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/2017-18/168

February 1, 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 : cmlist@nse.co.in

Dear Sirs,

Subject: Outcome of Hon'ble National Company Law Tribunal (NCLT) Convened Meeting

This is further to our letter dated December 27, 2017, submitting the copy of notices of the Hon'ble National Company Law Tribunal (NCLT) Convened Meeting of Equity Shareholders ("Shareholders") and Unsecured Creditors of the Company in accordance with the Order of Bengaluru Bench of the Hon'ble National Company Law Tribunal dated December 14, 2017, for approving the Scheme of Amalgamation of Magnet 360, LLC ("Transferor Company") with Mindtree Limited ("Transferee Company")

We wish to bring to your kind notice that the said Hon'ble NCLT convened meetings were held on January 31, 2018 at Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, Bengaluru – 560 001, Karnataka, at the respective scheduled times as per the Order of Hon'ble NCLT.

In the aforesaid meetings:

- Unsecured Creditors of the Company have approved the Scheme of Amalgamation of Magnet 360, LLC ("Transferor Company") with Mindtree Limited ("Transferee Company") unanimously;

- Shareholders have approved the Scheme of Amalgamation of Magnet 360, LLC ("Transferor Company") with Mindtree Limited ("Transferee Company") with requisite majority.

Please note that the resolution at the above meetings have been approved as prescribed under applicable Laws and in accordance with the Order of the Hon'ble NCLT.

Please find enclosed the Scrutinizer's Report for the Shareholders and Unsecured Creditors Meeting 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 LIMITED
BENGALURU

Mindtree Ltd
Global Village
RVCE Post, Mysore Road
Bengaluru - 560059

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

Report of Scrutinizer

To,
Mr. Krishnakumar N,
Chairman appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT), for the Meeting of the Unsecured Creditors of Mindtree Limited pursuant to Company Application C.A. (CAA) NO. 83/BB/2017.

Sir,

Sub: Scrutinizer's Report on the Voting conducted at the NCLT convened Meeting of Unsecured Creditors (hereinafter referred as "Meeting").

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 14th December, 2017 as "the Scrutinizer" for the purpose of scrutinizing the vote conducted at the Meeting held at Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, Bengaluru – 560 001, on Wednesday, the 31st day of January 2018 at 10.00 a.m, pursuant to the provisions of the Companies Act, 2013 read with applicable rules made there under, on the resolution seeking approval of the Unsecured Creditors to the Scheme of Amalgamation of Magnet 360, LLC ("Transferor Company") with Mindtree Limited ("Transferee Company") and their respective Equity Shareholders and Unsecured Creditors ("the Scheme"), in terms of Notice dated December 21, 2017 convening the said meeting.

I hereby submit my report as under:

1. The Unsecured Creditors as on September 30, 2017 were entitled to vote at the venue of the meeting on the resolution seeking their approval.

2. As on September 30, 2017, there were 348 (Three Hundred and Forty Eight Only) Unsecured Creditors amounting to Rs. 2,82,58,95,155/- (Rupees Two Hundred and Eighty Two Crores Fifty Eight Lakhs Ninety Five Thousand One Hundred and Fifty Five Only) who were entitled to vote in person or by proxy or by Authorised Representative at the venue of the meeting on the resolution seeking their approval.

3. The Company had completed the dispatch of the Notice of the meeting along with the relevant annexure referred thereto, proxy form, attendance slips etc to the Unsecured Creditors of the company on Thursday, December 28, 2017 and has also published an advertisement in this regard in Form No. CAA 2, in English Language in Business Standard Newspaper and Kannada Prabha in Kannada language in Newspaper on Thursday, December 28, 2017.

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

No. 180, 1st Floor, 3rd Main, 3rd Cross, S.L. Byrappa Road, Hanumantha Nagar, Bangalore - 560 019
Telefax: 080-2650 9004. Mobile: 99451 75787. E-mail : nagendradrao@gmail.com / nagendra_d_rao@yahoo.co.in

4. The total number of Unsecured Creditors present at the meeting in person or by Authorised representative was 61 (Sixty One) aggregating to the total outstanding amount of Rs. 253,17,90,333 (Rupees Two Hundred and Fifty Three Crores Seventeen Lakhs Ninety Thousand Three Hundred and Thirty Three Only) .

5. At the meeting, after the end of the discussion, the Chairman of the meeting directed for conducting the voting for Unsecured Creditors who were present at the meeting.

6. One empty ballot box kept for polling was locked in my presence with due identification mark placed by me.

7. After the conclusion of voting at the NCLT convened meeting, the locked ballot box was subsequently opened in my presence and in the presence of Ms. Vanishree Hegde and Ms. Sneha Hegde, who are not in the employment of the company and the Ballot forms were diligently scrutinized.

8. The voting papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.

9. I did not find any Voting Papers invalid.

10. 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 December 21, 2017.

Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Section 234 and other applicable provisions, if any, of theCompanies Act, 2013, rules, circulars, notifications, if any, made thereunder (including any statutory modification(s) or re-enactment thereoffor the time being in force),and the applicable provisions of the Memorandum and Articles of Association of the Company and subject to theapproval of the Hon'ble National Company Law Tribunal, Bengaluru Bench and subject to such other approvals, permissions and sanctionsof regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposedby the Hon'ble National Company Law Tribunal, Bengaluru Bench or by any regulatory or other authorities, while granting such consents,approvals and permissions, 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 other person authorised by it to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of Magnet 360, LLCwith Mindtree Limited ("Scheme"), be and is hereby approved.

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolutediscretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Amalgamationembodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/orimposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or such other regulatory/statutory authorities, if and whenapplicable while sanctioning the Amalgamation embodied in the Scheme or by any authorities under law or as may be required for thepurpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.

(i) Voted in favour of the Resolution:

Number of Unsecured Creditors present and voting (in person or by Authorised Representative)	Value of Votes (in terms of amount outstanding cast by them) [In Rs.]	% of Value of votes cast
61	**253,17,90,333**	**100.00%**

(ii) Voted against the Resolution:

Number of Unsecured Creditors present and voting (in person or by Authorised Representative)	Value of Votes (in terms of amount outstanding cast by them) [In Rs.]	% of Value of votes cast
Nil	**Nil**	**Nil**

(iii) Invalid / Defective Votes:

Total Number of Unsecured Creditors (in person or by Authorised Representative of the Body Corporate) whose votes were declared invalid	Total number of Votes Cast by them
Nil	

10. The list of Unsecured Creditorswho voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution through Ballot Form at the venue of the NCLT convened meeting are annexed herewith as Annexure – I.

