



Mindtree

Welcome to possible

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

Ref: MT/STAT/CS/17-18/68

July 19, 2017

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

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 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	118,586,665	99.9997	355	0.0003
Resolution No. 2	118,586,546	99.9997	354	0.0003
Resolution No. 3	109,194,895	98.8170	1,307,252	1.1830
Resolution No. 4	118,585,339	99.9992	916	0.0008
Resolution No. 5	107,109,957	97.5929	2,641,872	2.4071
Resolution No. 6	117,958,505	99.9981	2,264	0.0019

Resolutions:

- Resolution No.1:** To receive, consider, approve and adopt the Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 together with Reports of the Directors and Auditors thereon- **Ordinary Resolution**
- Resolution No.2:** To confirm the payment of the first interim dividend of 30%, second interim dividend of 20% and third interim dividend of 20% aggregating to Rs.7/- per equity share of Rs.10/- each, already paid and to approve a final dividend of 30% per equity share of Rs.10/- each, for the Financial Year 2016-17- **Ordinary Resolution**



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3. **Resolution No.3:** To appoint a Director in place of Mr. Subroto Bagchi (DIN 00145678), who retires by rotation and being eligible, offers himself for reappointment - **Ordinary Resolution**
4. **Resolution No. 4:** To ratify the appointment of Auditors - **Ordinary Resolution**
5. **Resolution No. 5:** Reappointment of Mr. Krishnakumar Natarajan (DIN 00147772) as Executive Chairman – **Ordinary Resolution**
6. **Resolution No.6:** To approve change in the place of maintenance of the Register of Members, etc. - **Special Resolution**

The above mentioned ordinary or special resolutions, as the case may be, have been passed with 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 19, 2017

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, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Mindtree Limited vide resolution dated April 20, 2017, 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 18th Annual General Meeting of the Shareholders of the Company held on July 18, 2017 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 April 20, 2017 sent to the shareholders by either by way of Registered Post / Speed Post / Courier to their registered address.

The shareholders of the Company holding shares as on "cut-off" date July 11, 2017 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 1,03,859.

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, 2017 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commenced on July 15, 2017 at 10.00 a.m. and ended on July 17, 2017 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.

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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 18th Annual General Meeting were 188 (One Hundred and Eighty Eight) 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	171
3	Representatives of Body Corporates	9
4	Proxy	3
	Total	188

I now submit my Consolidated Report on the voting process and poll conducted at the 18th 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 Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 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	432	118,482,520	99.9119
Poll	74	104,145	0.0878
Total	506	118,586,665	99.9997

(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	3	355	0.0003
Poll	0	0	0
Total	3	355	0.0003

(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	6,000
Total	1	6,000

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



II. Resolution No. 2:- To confirm the payment of the first interim dividend of 30%, second interim dividend of 20% and third interim dividend of 20% aggregating to Rs. 7/- per equity share of Rs. 10/- each, already paid and to approve a final dividend of 30% per equity share of Rs. 10/- each, for the Financial Year 2016-17.

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	432	118,482,025	99.9116
Poll	75	104,521	0.0881
Total	507	118,586,546	99.9997

(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	3	354	0.0003
Poll	0	0	0.00
Total	3	354	0.0003

(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	6,000
Total	1	6,000

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. Subroto Bagchi (DIN 00145678), who retires by rotation and being eligible, offers himself for appointment.

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	406	109,090,379	98.7224
Poll	74	104,516	0.0946
Total	480	109,194,895	98.8170



(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	26	1,307,247	1.1830
Poll	1	5	0.0000
Total	27	1,307,252	1.1830

(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	6,000
Total	1	6,000

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

IV. Resolution No. 4:- To ratify the appointment of Auditors.

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	423	118,480,823	99.9111
Poll	74	104,516	0.0881
Total	497	118,585,339	99.9992

(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	8	911	0.0008
Poll	1	5	0.0000
Total	9	916	0.0008

(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	6,000
Total	1	6,000

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



V. Resolution No. 5:- Reappointment of Mr. Krishnakumar Natarajan (DIN 00147772) as Executive Chairman.

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	405	107,005,446	97.4977
Poll	73	104,511	0.0952
Total	478	107,109,957	97.5929

(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	24	2,641,862	2.4071
Poll	2	10	0.0000
Total	26	2,641,872	2.4071

(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	6,000
Total	1	6,000

Remarks: The Ordinary Resolution No. 5 as mentioned above is passed by requisite majority.

VI. Resolution No. 6:- To approve change in the place of maintenance of the Register of Members, etc.

Type of Resolution - **Special 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	423	117,854,059	99.9096
Poll	72	104,446	0.0885
Total	495	117,958,505	99.9981



(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	12	2,254	0.0019
Poll	2	10	0.0000
Total	14	2,264	0.0019

(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	6,000
Total	1	6,000

Remarks: The Special Resolution No. 6 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.

I further wish to inform that the Report of Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014] with regards to the Poll is being submitted separately in Form No. MGT - 13.

Thanking You,

Yours Faithfully,



Nagendra D Rao
Practising Company Secretary