



**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/2016-17/149

December 09, 2016

**The Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001  
BSE : fax : 022 2272 3121/2041/ 61  
Phone 022-22721233/4  
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 : [cmllist@nse.co.in](mailto:cmllist@nse.co.in)

Dear Sirs,

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

**Subject: Submission of details regarding the voting results of the Postal Ballot (including electronic voting) as per the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Further to the above-mentioned subject, We herewith enclose the results of voting of the Members of the Company, conducted by way of Postal Ballot (including electronic voting) as per the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in **Annexure I** attached along with this letter.

Please note that both the Resolutions have been passed with requisite majority as prescribed under applicable Laws.

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

Thanking you.  
Yours truly,

for Mindtree Limited

**Vedavalli S**  
**Company Secretary**



*Encl: Scrutiniser Report*

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

T + 91 80 6706 4000  
F + 91 80 6706 4100  
W [www.mindtree.com](http://www.mindtree.com)

## Annexure – 1

### Format of Voting Results

Sl. No.	Particulars	Details
1	Date of the AGM / EGM / Postal Ballot	December 07, 2016
2	Total number of shareholders on record date (November 01, 2016)	91,297
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable as the voting is through Postal Ballot/e-voting
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable as the voting is through Postal Ballot/e-voting

Resolution No. 1: Appointment of Mr. Akshaya Bhargava (DIN 01874792) as Independent Director									
Resolution required: (Ordinary or Special)					Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?					None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution.				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$	
Promoter and Promoter Group	E-Voting	23,030,226	11,614,070	50.43	11,614,070	0	100.00	-	
	Postal Ballot		11,356,156	49.31	11,356,156	0	-	-	
	<b>Total</b>	<b>23,030,226</b>	<b>22,970,226</b>	<b>99.74</b>	<b>22,970,226</b>	<b>0</b>	<b>100.00</b>	<b>-</b>	
Public Institutions	E-Voting	76,558,137	41,350,431	54.01	41,350,431	0	100.00	-	
	Postal Ballot		-	0.00	-	0	-	-	
	<b>Total</b>	<b>76,558,137</b>	<b>41,350,431</b>	<b>54.01</b>	<b>41,350,431</b>	<b>0</b>	<b>100.00</b>	<b>-</b>	

For Mindtree Limited

Company Secretary



<b>Public-Non Institutions</b>	<b>E-Voting</b>	68,368,151	38,020,949	55.61	38,017,710	3,239	99.99	0.01
	<b>Postal Ballot</b>		462,565	0.68	459,145	3,420	99.26	0.74
	<b>Total</b>	<b>68,368,151</b>	<b>38,483,514</b>	<b>56.29</b>	<b>38,476,855</b>	<b>6,659</b>	<b>99.98</b>	<b>0.02</b>
<b>Grand Total</b>		<b>167,956,514</b>	<b>102,804,171</b>	<b>61.21</b>	<b>102,797,512</b>	<b>6,659</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No. 2: Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (DIN 00146954) as Executive Vice Chairman**

Resolution required: (Ordinary or Special)

Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

Other than Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy), no other Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	23,030,226	9,209,508	39.99	9,209,508	-	100.00	0
	<b>Postal Ballot</b>		11,356,156	49.31	11,356,156	-	0	0
	<b>Total</b>	<b>23,030,226</b>	<b>20,565,664</b>	<b>89.30</b>	<b>20,565,664</b>	<b>-</b>	<b>100</b>	<b>0</b>
<b>Public Institutions</b>	<b>E-Voting</b>	76,558,137	41,350,431	54.01	41,350,431	-	100.00	-
	<b>Postal Ballot</b>		-	-	-	-	0	0
	<b>Total</b>	<b>76,558,137</b>	<b>41,350,431</b>	<b>54.01</b>	<b>41,350,431</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	68,368,151	38,020,610	55.61	38,017,136	3,474	99.99	0.01
	<b>Postal Ballot</b>		461,962	0.68	461,030	932	99.80	0.20
	<b>Total</b>	<b>68,368,151</b>	<b>38,482,572</b>	<b>56.29</b>	<b>38,478,166</b>	<b>4,406</b>	<b>99.99</b>	<b>0.01</b>
<b>Grand Total</b>		<b>167,956,514</b>	<b>100,398,667</b>	<b>59.78</b>	<b>100,394,261</b>	<b>4,406</b>	<b>99.99</b>	<b>0.01</b>

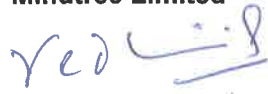
For Mindtree Limited

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Company Secretary



Note: All the above Resolutions were passed through Postal Ballot (including electronic voting) and hence, the details of voting by Poll/Show of Hands does not apply.