11. The Attendance slip, Ballot Forms and all other relevant records are handed over to the Company Secretary of the Company authorised by the Board of Directors for safe keeping.

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

12. The Management of the Company is responsible for ensuring compliance with the requirement of the Companies Act, 2013 and Rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting on the resolution contained in the Notice dated December 21, 2017 of the meeting.

Thanking you,

Ycurs faithfully,

NAGENDRA D. RAO * C.P. No. 7731 * COMPANY SECRETARY *

Nagendra D. Rao
Practising Company Secretary

Encl : Annexure – I

Place: Bengaluru

Dated: February 1, 2018

Annexure - 1

LIST OF UNSECURED CREDITORS WHO VOTED "FOR", "AGAINST" AND THOSE WHOSE VOTES WERE DECLARED INVALID FOR THE RESOLUTION THROUGH BALLOT FORMS.

A	VOTED FOR THE RESOLUTION				
Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
1	Ab&d Software India Private Ltd	69/1, KPM Complex,JM Road, Bangalore	47,601	47,601	0.0019
2	Ace Envirotech Pvt.Ltd	Pl No. 5/1938, SUB-18R.No.104, Bhakti Vihar Bhubaneswar	823,149	823,149	0.0325
3	Aesthetik Engineers Pvt Ltd	PATIA, RAILWAY STATION MAIN ROAD FLAT NO 408, 2(A),OMM SAI ARCADE,KALARAH BHUBANESWAR	5,667,207	5,667,207	0.2238
4	Aprameyah Technologies Pvt Ltd	Sheeba Galleria, 2731, 2nd Cross, New Thippasandra, BehindPoorna, Prajna School, HAL 3rd Stage Bangalore	28,052	28,052	0.0011
5	Athiya Organizational Competencies (P) Ltd	Casa Capitol, I Floor, No.17, Wood Street,Ashoknagar Bangalore	32,400	32,400	0.0013
6	Bigico IPM Pvt Ltd	788,2nd Cross,Mahalakshmi Layout Bangalore	56,427	56,427	0.0022
7	Book Fetch	140, 7th Cross, Bhuvaneshwari Nagar, Hebbal Dasarahalli, Bangalore	8,278	8,278	0.0003

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

A	VOTED FOR THE RESOLUTION				
Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
8	Buzzworks Business Services Private Limited	No. 24/27, Flat 2A, II floorJade Terrance, Balfour Road,Opp. Nagappa Hero Showroom, Kellys Chennai	345,299	345,299	0.0136
9	Calm Achiever	#78, Koramangala Industrial Area,Near Jyoti Nivas College Road Bangalore	15,286	15,286	0.0006
10	Cbsi India Private Limited	Sy No.7P & 93P,Electronic City, Phase-IIIndustrial Area, Begur Hobli Bangalore	114,705	114,705	0.0045
11	Cerulean Interiors Pvt. Ltd.	1st Floor,Indian Express LayoutKodigehalli,Virupakshapura Bangalore	275,790	275,790	0.0109
12	Cherry Hill Interiors Limited	H.No.8/2/120/45, Road No.2,Banjara Hyderabad	1,579,448	1,579,448	0.0624
13	Coffee Day Global Limited	219/50, 4th Main Road, N S Palya,Bannarghatta road Bangalore	256,989	256,989	0.0102
14	Collabera Technologies Pvt. Ltd.	Collabera House II, 2nd Floor,Tower B, MayfairCorporate Park, Near DPS, Kalali Vadodara	193,161	193,161	0.0076
15	Crystal Springs	Site no 3 and 4, hosahalli villageuttarahalli hobli,kanakapura road Bengaluru	46,872	46,872	0.0019
16	Devtools	No 419, 14th Cross, K R Road,Shastrinagar Bangalore	4,320,617	4,320,617	0.1707

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

A	VOTED FOR THE RESOLUTION				
Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
17	Earthline Services Pvt. Ltd.	A/1, 4TH FLOOR,11TH CROSS,LINGARAJAPURAM Bangalore	249,142	249,142	0.0098
18	Falcon Enterprises	No. 110, Panthrapalya,Mysore Road Bangalore	37,044	37,044	0.0015
19	Future Focus Infotech Pvt. Ltd.	3 II Street Haddows Road Chennai	68,600	68,600	0.0027
20	G4s Security Systems India Pvt. Ltd.	# 5/13, 1st Main,Vasanth Nagar,Opp: Kodava Samaja Bangalore	1,539,882	1,539,882	0.0608
21	Gift Artz	#227, 2ND CROSS, ISRO LAYOUT BANGALORE	509,029	509,029	0.0201
22	I4 Communication Private Limited	290/A, 34th Cross, 9th Main, Jayanagar 4th Block Bangalore	947,317	947,317	0.0374
23	Icomp Solutions	No.13, Springseas Blossom, Silverspring Layout,HAL Varthur Main Road,Spice Garden Compound Bangalore	5,986	5,986	0.0002
24	Inventech Info Solutions Pvt. Ltd.	#296/D/2/56, 2nd Floor, 9th Main, 5Near BSNL Telephone Exchange Bangalore	147,690	147,690	0.0058
25	Jobworld India Pvt. Ltd.	B1, II Floor, Sneha Jyothi, No 37,Ejipur Main Road, Vivek Nagar Bangalore	1,481,021	1,481,021	0.0585
26	K&k Systems	21/5, RR Flats Vedhachalam Nagar1st street, Kodambakkam CHENNAI	200,737	200,737	0.0079

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

A	VOTED FOR THE RESOLUTION				
Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
27	Klaus It Solutions Pvt. Ltd.	No 7, Albert street, Richmond Town Bangalore	1,264,162	1,264,162	0.0499
28	L S Consultancy Services	No.109, IInd Floor, R.R.M.R Extensi Bangalore	148,500	148,500	0.0059
29	Link Intime India Pvt. Ltd.	C 13, Panalal Silk Mills Compound,L B S Marg, Bhandub w, Mumbai	180,588	180,588	0.0071
30	Magnet 360 LLC	5757, Wayzata Boulevard Minneapolis	18,811,169	18,811,169	0.7430
31	Megatron Solutions Pvt. Ltd.	3/A, 1st A Main, Binny Mills Road, Ganganagar Extn.,RT Nagar Bangalore	6,444	6,444	0.0003
32	Micron Electricals	Krishna Plaza, I Floor,No 102, Municipal No 6 to 2 to 953 Hyderabad	779,017	779,017	0.0308
33	Mindtree Software (shanghai) Co., Ltd.	Room No. 541, Standard Chartered Tower, No. 201, Century Avenue, Pudong, Shanghai, China	884,374	884,374	0.0349
34	Neo Systek	#9, Building Gudu, Opp. Koncept Shelters Hosakerehalli Main Road, Ganapathi Nagar Bangalore	15,938	15,938	0.0006
35	New India Hardware	No.5/2, D.S. LaneS.P. Road Cross Bangalore	59,191	59,191	0.0023
36	Origami Cellulo Pvt. Ltd.	S-8 and S-9, SY No.38, Apparel Park Indl. Area, Arehalli Guddadahall Village, Bangalore	49,266	49,266	0.0019

