Mindtree
Welcome to possible

Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bangalore-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

Ref: MT/STAT/RSN/14-15/115

August 14, 2014

The Bombay Stock Exchange 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

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 Minutes of the Fifteenth Annual General Meeting pursuant to Clause 31 of the Listing Agreement.

Please note that, we had intimated to the Stock Exchange vide our letters dated July 18, 2014 and July 19, 2014, the details regarding the voting results required under the prescribed format as per Clause 35A of the Listing Agreement with respect to the Fifteenth Annual General Meeting of the Company held on July 18, 2014 at 10.30 a.m. IST.

With reference to the same, we hereby enclose the copies of Minutes of the Fifteenth AGM for your reference.

This is for your information, records and necessary actions. Kindly acknowledge the receipt of the same.

Thanking you.

Yours sincerely,

For Mindtree Limited

Rajesh.S

Rajesh S Narang
Vice President - Legal & Company Secretary

Mindtree Ltd, Global Village
RVCE Post, Mysore Road
Bangalore 560 059, India

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MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MINDTREE LIMITED HELD ON FRIDAY, THE 18TH DAY OF JULY, 2014 AT, 10.30 A.M. AT THE CHANCERY HALL, HOTEL ATRIA, NO. 1, PALACE ROAD, BANGALORE- 560 001.

Directors Present:

1. Mr. Subroto Bagchi
2. Mr. Krishnakumar Natarajan
3. Mr. S. Janakiraman
4. Mr. N.S.Parthasarathy
5. Mr. Rostow Ravanan
6. Dr. Albert Hieronimus
7. Prof. David B Yoffie
8. Prof. Pankaj Chandra
9. Mr. Ramesh Ramanathan
10. Ms. Apurva Purohit

Members Present:

No. of Shareholders present in the Meeting either in person or through proxy:

- Promoter and Promoter Group: 5
- Public: 105

In attendance:

M/s. BSR & Co. LLP, Statutory Auditors represented by Mr. Supreet Sachdev and Amrish Chaudhary.
Mr. G Shanker Prasad, PCS – Secretarial Auditor
Mr. Scott Staples – President-Sales
Mr. Veeraraghavan R K – Executive Vice President & Chief Delivery Officer
Mr. Ravi Shankar B - Executive Vice President & Chief People Officer
Mr. Paul Gottsegen – Senior Vice President & Chief Marketing and Strategy Officer
Mr. Gaurav Johri - Senior Vice President - Banking Financial Services & Insurance
Mr. Ramesh Menon - Senior Vice President-Hi-Tech & Media Services
Mr. Rajesh S Narang, Vice President Legal & Company Secretary

Mr. Rajesh S Narang, Vice President Legal & Company Secretary of the Company welcomed the Members after ensuring the requisite quorum for the Meeting was present.

He then mentioned that the Company had received 35 (thirty five) valid proxies for 4,299,861 equity shares of Rs. 10/- each (being 5.15 % of the paid –up equity share capital) and also received 5 (five) valid Corporate Representations for 2,317,249 equity shares of Rs. 10/- each (being 2.77 % of the paid –up equity share capital).

He then mentioned that the records required to be made available during an Annual General Meeting as statutorily mandated or for matters stated in the notice were placed

For Mindtree Limited

Rajesh S

Vice President Legal & Company Secretary

before the Members for their inspection. He then added that, amongst other items, the Register of Directors' Shareholding, the documents listed in the explanatory statements to the notice of the fifteenth Annual General Meeting and the certificate from Auditors of the Company certifying the compliance of the Company's Stock Option Plans with SEBI Guidelines were also available for inspection. The Members noted these documents.

Mr. Subroto Bagchi, Chairman was duly elected to chair the Meeting. He then welcomed the Members to the fifteenth Annual General Meeting and called the Meeting to order.

He added that Ms. Manisha Girotra, Independent Director and Mr. VG Siddhartha, Non-Executive Director have requested leave of absence from attending the fifteenth Annual General Meeting of the Company.

Addressing the Members, Mr. Subroto Bagchi highlighted the financial performance of the Company.

He highlighted the outlook of the Company and the general business scenario for the software industry. He then highlighted the important events that took place during the previous financial year, strategic business initiatives that have been planned for the year 2014-15 and the business prospects going forward.

