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/16-17/47

Jul 1, 2016

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

Sub: Submission of Chairman's Report for the Court Convened Meeting of Unsecured Creditors and Members held on June 14, 2016

We attach herewith, the Chairman's Report for the Court Convened Meeting of Unsecured Creditors and Members held on June 14, 2016 for your kind information and records please. Kindly acknowledge receipt of the same.

Thanking you.
Yours truly,

for **Mindtree Limited**

Vedavalli S
Company Secretary

MINDTREE LIMITED * BENGALURU *

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

T +91 80 6706 4000
F +91 80 6706 4100
W www.mindtree.com

IN THE HIGH COURT OF KARNATAKA AT BENGALURU

(ORIGINAL JURISDICTION)

IN THE MATTER OF SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF COMPOSITE SCHEME OF AMALGAMATION OF

DISCOVERTURE SOLUTIONS L.L.C.
AND
RELATIONAL SOLUTIONS INC
WITH

MINDTREE LIMITED

COMPANY APPLICATION NO. 173 OF 2016

MINDTREE LIMITED, a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, Karnataka, India, represented by its Company Secretary, Ms. Vedavalli S.

...APPLICANT/TRANSFEREE COMPANY

Vs.

Nil. **RESPONDENT**

CHAIRMAN'S REPORT

I, Krishnakumar Natarajan, the person appointed by this Hon'ble Court, pursuant to the Order dated April 21, 2016 passed in CA 173 of 2016 to act as chairman of the meeting of the unsecured creditors of the Applicant Company, summoned by notice, served individually upon them and by advertisement in 'The Business Standard' and 'Samyukta Karnataka' dated May 19, 2016 and the meeting of the unsecured creditors was held on June 14, 2016 at 10:00AM at the The Capitol Hotel, No. 3, Rajbhavan Road, Opp. General Post Office, Bengaluru 560 001, Karnataka, do hereby report to this Hon'ble Court as follows:

For Mindtree Limited

N. Krishnakumar

Authorised Signatory

1. Mr. Nagendra D. Rao, Practicing Company Secretary was appointed as the scrutinizer by the Board of Directors of the Applicant/ Transferee Company to conduct and scrutinize the votes cast by poll at the venue of the meeting.

2. The scrutinizer appointed, has provided his Report to the Chairman appointed for the meetings of the Applicant/ Transferee Company and the said Report of the Scrutinizer is annexed hereto as **Annexure- A.**

3. The said meeting of unsecured creditors was attended personally or by proxy or in case of unsecured creditors being Company(ies)/ entities then such company/ entity were represented through their authorized representatives. A total number of 25 (twenty five) unsecured creditors of the Transferee Company entitled together to value of debts of Rs. 3,02,14,910/- (Rupees Three Crores Two Lakhs Fourteen Thousand Nine Hundred and Ten Only) attended the meeting.

4. The proposed Composite Scheme of Amalgamation was read out and explained by me to the unsecured creditors at the meeting and the question submitted to the said meeting was whether the unsecured creditors of the above named Applicant Company approved the Composite Scheme of Amalgamation wherein Discoverture Solutions L.L.C. (Transferor Company No. 1) and Relational Solutions Inc, (Transferor Company No. 2), the wholly owned subsidiaries of the Transferee Company, would merge with the Applicant Company/ Transferee Company.

5. The unsecured creditors were unanimously of the opinion that the proposed Scheme of Amalgamation should be approved. The details of the unsecured creditors who attended the meeting and voted in favour of approval of the Composite Scheme of Amalgamation are set out in **Annexure- B**.

N. Krishnan

Date: June 23, 2016

Chairman

ANNEXURE- B

Details of the unsecured creditors who voted in favour of the resolution

Number of Unsecured Creditors present and voting (in person or by proxy or by Authorised Representative of the Body Corporate)	Percentage of Total Number of Unsecured Creditors present and voting (in person or by proxy or by Authorised Representative of the Body Corporate)	Number of Votes Cast by them	Percentage of total number of valid votes cast	Number of Votes (in terms of amount outstanding cast by them)	Percentage of total number of valid votes cast (in terms of amount outstanding cast by them)
25	**100%**	**25**	**100%**	**30,214,910**	**100%**

For Mindtree Limited

N. Krishnakumar

Authorised Signatory

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

Report of Scrutinizer

To,
Mr. Krishnakumar Natarajan
Chairman appointed by the Hon'ble High Court of Karnataka
for the Meeting of the Unsecured Creditors of
Mindtree Limited
Global Village, RVCE Post,
Mysore Road,
Bengaluru - 560 059.