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

A	VOTED FOR THE RESOLUTION				
Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
37	Platlap Solutions	3rd FLOOR, M K TOWER,No. 25/4, ARCOT ROAD, VIRUGAMBAKKAM CHENNAI	397,174	397,174	0.0157
38	Plaunshe	194,1st,2nd,3rd floor,Amarjyothi LayoutDomlur Bangalore	6,636	6,636	0.0003
39	Pratik Art Interiors Pvt. Ltd.	6/3, 1st FloorMosque Town, Frazer Town Bangalore	25,654	25,654	0.0010
40	Primus Global Technologies Pvt. Ltd.	28/2 Siddapura, Whitefield Main Raod Bangalore	278,457	278,457	0.0110
41	Proserve	NO. 63, F202, MILLERS ROADBENSON TOWN POST BANGALORE	432,286	432,286	0.0171
42	Pyramid It Consulting Private Limited	D-26,Sector 63Noida, UP	77,257	77,257	0.0031
43	Quantum Leap Consulting Pvt. Ltd.	#201, 1st Floor, Oxford ChambersRustum Bagh, Airport RdVimanapura Bangalore	184,790	184,790	0.0073
44	Quess Corp Limited	4th Floor, S V Towers, No 27, 80 Feet Rd6th Block, Koramangala,Bangalore	4,226,131	4,226,131	0.1669
45	Rohini Interiors	92/1 1, O R C road, Austin Town, Bangalore	61,221	61,221	0.0024
46	S Lakshmana	No 610, Someshwara Nagar Siddapura BANGALORE	1,078	1,078	0.0000
47	S S Enterprises	281, Narayanpillai Street, Shivaji Nagar, Commercial Street Cross Bangalore	48,662	48,662	0.0019

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

A	VOTED FOR THE RESOLUTION				
Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
48	Samarpana Common Bus System Private Limite	38, 4th main, 1st Phase, Girinagar,Bangalore	135,000	135,000	0.0053
49	Shashi Arts & Signs	373, 8th Main 10th Cross, Shastri Nagar Bangalore	518	518	0.0000
50	Shivashankara	No 555, 1st A Cross, Muneswara Block Bangalore	18,898	18,898	0.0007
51	Siliconedge Tech Solutions Pvt. Ltd.	#72/A, 3rd Floor, Chamundi Arcade,Opp Basaveshwara Girls High School29th Cross, 2nd Block, Rajajinagar Bangalore	665,387	665,387	0.0263
52	Spinifex Consulting Private Limited	381 Royal Park, J P Nagar 9th Ph Bangalore	1,092,487	1,092,487	0.0432
53	Tanglin Developments Limited	Coffee Day Square, Vittal Mallya Road, Bangalore	6,064,822	6,064,822	0.2395
54	Team Lease Services Ltd.	BMTC Commercial Complex6th Floor, 80FT RD, Koramangala Bangalore	55,941	55,941	0.0022
55	Topsys Solutions Pvt. Ltd.	# 135, 1st Floor 3rd Cross, 27th MainBTM 1st Stage Bangalore	423,786	423,786	0.0167
56	Triangle Technologies	23, Hare Krishna Road, Shivananda Circle Bangalore	202,857	202,857	0.0080
57	Twenty Two By 7 Solutions Pvt. Ltd.	1748, Deepkunj, 18th Main, 8thCross, JP Nagar, 2nd Phase Bangalore	204,079	204,079	0.0081
58	Valuepoint Techsol Private Limited	122, Brigade Corner, Yediyur Circle7th Block, Jayanagar Bangalore	1,456,488	1,456,488	0.0575

NAGENDRA D. RAO ★ COMPANY SECRETARY

A	VOTED FOR THE RESOLUTION				
Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
59	HDFC Bank - Short Term Loan	#8/24, Salco Centre, Richmond Road, Bengaluru 560025	1,500,000,000	1,500,000,000	59.2466
60	HDFC Bank - CP	#8/24, Salco Centre, Richmond Road, Bengaluru 560025	974,450,148	974,450,148	38.4886
61	Unitforce Technologies Consulting Pvt Ltd	No 30, 7th Cross, Honna Gangappa Complex,Agrahara Dasarahalli, Magadi Main Road,Bangalore	84,199	84,199	0.0033
		Total	2,531,790,333	2,531,790,333	100.00

B. AGAINST THE RESOLUTION :

Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
Nil					

C. VOTES WHICH WERE DECLARED INVALID :

Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
Nil					

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

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

Report of Scrutinizer - Consolidated

To,
Mr. Krishnakumar N,
Chairman appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT), for the Meeting of the Members of Mindtree Limited pursuant to Company App ication C.A. (CAA) NO. 83/BB/2017.

Dear Sir,

Sub: **Consolidated Report of Scrutinizer on the results of Voting by way of Postal Ballot, Remote E-voting and voting at the venue, in pursuance of directions issued by the Bengaluru Bench of Hon'ble National Company Law Tribunal (NCLT)**

I, Nagendra D Rao, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Mindtree Limited vide resolution dated October 06, 2017 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the Postal Ballot forms received from the Shareholders and voting at the Hon'ble NCLT convened meeting in respect of the resolution mentioned in the Notice dated December 21, 2017, convening the Equity Shareholders meeting.

The Hon'ble NCLT, Bengaluru Bench vide its Order dated December 14, 2017 appointed me as the Scrutinizer for the meeting of the Equity Shareholders to scrutinize the voting process at the Hon'ble NCLT convened Equity Shareholders meeting held on Wednesday, January 31, 2018 at 11.00 a.m. at. Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, Bengaluru – 560 001.

Notices were issued to the Shareholders whose names appeared in the Register of Members as at the close of Business hours on December 15, 2017, and voting rights were reckoned as on the close of business hours on December 15, 2017, being the cut-off date for the purpose of deciding the entitlement of Members to vote.