Mr. Subroto Bagchi then requested Mr. Krishnakumar Natarajan, CEO & Managing Director, to give the business overview of the year gone by and the steps taken by the Company to prepare for the future challenges facing the industry.

Mr. Krishnakumar thanked the Members on behalf of the Board of Directors, the Management Team and Mindtree Minds for their continued support and goodwill at a time when the Company was undergoing a significant transformation.

He then made a presentation on the business overview of the year gone by. He also highlighted the various awards and recognitions received by the Company during the year and the future outlook of the Company.

The Company Secretary then read out the Auditor's Report. The Notice and Directors' Report to the Members were taken as read with the permission of the Members present.

The Company Secretary brought to the attention of the Members the recent changes in law on e-Voting. He added that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to its Members to enable them to cast their votes electronically on the proposed resolutions in the fifteenth Annual General Meeting notice, instead of voting by show of hands in the Annual General Meeting. Hence,

there were no resolutions put to vote by show of hands at the meeting as shareholders had already exercised their votes by e-Voting.

The Company has published the advertisement required under Rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014, on June 20, 2014 intimating the shareholders about e-voting amongst other matters.

The e-voting period commenced on Saturday, July 12, 2014 at 12.00 a.m. IST and ended on Monday, July 14, 2014 at 11.59 p.m. IST. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, cast their vote electronically.

The voting rights of Shareholders was in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of June 13, 2014. Mr. S Eshwar, Practising Company Secretary *(Membership No. F 6097)* was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer had on July 17, 2014 unblocked the votes in the presence of two (2) witnesses both of whom are not in the employment of the Company as required under Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014, and submitted the Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results of the Scrutinizer's Report were declared at the fifteenth Annual General Meeting of the Company and are enclosed as Annexure -1 of the minutes.

The results declared along with the Scrutinizer's Report shall also placed on the Company's website www.mindtree.com under the investors section and also on the website of NSDL and shall also be communicated to the Stock Exchanges on which the Company is listed.

The Chairman invited Members to raise queries, if any, on the audited financial accounts of the Company. Some of the Members asked some questions relating to operations of the Company, bonus shares, corporate social responsibility, dividend, ESOP allotment, hedging strategy, reserves and surplus, trade receivables, clarifications on accounts, EBITDA, etc. After replying to the questions to the satisfaction of the Members of the Company, the following businesses were then transacted at the fifteenth Annual General Meeting:

AS ORDINARY BUSINESS:

AGENDA NO. 1: ADOPTION OF ACCOUNTS AND REPORTS THEREON

"RESOLVED THAT, *the audited financial statement of the Company as on March 31, 2014 and the audited consolidated financial statement of the Company for the*

financial year 2013-14 together with the reports of the Auditors and the Directors thereon as laid before the Shareholders at this Meeting be and are hereby received, considered, approved and adopted".

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION.**

AGENDA NO. 2: APPROVAL OF FIRST INTERIM DIVIDEND, SECOND INTERIM DIVIDEND AND THIRD INTERIM DIVIDEND AND ADDITIONAL FINAL DIVIDEND AND SPECIAL DIVIDEND FOR THE FINANCIAL YEAR 2013-14

*"**RESOLVED THAT,** pursuant to the recommendations made by the Board of Directors of the Company, the consent and approval of the Shareholders of the Company be and is hereby granted to approve the payment of final dividend at the rate of Rs. 2.5 per equity share of Rs. 10/- each and special dividend of Rs. 2.5 per equity share of Rs. 10/- each i.e., totaling to 50% for the financial year ended March 31, 2014, over and above the first interim dividend of 50%, second interim dividend of 50% and third interim dividend of 50% paid during the year and also for the payment of dividend tax on the interim and final dividend and special dividend, which would be paid out of the profits of the Company for the year to all the eligible Shareholders of the Company."*

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION.**

AGENDA NO. 3: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION – MR. V.G. SIDDHARTHA (HOLDING DIN 00063987)

*"**RESOLVED THAT,** Mr. V.G. Siddhartha (holding DIN 00063987), Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION.**

AGENDA NO. 4: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION - MR. JANAKIRAMAN SRINIVASAN (HOLDING DIN 00145811)

*"**RESOLVED THAT,** Mr. Janakiraman Srinivasan (holding DIN 00145811) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION.**

