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/14-15/69

June 19, 2013

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

Reference: Our Letters vide-

(i) **MT/STAT/RSN/14-15/6 dated April 16, 2014**
(ii) **MT/STAT/RSN/14-15/11 dated April 18, 2014**
(iii) **MT/STAT/RSN/14-15/46 dated May 23, 2014**

Subject: Submission of Minutes of the Postal Ballot pursuant to Clause 31 of the Listing Agreement.

We had intimated the Exchange vide our above-mentioned letters, regarding the declaration of results of the Postal Ballot on May 23, 2014.

In this regard, we hereby enclose the copy of the Minutes of the business passed through Postal Ballot by the Members of Mindtree Limited for your reference; which was concluded and announced on May 23, 2014.

Please take the above intimation on record and acknowledge.

Thanking you.
Yours Sincerely,

For Mindtree Limited

Rajesh S Narang
Vice President - Legal & Company Secretary

MINDTREE LIMITED BANGALORE

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MINUTES OF THE BUSINESS PASSED THROUGH POSTAL BALLOT BY THE MEMBERS OF MINDTREE LIMITED CONCLUDED AND ANNOUNCED ON MAY 23, 2014.

The Company at the Board Meeting held on the April 16, 2014, had decided to obtain consent of the Members, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, by way of Special Resolutions in respect of the following matters:

1. Increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company;
2. Issuance of Bonus Shares;
3. To authorize the Board of Directors or a Committee thereof to borrow up to USD ($) One Billion; and
4. 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 Postal Ballot notice dated April 16, 2014 was sent to the Members of Company whose names appeared on the Register on Members/List of Beneficiaries as on April 11, 2014 and the dispatch of notice of Postal Ballot along with the Postal Ballot forms and business reply envelope (postage prepaid) through speed post, was completed on April 19, 2014. For those Members whose email address was available, the Postal Ballot papers were sent by email.

As required under Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had also made arrangement for voting by electronic means and availed the services of National Securities Depository Limited to provide the facility to the Members for voting by electronic means.

The Members were requested to return the physical Postal Ballot forms duly completed along with their vote indicating their assent (for) or dissent (against) for each resolution, so as to reach the Scrutinizer not later than the close of working hours on May 21, 2014. In case of electronic voting, Members were requested to cast their votes electronically by May 21, 2014.

The Board of Directors in their meeting held on April 16, 2014 appointed Mr. S Eshwar, Practicing Company Secretary, as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot in a fair and transparent manner.

A brief summary of the calendar of events for voting by Postal Ballot is as below:

Events	Date
Cut-off date for determining the names of Members, eligible to receive the Postal Ballot notice and forms.	April 11, 2014
Date of Board meeting recommending the business to be transacted by way of Postal Ballot (including e-voting).	April 16, 2014
Date of Dispatch of physical copies of Postal Ballot notice and forms.	April 19, 2014
Date of Dispatch of Postal Ballot notice and forms by e-mail.	April 21, 2014



Events	Date
Date of commencement of voting.	April 22, 2014
Last date for voting by physical ballots and through e-voting.	May 21, 2014
Date of Scrutinizer's Report to the Chairman of the Board of the Company.	May 23, 2014

The Scrutinizer carried out the scrutiny of Postal Ballot forms received physically and the votes polled electronically upto May 21, 2014 and the Scrutinizer submitted his Report dated May 23, 2014 to the Chairman of Mindtree Limited.

The details as summarised by the Scrutinizer in para 8 of his Report is as below:

Resolution Title	FOR		AGAINST		PERCENTAGE	
Ballot + Electronic Mode	***No. of Shareholders***	***No. of Equity Shares***	***No. of Shareholders***	***No. of Equity Shares***	***For***	***Against***
Increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company	1,314	25,821,457	92	3,718,320	87.4125	12.5875
Issuance of Bonus Shares	1,399	29,539,612	11	402	99.9986	0.0014
To authorize the Board of Directors or a Committee thereof to borrow up to USD ($) One Billion	1,188	24,496,764	199	4,918,656	83.2786	16.7214
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.	1,135	24,609,587	264	4,804,118	83.6671	16.3329

On the basis of the Report of the Scrutinizer, I hereby record that the following Resolutions were passed by the Members of the Company as Special Resolutions.