The Company had completed the dispatch of the Notice of the meeting along with the relevant annexure referred thereto, proxy form, attendance slips, etc to the Members of the company on Thursday, December 28, 2017 and has also published an advertisement in this regard in Form No. CAA 2, in English Language in Business Standard Newspaper and Kannada Prabha in Kannada language in Newspaper on Thursday, December 28, 2017.

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by Hon'ble NCLT, the Company had provided Remote E voting facility through National Securities Depository Limited (NSDL)and also the facility to vote by way of Postal Ballot, before the NCLT Convened Meeting and also by way of Ballot form at the NCLT Convened Meeting.

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

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Remote E-Voting and Voting by way of Postal Ballot, to facilitate voting by the Equity Shareholders of the Company as at cut-off date as on business hours on December 15, 2017, commenced on January 1, 2018 (9.00 a.m.) and ended on January 30, 2018 (5.00 p.m.).

Additionally, the Equity shareholders of the Company as at the cut-off date of December 15, 2017, who had not voted either by way of remote e-voting or Postal Ballot earlier were allowed to vote by way of Ballot form at the NCLT Convened Meeting.

Pursuant to the provisions of the Companies Act, 2013, I have unblocked the remote e-voting results on the NSDL e-voting platform on January 31, 2018 at 11.45 a.m. in the presence of Ms. Pooja Hegde and Mr. Sadguru Bhat, who are not in the employment of the Company.

Particulars of all the Postal Ballot forms received from the shareholders have been entered in a register separately maintained for the purpose.

We have relied on the information provided by Link Intime India Private Limited, the Registrar and Share transfer Agent (RTA) of the Company in relation to details regarding number of shares held and signature of Shareholders.

As per the Order of the Hon'ble NCLT dated December 14, 2017, the quorum for the NCLT convened meeting of the Equity Shareholders is 100 (One Hundred) only.

The total number of members present at the NCLT convened meeting of the shareholders were 158 (One Hundred and Fifty Eighty) present in Person or Proxy detailed as under:

Sr. No.	Category of Shareholders present in person or in proxy	In Numbers	Numbers of Equity shares held
1	Promoter and Promoter Group (In Person / Authorised Representative)	4	1,22,14,600
2	Public (In Person / Authorised Representative)	151	2,81,46,905
3	Proxy	3	17,93,740
	Total	**158**	**4,21,55,245**

After the announcement was made by the chairman appointed for the meeting, members and proxies present at the NCLT Convened Meeting voted by Ballot form facility provided by the Company.

I hereby submit my Consolidated Report as under:

A. Details of Votes Cast (by way of Remote E-voting, Postal Ballot and Ballot form at the Hon'ble NCLT Convened Meeting) with respect to the Resolution proposed in the Notice dated December 21, 2017.

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Section 234 and other applicable provisions, if any, of the Companies Act, 2013, rules, circulars, notifications, if any, made there under (including any statutory modification(s) or re-enactment thereof for the time being in force),and the applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or by any regulatory or other authorities, while granting such consents, approvals and permissions, 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 other person authorised by it to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of Magnet 360, LLC with Mindtree Limited ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or such other regulatory/statutory authorities, if and when applicable while sanctioning the Amalgamation embodied in the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.

Particulars		No. of Members	No. of Shares
Votes Cast by way of Remote E-voting	**A**	803	11,33,90,583
Votes Cast by way of Postal Ballot	**B**	568	18,05,067
Votes Cast by way of Ballot form at NCLT Convened Meeting	**C**	73	23,63,516
Total Votes Cast	**D**	**1,444**	**11,75,59,166**
Less: Rejection of Votes cast by way of Remote E-Voting	**E**	Nil	Nil
Less: Rejection of Votes on Postal Ballot	**F**	47	18,579
Less: Rejection of Votes cast by Ballot form at NCLT Convened Meeting	**G**	12	10,011

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

Total Rejections	**H**	**59**	**28,590**
Valid votes cast by way of Remote E-Voting	**A-E**	803	11,33,90,583
Valid votes cast by way of Postal ballot	**B-F**	521	17,86,488
Valid Votes cast by Ballot form at NCLT Convened Meeting	**C-G**	61	23,53,505
Total Valid Votes	**D-H**	**1,385**	**11,75,30,576**

B. Reasons for Rejections

Particulars	No. of Members	No. of Shares
1. Rejection of Votes Cast by way of Remote E-Voting		
(i) Abstained from Voting	Nil	Nil
Total (1)	**Nil**	**Nil**
2. Rejection of Votes on Postal Ballot		
(i) Unsigned Postal Ballot Paper	1	40
(ii) Signature Not Tallied	21	13,464
(iii) Already voted through Remote evoting	1	13
(iv) Vote Not Casted	21	4,735
(v) Voted both for and against	3	327
Total (2)	**47**	**18,579**
3. Rejection of Votes cast by Ballot Form at the meeting		
(i) Voted through Postal Ballot	8	219
(ii) Not Voted	2	15

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

(iii) Voted through Remote evoting	1	9,775
(iv) Voted for both For and Against	1	2
Total (3)	**12**	**10,011**
Total Rejections (1+2+3)	**59**	**28,590**

C. Total Number of votes in favour and / or against the Resolution:

Particula-rs	Remote E-voting		Postal Ballot		Voting through Ballot form at the NCLT Convened meeting		Total	
	Mem-bers	Equity Shares	Mem-bers	Equity Shares	Mem-bers	Equity Shares	Mem-bers	Equity Shares
Total Valid Votes	803	113,390,583	521	1,786,488	61	2,353,505	1,385	117,530,576
Total Votes cast in favor of the Resolution	780	113,388,257	506	1,784,151	61	2,353,505	1,347	117,525,913
Total Votes cast against the Resolution	23	2,326	15	2,337	-	-	38	4,663
Percentage (%) of Votes cast in favor	-	99.9979	-	99.8692	-	100.00	-	99.9960
Percentage (%) of Votes cast against	-	0.0021	-	0.1308	-	-	-	0.0040

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

The Compliance with the relevant provisions of the Companies Act, 2013, Rules there under and Hon'ble NCLT order dated December 14, 2017, in relation to voting in person / through Postal Ballot or Remote E-Voting or by proxy or by authorized representative at NCLT convened Meeting on the proposed resolution is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render scrutinizer's report, based on report generated from the electronic voting system provided by NSDL and the physical counting of votes by way of Postal Ballot papers and Ballot form at the meeting.