AGENDA NO. 5: RE-APPOINTMENT OF STATUTORY AUDITORS AND TO APPROVE THEIR REMUNERATION

"RESOLVED THAT, *M/s. BSR & Co. LLP, Chartered Accountants (Firm registration number 101248W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the fifteenth Annual General Meeting to the conclusion of the sixteenth Annual General Meeting, on such remuneration and method of payment as may be determined by the Board of Directors or a Committee thereof."*

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION.**

AS SPECIAL BUSINESS:

AGENDA NO. 6: TO APPROVE THE APPOINTMENT OF MR. NAMAKAL SRINIVASAN PARTHASARATHY (MR. N.S.PARTHASARATHY) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION, TO APPROVE THE APPOINTMENT OF MR. N.S. PARTHASARATHY AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND ALSO TO APPROVE THE REMUNERATION PAYABLE

"RESOLVED THAT, *Mr. N.S. Parthasarathy (holding DIN 00146954), who was appointed as an Additional Director with effect from January 1, 2014 and who holds office until the date of this Annual General Meeting pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof) and in respect of whom the Company has received a notice in writing from a Member under the applicable provisions of the Companies Act, 2013 and the Rules thereof (including any statutory modification(s) or re-enactment thereof) proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.*

RESOLVED FURTHER THAT*, pursuant to the the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government if required and such other consents and permission as may be necessary and subject to such modifications, variations as approved and acceptable to Mr. N.S. Parthasarathy and the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. N.S. Parthasarathy as an Executive Director of the Company with effect from January 1, 2014, at such remuneration on the terms and conditions approved by the Compensation Committee and the appointment be upon*

terms and conditions as set out in the existing employment contract and as stated in the Explanatory Statement.

RESOLVED FURTHER THAT, *all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved and ratified.*

RESOLVED FURTHER THAT, *wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/activity only if the Shareholders so authorizes, then and in that case, this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders.*

RESOLVED FURTHER THAT*, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining the Central Government's approval if any and to do all things incidental and ancillary thereto."*

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION.**

AGENDA NO. 7: TO APPROVE THE RE-APPOINTMENT OF MR. KRISHNAKUMAR NATARAJAN AS CEO & MANAGING DIRECTOR OF THE COMPANY AND ALSO TO APPROVE THE REMUNERATION PAYABLE

"RESOLVED THAT, *pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government if required and such other consents and permission as may be necessary and subject to such modifications, variations as approved and acceptable to Mr. Krishnakumar Natarajan and the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Krishnakumar Natarajan (holding DIN 0014772) as the CEO & Managing Director of the Company for a period commencing from April 1, 2014 to June 30, 2017, payment of remuneration for the aforesaid period on the terms and conditions approved by the Compensation Committee and the appointment be upon terms and conditions as set out in the existing employment contract and as stated in the Explanatory Statement.*

***RESOLVED FURTHER THAT**, all actions taken by the Board of Directors (including a Committee thereof) and all matters related thereto are specifically approved and ratified.*

***RESOLVED FURTHER THAT**, wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/activity only if the Shareholders so authorizes, then and in that case this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders.*

***RESOLVED FURTHER THAT,** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining the Central Government's approval if any and to do all things incidental and ancillary thereto."*

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION.**

AGENDA NO. 8: TO APPROVE THE APPOINTMENT OF MR. ROSTOW RAVANAN AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION, TO APPROVE THE APPOINTMENT OF MR. ROSTOW RAVANAN AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND ALSO TO APPROVE THE REMUNERATION PAYABLE

***"RESOLVED THAT,** Mr. Rostow Ravanan (holding DIN 00144557), appointed as an Additional Director with effect from May 20, 2014 and who holds office until the date of this Annual General Meeting pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof) and in respect of whom the Company has received a notice in writing under the applicable provisions of the Companies Act, 2013 and the Rules thereof (including any statutory modification(s) or reenactment thereof) proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.*

***RESOLVED FURTHER THAT,** pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government if required and such other consents and permission as may be necessary and subject to such modifications, variations as approved and acceptable to Mr. Rostow Ravanan*

and the Company, the approval and consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Rostow Ravanan as an Executive Director of the Company with effect from May 20, 2014, at such remuneration on the terms and conditions approved by the Compensation Committee and the appointment be upon terms and conditions as set out in the existing employment contract and as stated in the Explanatory Statement.

