



**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/2015-16/177

Feb 29, 2016

**The Bombay Stock Exchange 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](mailto: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](mailto:cmlist@nse.co.in)

Dear Sirs,

**Kind Attention - Mr. Gopala Krishna and Mr. Hari**

**Subject: Submission of details regarding the voting results of the Postal Ballot 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 results of voting of the Members of the Company, conducted by way of Postal Ballot (including electronic voting) as per the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in Annexure-1 attached along with this letter.

Please note that all the three 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**

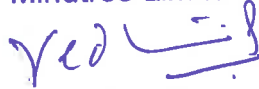


Annexure – 1

Format of Voting Results

| Sr. No. | Particulars   | Details           |
|---------|---|-------------------|
| 1       | Date of the AGM/EGM Postal Ballot   | February 27, 2016 |
| 2       | Total number of shareholders on record date.  | 56,271            |
| 3       | No. of Shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoter Group:<br>Public: | Not Applicable    |
| 4       | No. of Shareholders attended the meeting through Video Conferencing:<br>Promoters and Promoter Group:<br>Public:          | Not Applicable    |

For Mindtree Limited

  
Company Secretary



| ITEM.1.: Issuance of Bonus Shares :                                       |                |                    |                     |   |                        |                      |                                      |                                    |
|---|----------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution required:  |                |                    |                     | Special Resolution  |                        |                      |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    |                     | Yes, The Promoters, Directors, Key Managerial Personnel and their relatives are interested in this resolution to the extent of their respective shareholding. |                        |                      |                                      |                                    |
| 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       | 11,538,363         | 11,508,363          | 99.74   | 11,508,363             | 0                    | 100.00                               | 0.00                               |
|   | Poll           |                    | N.A.                | N.A.  | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|   | Postal Ballot  |                    | 0                   | 0   | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   | <b>11,538,363</b>  | <b>11,508,363</b>   | <b>99.74</b>  | <b>11,508,363</b>      | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |
| Public Institutions   | E-voting       | 42,804,827         | 26,236,120          | 61.29   | 26,236,120             | 0                    | 100.00                               | 0.00                               |
|   | Poll           |                    | N.A.                | N.A.  | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|   | Postal Ballot  |                    | 0                   | 0   | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   | <b>42,804,827</b>  | <b>26,236,120</b>   | <b>61.29</b>  | <b>26,236,120</b>      | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |
| Public Non Institutions   | E-voting       | 29,545,778         | 18,360,977          | 62.14   | 18,360,567             | 410                  | 99.99                                | 0.01                               |
|   | Poll           |                    | N.A.                | N.A.  | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|   | Postal Ballot  |                    | 65,530              | 0.22  | 65,160                 | 370                  | 99.44                                | 0.56                               |
|   | <b>Total</b>   | <b>29,545,778</b>  | <b>18,426,507</b>   | <b>62.37</b>  | <b>18,425,727</b>      | <b>780</b>           | <b>99.99</b>                         | <b>0.01</b>                        |
| <b>Total</b>  |                | <b>83,888,968</b>  | <b>56,170,990</b>   | <b>66.96</b>  | <b>56,170,210</b>      | <b>780</b>           | <b>99.99</b>                         | <b>0.01</b>                        |

For Mindtree Limited

*Yed*

Company Secretary



**ITEM. 2.: Appointment of Rostow Ravanan (DIN 00144557) as CEO & Managing Director**

| Resolution required:  |                |                    |                     | Ordinary Resolution   |                        |                      |                                      |                                    |
|---|----------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    |                     | Other than Mr. Rostow Ravanan 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)                 | $(3) = \frac{(2)}{(1)} * 100$   | (4)                    | (5)                  | $(6) = \frac{(4)}{(2)} * 100$        | $(7) = \frac{(5)}{(2)} * 100$      |
| Promoter and Promoter Group   | E-voting       | 11,538,363         | 10,918,359          | 94.63   | 10,918,359             | 0                    | 100.00                               | 0.00                               |
|   | Poll           |                    | N.A.                | N.A.  | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|   | Postal Ballot  |                    | 0                   | 0   | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   | <b>11,538,363</b>  | <b>10,918,359</b>   | <b>94.63</b>  | <b>10,918,359</b>      | <b>0</b>             | <b>100.00</b>                        | <b>0.00</b>                        |
| Public Institutions   | E-voting       | 42,804,827         | 26,236,120          | 61.29   | 24,339,425             | 1,896,695            | 92.77                                | 7.23                               |
|   | Poll           |                    | N.A.                | N.A.  | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|   | Postal Ballot  |                    | 0                   | 0   | 0                      | 0                    | 0                                    | 0                                  |
|   | <b>Total</b>   | <b>42,804,827</b>  | <b>26,236,120</b>   | <b>61.29</b>  | <b>24,339,425</b>      | <b>1,896,695</b>     | <b>92.77</b>                         | <b>7.23</b>                        |
| Public Non Institutions   | E-voting       | 29,545,778         | 18,359,712          | 62.14   | 18,350,943             | 8,769                | 99.95                                | 0.05                               |
|   | Poll           |                    | N.A.                | N.A.  | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|   | Postal Ballot  |                    | 64,484              | 0.22  | 64,066                 | 418                  | 99.35                                | 0.65                               |
|   | <b>Total</b>   | <b>29,545,778</b>  | <b>18,424,196</b>   | <b>62.36</b>  | <b>18,415,009</b>      | <b>9,187</b>         | <b>99.95</b>                         | <b>0.05</b>                        |
| <b>Total</b>  |                | <b>83,888,968</b>  | <b>55,578,675</b>   | <b>66.25</b>  | <b>53,672,793</b>      | <b>1,905,882</b>     | <b>96.57</b>                         | <b>3.43</b>                        |