NAGENDRA D. RAO C.P. No. 7731 COMPANY SECRETARY

NAGENDRA D. RAO
Practicing Company Secretary
No. 180, 1st Floor, 3rd Main, 3rd Cross,
S L Byrappa Road, Hanumanthanagar
Bangalore – 560 019.
Membership No.:- FCS 5553
COP : 7731

Place : Bengaluru

Date: February 1, 2018

Report of Scrutinizer

To,
Mr. Krishnakumar N,
Chairman appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT), for the Meeting of the Unsecured Creditors of Mindtree Limited pursuant to Company Application C.A. (CAA) NO. 83/BB/2017.

Sir,

Sub: Scrutinizer's Report on the Voting conducted at the NCLT convened Meeting of Unsecured Creditors (hereinafter referred as "Meeting").

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 14th December, 2017 as "the Scrutinizer" for the purpose of scrutinizing the vote conducted at the Meeting held at Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, Bengaluru – 560 001, on Wednesday, the 31st day of January 2018 at 10.00 a.m, pursuant to the provisions of the Companies Act, 2013 read with applicable rules made there under, on the resolution seeking approval of the Unsecured Creditors to the Scheme of Amalgamation of Magnet 360, LLC ("Transferor Company") with Mindtree Limited ("Transferee Company") and their respective Equity Shareholders and Unsecured Creditors ("the Scheme"), in terms of Notice dated December 21, 2017 convening the said meeting.

I hereby submit my report as under:

1. The Unsecured Creditors as on September 30, 2017 were entitled to vote at the venue of the meeting on the resolution seeking their approval.

2. As on September 30, 2017, there were 348 (Three Hundred and Forty Eight Only) Unsecured Creditors amounting to Rs. 2,82,58,95,155/- (Rupees Two Hundred and Eighty Two Crores Fifty Eight Lakhs Ninety Five Thousand One Hundred and Fifty Five Only) who were entitled to vote in person or by proxy or by Authorised Representative at the venue of the meeting on the resolution seeking their approval.

3. The Company had completed the dispatch of the Notice of the meeting along with the relevant annexure referred thereto, proxy form, attendance slips etc to the Unsecured Creditors of the company on Thursday, December 28, 2017 and has also published an advertisement in this regard in Form No. CAA 2, in English Language in Business Standard Newspaper and Kannada Prabha in Kannada language in Newspaper on Thursday, December 28, 2017.

4. The total number of Unsecured Creditors present at the meeting in person or by Authorised representative was 61 (Sixty One) aggregating to the total outstanding amount of Rs. 253,17,90,333 (Rupees Two Hundred and Fifty Three Crores Seventeen Lakhs Ninety Thousand Three Hundred and Thirty Three Only) .

5. At the meeting, after the end of the discussion, the Chairman of the meeting directed for conducting the voting for Unsecured Creditors who were present at the meeting.

6. One empty ballot box kept for polling was locked in my presence with due identification mark placed by me.

7. After the conclusion of voting at the NCLT convened meeting, the locked ballot box was subsequently opened in my presence and in the presence of Ms. Vanishree Hegde and Ms. Sneha Hegde, who are not in the employment of the company and the Ballot forms were diligently scrutinized.

8. The voting papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.

9. I did not find any Voting Papers invalid.

10. 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 December 21, 2017.

Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Section 234 and other applicable provisions, if any, of theCompanies Act, 2013, rules, circulars, notifications, if any, made thereunder (including any statutory modification(s) or re-enactment thereoffor the time being in force),and the applicable provisions of the Memorandum and Articles of Association of the Company and subject to theapproval of the Hon'ble National Company Law Tribunal, Bengaluru Bench and subject to such other approvals, permissions and sanctionsof regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposedby the Hon'ble National Company Law Tribunal, Bengaluru Bench or by any regulatory or other authorities, while granting such consents,approvals and permissions, 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 other person authorised by it to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of Magnet 360, LLCwith Mindtree Limited ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolutediscretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Amalgamationembodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/orimposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or such other regulatory/statutory authorities, if and whenapplicable while sanctioning the Amalgamation embodied in the Scheme or by any authorities under law or as may be required for thepurpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.

(i) Voted in favour of the Resolution:

Number of Unsecured Creditors present and voting (in person or by Authorised Representative)	Value of Votes (in terms of amount outstanding cast by them) [In Rs.]	% of Value of votes cast
61	**253,17,90,333**	**100.00%**

(ii) Voted against the Resolution:

Number of Unsecured Creditors present and voting (in person or by Authorised Representative)	Value of Votes (in terms of amount outstanding cast by them) [In Rs.]	% of Value of votes cast
Nil	**Nil**	**Nil**

(iii) Invalid / Defective Votes:

Total Number of Unsecured Creditors (in person or by Authorised Representative of the Body Corporate) whose votes were declared invalid	Total number of Votes Cast by them
Nil	

10. The list of Unsecured Creditorswho voted “FOR”, “AGAINST” and those whose votes were declared invalid for the resolution through Ballot Form at the venue of the NCLT convened meeting are annexed herewith as Annexure – I.

11. The Attendance slip, Ballot Forms and all other relevant records are handed over to the Company Secretary of the Company authorised by the Board of Directors for safe keeping.

12. The Management of the Company is responsible for ensuring compliance with the requirement of the Companies Act, 2013 and Rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting on the resolution contained in the Notice dated December 21, 2017 of the meeting.

Thanking you,

Yours faithfully,

Nagendra D. Rao
Practising Company Secretary

Encl : Annexure – I

Place: Bengaluru

Dated: February 1, 2018

Annexure - 1

LIST OF UNSECURED CREDITORS WHO VOTED "FOR", "AGAINST" AND THOSE WHOSE VOTES WERE DECLARED INVALID FOR THE RESOLUTION THROUGH BALLOT FORMS.

