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/14-15/44

May 23, 2014

The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
BSE : fax : 022 2272 3121/2041/ 61
Phone 022-22721233/4
email: corp.relations@bseindia.com

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:

(i) Submission of details regarding the voting results of the Postal Ballot;

(ii) Intimation of Record Date for the purpose of allotment of Bonus Equity Shares as per Clause 16 of the Listing Agreement; and

(iii) Filing of six copies (including a certified copy) of amended Memorandum of Association of the Company as per Clause 33 of the Listing Agreement.

Reference: Our letters - MT/STAT/RSN/14-15/6 dated April 16, 2014 and MT/STAT/RSN/14-15/11, dated April 18, 2014.

With respect to the above, please note the following:

(i) Submission of details regarding the voting results of the Postal Ballot:

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of the Members of the Company was sought for the following proposed Special Resolutions to be passed by way of Postal Ballot (including electronic voting):

(a) Increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company;
(b) Issuance of Bonus Shares;
(c) To authorize the Board of Directors or a Committee thereof to borrow up to USD ($) One Billion; and
(d) To authorize the Board of Directors or a Committee thereof to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the Company, both present and future.

The Company through its Board Meeting dated April 16, 2014 had appointed Mr. S Eshwar, Practicing Company Secretary, as the Scrutinizer for conducting Postal Ballot (including electronic voting) in a fair and transparent manner.

The Scrutinizer has submitted his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballot (including electronic voting).

We herewith enclose the results of voting of the Members of the Company, conducted by way of Postal Ballot (including electronic voting) as per the report submitted by the Scrutinizer, in **Annexure** attached along with this letter. Please note that all the four Special Resolutions mentioned above, have been passed with requisite majority as prescribed under applicable Laws.

MINDTREE LIMITED BANGALORE

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(ii) Intimation of Record Date for the purpose of allotment of Bonus Equity Shares as per Clauses 16 and 22 of the Listing Agreement:

Please note that the Members of the Company have approved the issue of Bonus Shares in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each, for every 1 (One) fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each, held by the Members and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid- up capital of the Company.

We further wish to inform that the Administrative Committee of the Board of Directors of the Company, in its meeting held on May 23, 2014, have approved and fixed June 4, 2014, Wednesday, as the Record Date for the purpose deciding the Members who shall be eligible to the allotment of the Bonus Shares as per the ratio mentioned above by capitalization of a sum not exceeding Rs. 430,000,000/- (Rupees Forty Three Crores only) from the Securities Premium Account, Free Reserves or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up to the holders of the Equity Shares of the Company, whose names appear on the Register of Members on the Record Date of June 4, 2014.

With the issue of Bonus Shares, appropriate adjustments would also be made to the number of Stock Options under various Employee Stock Option Schemes, Directors' Stock Option Scheme and Employee Stock Purchase Scheme of the Company as on June 4, 2014 (whether vested or unvested) and the Exercise Price, in accordance with the provisions of the Schemes read with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

The fully paid-up Bonus Shares shall be distributed to the Members of the Company, whose names appear on the Register of Members as on June 4, 2014, of the Company. The Bonus Shares so allotted shall rank *pari-passu* in all respects with the fully paid-up Equity Shares of the Company as existing on June 4, 2014.

Disclosure under Clause 22 of the Listing Agreement is given as below:

Details	
Symbol	MINDTREE
Series	EQ
Book Closure (B) / Record Date (R)	(R)
BC Start Date	N/A
BC End Date	N/A
Record Date	June 4, 2014
Purpose	Issue of Securities-Bonus
Corporate Action Type	Bonus
Issue of Securities – Bonus	Ratio of Bonus: 1:1
Meeting's Date	May 23, 2014 [Date of Approval of the Members of the Company approving the issue of Bonus Shares through Postal Ballot (including electronic voting)]

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(iii) Filing of six copies (including a certified copy) of amended Memorandum of Association of the Company as per Clause 33 of the Listing Agreement and details of particulars of alteration of Authorised Capital as per Clause 22 of the Listing Agreement:

We wish to inform that the Members of the Company have approved the increase in the Authorised Share Capital to Rs. 8,000,000,000 (Rupees Eight Hundred Crores only) comprising of 800,000,000 (Eighty Crores only) from the existing Authorised Share Capital of the Company of Rs. 796,200,000 (Rupees Seventy Nine Crores Sixty Two Lakhs only) divided into 79,620,000 (Seven Crores Ninety Six Lakhs Twenty Thousand only) Equity Shares of Rs. 10/- each (Rupees Ten only), and consequent alteration to Clause V of the Memorandum of Association of the Company, with the requisite majority on May 23, 2014.

