

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/16-17/64

The Bombay Stock Exchange Limited,

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001

BSE: fax: 022 2272 3121/2041/61

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July 20, 2016

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,

Kind Attention - Mr. Gopala Krishna and Mr. Hari

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 1** attached along with this letter.

Please note that the all the resolutions has been passed with requisite majority as prescribed under applicable Laws.

This is for your information, records and necessary action. Kindly acknowledge receipt.

For Mindtree Limited

Vedavalli S

Company Secretary

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Annexure - 1

Format of Voting Results

Not Applicable	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	4
158	Public:	
Oi	Promoters and Promoter Group:	
163	No. of Shareholders present in the meeting either in person or through proxy:	ω
71,743	Total number of shareholders on record date.	2
July 19, 2016	Date of the AGM /EGM	
Details	Particulars	Sr.

For Mindtree Limited

\(\ell \) \(\ell \) \(\text{Company Secretary} \)



ITEM.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, 2016 together with reports of the Directors and Auditors thereon:

Resolution re	auired: Ordir	Resolution required: Ordinary or Special		Definition (Bellibriting 1971)	ordina Ordina	ary Resolution	on	
Whether promoter/ agenda/resolution?	moter/ prom lution?	Whether promoter/ promoter group are interested in the agenda/resolution?	nterested in the	None of the Promoters / Promoter	oters / Promote		Groups are interested.	
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-	% 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
	E-voting		22,130,226	96.09	22,130,226	0	100.00	0.00
Promoter and Promoter	Poll *	23,030,226	0	0	0	0	0	0
Group	Total	23,030,226	22,130,226	96.09	22,130,226	0	100.00	0.00
Public	E-voting		67,371,108	83.55	67,371,108	0	100.00	0.00
Institutions	Poll *	80,637,269	0	0	0	0	0	0
	Total	80,637,269	67,371,108	83.55	67,371,108	0	100.00	0.00
Public Non	E-voting		11,749,651	18.31	11,749,651	0	100.00	0.00
Institutions	Poll *	64,163,321	21,005,450	32.74	21,005,449	_	100.00	0.00
	Total	64,163,321	32,755,101	51.05	32,755,100	_	100.00	0.00
Grand Total		167,830,816	122,256,435	72.85	122,256,434	_	99.99	0.01



ITEM. 2: To confirm the payment of the first interim dividend of 30%, second interim dividend of 40%, third interim dividend of 40% and fourth interim dividend of 20% aggregating to Rs 13/- per equity of Rs. 10/- each and already paid and to approve a final dividend of 30% aggregating to Rs. 3/- per equity share of Rs. 10/- each, for the financial year 2015-16.

Resolution re	Resolution required: Ordinary or Special	ry or Special			Ord	Ordinary Resolution	tion	
Whether promoter/ agenda/resolution?	moter/ promot ution?	Whether promoter/ promoter group are interested in the agenda/resolution?	erested in the	None of the Promoters / Promoter	oters / Promot		Groups are interested.	
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
	E-voting		22,130,226	96.09	22,130,226	0	100.00	0.00
Promoter and Promoter	Poll *	23,030,226	0	0	0	0	0	0
Group	Total	23,030,226	22,130,226	96.09	22,130,226	0	100.00	0.00
Public	E-voting		68,413,539	84.84	68,413,539	0	100.00	0.00
Institutions	Poll *	80,637,269	0	0	0	0	0	0
	Total	80,637,269	68,413,539	84.84	68,413,539	0	100.00	0.00
Public Non	E-voting		11,750,131	18.31	11,750,051	80	100.00	0.00
Institutions	Poll *	64, 163,321	21,005,450	32.74	21,005,448	2	100.00	0.00
	Total	64,163,321	32,755,581	51.05	32,755,499	82	100.00	0.00
Grand Total		167,830,816	123,299,346	73.47	123,299,264	82	99.99	0.01



ITEM. 3: To appoint a Director in place of Mr. V.G. Siddhartha (DIN 00063987), who retires by rotation and being eligible offers himself, for reappointment.

Resolution re	quired: Ordii	Resolution required: Ordinary or Special			0	Ordinary Resolution	tion	
Whether promoter/ agenda/resolution?	moter/ promution?	Whether promoter/ promoter group are interested in the agenda/resolution?	erested in the	Other than of Mr. V.G. Side Managerial Personnel of the interested in this resolution.	. V.G. Siddhar onnel of the (resolution.	tha, Director, Company and	no Promoters, their relatives	Other than of Mr. V.G. Siddhartha, Director, no 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
	E-voting		22,130,226	96.09	22,130,226	0	100.00	0.00
and	Poll *	23,030,226	0	0	0	0	0	0
Group	Total	23,030,226	22,130,226	96.09	22,130,226	0	100.00	0.00
Public	E-voting		67,995,903	84.32	46,390,278	21,605,625	68.23	31.77
Institutions	Poll *	80,637,269	0	0	0	0	0	0
	Total	80,637,269	67,995,903	84.32	46,390,278	21,605,625	68.23	31.77
Public Non	E-voting		11,749,887	18.31	11,448,414	301,473	97.43	2.57
Institutions	Poll *	64,163,321	21,005,450	32.74	21,005,449		100.00	0.00
+	Total	64,163,321	32,755,337	51.05	32,453,863	301,474	99.08	0.92
Grand Total		167,830,816	122,881,466	73.22	100,974,367	21,907,099	82.17	17.83