For Mindtree Limited

*Red*  
Company Secretary



**ITEM. 3.: Appointment of Krishnakumar Natarajan (DIN 00147772) as Executive Chairman**

|   |  |
|---|--|
| Resolution required:  | <b>Ordinary Resolution</b>   |
| Whether promoter/ promoter group are interested in the agenda/resolution? | <b>Other than Mr. Krishnakumar Natarajan no Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution.</b> |

| 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       | 11,538,363         | 7,086,277           | 61.41                                   | 7,086,277               | 0                     | 100.00                               | 0.00                               |
|                             | Poll           |                    | N.A.                | N.A.                                    | N.A.                    | N.A.                  | N.A.                                 | N.A.                               |
|                             | Postal Ballot  |                    | 0                   | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | <b>Total</b>   | <b>11,538,363</b>  | <b>7,086,277</b>    | <b>61.41</b>                            | <b>7,086,277</b>        | <b>0</b>              | <b>100.00</b>                        | <b>0.00</b>                        |
| Public Institutions         | E-voting       | 42,804,827         | 26,006,890          | 60.76                                   | 9,946,908               | 16,059,982            | 38.25                                | 61.75                              |
|                             | Poll           |                    | N.A.                | N.A.                                    | N.A.                    | N.A.                  | N.A.                                 | N.A.                               |
|                             | Postal Ballot  |                    | 0                   | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | <b>Total</b>   | <b>42,804,827</b>  | <b>26,006,890</b>   | <b>60.76</b>                            | <b>9,946,908</b>        | <b>16,059,982</b>     | <b>38.25</b>                         | <b>61.75</b>                       |
| Public Non Institutions     | E-voting       | 29,545,778         | 18,360,272          | 62.14                                   | 18,351,474              | 8,798                 | 99.95                                | 0.05                               |
|                             | Poll           |                    | N.A.                | N.A.                                    | N.A.                    | N.A.                  | N.A.                                 | N.A.                               |
|                             | Postal Ballot  |                    | 64,605              | 0.22                                    | 64,177                  | 428                   | 99.34                                | 0.66                               |
|                             | <b>Total</b>   | <b>29,545,778</b>  | <b>18,424,877</b>   | <b>62.36</b>                            | <b>18,415,651</b>       | <b>9,226</b>          | <b>99.95</b>                         | <b>0.05</b>                        |
| <b>Total</b>                |                | <b>83,888,968</b>  | <b>51,518,044</b>   | <b>61.41</b>                            | <b>35,448,836</b>       | <b>16,069,208</b>     | <b>68.81</b>                         | <b>31.19</b>                       |

For Mindtree Limited

*Yed...*  
Company Secretary





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

February 28, 2016

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 January 18, 2016, 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 January 18, 2016.


| Sr. No. | Particulars   | Nature of Resolution(s) |
|---------|---|-------------------------|
| 1       | Issuance of Bonus Shares.   | Special Resolution      |
| 2       | Appointment of Rostow Ravanan (DIN 00144557) as CEO & Managing Director.    | Ordinary Resolution     |
| 3       | Appointment of Krishnakumar Natarajan (DIN 00147772) as Executive 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 evoting 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 January 18, 2016 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 January 27, 2016, 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,

**For Mindtree Limited**

  
Company Secretary

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as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date (record date) i.e. January 18, 2016.

Total shareholders of the Company as on the cut-off date were 56,271. Postal Ballot Notices were also sent by electronic mode on January 27, 2016.

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 Samyukta Karnataka in Kannada Newspaper on January 29, 2016, 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 January 29, 2016 at 10.00 a.m. and ended on February 27, 2016 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 February 27, 2016, 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 February 27, 2016 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 :- Issuance of Bonus Shares:**

| Sl. No. | Particulars  | Postal Ballot | Evoting | Total |
|---------|--|---------------|---------|-------|
| 1.      | Total Postal Ballot forms received / no. of members who exercised votes through e-voting.  | 851           | 656     | 1,507 |
| 2.      | <del>Less:</del> Invalid Postal Ballot forms / no. of members who abstained from e-voting. | 17            | 2       | 19    |
| 3.      | Net Valid Postal Ballot forms  | 834           | 654     | 1,488 |