In this regard, as per Clause 33 of the Listing Agreement, we herewith enclose 6 (six) copies of the amended Memorandum of Association of the Company for your records.

This is for your information, records and necessary action. Kindly acknowledge receipt.

Thanking you.
Yours truly,

for **Mindtree Limited**

Rajesh. S

Rajesh S Narang
Vice President - Legal & Company Secretary

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ईश्वर eshwar
COMPANY SECRETARIES

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

23rd May 2014

To

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

SUB: SCRUTINIZER'S REPORT ON THE POSTAL BALLOT CUM ELECTRONIC VOTING.

Dear Sir,

1. I have been appointed as a Scrutinizer vide letter dated 16th April 2014 for conducting the postal Ballot process in connection with the following four (4) Special Resolutions, for:

a) Increase in Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company. ("**Resolution No.1**")

b) Issue of Bonus Shares. ("**Resolution No.2**")

c) Authorising the Board or Committee thereof to borrow upto USD ($) One Billion. ("**Resolution No.3**")

d) Authorising the Board of Directors or Committee thereof to sell, lease, mortgage, or otherwise dispose of the whole or substantially the whole of the undertaking(s), the movable, immovable properties of the Company both present and future. ("**Resolution No.4**")

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

2.1. As per the information provided to me, the Company has completed the despatch of notice of postal ballot, along with the postal ballot forms and business reply envelope (postage prepaid) through speed post on 19th April 2014, to the Members whose names appeared on the Register on Members/List of beneficiaries as on 11th April 2014, and for those shareholders, whose email id's were available in the electronic registry, the postal ballot was sent by email.

CHENNAI

CERTIFIED TRUE COPY

For Mindtree Limited

Rajesh.S

Vice President Legal & Company Secretary

MINDTREE LIMITED * BANGALORE

2.2. Particulars of all the postal ballot forms received from the shareholders and the votes cast by electronic mode have been entered in a register separately maintained for purpose in electronic mode.

2.3. All postal ballot forms, received up to the close of working hours, on date 21st May 2014, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.

2.4. Envelopes containing postal ballot forms received after business hours, on 21st May 2014 were not considered for my scrutiny. These envelopes have not opened.

2.5. The postal ballot envelopes were opened from time to time, under my authorisation by the Registrar and Transfer Agent of the Company.

2.6. Particulars of all the postal ballot forms received from the shareholders have been entered in the electronic register separately maintained for this purpose.

2.7. Envelopes containing postal ballot forms which were returned undelivered were also not opened.

2.8. I have not found any defaced/mutilated postal ballot form.

2.9. I have also received a complete record of votes cast by electronic mode form National Securities Depository Limited (NSDL) the agency for providing and supervising electronic platform was closed by (NSDL) on 21st May 2014.

3. **Details of postal ballot forms received**:

Total Number of Ballot Forms Received	No. of Equity shares
802	8391231

Total Number of Ballot Forms rejected for Reason 2 & 3 in Annexure 2	No. of Equity shares
77	2113

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Resolution No.	Total Number of Ballot Forms considered Not Valid for Reasons other than 2, 3, and 8 in Annexure 2	No. of Equity shares
Resolution No. 1	34	6287
Resolution No. 2	37	6326
Resolution No. 3	42	6426
Resolution No. 4	41	6381

4. **The resolution wise, postal ballot form, considered to be valid is as under:**

Resolution No.	Total Number of Ballot Forms considered Valid	No. of Equity shares
Resolution No. 1	691	8382831
Resolution No. 2	688	8382792
Resolution No. 3	683	8382692
Resolution No. 4	684	8382737

5. **On a scrutiny of all the valid postal ballot forms, I report to you the result of the postal ballot as under:**

Resolution No.	FOR		AGAINST	
	No. of Postal Ballot Forms	*No. of Equity Shares*	*No. of Postal Ballot Forms*	*No. of Equity Shares*
Resolution No. 1	679	8283491	12	99340
Resolution No. 2	686	8382762	2	30
Resolution No. 3	639	8282676	44	100016
Resolution No. 4	612	8380540	72	2197

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6. **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	717	21156973
Resolution No. 2	724	21157249
Resolution No. 3	706	21032755
Resolution No. 4	717	21030995