Dear Sir,

Sub: Scrutinizer's Report on the Poll conducted at the Court Convened Meeting of Unsecured Creditors (hereinafter referred as "Meeting") held on Tuesday, 14th June, 2016 at 10.00 a.m., at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru - 560 001.

I, Nagendra D. Rao, Practising Company Secretary, 543 / A, 7th Main, 3rd Cross, Hanumanthanagar, Bangalore - 560 019, had been appointed by the Board of Directors of the Company as Scrutinizer on May 10, 2016 for the purpose of scrutinizing the poll conducted at the Meeting on the resolution contained in the Notice dated May 10, 2016 held on 14th June, 2016 at 10.00 a.m., at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru - 560 001, for business to be transacted in the matter of Composite Scheme of Amalgamation between Discoverture Solutions LLC ("the Transferor Company 1") and Relational Solutions Inc. ("the Transferor Company 2") with Mindtree Limited ("Transferee Company") and their respective Shareholders and Unsecured Creditors, hereby submit my report as under :

1. The total number of Unsecured Creditors present in person or by proxy or by Authorised representative were **25 (Twenty Five)** aggregating to the total outstanding amount of Rs. **3,02,14,910/- (Rupees Three Crores Two Lakhs Fourteen Thousand Nine Hundred and Ten)** only.

2. After declaration of the Poll by the Chairman, ballot box kept for polling was locked in my presence with due identification mark placed on them.

3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.

4. I did not find any Poll Papers incomplete or defective.

5. The result of the Poll is as under:

   The result of the poll seeking approval to the Composite Scheme of Amalgamation between Discoverture Solutions LLC ("the Transferor Company 1") and Relational Solutions Inc. ("the Transferor Company 2") with Mindtree Limited ("Transferee Company") and their respective Shareholders and Unsecured Creditors is as under:

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

543/A, 7th Main, 3rd Cross, Hanumantha Nagar, Bangalore - 560 019.
Telefax: 080-2650 9004, Mobile: 99451 75787, E-mail: nagendradrao@gmail.com / nagendra_d_rao@yahoo.co.in

I. Resolution No. 1:- To consider and approve the Composite Scheme of Amalgamation of Discoverture Solutions LLC ("the Transferor Company 1") and Relational Solutions Inc. ("the Transferor Company 2") with Mindtree Limited ("Transferee Company").

(i) Voted in favour of the Resolution:

Number of Unsecured Creditors present and voting (in person or by proxy or by Authorised Representative of the Body Corporate)	Percentage of Total Number of Unsecured Creditors present and voting (in person or by proxy or by Authorised Representative of the Body Corporate)	Number of Votes Cast by them	Percentage of total number of valid votes cast	Number of Votes (in terms of amount outstanding cast by them)	Percentage of total number of valid votes cast (in terms of amount outstanding cast by them)
25	**100%**	**25**	**100%**	**30,214,910**	**100%**

(ii) Voted against the Resolution:

Number of Unsecured Creditors present and voting (in person or by proxy or by Authorised Representative of the Body Corporate)	Percentage of Total Number of Unsecured Creditors present and voting (in person or by proxy or by Authorised Representative of the Body Corporate)	Number of Votes Cast by them	Percentage of total number of valid votes cast	Number of Votes (in terms of amount outstanding cast by them)	Percentage of total number of valid votes cast (in terms of amount outstanding cast by them)
Nil					

(iii) Invalid / Defective Votes:

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

5. A detailed list of Unsecured Creditors containing a list of Unsecured Creditors who voted "FOR" the resolution is hereby enclosed as Annexure - 1.

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

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Nagendra D. Rao
Practising Company Secretary

Place: Bengaluru

Dated: June 16, 2016

NAGENDRA D. RAO
PRACTISING COMPANY SECRETARY
No. 543/A, 7th Main, 3rd Cross
Hanumantha Nagar
BANGALORE - 560 019.