RESOLVED FURTHER THAT, *all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved and ratified.*

RESOLVED FURTHER THAT, *wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/activity only if the Shareholders so authorizes, then and in that case, this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders.*

RESOLVED FURTHER THAT, *the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining Central Government approval if any and to do all things incidental and ancillary thereto."*

The resolution was put to vote through e-voting and passed as an **ORDINARY RESOLUTION.**

AGENDA NO. 9: TO ALTER THE TERM OF OFFICE OF DR. ALBERT HIERONIMUS AS AN INDEPENDENT DIRECTOR

"RESOLVED THAT, *Dr. Albert Hieronimus (holding DIN 00063759), who was appointed as an Independent Director of the Company with effect from October 24, 2006 and whose term of office as an Independent Director was liable to determination by retirement by rotation, shall be altered and amended and Dr. Albert Hieronimus shall hold office of an Independent Director till March 31, 2017 and with effect from this Annual General Meeting onwards, his term of office as an Independent Director shall not be liable to determination by retirement by rotation.*

RESOLVED FURTHER THAT, *pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to approval of the Members in this Annual General Meeting and such other consents and permission as may be necessary and subject to*

such modifications, variations as may be approved and acceptable to Dr. Albert Hieronimus and the Company, the approval and consent of the Members of the Company be and is hereby accorded for the alteration of appointment to the office of Independent Director of Dr. Albert Hieronimus as an Independent Director of the Company till March 31, 2017 and whose period of office shall not be liable to determination by retirement by rotation, at such remuneration on the terms and conditions approved by the Board or any Committee thereof, subject to all appropriate and/or authorized deductions as per the prevailing law(s).

RESOLVED FURTHER THAT, *the Board or any Committee thereof of the Company has the power to add new heads or items for payment(s), modify, alter or amend or revise or otherwise vary the terms of remuneration, other benefits, commission based on net profits, perquisites, reimbursement of expenses, sitting fees, etc., such that the overall amounts of remuneration are computed in terms of the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force).*

RESOLVED FURTHER THAT, *the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."*

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION.**

AGENDA NO. 10: TO APPROVE THE APPOINTMENT OF MS. APURVA PUROHIT AS AN INDEPENDENT DIRECTOR AND ALSO TO APPROVE THE REMUNERATION PAYABLE

"RESOLVED THAT, *Ms. Apurva Purohit (holding DIN 00190097), who was appointed as an Additional Independent Director with effect from January 1, 2014 and who holds office until the date of this Annual General Meeting pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and in respect of whom the Company has received a notice in writing from a Member under the applicable provisions of the Companies Act, 2013 and the Rules thereof (or any statutory modification(s) or re-enactment thereof) proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company whose period of office shall not be liable to determination by retirement by rotation and be valid for a term of 5 (five) years till December 31, 2018.*

RESOLVED FURTHER THAT, *pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for*

the time being in force) and subject to approval of the Members in this Annual General Meeting and such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to Ms. Apurva Purohit and the Company, the approval and consent of the Members of the Company be and is hereby accorded for the appointment to the office of Independent Director of Ms. Apurva Purohit as an Independent Director of the Company till December 31, 2018 and whose period of office shall not be liable to determination by retirement by rotation, at such remuneration on the terms and conditions approved by the Board or any Committee thereof, subject to all appropriate and/or authorized deductions as per the prevailing law(s).

RESOLVED FURTHER THAT, *the Board or any Committee thereof of the Company has the power to add new heads or items for payment(s), modify, alter or amend or revise or otherwise vary the terms of remuneration, other benefits, commission based on net profits, perquisites, reimbursement of expenses, sitting fees, etc., such that the overall amounts of remuneration are computed in terms of the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force).*

RESOLVED FURTHER THAT, *the Board of Directors (including any Committee thereof), be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."*

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION.**

AGENDA NO. 11: TO APPROVE THE APPOINTMENT OF MS. MANISHA GIROTRA AS AN INDEPENDENT DIRECTOR AND ALSO TO APPROVE THE REMUNERATION PAYABLE