Resolution No.	Total Shareholders who had voted with physical ballot form and electronic form and hence considered not valid for reason specified in 8 in Annexure 2	No. of Equity shares
Resolution No. 1	2	27
Resolution No. 2	2	27
Resolution No. 3	2	27
Resolution No. 4	2	27

Resolution No.	Total Number of shareholders whose vote is considered valid	No. of Equity shares
Resolution No. 1	715	21156946
Resolution No. 2	722	21157222
Resolution No. 3	704	21032728
Resolution No. 4	715	21030968

7. **I report to you that the result of the voting by electronic mode is as under:**

Resolution No.	FOR		AGAINST	
	No. of shareholders	*No. of Equity Shares*	*No. of shareholders*	*No. of Equity Shares*
Resolution No. 1	635	17537966	80	3618980
Resolution No. 2	713	21156850	9	372
Resolution No. 3	549	16214088	155	4818640
Resolution No. 4	523	16229047	192	4801921

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8. **The aggregate of the votes of the postal ballot forms and the voting by electronic mode is as under:**

Resolution No.	FOR		AGAINST		PERCENTAGE	
Ballot + Electronic Mode	***No. of Shareholders***	***No. of Equity Shares***	***No. of Shareholders***	***No. of Equity Shares***	***For***	***Against***
Resolution No. 1	1314	25821457	92	3718320	87.412	12.588
Resolution No. 2	1399	29539612	11	402	99.999	0.001
Resolution No. 3	1188	24496764	199	4918656	83.279	16.721
Resolution No. 4	1135	24609587	264	4804118	83.667	16.333

for ESHWAR

S. Eswar

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

Place: Chennai
Date: 23rd May 2014

CERTIFIED TRUE COPY
For Mindtree Limited
Rajesh. S
Vice President Legal & Company Secretary

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ANNEXURE-1

BASIS OF ACCEPTANCE

A. ***PHYSICAL BALLOT FORM:***

1. A postal ballot form is complete in all respects including duplicate postal ballot forms downloaded from the website of NSDL as specified in postal ballot notice.

2. The assent or dissent has been given by any other mark, the postal ballot form has been considered.

3. Joint shareholder(s) has/have signed the postal ballot form instead of first named shareholder, the vote cast by the joint named shareholders has/have been considered.

B. ***VOTING THROUGH ELECTRONIC MODE***:

4. Shareholder has voted only through e-voting i.e. electronic mode.

5. Institutional shareholder (other than Individuals, HUF, NRI, etc.) even if they have not sent scanned copy/hard copy of the relevant board resolution / Authority Letter / Power of Attorney, etc. together with attested specimen signatures of the duly authorised signatory. This is because, in nine (9) cases, where the above documents are not available, the Institutional shareholder has received the ballot by email, and in eight (8) cases, though they had received physical ballot, they were required to use their existing password, and in only one (1) case, it was a new password. The above led me to presume that there may not be a chance of misuse of the voting right by a party not entitled to vote. Hence, I thought it fit to consider these as valid.

ANNEXURE-2

BASIS FOR CONSIDERING THE VOTE AS NOT VALID

A. ***PHYSICAL BALLOT FORM:***

1. Shareholder has not put any tick mark on either assent or dissent.

2. Ballot paper is not signed.

3. Specimen signature of the share holder with the registrar and share transfer agent differs materially with that of the signature in postal ballot forms.

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4. Shareholder has put tick mark for both assent and dissent without indicating number of shares.

5. In case where a postal ballot form has been signed by authorised signatory/power of attorney holder and certified true copy of board resolution/ power of attorney /letter of authority together with attested specimen signatures of the duly authorised signatory not attached with the postal ballot form or the board resolution does not contain power to the authorised signatory to vote on behalf of the ultimate principal.

6. Shareholder has written number of shares in one column and has marked a tick in the other column.

7. In certain cases, shareholder had not voted for one or more item, and in respect of that item, alone the ballot was considered as not valid.

B. ***VOTING THROUGH ELECTRONIC MODE:***

8. Shareholder has voted by physical ballot form and e-voting both, then voting done though valid physical postal ballot form has been considered and e-voting has been treated as invalid.

for ई eshwar

S. Esh

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

Place: Chennai
Date: 23rd May 2014

CERTIFIED TRUE COPY
For Mindtree Limited
Rajesh S
Vice President Legal & Company Secretary

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