1. **<u>Increase in the Authorised Share Capital and consequent alteration of the Memorandum of Association of the Company</u>**

*"**RESOLVED THAT,** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant*

MINDTREE LIMITED BANGALORE

Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, 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), be and is hereby increased to Rs. 8,000,000,000 (Rupees Eight Hundred Crores only) comprising of 800,000,000 (Eighty Crores only) Equity Shares of Rs. 10/- each (Rupees Ten only).

***RESOLVED FURTHER THAT,** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V:*

"V. The Share Capital of the Company is Rs. 8,000,000,000 (Rupees Eight Hundred Crores only) comprising of 800,000,000 (Eighty Crores only) Equity Shares of Rs. 10/- each (Rupees Ten only)."

***RESOLVED FURTHER THAT,** for the purpose of giving effect to this Resolution, the Board or a Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board or a Committee in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."*

Total Number of valid votes cast on the Resolution:

Particulars	**No. of Shareholders.**	**No. of equity shares of the face value of Rs. 10/- each.**
Number of Shareholders who have cast their vote by way of **physical ballots** and found to be valid **(A)**	691	8,382,831
Number of Shareholders who have cast their vote by **electronic mode** and considered valid **(B)**	715	2,115,6946
Total Number of Shareholders who have cast their vote by way of physical ballots and electronic mode [(A) + (B).]	**1,406**	**29,539,777**



Details of Votes cast "FOR/AGAINST" the Resolution:

	FOR		AGAINST		PERCENTAGE	
Postal Ballot + E-voting	***No. of Shareholders***	***No. of Equity Shares***	***No. of Shareholders***	***No. of Equity Shares***	***For***	***Against***
	1,314	25,821,457	92	3,718,320	87.412	12.588

RESULT

The total votes cast in favour of the Resolution by the Members is not less than three times the number of votes that has been cast against the Resolution. Hence, the above Resolution is declared to have been passed with requisite majority as a Special Resolution.

2. Issue of Bonus Shares

"***RESOLVED THAT,*** *in accordance with Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or reenactment(s) thereof for the time being in force), read with Article 157 & 158 of the Articles of Association of the Company, together with the applicable regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as "the Board") for 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' to be determined by the Board, 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 Member and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid- up capital of the Company held by each such Member.*

RESOLVED FURTHER THAT, *the Stock Options (whether vested or unvested) under the Employee Stock Option Schemes, Directors' Stock Option Scheme and Employee Stock Purchase Scheme be suitably adjusted and that the allotment of Bonus Shares attributable to said Stock Options (whether vested or unvested) shall be made as and when the respective Stock Options are exercised.*

RESOLVED FURTHER THAT, *pursuant to this Bonus Issue, the Bonus Shares to be allotted against the original shares held by the Members under Mindtree Employee*

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Restricted Stock Purchase Plan 2012 [ERSP 2012], shall be under lock-in till such date the original shares are locked-in.

RESOLVED FURTHER THAT, *the Bonus Shares so allotted (or to be allotted in case of Stock Options (whether vested or unvested) under the Employee Stock Option Schemes, Directors' Stock Option Scheme and Employee Stock Purchase Scheme) are subject to the Memorandum and the Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company.*

RESOLVED FURTHER THAT, *no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares or opt to receive the Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares in physical certificate form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.*

RESOLVED FURTHER THAT, *the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary.*

RESOLVED FURTHER THAT, *the Board be and is hereby authorized to take necessary steps for listing of such Equity Shares on the Stock Exchanges where the securities of the Company are listed, as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.*

RESOLVED FURTHER THAT, *for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."*

Total Number of valid votes cast on the Resolution:

Particulars	**No. of Shareholders**	**No. of equity shares of the face value of Rs. 10/- each.**
Number of Shareholders who have cast their vote by way of **physical ballots** and found to be valid **(A)**	688	8,382,792
Number of Shareholders who have cast their vote by **electronic mode** and considered valid **(B)**	722	21,157,222
Total Number of Shareholders who have	**1,410**	**29,540,014**

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Particulars	No. of Shareholders	No. of equity shares of the face value of Rs. 10/- each.
cast their vote by way of physical ballots and electronic mode [(A) + (B).]		

