

Registered Office Address: Mindtree Limited. Global Village, RVCE Post, Mysore Road, Bengaluru – 560059, Karnataka, India. Corporate identity Number (CIN): L72200KA1999PLC025564

Ref: MT/STAT/CS/20-21/025

May 24, 2021

**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

Stock Code: 532819

National Securities Depository Limited,

Trade World, 4th floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel,

Mumbai - 400 013 **ISIN: INE018I01017** 

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 : <u>cmlist@nse.co.in</u> Stock Code : MINDTREE

Central Depository Services (India) Limited,

P J Towers, 16th Floor, Dalal Street,

Mumbai – 400 001

E-mail: info@mindtree.com

ISIN: INE018I01017

Dear Sirs,

#### **Subject: Declaration of Results of Postal Ballot Voting**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circulars No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, the Company has sent Notice of Postal ballot to the shareholders on April 22, 2021 seeking their approval on the resolutions mentioned in the said notice through e-voting. The results of the voting are as follows:

Details of Resolutions	]	FOR	AG	SAINST	PERCENT	ΓAGE (%)
	Voter Count (No. of Shareholde	Vote Count (No. of Shares)	Voter Count (No. of Sharehol	Vote Count (No. of Shares)	FOR	AGAINST
	rs)		ders)			
Resolution No. 1	661	114,849,027	302	20,626,482	84.77%	15.23%
Mindtree Employee Stock						
Option Plan 2021 (ESOP						
2021) for the issue of upto						

Mindtree Limited

Global Village T + 91 80 6706 4000 RVCE Post, Mysore Road F +91 80 6706 4100 Bengaluru – 560059 W www.mindtree.com



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20.00.000						1
20,00,000 options						
(including the unutilized options under the Mindtree						
Employee Restricted Stock						
Purchase Plan 2012						
(ESPS/ERSP Plan 2012) to						
employees of the Company—						
Special Resolution						
Resolution No. 2	639	115,031,132	325	21,836,376	84.05%	15.95%
Grant of employee stock	037	113,031,132	323	21,030,370	04.0370	13.7370
options to the employees of						
subsidiary company (ies)						
under Mindtree Employee						
Stock Option Plan 2021-						
Special Resolution						
Resolution No. 3	668	116,340,474	295	20,527,116	85.00%	15.00%
Grant of loan to the						
Mindtree Employee						
Welfare Trust- Special						
Resolution						
Resolution No. 4	684	118,388,198	274	18,479,042	86.50%	13.50%
Amendments in the						
Mindtree Employee						
Restricted Stock Purchase						
Plan 2012- Special						
Resolution						

We confirm that the above mentioned special resolutions have been passed with requisite majority as prescribed under the applicable Laws. Please find enclosed the Scrutinizer's report for your reference.

This is for your information and records.

Thanking you.

Yours faithfully, For Mindtree Limited

Subhodh Shetty Company Secretary Membership No. A13722

Encl: as above.

Mindtree Limited

Global Village T + 91 80 6706 4000 RVCE Post, Mysore Road F +91 80 6706 4100 Bengaluru – 560059 W www.mindtree.com May 23, 2021.

To, The Chairman, Mindtree Limited, Global Village, RVCE Post, Mysore Road, Bengaluru – 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.

I, Nagendra D. Rao, Practicing Company Secretary have been appointed as the Scrutinizer by the Board of Directors of Mindtree Limited (Mindtree/the Company) at its meeting held on Friday, April 16, 2021 to conduct the Postal Ballot process in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated April 16, 2021.

Sr. No.	Particulars	Nature of Resolutions
1.	Mindtree Employee Stock Option Plan 2021(ESOP 2021) for the issue of up to 20,00,000 options (including the unutilized options under the Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS/ERSP Plan 2012) to employees of the Company.	Special Resolution
2.	Grant of employee stock options to the employees of subsidiary company (ies) under Mindtree Employee Stock Option Plan 2021.	Special Resolution
3.	Grant of loan to the Mindtree Employee Welfare Trust.	Special Resolution
4.	Amendments in the 'Mindtree Employee Restricted Stock Purchase Plan 2012'.	Special Resolution

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the Rules) read with the General Circular No. 39/2020 dated December 31, 2020, (In continuation of Circular Numbers 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and the 33/2020 dated September 28, 2020), issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (including any statutory modification (s) or re-enactment(s) thereof for the time being in force). Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) issued under Regulation 101

(SEBI Circulars) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, the Company sought approval of Members via Postal Ballot only through remote E-voting (Voting through Electronic means) for the above said resolutions.

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 April 16, 2021. The Postal Ballot Notice has been sent to the shareholders by email to their registered e-mail id's who have registered their email addresses with their Depositories / Depository Participant / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited. Pursuant to the MCA Circulars and the Circulars issued by SEBI, the Company has sent notice by e-mail only to all its shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository(ies).