"RESOLVED THAT, *Ms. Manisha Girotra (holding DIN 00774574), appointed as an Additional Independent Director with effect from May 20, 2014 and who holds office until the date of this Annual General Meeting pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and in respect of whom the Company has received a notice in writing from a Member under the applicable provision of the Companies Act, 2013 and the Rules thereof (or any statutory modification(s) or re-enactment thereof) proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company whose period of office shall not be liable to determination by retirement by rotation and be valid for a term of 5 (five) years till May 19, 2019.*

RESOLVED FURTHER THAT, *pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to approval of the Members in this Annual General Meeting and such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to Ms. Manisha Girotra and the Company, the approval and consent of the Members of the Company be and is hereby accorded for the appointment to the office of Independent Director of Ms. Manisha Girotra as an Independent Director of the Company till May 19, 2019 and whose period of office shall not be liable to determination by retirement by rotation, at such remuneration on the terms and conditions approved by the Board or any Committee thereof, subject to all appropriate and/or authorized deductions as per the prevailing law(s).*

RESOLVED FURTHER THAT*, the Board or any Committee thereof of the Company has the power to add new heads or items for payment(s), modify, alter or amend or revise or otherwise vary the terms of remuneration, other benefits, commission based on net profits, perquisites, reimbursement of expenses, sitting fees, etc., such that the overall amounts of remuneration are computed in terms of the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force).*

RESOLVED FURTHER THAT, *the Board of Directors (including any Committee thereof), be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."*

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION**

AGENDA NO. 12: TO APPROVE THE REMUNERATION TO NON-EXECUTIVE/INDEPENDENT DIRECTORS

"RESOLVED THAT, *subject to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s) or re-enactments thereof) and such other approvals as may be required, the consent of the Company be and is hereby given for payment of remuneration to Non-Executive and/or Independent Directors of the Company, the following remunerations during their tenure:*

(a) Commission based on the net profits of the Company, as the Board or any Committee thereof, may determine from time to time, within the limits prescribed under the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s) or re-

enactments thereof for the time being in force) the Board or any Committee thereof shall have the power to fix the actual remuneration to Non-Executive and /or Independent Directors.

(b) From year to year, besides sitting fees, profit related commission and all other permitted modes, the Board or any Committee thereof shall fix the remuneration for each such Non-Executive and/or Independent Directors at such amounts and method of payment as it may deem fit, subject to the limits as prescribed under the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s) or re-enactments thereof).

RESOLVED FURTHER THAT, *the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of commission/remuneration from time to time and obtaining Central Government's approval, if required and to do all things incidental and ancillary thereto."*

The resolution was put to vote through e-voting and passed with requisite majority as an **ORDINARY RESOLUTION.**

The Chairman then mentioned that, since all the business in the agenda has been transacted, the fifteenth Annual General Meeting as formally concluded.

The fifteenth Annual General Meeting ended with a vote of thanks to the Chair.

Sd/-

Place: Bangalore
Date: 18.07.2014

Subroto Bagchi
Chairman

CERTIFIED TRUE COPY

For Mindtree Limited

Rajesh S

Vice President Legal & Company Secretary

MINDTREE LIMITED BANGALORE

S. Eshwar
COMPANY SECRETARIES

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Plot No. 964, 1st Floor,
Lakshmanasamy Salai,
K. K. Nagar,
Chennai - 600 078.

17th July 2014

To

The Chairman
Mindtree Limited
Global Village
RVCE Post
Mysore Road
Bangalore - 560059

SUB: SCRUTINIZER'S REPORT ON THE ELECTRONIC VOTING IN RESPECT OF MATTERS SET-OUT IN THE NOTICE OF 15th ANNUAL GENERAL MEETING.

Dear Sir,

1. I was appointed as Scrutinizer vide letter dated 20th May 2014 to scrutinize the e-voting in connection with the following matters set-out in the notice dated 20th May 2014, in respect of the 15th Annual General Meeting of Mindtree Limited:

