Director/Company Secretary	February 28, 2016

The scrutinizer carried out the scrutiny of postal ballot forms received physically and the votes polled electronically upto February 27, 2016, and the scrutinizer submitted his report dated February 28, 2016 to the undersigned.

The details as summarized by the scrutinizer in his report are as follows:

Resolution Title	FOR		AGAINST		PERCENTAGE	
	No. of Shareholders	No. of Equity Shares	No. of Shareholders	No. of Equity Shares	For	Against
Postal Ballot + Electronic Mode						
Issuance of Bonus Shares	1,477	56,170,210	11	780	99.99	0.01
Appointment of Rostow Ravanan (DIN 00144557) as CEO & Managing Director	1,419	53,672,793	52	1,905,882	96.57	3.43
Appointment of Krishnakumar Natarajan (DIN 00147772) as Executive Chairman	1,321	35,448,836	148	16,069,208	68.81	31.19

On the basis of the report of the scrutinizer, I hereby record that the following resolutions were passed by the shareholders of the Company with requisite majority.

1. ISSUE OF BONUS SHARES – SPECIAL RESOLUTION

“RESOLVED THAT, in accordance with the recommendation of Board of Directors of the Company, Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules, circulars and notifications thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards, the relevant provisions of Memorandum and the Articles of Association of the Company and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Reserve Bank of India (RBI) in this behalf and subject to such approvals, consents, permissions and



sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including Administrative Committee thereof for capitalization of such sum standing to the credit of the Securities Premium/Free Reserves of the Company/ or any other permitted reserves/ surplus as per the Audited Financial Statements of the Company, as may be considered necessary by the Board for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the 'Record Date' as determined by the Board or Administrative Committee of the Board thereof, in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each, for every 1 (One) existing fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each held by Member and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT, the Stock Options outstanding as on the Record Date (whether vested or unvested including lapsed and forfeited options available for re-issuance) under various Employee Stock Option Programs namely ESOP 2001 (Program-II), ESOP 2006(b) (Program-IV), ESOP 2008 A (Program-V), ESOP 2010 A (Program-VII), Directors' Stock Option Scheme, i.e DSOP 2006 (Program-VI) and Employee Stock Purchase Scheme, i.e. Mindtree Employee Restricted Stock Purchase Plan 2012 (Program VIII) be suitably adjusted with respect to the exercise price and the number of options and that the allotment of Bonus Shares attributable to said Stock Options shall be made as and when the respective said Stock Options are exercised.

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

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

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

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



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

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

Total Number of valid votes cast on the resolution:

Particulars	No. of shareholders	No. of equity shares of the face value of Rs. 10/- each.
Number of shareholders who have cast their vote by way of physical ballots and found to be valid (A)	834	65,530
Number of shareholders who have cast their vote by electronic mode and considered valid (B)	654	56,105,460
Total Number of shareholders who have cast their vote by way of physical ballots and electronic mode [(A) + (B).]	1,488	56,170,990

Details of Votes cast “FOR/AGAINST” the resolution:

Postal Ballot + E-voting	FOR		AGAINST		PERCENTAGE	
	No. of Shareholders	No. of Equity Shares	No. of Shareholders	No. of Equity Shares	For	Against
	1,477	56,170,210	11	780	99.99	0.01

RESULT

As the Number of vote casted in favour of the Resolution i.e. 99.99% is more than 3 times the number of vote cast against i.e. 0.01%, I report that the Special Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated January 18, 2016 has been passed by the Shareholders with requisite majority.



2. APPOINTMENT OF ROSTOW RAVANAN AS CEO & MANAGING DIRECTOR – ORDINARY RESOLUTION

“RESOLVED THAT, pursuant to Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the relevant rules, circulars and notifications made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any, subject to the regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) and such other consents and permission as may be necessary and subject to such modifications, variations as approved and acceptable to Rostow Ravanan (DIN 00144557) and the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Rostow Ravanan (DIN 00144557) as CEO & Managing Director of the Company for a period commencing from April 1, 2016 to March 31, 2021 and payment of remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for the aforesaid period on the terms and conditions approved by the Nomination and Remuneration Committee and the appointment be upon terms and conditions as set out in the employment contract/s and as stated in the Explanatory Statement.