ITEM. 4: To r	atify the app	ITEM. 4: To ratify the appointment of Auditors.	itors.					
Resolution re	Resolution required: Ordinary or Special	ary or Special			Ord	dinary Resolution	ution	
Whether promoter/ agenda/resolution?	noter/ promot ution?	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the	None of the Promoters / Promoter	oters / Promote	r Groups are interested.	interested.	
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
	E-voting		22,130,226	96.09	22,130,226	0	100.00	0.00
and Promoter	Poll *	23,030,226	0	0	0	0	0	0
Group	Total	23,030,226	22,130,226	96.09	22,130,226	0	100.00	0.00
Public	E-voting	200	68,413,539	84.84	68,413,539	0	100.00	0.00
Institutions	Poll *	00,007,209	0	0	0	0	0	0
	Total	80,637,269	68,413,539	84.84	68,413,539	0	100.00	0.00
Public Non	E-voting		11,749,644	18.31	11,749,045	599	99.99	0.01
Institutions	Poll *	64,163,321	21,005,436	32.74	21,005,435		100.00	0.00.
	Total	64,163,321	32,755,080	51.05	32,754,480	600	100.00	0.00
Grand Total		167,830,816	123,298,845	73.47	123,298,245	600	99.99	0.01



ITEM. 5: To consider adoption of newly substituted Articles of Association of the Company containing clauses in line with the Companies Act, 2013.

Resolution re	Resolution required: Ordinary or Special	y or Special			Sp	Special Resolution	ion	
Whether promoter/agenda/resolution?	noter/ promote ution?	Whether promoter/ promoter group are interested in the agenda/resolution?	rested in the	None of the Promoters / Promoter Groups are interested.	oters / Promote	∘r Groups are i	nterested.	
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
Dromoter	E-voting		22,130,226	96.09	22,130,226	0	100.00	0.00
and Promoter	Poll *	23,030,226	0	0	0	0	0	0
Group	Total	23,030,226	22,130,226	96.09	22,130,226	0	100.00	0.00
Public	E-voting		67,995,903	84.32	65,501,572	2,494,331	96.33	3.67
Institutions	Poll *	80,637,269	0	0	0	0	0	0
	Total	80,637,269	67,995,903	84.32	65,501,572	2,494,331	96.33	3.67
Public Non	E-voting		11,750,107	18.31	11,749,941	166	100.00	0.00
Institutions	Poll *	64,163,321	21,005,450	32.74	21,005,448	2	100.00	0.00
	Total	64,163,321	32,755,557	51.05	32,755,389	168	100.00	0.00
Grand Total		167,830,816	122,881,686	73.22	120,387,187	2,494,499	97.97	2.03



ITEM. 6: To appoint	
t Mr. Mili	
nd Sarwate (DIN 00109854) as Independent Dir	
09854) as Inde	
pendent Direct	
or.	