ANNEXURE - 1

Mindtree Limited

List of Unsecured Creditors who have attended the Court Convened Meeting

Date & Time of the meeting : June 14, 2016, 10.00 A.M.

Place of the meeting : The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru - 560 001.

Sl. No.	Name of the Unsecured Creditors	Address	Amount (In Rs.) as on September 30, 2015	Percentage of Voting (%)
1	A K Systems & Softwares Pvt Ltd	48/D, 24th A Cross, 5th Main,KR Road, Karesandra, BSK II Stage, Bangalore 560070	57,034	0.19
2	Archon Consulting Systems Pvt Ltd	675,1st Floor,9th A Main, Old Syndicate Bank Road,Off 100 Ft Bangalore 560038	23,210	0.08
3	Braintree Hr Consulting Pvt Ltd	Shivashankar Plaza, 5th Floor,Richmond Circle Bangalore 560027	71,650	0.24
4	Checkmate Services Private Limited	Survey No: 110/11, Opp supriya Classic,Near Sadanand hotel, Balewadi Phata, Baner Road,Pune411045	566,737	1.88
5	Coffee Day Global Limited	219/50, 4th Main Road, N S Palya,Bannarghatta road Bangalore 560076	2,596,452	8.59
6	Compass India Support Services Pvt	S-204, II Floor, Kanishka Complex LSC, Mayur Vihar Ph-1New Delhi 110091	2,539,153	8.40
7	Featherlite Products Pvt Ltd	Unit-3 No.18,19/1, Chokkanahalli Village Bytha Road, Rajankunte Post Arakege Grama Panchayat Bangalore 561263	8,500,480	28.13
8	Future Focus Infotech Pvt Ltd	3 II Street Haddows Road Chennai 600006	45,055	0.15
9	G Shanker Prasad	10, AG's Colony Anandnagar Bangalore 560024	3,700	0.01
10	G4S Security Systems India Pvt Ltd	# 5/13, 1st Main,Vasanth Nagar,Opp: Kodava Samaja Bangalore 560052	4,031,995	13.34
11	Gj Hvac Systems	2, 80 Feet Road, Indiranagar Bangalore 560038	4,261,363	14.10

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

12	I4 Communication Private Limited	290/A, 34th Cross, 9th Main, Jayanagar 4th Block,Bangalore 560011	685,967	2.27
13	Icomp Solutions	No.13, Springseas Blossom, Silverspring Layout, HAL Varthur Main Road, Spice Garden Compound, Bangalore 560037	9,568	0.03
14	Infinite Technologies	Flat No 6, Yashoda Appartment, Mayur Colony, Kothrud, Pune 411038	166,083	0.55
15	Kavitha Enterprises	No 136, R T Street, Balepet, Bangalore 560053	527,764	1.75
16	Klaus It Solutions Pvt Ltd	No 7, Albert street, Richmond Town, Bangalore 560025	18,870	0.06
17	Megatron Solutions Pvt Ltd	3/A, 1st A Main, Binny Mills Road, Ganganagar Extn.,RT Nagar, Bangalore 560032	3,004,751	9.94
18	Mindtree Software Shanghai	Shangha, Shanghai, 200120	1,615,778	5.35
19	Mukund Yashwant Toro	204, Renaissance Aura, 2nd main, vyalikaval, Bangalore 560003	63,101	0.21
20	Primus Global Technologies Pvt Ltd	28/2 Siddapura, Whitefield Main Raod, Bangalore, 560066	244,508	0.81
21	Shakthi Fluid Power	Plot No 185, 3rd Phase, KIADB, Industrial Area, Malur, Kolar 563130	475,263	1.57
22	Shashi Arts & Signs	373, 8th Main 10th Cross, Shastri Nagar, Bangalore 560028	5,470	0.02
23	Shivashankara	No 555, 1st A Cross, Muneswara Block, Bangalore 560058	13,050	0.04
24	Vee Engineers And Infrastructures	42/1, Varsha, Near Great International School, Avalahalli, Virgonagar PO, Old Madras Road, Bangalore 560049	454,055	1.50
25	Supreme Freight Services	B 2, A Block, Basement Floor, SNS Arcade, Airport Road, Bangalore 560017	233,853	0.77
	TOTAL		**30,214,910**	**100.00**

[Rupees Three Crores Two Lakhs Fourteen Thousand Nine Hundred and Ten] only.



