



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/18-19/67

July 18, 2018

BSE 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

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,

Subject: Declaration of Results of Voting of Nineteenth Annual General Meeting held on July 17, 2018

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 voting of Nineteenth Annual General meeting of the Company held on July 17, 2018 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	119,698,156	100.00	0	0
Resolution No. 2	120,594,879	99.99	124	0.01
Resolution No. 3	117,652,044	99.49	602,405	0.51
Resolution No. 4	119,414,118	99.44	670,464	0.56
Resolution No. 5	87,614,279	72.79	32,745,842	27.21

Resolutions:

- Resolution No.1:** To adopt Audited Standalone Financial Statements and Audited Consolidated Financial Statements together with Reports of the Directors and Auditors thereon for the Financial Year 2017-18– **Ordinary Resolution**
- Resolution No.2:** To confirm payment of first interim dividend, special dividend (interim), second interim dividend, third interim dividend and to approve final dividend, for the Financial Year 2017-18- **Ordinary Resolution**



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T +91 80 6706 4000
F +91 80 6706 4100
W www.mindtree.com



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3. **Resolution No.3:** To appoint a Director in place of Mr. N S Parthasarathy (DIN 00146954), who retires by rotation and being eligible, offers himself for reappointment- **Ordinary Resolution**
4. **Resolution No. 4 -** To appoint Mr. Bijou Kurien (DIN 01802995), as Independent Director- **Ordinary Resolution**
5. **Resolution No. 5:** To contribute to Charitable and other Funds – **Ordinary Resolution**

The above-mentioned ordinary resolutions, have been passed with unanimously/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





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

July 18, 2018

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, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Mindtree Limited vide resolution dated April 18, 2018, 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 19th Annual General Meeting of the Shareholders of the Company held on July 17, 2018 at 10.30 a.m. at Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, 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 June 08, 2018 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 10, 2018 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 77,413.

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 June 21, 2018 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commenced on July 14, 2018 at 09.00 a.m. and ended on July 16, 2018 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 19th Annual General Meeting were 202 (Two Hundred and Two) 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	195
3	Proxy	2
	Total	202

I now submit my Consolidated Report on the evoting process and poll conducted at the 19th 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 Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 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 and Poll 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	414	11,73,85,113	98.06
Poll	48	23,13,043	1.94
Total	462	11,96,98,156	100.00

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	1	232
Total	1	232

Remarks: The Ordinary Resolution No.1 as mentioned above is passed unanimously.

II. Resolution No. 2:- To confirm the payment of the first interim dividend of 20%, special dividend (interim) of 20%, second interim dividend of 20% and third interim dividend of 20% aggregating to Rs. 8/- per equity share of Rs. 10/- each and to approve a final dividend of 30% per equity share of Rs. 10/- each, for the Financial Year 2017-18.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll 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	417	11,82,81,888	98.08
Poll	47	23,12,991	1.91
Total	464	12,05,94,879	99.99

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	1	72	0.01
Poll	1	52	0.00
Total	2	124	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	0	0
Poll	1	232
Total	1	232

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. N S Parthasarathy (DIN 00146954), 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 and Poll 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	407	11,53,39,001	97.53
Poll	48	23,13,043	1.96
Total	455	11,76,52,044	99.49

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	9	602,405	0.51
Poll	0	0	0
Total	9	602,405	0.51

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	1	23,40,527
Poll	1	232
Total	2	23,40,759

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

IV. Resolution No. 4:- To appoint Mr. Bijou Kurien (DIN 01802995) 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 and Poll 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	403	11,71,01,143	97.51
Poll	46	23,12,975	1.93
Total	449	11,94,14,118	99.44



(i) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	14	670,396	0.56
Poll	2	68	0.00
Total	16	670,464	0.56

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	1	232
Total	1	232

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

V. Resolution No. 5:- To contribute to Charitable and other Funds.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll 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	216	8,53,01,236	70.87
Poll	48	23,13,043	1.92
Total	264	8,76,14,279	72.79

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	205	3,27,45,842	27.21
Poll	0	0	0
Total	205	3,27,45,842	27.21



(iii) Invalid Votes

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	1	232
Total	1	232

Remarks: The Ordinary Resolution No. 5 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.

Thanking You,

Yours Faithfully,



Nagendra D Rao
Practising Company Secretary