   a) Approve and adopt the Audited Financial Statements of the Company as on 31st March 2014 & the Audited Consolidated Financial Statements of the Company for the financial year 2013 -14. ("**Resolution No.1**")
   b) Confirmation of the first interim dividend of 50%, second interim dividend of 50%, third interim dividend of 50%, and to declare an additional final dividend of 50% and a special dividend of 50% per equity share of Rs. 10/- each for the Financial Year 2013 – 14. ("**Resolution No.2**")
   c) Appointment of Director in place of Mr. V.G. Siddharatha, Director, who is retiring by rotation and being eligible, has offered himself for reappointment. ("**Resolution No.3**")
   d) Appointment of Director in place of Mr. Janakiraman Srinivasan, Director, who is retiring by rotation and being eligible, has offered himself for reappointment. ("**Resolution No.4**")
   e) Appointment of M/s. BSR & Co. LLP, (previously, BSR & Co.,) Chartered Accountants, (Firm Registration No. 101248W), the retiring Auditors, to hold office as the Statutory Auditors of the Company from the conclusion of the fifteenth Annual General Meeting until the conclusion of the sixteenth Annual General Meeting and to authorise the Board of Directors or any Committee thereof to fix their remuneration. ("**Resolution No.5**")

Rajesh. J
Vice President Legal & Company Secretary

S. ESHWAR ★ CHENNAI ★ COMPANY SECRETARIES

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COMPANY SECRETARIES

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f) Approving the appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S.Parthasarathy) as a Director, liable to retire by rotation, to approve his appointment as an Executive Director of the Company, and also to approve the remuneration payable to him. ("**Resolution No.6**")
g) Approving the re-appointment of Mr. Krishnakumar Natarajan as CEO & Managing Director of the Company and also to approve the remuneration payable to him. ("**Resolution No.7**")
h) Approving the appointment of Mr. Rostow Ravanan as a Director, liable to retire by rotation, to approve his appointment as an Executive Director of the Company, and also to approve the remuneration payable to him. ("**Resolution No.8**")
i) Altering the term of office of Dr. Albert Hieronimus as an Independent Director. ("**Resolution No.9**")
j) Approving the appointment of Ms. Apurva Purohit as an Independent Director and also to approve the remuneration payable to her. ("**Resolution No.10**")
k) Approving the appointment of Ms. Manisha Girotra as an Independent Director and also to approve the remuneration payable to her. ("**Resolution No.11**")
l) Approving the remuneration to Non-Executive/Independent Directors. ("**Resolution No.12**")

2. **I submit my report as under**:

2.1. As per the information provided to me, the Company has completed the dispatch of notice of 15th Annual General Meeting, through courier/speed post on 24th June 2014 to the Members whose names appeared on the register on members / list of beneficiaries as on 13th June 2014, and for those shareholders, whose email id were available in the electronic registry, the notice has been sent by email.

2.2. The e-voting period commenced on July 12, 2014 at 12.00 am IST and ended on July 14, 2014 11:59 pm IST.

2.3. As required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014, the votes were unblocked by the undersigned on the 15th July 2014, in the presence of Mr. T N Girish and Mr. Aravinth Rajagopal, both of whom are not employees of the Company. A statement to the effect that the aforesaid persons were witness to the unblocking is also attached.

2.4. The particulars of all the votes cast by the shareholders, containing the particulars as required under Rule 20(3)(xii) of Companies (Management and Administration) Rules, 2014 are maintained in the electronic mode in format made available by NSDL.

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3. **Detail of Voting by Electronic Mode, as received from NSDL is as follows:**

Resolution No.	Total Number of shareholders who have cast their vote	No. of Equity shares
Resolution No. 1	174	5,67,77,574
Resolution No. 2	174	5,78,82,099
Resolution No. 3	174	5,78,81,826
Resolution No. 4	173	5,78,81,806
Resolution No. 5	171	5,78,64,680
Resolution No. 6	173	5,78,81,801
Resolution No. 7	174	5,78,82,001
Resolution No. 8	174	5,78,81,826
Resolution No. 9	172	5,78,81,766
Resolution No. 10	173	5,78,81,824
Resolution No. 11	169	5,77,38,761
Resolution No. 12	170	5,77,38,801

4. I have not considered any vote to be invalid. Also, as per instruction no. 1(x), appearing under the heading "INSTRUCTIONS FOR E-VOTING", in the notice of the 15th Annual General Meeting, Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) were required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the undersigned through e-mail to seshwar@eshwars.com, with a copy marked to evoting@nsdl.co.in. In this regard, I state that I have received the relevant documents from about sixty four (64) Institutional Shareholders, and have not received the specified documents from about forty six (46) Institutional Shareholders. In respect the said forty six (46) Institutional Shareholders, I have obtained information from the Share Transfer Agent of the Company, who has informed that, the notice of the AGM have been sent to about forty three (43) Institutional Shareholders by email, and to three (3) Institutional Shareholders by speed post / courier. Of the three (3) Institutional Shareholders who have received by

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speed post / courier, I have been informed that for two (2) of them, e-voting password has been generated for the first time and for one (1) Institutional Shareholder it has been informed to use its existing password. The above led me to presume that there may not be a chance of misuse of the voting right. Hence, I thought it fit to consider the votes of the forty six (46) Institutional Shareholders as valid.