IN THE HIGH COURT OF KARNATAKA AT BENGALURU

(ORIGINAL JURISDICTION)

IN THE MATTER OF SECTIONS 391 TO 394 OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF COMPOSITE SCHEME OF AMALGAMATION OF

DISCOVERTURE SOLUTIONS L.L.C.
AND
RELATIONAL SOLUTIONS INC
WITH

MINDTREE LIMITED

COMPANY APPLICATION NO. 173 OF 2016

MINDTREE LIMITED, a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at Global Village, RVCE Post, Mysore Road, Bengaluru 560 059, Karnataka, India, represented by its Company Secretary, Ms. Vedavalli S.

...APPLICANT/TRANSFEREE COMPANY

Vs.

Nil. **RESPONDENT**

CHAIRMAN'S REPORT

I, Krishnakumar Natarajan, the person appointed by this Hon'ble Court to act as chairman, pursuant to the Order dated April 21, 2016 passed in CA 173 of 2016, of the meeting of the shareholders of the Applicant Company, summoned by notice, served individually upon them and by advertisement in 'The Business Standard' and 'Samyukta Karnataka' dated May 19, 2016 and the meeting of the shareholders was held on June 14, 2016 at 12:00PM at the The Capitol Hotel, No. 3, Rajbhavan Road, Opp. General Post Office, Bengaluru 560 001, Karnataka, do hereby report to this Hon'ble Court as follows:

For Mindtree Limited

N. Krishnakumar

Authorised Signatory

1. Mr. Nagendra D Rao, Practicing Company Secretary was appointed as the scrutinizer by the Board of Directors of the Applicant/ Transferee Company to conduct and scrutinize remote e-voting, ballot forms received from the shareholders and scrutinize the votes cast by poll or e-voting at the venue of the meeting.

2. The scrutinizer appointed, has provided his Report to the Chairman appointed for the meetings of the Applicant/ Transferee Company and the said Report of the Scrutinizer is annexed hereto as **Annexure- A.**

3. The said meeting was attended personally and by proxy and voted by 75shareholders of the Applicant Company. The vote casted at the meeting was for 35,781 equity shares aggregating to a value Rs. 357810/- (Rupees Three Lakhs Fifty Seven thousand Eight Hundred and Ten only). Further, the members who have already casted their votes, were allowed to be present at the meeting.

4. In addition to voting at the meeting, the shareholders/members of Applicant/ Transferee Company were provided the options of voting either through e-voting or ballot as per the provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014. 1,349 shareholders of the Applicant Company, entitled together to 1,52,87,843 equity shares aggregating to value of Rs. 15,28,78,430/-(Rupees Fifteen Crores Twenty Eight Lakhs Seventy Eight Thousand Four Hundred and Thirty) voted through ballot forms and the remaining 362 shareholders of the Applicant Company, entitled together to 11,68,83,596 equity shares aggregating to value of Rs. 116,88,35,960] (Rupees One Hundred and Sixteen Crores Eighty Eight Lakhs Thirty Five Thousand Nine Hundred and Sixty only) voted through e-voting.

5. The proposed Composite Scheme of Amalgamation was read out and explained by me to the shareholders at the meeting and the question submitted to the said meeting was whether the shareholders of the above named Applicant Company approved the Composite Scheme of Amalgamation wherein Discoverture Solutions L.L.C. (Transferor Company No. 1) and Relational Solutions Inc, (Transferor Company No. 2), the wholly owned subsidiaries of the Transferee Company, would merge with the Applicant

For Mindtree Limited

N. Krishnakumar

Authorised Signatory

Company/ Transferee Company.

6. A total of 1786 shareholders/ members of the Applicant/ Transferee Company entitled together to 13,22,07,368 equity shares aggregating to a value of Rs. 132,20,73,680/- (Rupees One Hundred Thirty Two Crores Twenty Lakhs Seventy Three Thousand Six Hundred and Eighty only) cast their votes through ballot, e voting or at the meeting.

7. Out of the 1786 shareholders/ members of the Applicant/ Transferee Company;

   (a) 1689 members of the Applicant/ Transferee Company entitled together to 12,97,05,066 equity shares aggregating to a value of Rs. 129,70,50,660/- (Rupees One Hundred Twenty Nine Crores Seventy Lakhs Fifty Thousand Six Hundred and Sixty), provided their assent to the resolution seeking for approval of the Composite Scheme of Amalgamation.

