



**Mindtree**

*Welcome to possible*

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

**Ref: MT/STAT/CS/16-17/148**

**December 08, 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](mailto: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](mailto:cmlist@nse.co.in)

**Dear Sirs,**

**Kind Attention - Mr. Gopala Krishna and Mr. Hari**

**Subject: Submission of Proceedings 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**



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**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 DECEMBER 7, 2016**

The Company, at the Board Meeting held on October 21, 2016, decided to obtain consent of the members through Postal Ballot under 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) Appointment of Mr. Akshaya Bhargava (*DIN 01874792*) as Independent Director;
- 2) Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (*DIN 00146954*) as Executive Vice Chairman.

The Postal Ballot notice dated October 21, 2016 was sent to Members of Company whose names appeared on the Register on Members/List of beneficiaries as on November 01, 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 November 7, 2016, for those members whose email id's were available in the electronic registry, the postal ballot form was sent by email.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Tuesday, December 07, 2016. In case of electronic voting, Members were requested to cast their votes electronically up to 5 PM on December 07, 2016.

The Board of Directors at their meeting held on October 21, 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:

<b>Events</b>	<b>Date</b>
Date of Board meeting recommending the business to be transacted by way of Postal Ballot (including e-voting).	October 21, 2016
Date of appointment of Scrutinizer	October 21, 2016
Cut-off date for determining the names of members, who shall be eligible to receive the Postal Ballot notice and forms.	November 01, 2016
Date of Completion of dispatch of Postal Ballot forms	November 07, 2016
Voting period Start Date and Time	November 08, 2016 at 10 AM



Last date for voting by physical ballots and through e-voting.	December 07, 2016 at 5 PM
Date of Scrutinizers report	December 08, 2016

The scrutinizer carried out the scrutiny of postal ballot forms received physically and the votes polled electronically up to December 07, 2016 and the scrutinizer submitted his report dated December 08, 2016.

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
Appointment of Mr. Akshaya Bhargava (DIN 01874792) as Independent Director	1,128	102,797,512	49	6,659	99.99	0.01
Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (DIN 00146954) as Executive Vice Chairman	1,129	100,394,261	45	4,406	99.99	0.01

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. APPOINTMENT OF MR. AKSHAYA BHARGAVA (DIN 01874792) AS INDEPENDENT DIRECTOR - ORDINARY RESOLUTION**

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable, SEBI (Listing Obligations and Disclosure Requirements, Regulations) 2015 and such other applicable regulations, Mr. Akshaya Bhargava (DIN 01874792) who qualifies for being appointed as Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director, not liable to retire by rotation, for a period commencing from December 12, 2016 to September 30, 2021.

**RESOLVED FURTHER THAT**, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”



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 <b>physical ballots</b> and found to be valid (A)	513	11,818,721
Number of shareholders who have cast their vote by <b>electronic mode</b> and considered valid (B)	664	90,985,450
<b>Total Number of shareholders who have cast their vote by way of physical ballots and electronic mode [(A) + (B).]</b>	<b>1,177</b>	<b>102,804,171</b>

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	1,128	102,797,512	49	6,659	99.99	0.01

## **RESULT**

As the Number of vote casted in favour of the Resolution i.e. 99.99% is more than the number of vote cast against i.e. 0.01%, I report that the ordinary resolution, as set out in the Notice of Postal Ballot dated October 21, 2016, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, has been passed by the Shareholders with requisite majority.

## **2. APPOINTMENT OF MR. NAMAKAL SRINIVASAN PARTHASARATHY (MR. N.S. PARTHASARATHY) (DIN 00146954) AS EXECUTIVE VICE 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 Mr. Namakal Srinivasan Parthasarathy (DIN 00146954) and the Company, the consent and approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Namakal Srinivasan Parthasarathy (DIN 00146954) as Executive Vice Chairman of the Company, for a*



period commencing from October 21, 2016 to December 31, 2018, 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 <b>physical ballots</b> and found to be valid (A)	506	11,818,118
Number of shareholders who have cast their vote by <b>electronic mode</b> and considered valid (B)	668	88,580,549
<b>Total Number of shareholders who have cast their vote by way of physical ballots and electronic mode [(A) + (B).]</b>	<b>1,174</b>	<b>100,398,667</b>

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
	1,129	100,394,261	45	4,406	99.99	0.01



## **RESULT**

As the Number of vote casted in favour of the Resolution i.e. 99.99% is more than the number of vote cast against i.e. 0.01%, I report that the ordinary resolution, as set out in the Notice of Postal Ballot dated October 21, 2016, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, has been passed by the Shareholders with requisite majority.

All the two resolutions were passed with requisite majority.

Sd/-

**Place: Bengaluru**  
**Date: December 08, 2016**

**Krishnakumar Natarajan**  
**Chairman**

**CERTIFIED TRUE COPY**

For Mindtree Limited

  
Company Secretary