Total shareholders of the Company as on the cut-off date were 120,165 (One Lakh Twenty Thousand One Hundred and Sixty-Five) only. The Company has completed on April 22, 2021, the dispatch of Notice through electronic mode to its members whose names appeared in 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 i.e. Friday, April 16, 2021.

Pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 and Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an advertisement was published by the Company in 'Business Standard' in English and 'Kannada Prabha' in Kannada on Friday, April 23, 2021, informing about the completion of dispatch of the postal ballot notice through email along with the details of activities with respect to Postal Ballot Notice.

The e-voting period commenced on Friday, April 23, 2021 at 9.00 a.m. and ended on Saturday, May 22, 2021 at 5.00 p.m.

All votes cast electronically through <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> up to 5.00 p.m. on Saturday, May 22, 2021 being the last date and time fixed for voting, were considered for my scrutiny.

I have received a complete record of votes cast by electronic mode through <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 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 votes cast electronically as detailed hereunder:

I. Resolution No. 1:- Mindtree Employee Stock Option Plan 2021 (ESOP 2021) for the issue of up to 20,00,000 options (including the unutilized options under the Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS/ERSP Plan 2012) to employees of the Company.

Type of Resolution -Special Resolution

### (i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
661	114,849,027	84.77%

### (ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
302	20,626,482	15.23%

### (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	

Result - Resolution No. 1: As the Number of votes cast in favour of the Resolution is 114,849,027 (Eleven Crore Forty-Eight Lakhs Forty-Nine Thousand and Twenty-Seven) (i.e., 84.77%) is more than the 3 times the number of votes cast against 20,626,482 (Two Crore Six Lakhs Twenty Six Thousand Four Hundred and Eighty Two) (i.e., 15.23%), I report that the Special Resolution as set out in the Notice of Postal Ballot dated April 16, 2021, 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:- Grant of employee stock options to the employees of subsidiary company (ies) under Mindtree Employee Stock Option Plan 2021.

Type of Resolution - Special Resolution

#### (i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
639	115,031,132	84.05 NOA

# (ii) Voted against the Resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
375	21026276	
	21,836,376	15.95%

### (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Result - Resolution No. 2: As the Number of votes cast in favour of the Resolution is 115,031,132 (Eleven Crore Fifty Lakhs Thirty One Thousand One Hundred and Thirty Two) (i.e., 84.05%) is more than the 3 times the number of votes cast against 21,836,376 (Two Crore Eighteen Lakhs Thirty Six Thousand Three Hundred and Seventy Six)(i.e., 15.95%), I report that the Special Resolution as set out in the Notice of Postal Ballot dated April 16, 2021, 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.

# III. Resolution No. 3- Grant of loan to the Mindtree Employee Welfare Trust.

Type of Resolution - Special Resolution

# (i) Voted in favour of the Resolution:

Number of votes cast by them	% of total number of valid votes cast
116,340,474	85.00%
	by them

# (ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
295	20,527,116	15.00%

# (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

**Result - Resolution No. 3:** As the Number of votes cast in favour of the Resolution is 116,340,474 (Eleven Crore Sixty-Three Lakhs Forty Thousand Four Hundred and Seventy-Four) (i.e., 85.00%) is more than the 3 times the number of votes cast against 20,527,116 (Two Crore Five Lakhs Twenty-Seven Thousand One Hundred and Sixteen) (i.e., 15.00%), I report that the Special Resolution as set out in the Notice of Postal Ballot dated April 16, 2021, 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.

IV. Resolution No. 4- Amendments in the 'Mindtree Employee Restricted Stock Purchase Plan 2012'.

Type of Resolution - Special Resolution:

### (i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
684	118,388,198	86.50%

# (ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
274	18,479,042	13.50%

# (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Result - Resolution No. 4: As the Number of votes cast in favour of the Resolution is 118,388,198 (Eleven Crore Eighty-Three Lakhs Eighty Eight Thousand One Hundred and Ninety Eight) (i.e., 86.50%) is more than the 3 times the number of votes cast against 18,479,042 (One Crore Eighty Four Lakhs Seventy Nine Thousand and Forty Two) (i.e., 13.50%), I report that the Special Resolution as set out in the Notice of Postal Ballot dated April 16, 2021, 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.

NAGENDRA D. RAO

Practicing Company Secretary
Membership No.:FCS 5553

COP:7731

UDIN: F005553C000359346 "Vaghdevi", No. 543/A,

7th Main, 3rd Cross, S.L. Bhyrappa Road,

Hanumanthanagar,
Bengaluru– 560019.

Place : Bengaluru

Date: May 23, 2021