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|    |   |        |            |            |
|----|---|--------|------------|------------|
|    | received / No. of members who exercised votes through e-voting.                           |        |            |            |
| 4  | No. of Members voted FOR  | 824    | 653        | 1,477      |
| 5  | No. of Members Voted AGAINST  | 10     | 1          | 11         |
| 6  | Total Number of Votes cast.   | 66,164 | 56,105,492 | 56,171,656 |
| 7  | <u>Less:</u> Invalid no. of Votes cast (including e-vote not cast either for or against). | 634    | 32         | 666        |
| 8  | Valid no. of votes cast (Net).  | 65,530 | 56,105,460 | 56,170,990 |
| 9  | Total no. of votes with assent for the Resolution.  | 65,160 | 56,105,050 | 56,170,210 |
| 10 | Total no. of votes with dissent for the Resolution.                                       | 370    | 410        | 780        |
| 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. 1 : As the Number of vote casted in favour of the Resolution i.e. 99.99 % is more than 3 times the number of vote cast against i.e. 0.01 %, I report that the Special Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated January 18, 2016 has been passed by the Shareholders with requisite majority.

II. Resolution No. 2:- Appointment of Rostow Ravanan (DIN 00144557) as CEO & Managing Director:

| Sl. No. | Particulars   | Postal Ballot | Evoting | Total |
|---------|---|---------------|---------|-------|
| 1.      | Total Postal Ballot forms received / no. of members who exercised votes through e-voting. | 851           | 656     | 1,507 |
| 2.      | <u>Less:</u> Invalid Postal Ballot forms / no. of members who abstained from e-voting.    | 27            | 9       | 36    |





|    |   |        |            |            |
|----|---|--------|------------|------------|
| 3  | Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting. | 824    | 647        | 1,471      |
| 4  | No. of Members voted FOR  | 807    | 612        | 1,419      |
| 5  | No. of Members Voted AGAINST  | 17     | 35         | 52         |
| 6  | Total Number of Votes cast.   | 66,164 | 56,105,492 | 56,171,656 |
| 7  | <u>Less:</u> Invalid no. of Votes cast (including e-vote not cast either for or against).     | 1,680  | 591,301    | 592,981    |
| 8  | Valid no. of votes cast (Net).  | 64,484 | 55,514,191 | 55,578,675 |
| 9  | Total no. of votes with assent for the Resolution.  | 64,066 | 53,608,727 | 53,672,793 |
| 10 | Total no. of votes with dissent for the Resolution.   | 418    | 1,905,464  | 1,905,882  |
| 11 | % of Total votes cast in favor of the resolution.   |        |            | 96.57      |
| 12 | % of Total votes cast against the resolution.   |        |            | 3.43       |

Result - Resolution No. 2: As the Number of vote casted in favour of the Resolution i.e. 96.57% is more than the number of vote cast against i.e 3.43% , I report that the Ordinary Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated January 18, 2016 has been passed by the Shareholders with requisite majority.

III. Resolution No. 3:- Appointment of Krishnakumar Natarajan (DIN 00147772) as Executive Chairman:

| Sl. No. | Particulars   | Postal Ballot | Evoting | Total |
|---------|---|---------------|---------|-------|
| 1.      | Total Postal Ballot forms received / no. of members who exercised votes through e-voting. | 851           | 656     | 1,507 |
| 2.      | <u>Less:</u> Invalid Postal Ballot forms / no. of members who abstained from e-voting.    | 29            | 9       | 38    |



|    |   |        |            |            |
|----|---|--------|------------|------------|
| 3  | Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting. | 822    | 647        | 1,469      |
| 4  | No. of Members voted FOR  | 805    | 516        | 1,321      |
| 5  | No. of Members Voted AGAINST  | 17     | 131        | 148        |
| 6  | Total Number of Votes cast.   | 66,164 | 56,105,492 | 56,171,656 |
| 7  | <u>Less:</u> Invalid no. of Votes cast.   | 1,559  | 4,652,053  | 4,653,612  |
| 8  | Valid no. of votes cast (Net).  | 64,605 | 51,453,439 | 51,518,044 |
| 9  | Total no. of votes with assent for the Resolution.  | 64,177 | 35,384,659 | 35,448,836 |
| 10 | Total no. of votes with dissent for the Resolution.   | 428    | 16,068,780 | 16,069,208 |
| 11 | % of Total votes cast in favor of the resolution.   |        |            | 68.81      |
| 12 | % of Total votes cast against the resolution.   |        |            | 31.19      |

**Result - Resolution No. 3:** As the Number of vote casted in favour of the Resolution i.e. **68.81%** is more than the number of vote cast against i.e. **31.19%**, I report that the Ordinary Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated January 18, 2016 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, 7<sup>th</sup> Main, 3<sup>rd</sup> Cross, Hanumanthanagar  
Bangalore - 560 019.

Membership No.: - FCS 5553

COP : 7731

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Place : Bengaluru  
Date : February 28, 2016

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**For Mindtree Limited**

Company Secretary