



Mindtree

A Larsen & Toubro Group Company

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/21-22/77

August 26, 2022

To
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

To
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: cmist@nse.co.in

Stock Code/Symbol: 532819/MINDTREE

Dear Sirs,

Subject: Scheme of Amalgamation and Arrangement amongst Larsen & Toubro Infotech Limited (Transferee Company) and Mindtree Limited (Company/Transferor Company) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (Scheme)

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), we enclose herewith, Scrutinizer's Report along with voting results of the meeting of equity shareholders of the Company, which was convened through Video Conference (VC)/ other audio visual means (OAVM) on August 26, 2022 at 2 PM IST pursuant to the Order dated July 20, 2022 passed by the Hon'ble NCLT, Bengaluru Bench for the purpose of considering and if thought fit, approving the Scheme.

The same is also uploaded on the Company's website at www.mindtree.com

This is for your information and records.

Thanking you.
Yours faithfully,
For **Mindtree Limited**

Subhodh Shetty
Company Secretary
ACS-13722

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

Practising Company Secretary

Report of Scrutinizer

To,

Mr. A.M. Naik, Chairman appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT), for the Meeting of the Equity Shareholders of Mindtree Limited, pursuant to Company Application CA (CAA) No.39/BB/2022.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on the remote e-voting and e-voting at the NCLT Convened Meeting of Equity Shareholders (hereinafter referred as "Meeting") of Mindtree Limited ("Company") held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on Friday, August 26, 2022 at 2:00 PM.

I, Nagendra D Rao, Practising Company Secretary, had been appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT), by its order dated 20th July, 2022 as "the Scrutinizer" for the purpose of scrutinizing the remote e-voting and e-voting process in a fair and transparent manner conducted through VC/OAVM on Friday, the 26th day of August, 2022 at 2.00 PM, pursuant to the provisions of the Companies Act, 2013 read with applicable rules made there under, on the resolution seeking approval of the Equity Shareholders for the Scheme of Amalgamation and Arrangement amongst Larsen & Toubro Infotech Limited ("Transferee Company") and Mindtree Limited ("Transferor Company") and their respective shareholders and creditors ("the Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act"), in terms of Notice dated July 22, 2022, convening the said meeting.

I hereby submit my report as under:

1. The Hon'ble NCLT has allowed the conduct of Equity Shareholders meeting through Virtual Meeting as per the guidelines issued by MCA or at Bengaluru, subject to the notice of the meeting being issued through post.
2. The Company has exercised the option to convene the Meeting of equity shareholders by VC/OAVM. As per General Circular No. 14/2020 dated April 8, 2020, there is no requirement of appointment of proxies in case meeting is convened through VC/OAVM. In view of the above, the facility of appointment of proxies by equity shareholders under Section 105 of the Act is not available for the said Meeting.
3. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing facility of Remote e-voting (during the period which commenced from Monday, 22nd August, 2022 at 9.00 AM and ended on Thursday, 25th August, 2022 at 5.00 PM) prior to the meeting and e-voting during the meeting through VC/OAVM.



"Vagdevi", 543/A, 7th Main, 3rd Cross, S.L. Bhyrappa Road, Hanumantha Nagar, Bengaluru - 560 019