   (b) 39 members of the Applicant/ Transferee Company entitled together to 23;921 equity shares aggregating to a value of Rs. 2,39,210/- (Rupees Two Lakhs Thirty Nine Thousand Two Hundred and Ten) voted against the resolution seeking for approval of the Composite Scheme of Amalgamation.

   (c) votes of the 58 shareholders/ members of the Applicant/ Transferee Company entitled together 24,36,224 equity shares aggregating to a value of Rs. 2,43,62,240/- (Rupees Two Crores Forty Three Lakhs Sixty Two Thousand Two Hundred and Forty only) were considered as invalid by the Scrutinizer.

   The details of the voting by the shareholders/ members of the Applicant Company with respect to the Composite Scheme of Amalgamation is set out in **Annexure- B**.

8. Therefore, out of the total number of votes casted by the members of the Applicant/ Transferee Company, 99.98% of the votes casted by the members were in favour and were of the opinion that the proposed Composite Scheme of Amalgamation should be approved.

Date: June 23, 2016

N. Srinivasan

Chairman

ANNEXURE- B

Details of the voting by the shareholders/ members of the Applicant Company with respect to the Composite Scheme of Amalgamation

Sl.No.	Particulars	Ballot	Evoting	Tab Voting at the meeting	Poll at the meeting	Total
1	Total Ballot forms received / no. of members who exercised votes through e-voting.	1,349	362	18	57	1,786
2	**Less:** Invalid Ballot forms / no. of members who exercised invalid through e-voting.	56	-	-	2	58
3	Net Valid Ballot forms received / No. of members who exercised votes through e-voting.	1,293	362	18	55	1,728
4	**No. of Members voted Assented For**	**1,263**	**354**	**18**	54	1,689
5	**No. of Members voted Against**	**30**	**8**	-	1	39
6	Total Number of Votes cast.	15,287,843	116,883,596	15,332	20,597	132,207,368
7	**Less:** Invalid no. of Votes cast	2,436,076	-	-	148	2,436,224

For Mindtree Limited

N. Krishnakumar

Authorised Signatory

	(including e-vote not cast either for or against).					
8	**Less:** Number of shares (Change) on account of Cut off date / No. of shares abstained (Evoting)	1,717	40,440	-	-	42,157
9	Valid no. of votes cast (Net).	**12,850,050**	**116,843,156**	**15,332**	**20,449**	**129,728,987**
10	Total no. of votes with assent for the Resolution.	12,826,921	116,842,366	15,332	20,447	**129,705,066**
11	Total no. of votes with dissent for the Resolution.	23,129	790	-	2	**23,921**
12	**% of Total votes cast in favor of the resolution.**					**99.98**
13	**% of Total votes cast against the resolution.**					**0.02**

For Mindtree Limited

N. Srikrishnan

Authorised Signatory

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

June 16, 2016

Mr. Krishnakumar Natarajan,
Chairman appointed by the Hon'ble High Court of Karnataka
for the Meeting of the Members of Mindtree Limited
Global Village, RVCE Post,
Mysore Road,
Bengaluru - 560 059.

Dear Sir,

Sub: Consolidated - Scrutinizer's Report on physical ballot forms / remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014 and voting on Poll in pursuant to Section 109 of the Companies Act, 2013 at the meeting for the court convened meeting of the Equity Shareholders held on Tuesday, 14th June, 2016 at 12.00 PM , at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru - 560 001..

I, Nagendra D. Rao, Practising Company Secretary, 543 / A, 7th Main, 3rd Cross, Hanumanthanagar, Bangalore - 560 019, had been appointed by the Board of Directors of the Company as Scrutinizer on May 10, 2016,to conduct remote e-voting and to scrutinize the physical ballot forms received from shareholders and voting on poll conducted for business to be transacted in the matter of Composite Scheme of Amalgamation between Discoverture Solutions LLC ("the Transferor Company 1") and Relational Solutions Inc. ("the Transferor Company 2") with Mindtree Limited ("Transferee Company")at the Court convened Meeting held on 14th June, 2016 at 12.00 p.m., at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru - 560 001.