A	VOTED FOR THE RESOLUTION				
Sr. No.	**Name of the Unsecured Creditors**	**Address**	**Value of Votes in terms of amount Outstanding cast by them (In Rs.)**	**Number of Votes**	**Percentage of value of votes to the total outstanding amount as on September 30, 2017**
1	Ab&d Software India Private Ltd	69/1, KPM Complex,JM Road, Bangalore	47,601	47,601	0.0019
2	Ace Envirotech Pvt.Ltd	Pl No. 5/1938, SUB-18R.No.104, Bhakti Vihar Bhubaneswar	8,23,149	8,23,149	0.0325
3	Aesthetik Engineers Pvt Ltd	PATIA, RAILWAY STATION MAIN ROAD FLAT NO 408, 2(A),OMM SAI ARCADE,KALARAH BHUBANESWAR	56,67,207	56,67,207	0.2238
4	Aprameyah Technologies Pvt Ltd	Sheeba Galleria, 2731, 2nd Cross, New Thippasandra, BehindPoorna, Prajna School, HAL 3rd Stage Bangalore	28,052	28,052	0.0011
5	Athiya Organizational Competencies (P) Ltd	Casa Capitol, I Floor, No.17, Wood Street,Ashoknagar Bangalore	32,400	32,400	0.0013
6	Bigico IPM Pvt Ltd	788,2nd Cross,Mahalakshmi Layout Bangalore	56,427	56,427	0.0022
7	Book Fetch	140, 7th Cross, Bhuvaneshwari Nagar, Hebbal Dasarahalli, Bangalore	8,278	8,278	0.0003
8	Buzzworks Business Services Private Limited	No. 24/27, Flat 2A, II floorJade Terrance, Balfour Road,Opp. Nagappa Hero Showroom, Kellys Chennai	3,45,299	3,45,299	0.0136
9	Calm Achiever	#78, Koramangala Industrial Area,Near Jyoti Nivas College Road Bangalore	15,286	15,286	0.0006
10	Cbsi India Private Limited	Sy No.7P & 93P,Electronic City, Phase-IIIndustrial Area, Begur Hobli Bangalore	1,14,705	1,14,705	0.0045

A	VOTED FOR THE RESOLUTION				
Sr. No.	**Name of the Unsecured Creditors**	**Address**	**Value of Votes in terms of amount Outstanding cast by them (In Rs.)**	**Number of Votes**	**Percentage of value of votes to the total outstanding amount as on September 30, 2017**
11	Cerulean Interiors Pvt. Ltd.	1st Floor,Indian Express LayoutKodigehalli,Virupakshapura Bangalore	2,75,790	2,75,790	0.0109
12	Cherry Hill Interiors Limited	H.No.8/2/120/45, Road No.2,Banjara Hyderabad	15,79,448	15,79,448	0.0624
13	Coffee Day Global Limited	219/50, 4th Main Road, N S Palya,Bannarghatta road Bangalore	2,56,989	2,56,989	0.0102
14	Collabera Technologies Pvt. Ltd.	Collabera House II, 2nd Floor,Tower B, MayfairCorporate Park, Near DPS, Kalali Vadodara	1,93,161	1,93,161	0.0076
15	Crystal Springs	Site no 3 and 4, hosahalli villageuttarahalli hobli,kanakapura road Bengaluru	46,872	46,872	0.0019
16	Devtools	No 419, 14th Cross, K R Road,Shastrinagar Bangalore	43,20,617	43,20,617	0.1707
17	Earthline Services Pvt. Ltd.	A/1, 4TH FLOOR,11TH CROSS,LINGARAJAPURAM Bangalore	2,49,142	2,49,142	0.0098
18	Falcon Enterprises	No. 110, Panthrapalya,Mysore Road Bangalore	37,044	37,044	0.0015
19	Future Focus Infotech Pvt. Ltd.	3 II Street Haddows Road Chennai	68,600	68,600	0.0027
20	G4s Security Systems India Pvt. Ltd.	# 5/13, 1st Main,Vasanth Nagar,Opp: Kodava Samaja Bangalore	15,39,882	15,39,882	0.0608
21	Gift Artz	#227, 2ND CROSS, ISRO LAYOUT BANGALORE	5,09,029	5,09,029	0.0201
22	I4 Communication Private Limited	290/A, 34th Cross, 9th Main, Jayanagar 4th Block Bangalore	9,47,317	9,47,317	0.0374
23	Icomp Solutions	No.13, Springseas Blossom, Silverspring Layout,HAL Varthur Main Road,Spice Garden Compound Bangalore	5,986	5,986	0.0002

A	VOTED FOR THE RESOLUTION				
Sr. No.	**Name of the Unsecured Creditors**	**Address**	**Value of Votes in terms of amount Outstanding cast by them (In Rs.)**	**Number of Votes**	**Percentage of value of votes to the total outstanding amount as on September 30, 2017**
24	Inventech Info Solutions Pvt. Ltd.	#296/D/2/56, 2nd Floor, 9th Main, 5Near BSNL Telephone Exchange Bangalore	1,47,690	1,47,690	0.0058
25	Jobworld India Pvt. Ltd.	B1, II Floor, Sneha Jyothi, No 37,Ejipur Main Road, Vivek Nagar Bangalore	14,81,021	14,81,021	0.0585
26	K&k Systems	21/5, RR Flats Vedhachalam Nagar1st street, Kodambakkam CHENNAI	2,00,737	2,00,737	0.0079
27	Klaus It Solutions Pvt. Ltd.	No 7, Albert street, Richmond Town Bangalore	12,64,162	12,64,162	0.0499
28	L S Consultancy Services	No.109, IInd Floor, R.R.M.R Extensi Bangalore	1,48,500	1,48,500	0.0059
29	Link Intime India Pvt. Ltd.	C 13, Panalal Silk Mills Compound,L B S Marg, Bhandub w, Mumbai	1,80,588	1,80,588	0.0071
30	Magnet 360 LLC	5757, Wayzata Boulevard Minneapolis	1,88,11,169	1,88,11,169	0.7430
31	Megatron Solutions Pvt. Ltd.	3/A, 1st A Main, Binny Mills Road, Ganganagar Extn.,RT Nagar Bangalore	6,444	6,444	0.0003
32	Micron Electricals	Krishna Plaza, I Floor,No 102, Municipal No 6 to 2 to 953 Hyderabad	7,79,017	7,79,017	0.0308
33	Mindtree Software (shanghai) Co., Ltd.	Room No. 541, Standard Chartered Tower, No. 201, Century Avenue, Pudong, Shanghai, China	8,84,374	8,84,374	0.0349
34	Neo Systek	#9, Building Gudu, Opp. Koncept Shelters Hosakerehalli Main Road, Ganapathi Nagar Bangalore	15,938	15,938	0.0006
35	New India Hardware	No.5/2, D.S. LaneS.P. Road Cross Bangalore	59,191	59,191	0.0023