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GSTIN : 29ADAPRO287M122

4. The Equity Shareholders as on the “cut-off” date i.e., Friday, August 19, 2022 were entitled to vote through remote e-voting and e-voting facility made available during the Meeting through VC/ OAVM on the resolution seeking their approval.
5. As on August 19, 2022, there were 3,41,826 (Three Lakh Forty One Thousand Eight Hundred and Twenty Six) Equity Shareholders holding 16,49,25,287 (Sixteen Crores Forty-Nine Lakhs Twenty-Five Thousand Two Hundred and Eighty-Seven) Shares only of face value of Rs. 10/- (Rupees Ten) each only, total amounting to Rs. 1,64,92,52,870 /- (One Hundred and Sixty-Four Crores Ninety -Two Lakhs Fifty- Two Thousand Eight Hundred and Seventy) only who were entitled to vote remote e-voting and e-voting facility made available during the Meeting through VC/ OAVM on the resolution seeking their approval.
6. The Company had completed the dispatch of the Notice of the meeting along with explanatory statements and other enclosures that form part of the Notice by July 24, 2022 and has also published an advertisement in this regard in Form No. CAA 2, in Business Standard in English and in Kannada Prabha in Kannada on Monday, the 25th day of July, 2022.
7. In terms of the order of the Hon’ble Tribunal, Equity shareholders of the Company as at August 19, 2022 were given the option to vote on the Scheme by way of remote e-voting which commenced on Monday, August 22, 2022 at 9:00 AM and ended on Thursday, August 25, 2022 at 5:00 PM as well as e-voting facility available during the meeting.
8. The total number of Equity Shareholders participated in the Meeting through VC/OAVM was 55 (Fifty Five).
9. After the conclusion of the e-voting at the Meeting of Equity Shareholders, the votes cast under remote e-voting and votes casted through e-voting during the Meeting were unblocked in the presence of two witnesses who were not in the employment of the Company and then the votes cast thereunder were counted.
10. Pursuant to provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the Scheme is approved by majority of persons representing three-fourth in value of the equity shareholders of the Company, voting through remote e-voting and e-voting facility made available during the Meeting through VC/ OAVM.
11. 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.

I hereby submit my report as under:

A. Details of Votes Cast at the Hon’ble NCLT Convened Meeting with respect to the following Resolution proposed in the Notice dated July 22, 2022.



Resolution:

“**RESOLVED THAT** pursuant to Sections 230 and 232 of the Companies Act, 2013 (the Act), Companies (Compromise, Arrangement and Amalgamation), Rules 2016, the National Company Law Tribunal Rules 2016 and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) as amended from time to time, Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 issued by SEBI and as amended from time to time (‘SEBI Scheme Circular’), read with the observation letters dated June 16, 2022 issued by BSE Limited and National Stock Exchange of India Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company and subject to approval by the Hon’ble National Company Law Tribunal, Bengaluru Bench (‘NCLT’) and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Hon’ble Tribunal or other appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the proposed Scheme of Amalgamation and Arrangement amongst Larsen & Toubro Infotech Limited (Transferee Company) and Mindtree Limited (Transferor Company) and their respective shareholders and creditors, be and is hereby approved.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalize the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the



Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc (including any alterations or modifications in the documents executed or to be execute), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme.”

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting.	% of total number of valid votes cast
2,334	13,78,12,148	99.99%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting.	% of total number of valid votes cast
104	17,398	0.01%

(iii) Invalid / Defective Votes:

Total Number of Equity Shareholders whose votes were declared invalid	Total number of Votes Cast by them
Nil	

12. The list of Equity Shareholders who voted “FOR”/ “AGAINST/ INVALID” for above resolution through remote e-voting process and e-voting at the meeting are annexed herewith as **Annexure I**.
13. Pursuant to the Master circulars no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 and SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665, dated December 22, 2020 and November 23, 2021, respectively, issued by the Securities and Exchange Board of India (SEBI) on the Scheme of Arrangement by Listed Entities, the Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it. The Voting results of such Public Shareholders is as under:



(i) Voted in favour of the Resolution:

Number of Equity Shareholders (Public) Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting.	% of total number of valid votes cast
2,333	3,72,84,414	99.95%

(ii) Voted against the Resolution:

Number of Equity Shareholders (Public) Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting.	% of total number of valid votes cast
104	17,398	0.05%

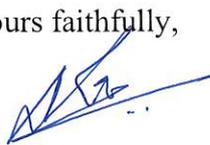
(iii) Invalid / Defective Votes:

Total Number of Equity Shareholders (Public) whose votes were declared invalid	Total number of Votes Cast by them
Nil	

14. The Management of the Company is responsible for ensuring compliance with the requirement of the Companies Act, 2013 and Rules made there under and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India if any relating to remote e-voting prior to the date of the meeting and e-voting process during the meeting.

Thanking you,

Yours faithfully,



Nagendra D. Rao
Practising Company Secretary
UDIN: F005553D000852960
Peer Review Certificate No: 672/2020

Encl: Annexure – I

Place: Mumbai
Dated: August 26, 2022