5. **I report to you that the result of the e-voting is as under:**

Resolution No.	FOR		AGAINST	
	No. of shareholders	*No. of Equity Shares*	*No. of shareholders*	*No. of Equity Shares*
Resolution No. 1	172	5,65,24,736	2	2,52,838
Resolution No. 2	174	5,78,82,099	-	-
Resolution No. 3	160	5,71,66,826	14	7,15,000
Resolution No. 4	170	5,75,37,226	3	3,44,580
Resolution No. 5	168	5,77,36,580	3	1,28,100
Resolution No. 6	161	5,73,09,297	12	5,72,504
Resolution No. 7	163	5,76,53,905	11	2,28,096
Resolution No. 8	162	5,73,09,172	12	5,72,654
Resolution No. 9	170	5,77,95,442	2	86,324
Resolution No. 10	169	5,78,81,773	4	51
Resolution No. 11	166	5,77,38,735	3	26
Resolution No. 12	165	5,76,88,445	5	50,356

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Resolution Number	Total No. Equity Shares Voted	Equity Shares Votes Cast "For"		Equity Shares Votes Cast "Against"	
		No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	5,67,77,574	5,65,24,736	99.55	2,52,838	0.45
Resolution No. 2	5,78,82,099	5,78,82,099	100.00	-	0.00
Resolution No. 3	5,78,81,826	5,71,66,826	98.76	7,15,000	1.24
Resolution No. 4	5,78,81,806	5,75,37,226	99.40	3,44,580	0.60
Resolution No. 5	5,78,64,680	5,77,36,580	99.78	1,28,100	0.22
Resolution No. 6	5,78,81,801	5,73,09,297	99.01	5,72,504	0.99
Resolution No. 7	5,78,82,001	5,76,53,905	99.61	2,28,096	0.39
Resolution No. 8	5,78,81,826	5,73,09,172	99.01	5,72,654	0.99
Resolution No. 9	5,78,81,766	5,77,95,442	99.85	86,324	0.15
Resolution No. 10	5,78,81,824	5,78,81,773	99.99991	51	0.00009
Resolution No. 11	5,77,38,761	5,77,38,735	99.99995	26	0.00005
Resolution No. 12	5,77,38,801	5,76,88,445	99.91	50,356	0.09

for S ESHWAR

Place: Chennai
Date: 17th July 2014

S ESHWAR
FCS. No. 6097, C.P. NO. 5280

For Mindtree Ltd.

Vice President Legal & Company Secretary

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STATEMENT OF WITNESS AS REQUIRED TO BE PRESENT UNDER RULE 20(3)(XI) OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

WITNESS 1

I, T N Girish, S/o. Mr. S Nagarajan, resident of T-4, Manoj Apartments, 160/1, Lake View Road, West Mambalam, Chennai – 600033, hereby state that, I witnessed the unblocking of the votes on the web site www.evoting.nsdl.com, when Mr. S Eshwar, Scrutinizer appointed by Mindtree Limited, unblocked the same. I further state that I am not an employee of Mindtree Limited.

SIGNATURE T.N.Girish
DATE: 15/07/2014

WITNESS 2

I, Aravinth Rajagopal, S/o. Mr. B Rajagopal, resident of No. 41, Mangala Flats, Iyyappan Koil Street, Madipakkam, Chennai – 600091, hereby state that, I witnessed the unblocking of the votes on the web site www.evoting.nsdl.com, when Mr. S Eshwar, Scrutinizer appointed by Mindtree Limited, unblocked the same. I further state that I am not an employee of Mindtree Limited.

SIGNATURE R. Aravind
DATE: 15/07/2014

For Mindtree Limited

Rajesh.S

Vice President Legal & Company Secretary