A	VOTED FOR THE RESOLUTION				
Sr. No.	**Name of the Unsecured Creditors**	**Address**	**Value of Votes in terms of amount Outstanding cast by them (In Rs.)**	**Number of Votes**	**Percentage of value of votes to the total outstanding amount as on September 30, 2017**
36	Origami Cellulo Pvt. Ltd.	S-8 and S-9, SY No.38, Apparel Park Indl. Area, Arehalli Guddadahall Village, Bangalore	49,266	49,266	0.0019
37	Platlap Solutions	3rd FLOOR, M K TOWER,No. 25/4, ARCOT ROAD, VIRUGAMBAKKAM CHENNAI	3,97,174	3,97,174	0.0157
38	Plaunshe	194,1st,2nd,3rd floor,Amarjyothi LayoutDomlur Bangalore	6,636	6,636	0.0003
39	Pratik Art Interiors Pvt. Ltd.	6/3, 1st FloorMosque Town, Frazer Town Bangalore	25,654	25,654	0.0010
40	Primus Global Technologies Pvt. Ltd.	28/2 Siddapura, Whitefield Main Raod Bangalore	2,78,457	2,78,457	0.0110
41	Proserve	NO. 63, F202, MILLERS ROADBENSON TOWN POST BANGALORE	4,32,286	4,32,286	0.0171
42	Pyramid It Consulting Private Limited	D-26,Sector 63Noida, UP	77,257	77,257	0.0031
43	Quantum Leap Consulting Pvt. Ltd.	#201, 1st Floor, Oxford ChambersRustum Bagh, Airport RdVimanapura Bangalore	1,84,790	1,84,790	0.0073
44	Quess Corp Limited	4th Floor, S V Towers, No 27, 80 Feet Rd6th Block, Koramangala,Bangalore	42,26,131	42,26,131	0.1669
45	Rohini Interiors	92/1 1, O R C road, Austin Town, Bangalore	61,221	61,221	0.0024
46	S Lakshmana	No 610, Someshwara Nagar Siddapura BANGALORE	1,078	1,078	0.0000
47	S S Enterprises	281, Narayanpillai Street, Shivaji Nagar, Commercial Street Cross Bangalore	48,662	48,662	0.0019
48	Samarpana Common Bus System Private Limite	38, 4th main, 1st Phase, Girinagar,Bangalore	1,35,000	1,35,000	0.0053
49	Shashi Arts & Signs	373, 8th Main 10th Cross, Shastri Nagar Bangalore	518	518	0.0000

A	VOTED FOR THE RESOLUTION				
Sr. No.	**Name of the Unsecured Creditors**	**Address**	**Value of Votes in terms of amount Outstanding cast by them (In Rs.)**	**Number of Votes**	**Percentage of value of votes to the total outstanding amount as on September 30, 2017**
50	Shivashankara	No 555, 1st A Cross, Muneswara Block Bangalore	18,898	18,898	0.0007
51	Siliconedge Tech Solutions Pvt. Ltd.	#72/A, 3rd Floor, Chamundi Arcade,Opp Basaveshwara Girls High School29th Cross, 2nd Block, Rajajinagar Bangalore	6,65,387	6,65,387	0.0263
52	Spinifex Consulting Private Limited	381 Royal Park, J P Nagar 9th Ph Bangalore	10,92,487	10,92,487	0.0432
53	Tanglin Developments Limited	Coffee Day Square, Vittal Mallya Road, Bangalore	60,64,822	60,64,822	0.2395
54	Team Lease Services Ltd.	BMTC Commercial Complex6th Floor, 80FT RD, Koramangala Bangalore	55,941	55,941	0.0022
55	Topsys Solutions Pvt. Ltd.	# 135, 1st Floor 3rd Cross, 27th MainBTM 1st Stage Bangalore	4,23,786	4,23,786	0.0167
56	Triangle Technologies	23, Hare Krishna Road, Shivananda Circle Bangalore	2,02,857	2,02,857	0.0080
57	Twenty Two By 7 Solutions Pvt. Ltd.	1748, Deepkunj, 18th Main, 8thCross, JP Nagar, 2nd Phase Bangalore	2,04,079	2,04,079	0.0081
58	Valuepoint Techsol Private Limited	102, Brigade Corner, Yediyur Circle7th Block, Jayanagar Bangalore	14,56,488	14,56,488	0.0575
59	HDFC Bank - Short Term Loan	#8/24, Salco Centre, Richmond Road, Bengaluru 560025	1,50,00,00,000	1,50,00,00,000	59.2466
60	HDFC Bank - CP	#8/24, Salco Centre, Richmond Road, Bengaluru 560025	97,44,50,148	97,44,50,148	38.4886
61	Unitforce Technologies Consulting Pvt Ltd	No 30, 7th Cross, Honna Gangappa Complex,Agrahara Dasarahalli, Magadi Main Road,Bangalore	84,199	84,199	0.0033
		Total	**2,53,17,90,333**	**2,53,17,90,333**	**100.00**

B. AGAINST THE RESOLUTION :

A	VOTED FOR THE RESOLUTION				
Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
Nil					

C. VOTES WHICH WERE DECLARED INVALID :

Sr. No.	Name of the Unsecured Creditors	Address	Value of Votes in terms of amount Outstanding cast by them (In Rs.)	Number of Votes	Percentage of value of votes to the total outstanding amount as on September 30, 2017
Nil					

Report of Scrutinizer - Consolidated

To,
Mr. Krishnakumar N,
Chairman appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT), for the Meeting of the Members of Mindtree Limited pursuant to Company Application C.A. (CAA) NO. 83/BB/2017.

Dear Sir,

Sub: **Consolidated Report of Scrutinizer on the results of Voting by way of Postal Ballot, Remote E-voting and voting at the venue, in pursuance of directions issued by the Bengaluru Bench of Hon'ble National Company Law Tribunal (NCLT)**

I, Nagendra D Rao, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Mindtree Limited vide resolution dated October 06, 2017 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the Postal Ballot forms received from the Shareholders and voting at the Hon'ble NCLT convened meeting in respect of the resolution mentioned in the Notice dated December 21, 2017, convening the Equity Shareholders meeting.

The Hon'ble NCLT, Bengaluru Bench vide its Order dated December 14, 2017 appointed me as the Scrutinizer for the meeting of the Equity Shareholders to scrutinize the voting process at the Hon'ble NCLT convened Equity Shareholders meeting held on Wednesday, January 31, 2018 at 11.00 a.m. at. Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, Bengaluru – 560 001.

Notices were issued to the Shareholders whose names appeared in the Register of Members as at the close of Business hours on December 15, 2017, and voting rights were reckoned as on the close of business hours on December 15, 2017, being the cut-off date for the purpose of deciding the entitlement of Members to vote.

The Company had completed the dispatch of the Notice of the meeting along with the relevant annexure referred thereto, proxy form, attendance slips, etc to the Members of the company on Thursday, December 28, 2017 and has also published an advertisement in this regard in Form No. CAA 2, in English Language in Business Standard Newspaper and Kannada Prabha in Kannada language in Newspaper on Thursday, December 28, 2017.

