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/14-15/97

July 18, 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: Declaration of Results of Electronic Voting

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, declaration of results of the electronic voting is given as follows:

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

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

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E-mail: info@mindtree.com

The Details of the Resolutions are provided as below:

1. **Resolution No. 1:** To receive, consider, approve and adopt (a) the Audited Financial Statement of the Company as on March 31, 2014 together with the Reports of the Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year 2013-14.

2. **Resolution No. 2:** To confirm the payment of the first interim dividend of 50%, second interim dividend of 50% and third interim dividend of 50% respectively (aggregating to Rs. 15/- per equity of Rs. 10/- each and already paid) and to declare an additional final dividend of 50% and a special dividend of 50% per Equity Share of Rs. 10/- each, for the financial year 2013-14*.

   (The Board has recommended a final dividend of 50% (Rs. 5/- per equity share of par value 10/- each) for the year ended March 31, 2014 and a special dividend of 50% (Rs. 5/- per equity share of par value Rs. 10/- each) for completion of 15 years in business. If the proposed 1:1 bonus equity share issue is approved by Shareholders prior to the date of the fifteenth AGM, the final & special dividend amount would be accordingly reduced to 25% (Rs. 2.5 per equity share of Rs. 10/- each).*

3. **Resolution No. 3:** To appoint a Director in place of Mr. V.G. Siddhartha (holding DIN 00063987), who retires by rotation and being eligible, offers himself for re-appointment.

4. **Resolution No. 4:** To appoint a Director in place of Mr. Janakiraman Srinivasan (holding DIN 00145811), who retires by rotation and being eligible, offers himself for re-appointment.

5. **Resolution No. 5:** To appoint M/s. BSR & Co. LLP, (previously, BSR & Co.,) Chartered Accountants, (Firm Registration No. 101248W), the retiring Auditors, to hold office as the Statutory Auditors of the Company from the conclusion of the fifteenth Annual General Meeting until the conclusion of the sixteenth Annual General Meeting and to authorise the Board of Directors or any Committee thereof to fix their remuneration.

6. **Resolution No. 6:** To approve the appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S.Parthasarathy, holding DIN 00146954) as a Director, liable to retire by rotation, to approve the appointment of Mr. N.S. Parthasarathy as an Executive Director of the Company and also to approve the remuneration payable.

7. **Resolution No. 7:** To approve the re-appointment of Mr. Krishnakumar Natarajan (holding DIN 0014772) as CEO & Managing Director of the Company and also to approve the remuneration payable.

8. **Resolution No. 8:** To approve the appointment of Mr. Rostow Ravanan (holding DIN 00144557) as a Director, liable to retire by rotation, to approve the appointment of Mr. Rostow Ravanan as an Executive Director of the Company and also to approve the remuneration payable.

9. **Resolution No. 9:** To alter the term of office of Dr. Albert Hieronimus (holding DIN 00063759) as an Independent Director

10. **Resolution No. 10:** To approve the appointment of Ms. Apurva Purohit (holding DIN 00190097) as an Independent Director and also to approve the remuneration payable

11. **Resolution No. 11:** To approve the appointment of Ms. Manisha Girotra (holding DIN 00774574) as an Independent Director and also to approve the remuneration payable

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12. **Resolution No. 12 :**To approve the remuneration to Non-Executive/Independent Directors

The above mentioned Ordinary Resolutions have been passed with requisite majority as prescribed under the applicable Laws.

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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COMPANY SECRETARIES

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

17th July 2014

To

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

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

Dear Sir,

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

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

CHENNAI

For Mindtree Limited

Rajesh. S

Vice President Legal & Company Secretary

MINDTREE LIMITED BANGALORE

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

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

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

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

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

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

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K. K. Nagar,
Chennai - 600 078.

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

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

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

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

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

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

MINDTREE LIMITED BANGALORE

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K. K. Nagar,
Chennai - 600 078.

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

for ESHWAR

S. Esh

Place: Chennai
Date: 17th July 2014

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

For Mindtree Limited

Rajesh. S

Vice President Legal & Company Secretary

MINDTREE LIMITED BANGALORE

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

WITNESS 1

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

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

WITNESS 2

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

SIGNATURE R. Aravinth
DATE: 15/07/2014

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

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