RESOLVED FURTHER THAT, all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved.

RESOLVED FURTHER THAT, wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/activity only if the Shareholders so authorizes, then and in that case this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders.

RESOLVED FURTHER THAT, the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining the Central Government’s approval if any and to do all things incidental and ancillary thereto.”

Total Number of valid votes cast on the resolution:

Particulars	No. of shareholders	No. of equity shares of the face value of Rs. 10/- each.
Number of shareholders who have cast their vote by way of physical ballots and found to be valid (A)	824	64,484
Number of shareholders who have cast their vote by	647	55,514,191



Particulars	No. of shareholders	No. of equity shares of the face value of Rs. 10/- each.
electronic mode and considered valid (B)		
Total Number of shareholders who have cast their vote by way of physical ballots and electronic mode [(A) + (B).]	1,471	55,578,675

Details of Votes cast FOR/AGAINST the resolution:

	FOR		AGAINST		PERCENTAGE	
	No. of Shareholders	No. of Equity Shares	No. of Shareholders	No. of Equity Shares	For	Against
Postal Ballot + E-voting	1,419	53,672,793	52	1,905,882	96.57	3.43

RESULT

As the Number of vote casted in favour of the Resolution i.e. 96.57% is more than the number of vote cast against i.e. 3.43%. I report that the Ordinary Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated January 18, 2016 has been passed by the Shareholders with requisite majority.

3. APPOINTMENT OF KRISHNAKUMAR NATARAJAN AS EXECUTIVE CHAIRMAN – ORDINARY RESOLUTION

“RESOLVED THAT, pursuant to Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the relevant rules, circulars and notifications made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any, subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI), and such other consents and permission as may be necessary and subject to such modifications, variations as approved and acceptable to Krishnakumar Natarajan (DIN 00147772) and the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Krishnakumar Natarajan (DIN 00147772) as Executive Chairman of the Company for a period commencing from April 1, 2016 to June 30, 2017 and the payment of remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) for the aforesaid period on the terms and conditions approved by the Nomination and Remuneration Committee and the appointment be upon terms and conditions as set out in the employment contract/s and as stated in the Explanatory Statement.



RESOLVED FURTHER THAT, all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved.

RESOLVED FURTHER THAT, wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/activity only if the Shareholders so authorizes, then and in that case this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders.

RESOLVED FURTHER THAT, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining the Central Government's approval if any and to do all things incidental and ancillary thereto".

Total Number of valid votes cast on the resolution:

Particulars	No. of shareholders	No. of Equity Shares of the face value of Rs. 10/- each.
Number of shareholders who have cast their vote by way of physical ballots and found to be valid (A)	822	64,605
Number of shareholders who have cast their vote by electronic mode and considered valid (B)	647	51,453,439
Total Number of shareholders who have cast their vote by way of physical ballots and electronic mode [(A) + (B).]	1,469	51,518,044

Details of Votes cast FOR/AGAINST the resolution:

Postal Ballot + E-voting	FOR		AGAINST		PERCENTAGE	
	No. of Shareholders	No. of Equity Shares	No. of Shareholders	No. of Equity Shares	For	Against
	1,321	35,448,836	148	16,069,208	68.81	31.19




RESULT

As the Number of vote casted in favour of the Resolution i.e. 68.81% is more than the number of vote cast against i.e. 31.19%. I report that the Ordinary Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated January 18, 2016 has been passed by the Shareholders with requisite majority.

Place: Bengaluru
Date: February 28, 2016

Sd/-
Subroto Bagchi
Chairman

For Mindtree Limited



Company Secretary



CERTIFIED TRUE COPY

For Mindtree Limited


Company Secretary