



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

Ref: MT/STAT/CS/21-22/62

July 14, 2021

BSE 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

Stock Code/Symbol: 532819/MINDTREE

Dear Sirs,

Subject: Declaration of Results of Voting of Twenty Second Annual General Meeting held on July 13, 2021

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 Twenty Second Annual General meeting of the Company held on July 13, 2021 is as follows:

The Details of the Resolutions with voting are provided below:

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	Percentage (%)	No. of Equity Shares	Percentage (%)
Resolution No. 1	136,518,473	99.99%	27	0.01%
Resolution No. 2	136,774,197	99.99%	14,769	0.01%
Resolution No. 3	132,611,795	97.48 %	3,423,636	2.52%
Resolution No. 4	131,576,817	96.72 %	4,458,613	3.28 %
Resolution No. 5	133,797,184	98.35 %	2,238,245	1.65 %
Resolution No. 6	132,233,303	97.21 %	3,802,048	2.79 %

Resolutions:

Resolution No.1: To receive, consider, approve and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the Financial Year ended

Mindtree Limited
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Nagendra D. Rao, B.Com., LL.B., F.C.S.

Practising Company Secretary

July 14, 2021

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting process (remote e-voting) and electronic voting (e-voting) during the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013, for the 22nd Annual General Meeting of Mindtree Limited held on Tuesday, July 13, 2021 at 4:00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

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 16, 2021, 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 remote e-voting and e-voting process in a fair and transparent manner for the business to be transacted at the 22nd Annual General Meeting of the Shareholders of the Company held on July 13, 2021 at 4.00 p.m. through VC / OAVM.

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 facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting).

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 2/2021 dated January 13, 2021 (in continuation of Circular number 20/2020 dated May 5, 2020 read with circulars number 14/2020, 17/2020 dated April 8, 2020 and April 13, 2020 respectively) (collectively referred to as "MCA Circulars") and the SEBI vide its circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of SEBI circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) ("SEBI circulars"), have extended permission for holding the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue.



In compliance with the above MCA Circulars and SEBI Circulars, the provisions of the Companies Act, 2013 (“hereinafter referred as “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“hereinafter referred to as “LODR Regulations”), the AGM of the Company is being held through VC / OAVM and necessary instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated April 16, 2021 and were sent to the shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) and the MCA Circulars, an advertisement was published by the Company in ‘Business Standard’ in English and ‘Kannada Prabha’ in Kannada on Saturday, June 12, 2021 and on Wednesday, June 23, 2021. The remote e-voting commenced on Saturday, July 10, 2021 at 9:00 AM and ended on Monday, July 12, 2021 at 5:00 PM.

The shareholders of the Company holding shares as on “cut-off” date July 06, 2021 were entitled to vote on the resolutions as contained in the 22nd Notice of the Annual General Meeting and the total shareholders of the Company as on the “cut-off” date were 136,228 (One Lakh Thirty Six Thousand Two Hundred and Twenty Eight) only.

After the conclusion of the e voting at the Annual General Meeting, the votes cast under remote e-voting and votes casted through e-voting during the AGM were unblocked in the presence of two witnesses who were not in the employment of the Company and then 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.

50 (Fifty) only no. of shareholders participated through VC / OAVM.

I now submit my Consolidated Report on the remote e voting and e voting process conducted at the 22nd 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 Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with Reports of the Directors and Auditors thereon.

Type of Resolution - **Ordinary 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
742	136,518,473	99.99 %



(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
2	27	0.01 %

(iii) Invalid Votes:

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

Remarks: The Ordinary Resolution No.1 as mentioned above is passed by requisite Majority.

II. Resolution No. 2:- To confirm the payment of Interim dividend of Rs. 7.50/- per equity share, and to declare a final dividend of Rs. 17.50/- per equity share of Rs. 10/- each for the financial year 2020-21.

Type of Resolution - **Ordinary 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
744	136,774,197	99.99 %

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
3	14,769	0.01 %

(iii) Invalid Votes:

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

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. Sekharipuram Narayanan Subramanyan (DIN: 02255382), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

Type of Resolution - **Ordinary 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
660	132,611,795	97.48 %

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
78	3,423,636	2.52 %

(iii) Invalid Votes:

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

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

IV. Resolution No. 4:- To appoint a Director in place of Mr. Ramamurthi Shankar Raman (DIN: 00019798), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

Type of Resolution - **Ordinary 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
666	131,576,817	96.72 %

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
72	4,458,613	3.28 %

(iii) Invalid Votes:

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

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



V. Resolution No. 5:- To re-appoint Mr. Bijou Kurien (DIN:01802995) as an Independent Director.

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
700	133,797,184	98.35 %

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	2,238,245	1.65 %

(iii) Invalid Votes:

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

Remarks: The Special Resolution No. 5 as mentioned above is passed by requisite Majority.

VI. Resolution No. 6:- To re-appoint Mr. Akshaya Bhargava (DIN:01874792) as an Independent Director.

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
682	132,233,303	97.21 %

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
55	3,802,048	2.79 %

(iii) Invalid Votes:

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

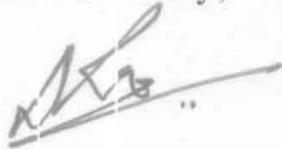


Remarks: The Special Resolution No. 6 as mentioned above is passed by requisite Majority.

The register, all other papers and relevant records relating to voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,



**Nagendra D Rao
Practising Company Secretary**

UDIN: F005553C000627966