Accordingly, Mindtree has made arrangement with the system provider viz, National Securities Depository Limited (NSDL)for providing a system of recording votes of the shareholders electronically through e-voting. Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Court convened Meeting Notice dated May 10, 2016 sent to the shareholders by Speed Post to their registered address.

The Company has completed on May 19, 2016, the dispatch of Notice along with ballot forms and a self addressed postage prepaid business reply envelope to its members whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on cut-off date (record date) i.e. May 13, 2016.

The shareholders of the Company holding shares as on "cut-off" date June 07, 2016 were entitled to vote on the resolution as contained in the Notice of the Court Convened Meeting and the total shareholders of the Company as on the "cut-off"date were 71,296.

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

543/A, 7th Main, 3rd Cross, Hanumantha Nagar, Bangalore - 560 019.
Telefax: 080-2650 9004, Mobile: 99451 75787, E-mail: nagendradrao@gmail.com / nagendra_d_rao@yahoo.co.in

Pursuant to Rule 20 (3) of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Business Standard, English Newspaper and Samyuktha Karnataka in Kannada Newspaper on May 20, 2016 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commenced on June 11, 2016 at 10.00 a.m. and ended on June 13, 2016 at 5.00 p.m.

The shareholders of the Company had option to vote on resolutions either through the ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility cast their votes on the designated website https://www.evoting.nsdl.com.

All ballot forms, received physically and votes casted electronically through https://www.evoting.nsdl.com on or before 5.00 p.m. on June 13, 2016, the last date and time fixed for receipt of the forms, were considered for my scrutiny.

Envelopes containing ballot forms received after 5.00 pm on June 13, 2016 were not considered for my scrutiny. The poll papers which were incomplete, unsigned, not casted their votes and which were otherwise found defective have been treated as invalid and kept separately.

I have not found any defaced or mutilated ballot forms.I have also received a complete record of votes cast by electronic mode through https://www.evoting.nsdl.comfrom NSDL, the agency for providing e-voting facility to the Shareholders of the Company.

After the closure of the voting at the Court convened Meeting, the report on the poll taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting and votes facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Court Convened Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to 5.00 PM on Monday, June 13, 2016 were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

In respect of the above mentioned resolutions, I hereby submit my report on the total ballot forms received / remote e-voting and voting at the meeting through poll as detailed hereunder:

Resolution for approving approving the composite scheme of Amalgamation ofDiscoverture Solutions L.L.C ("the Transferor Company 1") and Relational Solutions Inc.("the Transferor Company 2") with MindtreeLimited ("Transferee Company") ("Scheme" or "the Scheme")

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

Sl.No.	Particulars	Ballot	Evoting	Tab Voting at the meeting	Poll at the meeting	Total
1	Total Ballot forms received / no. of members who exercised votes through e-voting.	1,349	362	18	57	1,786
2	**Less:** Invalid Ballot forms / no. of members who exercised invalid through e-voting.	56	-	-	2	58
3	Net Valid Ballot forms received / No. of members who exercised votes through e-voting.	1,293	362	18	55	1,728
4	**No. of Members voted Assented For**	**1,263**	**354**	**18**	**54**	1,689
5	**No. of Members voted Against**	**30**	**8**	**-**	**1**	39
6	Total Number of Votes cast.	15,287,843	116,883,596	15,332	20,597	132,207,368
7	**Less:** Invalid no. of Votes cast (including e-vote not cast either for or against).	2,436,076	-	-	148	2,436,224
8	**Less:** Number of shares (Change) on account of Cut off date / No. of shares abstained (Evoting)	1,717	40,440	-	-	42,157
9	Valid no. of votes cast (Net).	**12,850,050**	**116,843,156**	**15,332**	**20,449**	**129,728,987**
10	Total no. of votes with assent for the Resolution.	12,826,921	116,842,366	15,332	20,447	**129,705,066**
11	Total no. of votes with dissent for the Resolution.	23,129	790	-	2	**23,921**

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

12	**% of Total votes cast in favor of the resolution.**	**99.98**
13	**% of Total votes cast against the resolution.**	**0.02**

The register, all other papers and relevant records relating to remote e- voting / PhysicalBallot Forms and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Court Convened Meeting and the same are handed over to the Company Secretary for safe keeping.

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

Place : Bengaluru

Date:, June 16, 2016