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per directions issued by Hon'ble NCLT, the Company had provided Remote E voting facility through National Securities Depository Limited (NSDL)and also the facility to vote by way of Postal Ballot, before the NCLT Convened Meeting and also by way of Ballot form at the NCLT Convened Meeting.

Remote E-Voting and Voting by way of Postal Ballot, to facilitate voting by the Equity Shareholders of the Company as at cut-off date as on business hours on December 15, 2017, commenced on January 1, 2018 (9.00 a.m.) and ended on January 30, 2018 (5.00 p.m.).

Additionally, the Equity shareholders of the Company as at the cut-off date of December 15, 2017, who had not voted either by way of remote e-voting or Postal Ballot earlier were allowed to vote by way of Ballot form at the NCLT Convened Meeting.

Pursuant to the provisions of the Companies Act, 2013, I have unblocked the remote e-voting results on the NSDL e-voting platform on January 31, 2018 at 11.45 a.m. in the presence of Ms. Pooja Hegde and Mr. Sadguru Bhat, who are not in the employment of the Company.

Particulars of all the Postal Ballot forms received from the shareholders have been entered in a register separately maintained for the purpose.

We have relied on the information provided by Link Intime India Private Limited, the Registrar and Share transfer Agent (RTA) of the Company in relation to details regarding number of shares held and signature of Shareholders.

As per the Order of the Hon'ble NCLT dated December 14, 2017, the quorum for the NCLT convened meeting of the Equity Shareholders is 100 (One Hundred) only.

The total number of members present at the NCLT convened meeting of the shareholders were 158 (One Hundred and Fifty Eighty) present in Person or Proxy detailed as under:

Sr. No.	**Category of Shareholders present in person or in proxy**	**In Numbers**	**Numbers of Equity shares held**
1	Promoter and Promoter Group (In Person / Authorised Representative)	4	1,22,14,600
2	Public (In Person / Authorised Representative)	151	2,81,46,905
3	Proxy	3	17,93,740
	Total	**158**	**4,21,55,245**

After the announcement was made by the chairman appointed for the meeting, members and proxies present at the NCLT Convened Meeting voted by Ballot form facility provided by the Company.

I hereby submit my Consolidated Report as under:

A. Details of Votes Cast (by way of Remote E-voting, Postal Ballot and Ballot form at the Hon'ble NCLT Convened Meeting) with respect to the Resolution proposed in the Notice dated December 21, 2017.

Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Section 234 and other applicable provisions, if any, of the Companies Act, 2013, rules, circulars, notifications, if any, made there under (including any statutory modification(s) or re-enactment thereof for the time being in force),and the applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Bengaluru Bench and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or by any regulatory or other authorities, while granting such consents, approvals and permissions, 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 other person authorised by it to exercise its powers including the powers conferred by this resolution), the Scheme of Amalgamation of Magnet 360, LLC with Mindtree Limited ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench or such other regulatory/statutory authorities, if and when applicable while sanctioning the Amalgamation embodied in the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.

Particulars		**No. of Members**	**No. of Shares**
Votes Cast by way of Remote E-voting	**A**	803	11,33,90,583
Votes Cast by way of Postal Ballot	**B**	568	18,05,067
Votes Cast by way of Ballot form at NCLT Convened Meeting	**C**	73	23,63,516
Total Votes Cast	**D**	**1,444**	**11,75,59,166**
Less: Rejection of Votes cast by way of Remote E-Voting	**E**	Nil	Nil
Less: Rejection of Votes on Postal Ballot	**F**	47	18,579
Less: Rejection of Votes cast by Ballot form at NCLT Convened Meeting	**G**	12	10,011

Total Rejections	**H**	**59**	**28,590**
Valid votes cast by way of Remote E-Voting	**A-E**	803	11,33,90,583
Valid votes cast by way of Postal ballot	**B-F**	521	17,86,488
Valid Votes cast by Ballot form at NCLT Convened Meeting	**C-G**	61	23,53,505
Total Valid Votes	**D-H**	**1,385**	**11,75,30,576**

B. Reasons for Rejections

Particulars	No. of Members	No. of Shares
1. Rejection of Votes Cast by way of Remote E-Voting		
(i) Abstained from Voting	Nil	Nil
Total (1)	**Nil**	**Nil**
2. Rejection of Votes on Postal Ballot		
(i) Unsigned Postal Ballot Paper	1	40
(ii) Signature Not Tallied	21	13,464
(iii) Already voted through Remote evoting	1	13
(iv) Vote Not Casted	21	4,735
(v) Voted both for and against	3	327
Total (2)	**47**	**18,579**
3. Rejection of Votes cast by Ballot Form at the meeting		
(i) Voted through Postal Ballot	8	219
(ii) Not Voted	2	15

(iii) Voted through Remote evoting	1	9,775
(iv) Voted for both For and Against	1	2
Total (3)	**12**	**10,011**
Total Rejections (1+2+3)	**59**	**28,590**

C. Total Number of votes in favour and / or against the Resolution:

Particulars	Remote E-voting		Postal Ballot		Voting through Ballot form at the NCLT Convened meeting		Total	
	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares
Total Valid Votes	803	113,390,583	521	1,786,488	61	2,353,505	1,385	117,530,576
Total Votes cast in favor of the Resolution	780	113,388,257	506	1,784,151	61	2,353,505	1,347	117,525,913
Total Votes cast against the Resolution	23	2,326	15	2,337	-	-	38	4,663
Percentage (%) of Votes cast in favor	-	99.9979	-	99.8692	-	100.00	-	99.9960
Percentage (%) of Votes cast against	-	0.0021	-	0.1308	-	-	-	0.0040

The Compliance with the relevant provisions of the Companies Act, 2013, Rules there under and Hon'ble NCLT order dated December 14, 2017, in relation to voting in person / through Postal Ballot or Remote E-Voting or by proxy or by authorized representative at NCLT convened Meeting on the proposed resolution is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render scrutinizer's report, based on report generated from the electronic voting system provided by NSDL and the physical counting of votes by way of Postal Ballot papers and Ballot form at the meeting.

NAGENDRA D. RAO
Practicing Company Secretary
No. 180, 1st Floor, 3rd Main, 3rd Cross,
S L Byrappa Road, Hanumanthanagar
Bangalore – 560 019.
Membership No.:- FCS 5553
COP : 7731

Place : Bengaluru

Date: February 1, 2018