



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/18-19/150

December 18, 2018

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 : cnlist@nse.co.in

Dear Sirs,

Subject: Declaration of Results of Voting

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 22 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:

Total of Postal Ballot & e-Voting	FOR		AGAINST		PERCENTAGE (%)	
	Voter Count (No. of Shareholders)	Vote Count (No. of Shares)	Voter Count (No. of Shareholders)	Vote Count (No. of Shares)	FOR	AGAINST
Resolution No. 1: Re-Appointment of Ms. Apurva Purohit (DIN 00190097) as Independent Director – Special Resolution	990	117,054,900	50	2,454,781	97.95%	2.05%
Resolution No. 2: Re-Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (DIN 00146954) as Executive Vice Chairman – Ordinary Resolution	993	117,073,422	41	4,957	99.99%	0.01%

The above mentioned special and ordinary 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



Mindtree Ltd
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Nagendra D. Rao, B.Com., LL.B., F.C.S.
Practising Company Secretary

December 18, 2018

The Chairman,
Mindtree Limited,
Global Village, RVCE Post,
Mysore Road
Bengaluru -560059.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of Directors of Mindtree Limited (herein after referred as "Mindtree") on October 17, 2018, I have been appointed as the Scrutinizer to receive, process and scrutinize the Postal Ballot Papers in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated October 17, 2018

Sr. No.	Particulars	Nature of Resolution(s)
1	Re-Appointment of Ms. Apurva Purohit (Din 00190097) as Independent Director.	Special Resolution
2	Re-Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (Din 00146954) as Executive Vice Chairman.	Ordinary Resolution

To enable wider participation of shareholders pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 and the rules made thereunder vide Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, Mindtree has provided voting facility to its Shareholders in respect of the above shareholders resolutions to be passed through Postal Ballot.

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 in the Postal Ballot Notice dated October 17, 2018 sent to the shareholders by email to their registered e-mail id's and also dispatched by Speed Post to their registered address.

The Company has completed on November 17, 2018 the dispatch of Notice along with postal ballot forms and a self addressed postage prepaid business reply envelope to its members whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services



(India) Limited (CDSL) as on cut-off date (record date) i.e. November 12, 2018.

Total shareholders of the Company as on the cut-off date were 84,090. The Company, on November 17, 2018 has completed dispatching Postal Ballot Notices in electronic mode.

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 November 20, 2018, informing about the completion of dispatch of the postal ballot notices through electronic transmission & physical dispatch to the shareholders along with other related matters mentioned therein.

The e-voting period commenced on Sunday, November 18, 2018 at 9.00 AM IST and ended on Monday, December 17, 2018 at 5.00 PM IST

The shareholders of the Company had option to vote on resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility cast their votes on the designated website <https://www.evoting.nsdl.com>.

All postal ballot forms, received physically and votes casted electronically through <https://www.evoting.nsdl.com> up to the close of working hours i.e. 5.00 p.m. on December 17, 2018, the last date and time fixed for receipt of the forms, were considered for my scrutiny.

Envelopes containing postal ballot forms received after closure of business hours, on December 17, 2018 were not considered for my scrutiny. The poll papers which were incomplete, unsigned, not casted their votes and which were otherwise found defective have been treated as invalid and kept separately.

I have not found any defaced or mutilated ballot paper. I have also received a complete record of votes cast by electronic mode through <https://www.evoting.nsdl.com> from NSDL, the agency for providing e-voting facility to the Shareholders of the Company.

In respect of the above mentioned resolutions, I hereby submit my report on the total postal ballot forms received / votes casted electronically as detailed hereunder:

I. Resolution No. 1 :- Re-Appointment of Ms. Apurva Purohit (Din 00190097) as Independent Director:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	367	709	1,076
2	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	30	6	36
3	Net Valid Postal Ballot forms	337	703	1,040



	received / No. of members who exercised votes through e-voting.			
4	No. of Members voted FOR	333	657	990
5	No. of Members Voted AGAINST	4	46	50
6	Total Number of Votes cast.	2,300,067	117,226,059	119,526,126
7	<u>Less:</u> Invalid no. of Votes cast (including e-vote not cast either for or against).	14,498	1,947	16,445
8	Valid no. of votes cast (Net).	2,285,569	117,224,112	119,509,681
9	Total no. of votes with assent for the Resolution.	2,285,430	114,769,470	117,054,900
10	Total no. of votes with dissent for the Resolution.	139	2,454,642	2,454,781
11	% of Total votes cast in favor of the resolution.			97.95 %
12	% of Total votes cast against the resolution.			2.05 %

Result - Resolution No. 1 : As the Number of vote casted in favour of the Resolution i.e. 97.95% is more than the number of vote cast against i.e 2.05%, I report that the Special Resolution as set out in the Notice of Postal Ballot dated October 17, 2018 under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, has been passed by the Shareholders with majority.

II. Resolution No. 2:-Re-Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (Din 00146954) as Executive Vice Chairman:

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	360	708	1,068
2	<u>Less:</u> Invalid Postal Ballot forms / no. of members who abstained from e-voting.	30	4	34
3	Net Valid Postal Ballot forms	330	704	1,034



	received / No. of members who exercised votes through e-voting.			
4	No. of Members voted FOR	325	668	993
5	No. of Members Voted AGAINST	5	36	41
6	Total Number of Votes cast.	2,299,376	117,189,379	119,488,755
7	<u>Less:</u> Invalid no. of Votes cast (including e-vote not cast either for or against).	14,498	2,395,878	2,410,376
8	Valid no. of votes cast (Net).	2,284,878	114,793,501	117,078,379
9	Total no. of votes with assent for the Resolution.	2,284,672	114,788,750	117,073,422
10	Total no. of votes with dissent for the Resolution.	206	4,751	4,957
11	% of Total votes cast in favor of the resolution.			99.99%
12	% of Total votes cast against the resolution.			0.01%

Result - Resolution No. 2: As the Number of vote casted in favour of the Resolution i.e. 99.99 % is more than the number of vote cast against i.e 0.01%, I report that the **Ordinary Resolution** as set out in the Notice of Postal Ballot dated October 17, 2018 under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, has been passed by the Shareholders with requisite majority.

The register, all other papers and relevant records relating to electronic voting and Postal Ballot shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the Postal Ballot and the same are handed over to the Company Secretary for safe keeping.



NAGENDRA D. RAO
Practicing Company Secretary
543/A, 7th Main, 3rd Cross, Hanumanthanagar
Bangalore - 560 019.
Membership No.:- FCS 5553
COP : 7731

Place : Bengaluru
Date:December 18, 2018