



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/19-20/144

September 24, 2019

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

National Securities Depository Limited,
Trade World, 4th floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013

Central Depository Services (India) Limited,
P J Towers, 16th Floor,
Dalal Street,
Mumbai – 400 001

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	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
Postal Ballot & e-Voting						
Resolution No. 1- Appointment of Mr. Debashis Chatterjee (DIN 00823966) as Chief Executive Officer and Managing Director (CEO and Managing Director)- Ordinary Resolution	1,000	120,773,508	65	935,478	99.23%	0.77%
Resolution No. 2- Appointment of Mr. Anilkumar Manibhai Naik (Mr. A M Naik) (DIN 00001514) as Non-Executive Chairman – Special Resolution	983	120,283,755	79	298,856	99.75%	0.25%

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.

Mindtree Ltd
Global Village
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Bengaluru - 560059
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F +91 80 6706 4100
W www.mindtree.com



Mindtree

Welcome to possible

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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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RVCE Post, Mysore Road
Bengaluru - 560059

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

September 24, 2019

The Chairman,
Mindtree Limited,
Global Village, RVCE Post,
Mysore Road,
Bengaluru – 560 059.

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 August 02, 2019, 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 August 02, 2019.

Sr. No.	Particulars	Nature of Resolution(s)
1	Appointment of Mr. Debashis Chatterjee (DIN 00823966) as Chief Executive Officer and Managing Director (CEO and Managing Director).	Ordinary Resolution
2	Appointment of Mr. Anilkumar Manibhai Naik (Mr. A M Naik) (DIN 00001514) as Non-Executive Chairman.	Special Resolution

To enable wider participation of shareholders pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 and the rules made there under 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 e 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 August 02, 2019 sent to the shareholders by email to their registered e-mail id's on August 24, 2019 and also dispatched by Speed Post to their registered address.



The Company has completed on August 24, 2019, 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 i.e. August 20, 2019.

Total shareholders of the Company as on the cut-off date were 87,472. Postal Ballot Notices were also sent by electronic mode on August 24, 2019.

Pursuant to Rule 20 (4) of the Companies (Management and Administration) Rules, 2014, an advertisement dated August 26, 2019, was published by the Company in 'Business Standard' English Newspaper and 'Kannada Prabha' in Kannada Newspaper on August 27, 2019, 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 August 25, 2019 at 09.00 a.m. and ended on September 23, 2019 at 5.00 p.m.

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 September 23, 2019, 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 September 23, 2019 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:- Appointment of Mr. Debashis Chatterjee (DIN 00823966) as Chief Executive Officer and Managing Director (CEO and Managing Director):



Nature of Resolution: **Ordinary Resolution.**

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	280	806	1,086
2	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	20	1	21
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	260	805	1065
4	No. of Members voted FOR	256	744	1,000
5	No. of Members Voted AGAINST	4	61	65
6	Total Number of Votes cast.	148,569	121,578,421	121,726,990
7	Less:Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	11,285	6,719	18,004
8	Valid no. of votes cast (Net).	137,284	121,571,702	121,708,986
9	Total no. of votes with assent for the Resolution.	137,034	120,636,474	120,773,508
10	Total no. of votes with dissent for the Resolution.	250	935,228	935,478
11	% of Total votes cast in favor of the resolution.			99.23
12	% of Total votes cast against the resolution.			0.77



Result - Resolution No. 1: As the Number of vote casted in favour of the Resolution i.e. 99.23 % is more than the number of vote cast against i.e. 0.77%, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated August 02, 2019, 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.

II. Resolution No. 2:-Appointment of Mr. Anilkumar Manibhai Naik (Mr. A M Naik) (DIN 00001514) as Non-Executive Chairman :

Nature of Resolution: **Special Resolution.**

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	280	806	1,086
2	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	20	4	24
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	260	802	1,062
4	No. of Members voted FOR	254	729	983
5	No. of Members Voted AGAINST	6	73	79
6	Total Number of Votes cast.	147,106	121,578,421	121,725,527
7	Less:Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	11,285	1,131,631	1,142,916
8	Valid no. of votes cast (Net).	135,821	120,446,790	120,582,611
9	Total no. of votes with assent for the Resolution.	135,437	120,148,318	120,283,755



10	Total no. of votes with dissent for the Resolution.	384	298,472	298,856
11	% of Total votes cast in favor of the resolution.			99.75
12	% of Total votes cast against the resolution.			0.25

Result - Resolution No. 2: As the Number of vote casted in favour of the Resolution i.e. 99.75 % is more than the 3 times the number of vote cast against i.e. 0.25 %, I report that the Special Resolution as set out in the Notice of Postal Ballot dated August 02, 2019, 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 will be handed over to the Company Secretary for safe keeping.



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

UDIN:F005553A000014311

Place: Bengaluru

Date: September 24, 2019