Ordinary Resolution

Resolution required: Ordinary or Special

ter	Whether promoter agenda/resolution? Category Move the control of	moter/ promo lution? Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution? Category Mode of No. of votes shares held polled	No. of votes polled	None of the Proposition % of votes polled on outstanding shares (3)=f(2)/(1)*100	noters / Promo	No. of votesagainst	t t	t ups ar
ing 23,030,226 0 0 0 23,030,226 22,130,226 96.09 23,030,226 22,130,226 96.09 80,637,269 68,413,539 84.84 80,637,269 68,413,539 84.84 64,163,321 21,005,436 32.74 167,830,816 123,298,958 73.47			(1)	(2)	(3)=[(2)/(1)*100	(4)		(5)	(5) (6)-[(4)/(2)]*100
ter		E-voting		22,130,226	96.09	22,130,226),226	0,226 0	
Total 23,030,226 22,130,226 96.09 E-voting 80,637,269 68,413,539 84.84 Non E-voting 64,163,321 21,005,436 32.74 Total 64,163,321 32,755,193 51.05 Total 167,830,816 123,298,958 73.47	moter	Poll *	23,030,226	0	0	0		0	
E-voting 80,637,269 68,413,539 84.84 Total 80,637,269 68,413,539 84.84 E-voting 64,163,321 21,005,436 32.74 Total 64,163,321 32,755,193 51.05 167,830,816 123,298,958 73.47	Group	Total	23,030,226	22,130,226	96.09	22,1	22,130,226	30,226 0	
Poll * 80,637,269 0 0 Total 80,637,269 68,413,539 84.84 E-voting 64,163,321 11,749,757 18.31 Poll * 21,005,436 32.74 Total 64,163,321 32,755,193 51.05 167,830,816 123,298,958 73.47	Public	E-voting		68,413,539	84.84	68,3	68,390,915	90,915 22,624	
Total 80,637,269 68,413,539 84.84 E-voting 64,163,321 11,749,757 18.31 Poll * 21,005,436 32.74 Total 64,163,321 32,755,193 51.05 167,830,816 123,298,958 73.47	Institutions	Poll *	80,637,269	0	0		0	0 0	
E-voting 64,163,321 71,749,757 18.31 79.01 * 21,005,436 32.74 70.41 64,163,321 32,755,193 51.05 73.47		Total	80,637,269	68,413,539	84.84	68,3	68,390,915	90,915 22,624	
Poll * 21,005,436 32.74 Total 64,163,321 32,755,193 51.05 167,830,816 123,298,958 73.47	Public Non	E-voting		11,749,757	18.31	11,7	11 748 279	48,279 1,478	
Total 64,163,321 32,755,193 51.05 167,830,816 123,298,958 73.47	Institutions	Poll *	64, 163,321	21,005,436	32.74	21,0	21,005,435	05,435 1	05,435 1 100.00
167,830,816 123,298,958 73.47	a:	Total	64,163,321	32,755,193	51.05	32,7	32,753,714		1,479
	Grand Total		167,830,816	123,298,958	73.47	123,	123,274,855	274,855 24,103	

^{*}Poll Includes voting at the meeting (Poll and Tab voting) as provided in Annexure 1A



For Mindtree Limited

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Company Secretary

Annexure – 1A

Poll includes Voting at the Meeting (Poll and Tab Voting).

the Company for the financial year ended March 31, 2016 together with reports of the Directors and Auditors thereon. Resolution No. 1:- To receive, consider, approve and adopt the Audited Financial Statements and Audited Consolidated Financial Statements of

*1	Institutions	Public- Non			Public Institutions	Group	noter	Promoter and		Category
Total Poll	Poll at the meeting	Tab Voting at the meeting	Total Poll	Poll at the meeting	Tab Voting at the meeting	Total Poll	Poll at the meeting	Tab Voting at the meeting		Mode of Voting
64,163,321	64,163,321		80,637,269	80,637,269		23,030,226	23,030,226		<u>.</u>	No. of shares held
64,163,321 21,005,450	3,646	21,001,804	1)	i	(B)				ږٰ	No. of votes polled
32.74	0.01	32.73	×		20		1	a a	(3)=[(2)/(1)*100	% of votes polled on outstanding shares
21,005,449	3,645	21,001,804	ı	3	9	1		(1	4	No. ot votes- in favour
	_	0		0	0	1	0	0	Ċη	votes- against
100.00	99.97	100.00	*	ő.	ī	·	(T)	8	(6)- [(4)/(2)]*100	% or votes in favour on votes polled
0.00	0.03	1	1	ı			· ·	t)	(7)=[(5)/(2)]*100	against on votes polled





II. Resolution No. 2:- To confirm the payment of the first interim dividend of 30%, second interim dividend of 40%, third interim dividend of 40% and fourth interim dividend of 20% aggregating to Rs 13/- per equity of Rs. 10/- each and already paid and to approve a final dividend of 30% aggregating to Rs. 3/- per equity share of Rs. 10/- each, for the financial year 2015-16.

		Public- Non Institutions			Public Institutions		Promoter Group	Promoter and		Category
Total Poll	Poll at the meeting	Tab Voting at the meeting	Total Poll	Poll at the meeting	Tab Voting at the meeting	Total Poll	Poll at the meeting	Tab Voting at the meeting		Mode of Voting
64,163,321	64,163,321		80,637,269	80,637,269		23,030,226	23,030,226		7	No. of shares held
21,005,450	3,646	21,001,804	•	•	ř.	×.		i	-2	No. of votes polled
32.74	0.01	32.73	(and						(3)=[(2)/(1)*100	% of votes polled on outstanding shares
21,005,448	3,644	21,001,804		ı	i		¥.		4	No. of votes- in favour
2	2	0	ı	0	0		0	0	Ċη	No. of votes- against
100.00	99.95	100.00							(6)- [(4)/(2)]*100	% of votes in favour on votes polled
0.00	0.05	i			1	,			(7)=[(5)/(2)]*10 0	% of votes against on votes polled



himself, for reappointment. III. Resolution No. 3:- To appoint a Director in place of Mr. V.G.Siddhartha (DIN 00063987), who retires by rotation and being eligible offers