Yours truly,  
for **Mindtree Limited**



**Vedavalli S**  
**Company Secretary**





Nagendra D. Rao, B.Com. B.B. FCS  
Practising Company Secretary  
December 8, 2016

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

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.**

Pursuant to the Resolution passed by the Board of Directors of Mindtree Limited (herein after referred as "Mindtree") on October 21, 2016, I have been appointed as the Scrutinizer to receive, process and scrutinize the Postal Ballot Papers in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated October 21, 2016.

Sr. No.	Particulars	Nature of Resolution(s)
1	Appointment of Mr. Akshaya Bhargava(DIN 01874792 ) as Independent Director	Ordinary Resolution
2	Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (Din 00146954) as Executive Vice Chairman.	Ordinary Resolution

To enable wider participation of shareholders pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 and the rules made thereunder vide Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, Mindtree has provided voting facility to its Shareholders in respect of the above shareholders resolutions to be passed through Postal Ballot.

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 in the Postal Ballot Notice dated October 21, 2016 sent to the shareholders by email to their registered e-mail id's and also dispatched by Speed Post to their registered address.

The Company has completed on November 7, 2016 the dispatch of Notice along with postal ballot forms and a self addressed postage prepaid business reply envelope to its members whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on cut-off date (record date) i.e. November 01, 2016.



Total shareholders of the Company as on the cut-off date were 91,297. Postal Ballot Notices were also sent by electronic mode on November 7, 2016.

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 Kannada Prabha in Kannada Newspaper on November 8, 2016, informing about the completion of dispatch of the postal ballot notices through electronic transmission & physical dispatch to the shareholders along with other related matters mentioned therein.

The e-voting period commenced on Tuesday, November 08, 2016 at 10.00 AM IST and ended on Wednesday, December 07, 2016 at 5.00 PM IST.

The shareholders of the Company had option to vote on resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility cast their votes on the designated website <https://www.evoting.nsdl.com>.

All postal ballot forms, received physically and votes casted electronically through <https://www.evoting.nsdl.com> up to the close of working hours i.e. 5.00 p.m. on December 07, 2016, the last date and time fixed for receipt of the forms, were considered for my scrutiny.

Envelopes containing postal ballot forms received after closure of business hours, on December 07, 2016 were not considered for my scrutiny. The poll papers which were incomplete, unsigned, not casted their votes and which were otherwise found defective have been treated as invalid and kept separately.

I have not found any defaced or mutilated ballot paper. I have also received a complete record of votes cast by electronic mode through <https://www.evoting.nsdl.com> from NSDL, the agency for providing e-voting facility to the Shareholders of the Company.

In respect of the above mentioned resolutions, I hereby submit my report on the total postal ballot forms received / votes casted electronically as detailed hereunder:

I. Resolution No. 1:- Appointment of Mr. Akshaya Bhargava (DIN 01874792 ) as Independent Director:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	541	674	1,215
2	<b>Less:</b> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	28	10	38
3	Net Valid Postal Ballot forms received / No. of members	513	664	1,177



	who exercised votes through e-voting.			
4	No. of Members voted FOR	499	629	1,128
5	No. of Members Voted AGAINST	14	35	49
6	Total Number of Votes cast.	11,821,621	90,986,181	102,807,802
7	<u>Less:</u> Invalid no. of Votes cast (including e-vote not cast either for or against).	2,900	731	3,631
8	Valid no. of votes cast (Net).	11,818,721	90,985,450	102,804,171
9	Total no. of votes with assent for the Resolution.	11,815,301	90,982,211	102,797,512
10	Total no. of votes with dissent for the Resolution.	3,420	3,239	6,659
11	% of Total votes cast in favor of the resolution.			99.99%
12	% of Total votes cast against the resolution.			0.01%

**Result - Resolution No. 1 :** 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.

**II. Resolution No. 2:-** Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (Din 00146954) as Executive Vice Chairman:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	541	674	1,215
2.	<u>Less:</u> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	35	6	41



3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	506	668	1,174
4	No. of Members voted FOR	492	637	1,129
5	No. of Members Voted AGAINST	14	31	45
6	Total Number of Votes cast.	11,821,621	90,986,181	102,807,802
7	<u>Less:</u> Invalid no. of Votes cast (including e-vote not cast either for or against).	3,503	2,405,632	2,409,135
8	Valid no. of votes cast (Net).	11,818,118	88,580,549	100,398,667
9	Total no. of votes with assent for the Resolution.	11,817,186	88,577,075	100,394,261
10	Total no. of votes with dissent for the Resolution.	932	3,474	4,406
11	% of Total votes cast in favor of the resolution.			99.99%
12	% of Total votes cast against the resolution.			0.01%

**Result - Resolution No. 2:** 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.

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



**NAGENDRA D. RAO**  
Practicing Company Secretary  
543/A, 7<sup>th</sup> Main, 3<sup>rd</sup> Cross, Hanumanthanagar  
Bangalore - 560 019.  
Membership No.:- FCS 5553  
COP : 7731

Place : Bengaluru  
Date : December 08, 2016