



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/2017-18/73

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 : cm1ist@nse.co.in

Dear Sirs,

Subject: Submission of voting results of the Annual General Meeting 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 voting results of Annual General Meeting of the Members of the Company as per the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in **Annexure I** attached along with this letter.

Please note that the all 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

Annexure – 1
Format of Voting Results

Sr. No.	Particulars	Details
1	Date of the AGM / EGM	July 18, 2017
2	Total number of shareholders on record date.	1,03,859
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	5 183
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

For Mindtree Limited



Company Secretary



Resolution Required : (Ordinary)			1 - To adopt Audited Financial Statements and Audited Consolidated Financial Statements together with Reports thereon for the Financial Year 2016-17.					
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 [1]	No. of votes polled	% of Votes Polled on outstanding shares [3]={{[2]/[1]}*100	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled [6]={{[4]/[2]}*100	% of Votes against on votes polled [7]={{[5]/[2]}*100
			[2]	[3]	[4]	[5]	[6]	[7]
Promoter and Promoter Group	E-Voting	2,29,35,226	2,29,25,226	99.9564	2,29,25,226	0	100.0000	0.0000
	Poll		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	Total		2,29,25,226	99.9564	2,29,25,226	0	100.0000	0.0000
Public Institutions	E-Voting	7,66,74,920	5,70,54,302	74.4106	5,70,54,302	0	100.0000	0.0000
	Poll		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	Total		5,70,54,302	74.4106	5,70,54,302	0	100.0000	0.0000
Public Non Institutions	E-Voting	6,85,12,740	3,85,03,347	56.1988	3,85,02,992	355	99.9991	0.0009
	Poll		1,04,145	0.1520	1,04,145	0	100.0000	0.0000
	Postal Ballot		-	0.0000	-	0	0.0000	0.0000
	Total		3,86,07,492	56.3508	3,86,07,137	355	99.9991	0.0009
Total		16,81,22,886	11,85,87,020	70.5359	11,85,86,665	355	99.9997	0.0003

For Mindtree Limited

Ved Vith
Company Secretary



Resolution Required : (Ordinary)		2 - To confirm payment of first interim dividend, second interim dividend, third interim dividend, and to approve final dividend, for the Financial Year 2016-17.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Except to the extent of shares held, 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 [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
	Poll	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000	
	Total	22925226	99.9564	22925226	0	100.0000	0.0000	
Public Institutions	E-Voting	76674920	57054302	74.4106	57054302	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		57054302	74.4106	57054302	0	100.0000	0.0000
Public Non Institutions	E-Voting	68512740	38502851	56.1981	38502497	354	99.9991	0.0009
	Poll		104521	0.1526	104521	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38607372	56.3507	38607018	354	99.9991	0.0009
Total		168122886	118586900	70.5358	118586546	354	99.9997	0.0003

For Mindtree Limited

Vedant

Company Secretary



Resolution Required : (Ordinary)		3 - To approve the reappointment of Mr. Subroto Bagchi (DIN 00145678), as a Director liable to retire by rotation.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Except Mr. Subroto Bagchi and his relatives, None of the 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
				[3]={[2]/[1]}*100			[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
		[1]	[2]		[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	22935226	14840226	64.7049	14840226	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14840226	64.7049	14840226	0	100.0000	0.0000
Public Institutions	E-Voting	76674920	57054302	74.4106	55770759	1283543	97.7503	2.2497
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		57054302	74.4106	55770759	1283543	97.7503	2.2497
Public Non Institutions	E-Voting	68512740	38503098	56.1985	38479394	23704	99.9384	0.0616
	Poll		104521	0.1526	104516	5	99.9952	0.0048
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38607619	56.3511	38583910	23709	99.9386	0.0614
Total		168122886	110502147	65.7270	109194895	1307252	98.8170	1.1830

For Mindtree Limited

Ved

Company Secretary



Resolution Required : (Ordinary)			4 - To ratify the appointment of Auditors.					
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 [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
	Poll	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000	
	Total	22925226	99.9564	22925226	0	100.0000	0.0000	
Public Institutions	E-Voting	76674920	57054302	74.4106	57054302	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		57054302	74.4106	57054302	0	100.0000	0.0000
Public Non Institutions	E-Voting	68512740	38502206	56.1971	38501295	911	99.9976	0.0024
	Poll		104521	0.1526	104516	5	99.9952	0.0048
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38606727	56.3497	38605811	916	99.9976	0.0024
Total		168122886	118586255	70.5355	118585339	916	99.9992	0.0008

For Mindtree Limited

Ved

Company Secretary



Resolution Required : (Ordinary)			5 - Reappointment of Mr. Krishnakumar Natarajan (DIN 00147772) as Executive Chairman					
Whether promoter/ promoter group are interested in the agenda/resolution?			Except Mr. Krishnakumar Natarajan and his relatives, None of the 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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	22935226	14091054	61.4385	14091054	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14091054	61.4385	14091054	0	100.0000	0.0000
Public Institutions	E-Voting	76674920	57054302	74.4106	54414202	2640100	95.3727	4.6273
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		57054302	74.4106	54414202	2640100	95.3727	4.6273
Public Non Institutions	E-Voting	68512740	38501952	56.1968	38500190	1762	99.9954	0.0046
	Poll		104521	0.1526	104511	10	99.9904	0.0096
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38606473	56.3494	38604701	1772	99.9954	0.0046
Total		168122886	109751829	65.2807	107109957	2641872	97.5929	2.4071

For Mindtree Limited

Vedant

Company Secretary



Resolution Required : (Special)			6 - To approve change in the place of maintenance of Register of Members, etc.					
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	22935226	22925226	99.9564	22925226	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22925226	99.9564	22925226	0	100.0000	0.0000
Public Institutions	E-Voting	76674920	56428533	73.5945	56428533	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56428533	73.5945	56428533	0	100.0000	0.0000
Public Non Institutions	E-Voting	68512740	38502554	56.1977	38500300	2254	99.9941	0.0059
	Poll		104456	0.1525	104446	10	99.9904	0.0096
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		38607010	56.3502	38604746	2264	99.9941	0.0059
Total		168122886	117960769	70.1634	117958505	2264	99.9981	0.0019

For Mindtree Limited

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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.

1



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 evoting 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