	Institutions	Public- Non			Public Institutions	2000	Promoter	Promoter and		Category
Total Poll	Poll at the meeting	Tab Voting at the meeting	Total Poll	Poll at the meeting	Tab Voting at the meeting	Total Poli	Poll at the meeting	Tab Voting at the meeting		Mode of Voting
64,163,321	64,163,321		80,750,814	80,750,814		23,030,226	23,030,226		7	No. of shares held
21,005,450	3,646	21,001,804	8	ı				ı	'n	No. of votes polled
32.74	0.01	32.73	E		3.		•		(3)=[(2)/(1)*100	% of votes polled on outstanding shares
21,005,449	3,645	21,001,804			,	4	4		4	No. of votes- in favour
_	_	0		0	0		0	0	ပ်ာ	No. of votes-against
100.00	99.97	100.00	T#		(()	(1)	1	5	(6)- [(4)/(2)]*100	% of votes in favour on votes polled
0.00	0.03	•	ji V	4	т	2041	Nach	0.010	(6)- [(4)/(2)]*100 (7)=[(5)/(2)]*100	% of votes against on votes polled



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

	Institutions	Public- Non			Public Institutions	1	Promoter Group	Promoter and		Category
Total Poll	Poll at the meeting	Tab Voting at the meeting	Total Poll	Poll at the meeting	Tab Voting at the meeting	Total Poll	Poll at the meeting	Tab Voting at the meeting		Mode of Voting
64,163,321	64,163,321		80,750,814	80,750,814	750	23,030,226	23,030,220		7	No. of shares held
64,163,321 21,005,436	3,632	21,001,804	i e	(8)	1	ė!		Ē.	.;	No. of votes polled
32.74	0.01	32.73	4	t	C:			ı	(3)=[(2)/(1)*100	% of votes polled on outstanding shares
21,005,435	3,631	21,001,804		*1		•			4	No. of votes- in favour
_		0		0	0		0	0	ပ်ာ	No. of votes-against
100.00	99.97	100.00	T)		r	ī		į	(6)- [(4)/(2)]*100	% of votes in favour on votes polled
0.00	0.03			•		j,	J	58	(7)=[(5)/(2)]*100	% of votes against on votes polled



V. Resolution No. 5:- To consider adoption of newly substituted Articles of Association of the Company containing clauses in line with the Companies Act, 2013.

Public- Non Institutions			Public Institutions			Promoter and Promoter Group				Category
Total Poll	Poll at the meeting	Tab Voting at the meeting	Total Poli	Poll at the meeting	Tab Voting at the meeting	Total Poll	Poll at the meeting	Tab Voting at the meeting		Mode of Voting
64,163,321	64,163,321		80,750,814	80,750,814		23,030,226	23,030,226		.	No. of shares held
64,163,321 21,005,450	3,646	21,001,804	a	ı	1	100		iç.	÷2	No. of votes polled
32.74	0.01	32.73			15#21	€0	62	•:	(3)=[(2)/(1)*100	% of votes polled on outstanding shares
21,005,448	3,644	21,001,804		l (at)	1	1	ı		4	No. of votes- in favour
2	2	0	(#)	0	0	ı	0	0	Ċη	No. of votes-against
100.00	99.95	100.00		100	Š	ŧ.			(6)- [(4)/(2)]*100	% of votes in favour on votes polled
0.00	0.05	Harry	r		¥				(7)=[(5)/(2)]*100	% of votes against on votes polled



VI. Resolution No. 6:- To appoint Mr. Milind Sarwate (DIN 00109854) as Independent Director.

	Institutions	Public- Non	Public Institutions			Promoter and Promoter Group				Category
Total Poll	Poll at the meeting	Tab Voting at the meeting	Total Poli	Poll at the meeting	Tab Voting at the meeting	Total Poll	Poll at the meeting	Tab Voting at the meeting		Mode of Voting
64,163,321	64,163,321		80,750,814	80,750,814		23,030,226	23,030,226		7	No. of shares held
64,163,321 21,005,436	3,632	21,001,804	•);	i	1.	ı		ı	۵	No. of votes polled
32.74	0.01	32.73	6 7					1	(3)=[(2)/(1)*100	% of votes polled on outstanding shares
21,005,435	3,631	21,001,804	*			3		9	4	No. of votes- in favour
_		0		0	0	1	0	0	ψ	No. of votes-against
100.00	99.97	100.00	1	E		i i	ā		(6)- [(4)/(2)]*100	% of votes in favour on votes polled
0.00	0.03	x		,	,	·		(10)	(7)=[(5)/(2)]*100	% of votes against on votes polled

For Mindtree Limited

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Company Secretary