Details of Votes cast FOR/AGAINST the Resolution:

	FOR		AGAINST		PERCENTAGE	
Postal Ballot + E-voting	***No. of Shareholders***	***No. of Equity Shares***	***No. of Shareholders***	***No. of Equity Shares***	***For***	***Against***
	1,399	29,539,612	11	402	99.999	0.001

RESULT

The total votes cast in favour of the Resolution by the Members is not less than three times the number of votes that has been cast against the Resolution. Hence, the above Resolution is declared to have been passed with requisite majority as a Special Resolution.

3. **To authorize the Board or a Committee thereof to borrow upto USD ($) One Billion**

*"**RESOLVED THAT,** in supersession of any earlier Resolutions and in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as "the Board") for borrowing from time to time, upto USD ($) One Billion only , in one or more tranches, any sum or sums of monies which together with the monies already borrowed by the Company, if any (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), notwithstanding that the same be in excess of the aggregate of the, then paid up capital and free reserves of the Company.*

***RESOLVED FURTHER THAT,** the Board of Directors (for the purpose of this Resolution, the "Board" would include any Director in single capacity and/or any Committee of Directors as may be authorized by the Board in this regard) be and are hereby authorized to negotiate with the lending entities and to finalize and execute the*



documents and deeds as may be applicable for creating the appropriate mortgages and/or charges on such of the immoveable and/or moveable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.

RESOLVED FURTHER THAT, *for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."*

Total Number of valid votes cast on the Resolution:

Particulars	**No. of Shareholders**	**No. of Equity Shares of the face value of Rs. 10/- each.**
Number of Shareholders who have cast their vote by way of **physical ballots** and found to be valid **(A)**	683	8,382,692
Number of Shareholders who have cast their vote by **electronic mode** and considered valid (B)	704	21,032,728
Total Number of Shareholders who have cast their vote by way of physical ballots and electronic mode [(A) + (B).]	**1,387**	**29,415,420**

Details of Votes cast FOR/AGAINST the Resolution:

	FOR		**AGAINST**		**PERCENTAGE**	
Postal Ballot + E-voting	***No. of Shareholders***	***No. of Equity Shares***	***No. of Shareholders***	***No. of Equity Shares***	***For***	***Against***
	1,188	24,496,764	199	4,918,656	83.279	16.721



RESULT

The total votes cast in favour of the Resolution by the Members is not less than three times the number of votes that has been cast against the Resolution. Hence, the above Resolution is declared to have been passed with requisite majority as a Special Resolution.

4. **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**

"RESOLVED THAT, *in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors or any Committee of Directors as may be authorized by the Board in this regard (hereinafter referred to as "the Board") to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company.*

RESOLVED FURTHER THAT, *in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached thereto.*

RESOLVED FURTHER THAT, *for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."*



Total Number of valid votes cast on the Resolution:

Particulars	**No. of Shareholders**	**No. of Equity Shares of the face value of Rs. 10/- each.**
Number of Shareholders who have cast their vote by way of **physical ballots** and found to be valid **(A)**	684	8,382,737
Number of Shareholders who have cast their vote by **electronic mode** and considered valid **(B)**	715	21,030,968
Total Number of Shareholders who have cast their vote by way of physical ballots and electronic mode [(A) + (B).]	**1,399**	**29,413,705**

Details of Votes cast FOR/AGAINST the Resolution:

	FOR		**AGAINST**		**PERCENTAGE**	
Postal Ballot + E-voting	***No. of Shareholders***	***No. of Equity Shares***	***No. of Shareholders***	***No. of Equity Shares***	***For***	***Against***
	1,135	24,609,587	264	4,804,118	83.667	16.333

RESULT

The total votes cast in favour of the Resolution by the Members is not less than three times the number of votes that has been cast against the Resolution. Hence, the above Resolution is declared to have been passed with requisite majority as a Special Resolution.

Sd/-
Subroto Bagchi
Chairman

Place: Bangalore
Date: May 23, 2014

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

MINDTREE LIMITED BANGALORE