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/PB/15-16/27

June 25, 2015

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:

The Details of the Resolutions are provided as below:

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	*Percentage*	*No. of Equity Shares*	*Percentage*
Resolution No. 1	60,725,436	99.6450%	216,350	0.3550%
Resolution No. 2	61,135,956	100.0000%	-	0.0000%
Resolution No. 3	60,554,207	99.9999%	31	0.0001%
Resolution No. 4	61,135,956	100.0000%	-	0.0000%
Resolution No. 5	59,544,104	97.3966%	1,591,622	2.6034%
Resolution No. 6	59,544,134	97.3966%	1,591,592	2.6034%
Resolution No. 7	58,243,633	99.8289%	99,847	0.1711%
Resolution No. 8	60,519,207	99.9999%	31	0.0001%
Resolution No. 9	61,135,755	100.0000%	1	0.0000%
Resolution No. 10	48,944,120	80.0581%	12,191,606	19.9419%

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Ordinary Resolutions:

1. **Resolution No. 1:** To receive, consider, approve and adopt (a) the Audited Financial Statements of the Company as on March 31, 2015 together with the Reports of the Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year 2014-15.

2. **Resolution No. 2:** To confirm the payment of the first interim dividend of 30%, second interim dividend of 40% (aggregating to Rs.4/- per equity of Rs. 10/- each and already paid) and to declare a final dividend of 100% per equity share of Rs.10/- each, for the financial year 2014-15.

3. **Resolution No. 3:** To appoint a Director in place of Mr. Rostow Ravanan (holding DIN: 00144557), who retires by rotation and being eligible, offers himself for re-appointment.

4. **Resolution No. 4:** To appoint M/s. Deloitte, Haskins and Sells, Chartered Accountants (Firm Registration No. 008072S), to hold office as the Auditors of the Company from the conclusion of the Sixteenth Annual General Meeting for a period of five years i.e. from the conclusion of this Sixteenth Annual General Meeting till the conclusion of Twenty-First Annual General Meeting and to authorize the Board of Directors or any Committee thereof to fix their remuneration, in consultation with the Auditors.

5. **Resolution No. 5:** To alter the term of office of Prof. Pankaj Chandra as an Independent Director

6. **Resolution No. 6:** To alter the term of office of Mr. Ramesh Ramanathan as an Independent Director.

7. **Resolution No. 7:** To alter the term of office of Mr. Subroto Bagchi as an Executive Chairman.

8. **Resolution No. 8:** Re-appointment of Mr. Rostow Ravanan as an Executive Director.

Special Resolutions

9. **Resolution No. 9:** To maintain the register of members at Mumbai

10. **Resolution No. 10:** To amend the Mindtree Restricted Employee Stock Purchase Plan, 201

The above mentioned ordinary or special resolutions, as the case may be, have been passed with requisite majority as prescribed under the applicable Laws. We also enclose the Scrutinizer's report 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
A15470

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

24th June 2015

To

The Chairman,
Mindtree Limited,
Global Village, RVCE Post,
Mysore Road, Bengaluru – 560059.

SUB: CONSOLIDATED SCRUTINIZER'S REPORT ON THE ELECTRONIC VOTING IN RESPECT OF MATTERS SET-OUT IN THE NOTICE OF 16TH ANNUAL GENERAL MEETING.

Dear Sir,

1. I have been appointed as a Scrutinizer vide letter dated 16th April 2015 to scrutinize the Remote e-voting and the polling at the annual general meeting, in respect of the following matters set-out in the notice for the 16th Annual General Meeting, dated 16th April 2015:

a) To receive, consider, approve and adopt,
(i) the Audited Financial Statements of the Company as on March 31, 2015 together with the Reports of the Directors and Auditors thereon; and
(ii) the Audited Consolidated Financial Statements of the Company for the financial year 2014-15. ("**Resolution No.1**")

b) To confirm the payment of the first interim dividend of 30%, and second interim dividend of 40% (aggregating to 4/- per equity share of 10/- each and already paid) and to declare a final dividend of 100% per equity share of 10/- each, for the financial year 2014-15. ("**Resolution No.2**")

c) To appoint a Director in place of Mr. Rostow Ravanan (holding DIN: 00144557), who retires by rotation and being eligible, offers himself for re-appointment. ("**Resolution No.3**")

d) To appoint M/s. Deloitte, Haskins and Sells, Chartered Accountants (Firm Registration No. 008072S), to hold office as the Auditors of the Company from the conclusion of the Sixteenth Annual General Meeting for a period of five years i.e. from the conclusion of this Sixteenth Annual General Meeting till the conclusion of Twenty-First Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and to

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authorize the Board of Directors or Committee thereof to fix their remuneration, in consultation with the Auditors. (**Resolution No.4**")

e) To alter the term of office of Prof. Pankaj Chandra as an Independent Director. ("**Resolution No.5**")

f) To alter the term of office of Mr. Ramesh Ramanathan as an Independent Director. ("**Resolution No.6**")

g) To alter the term of office of Mr. Subroto Bagchi as an Executive Chairman.("**Resolution No.7**")

h) Re-appointment of Mr. Rostow Ravanan as an Executive Director ("**Resolution No.8**")

i) To maintain the register of members at Mumbai. **("Resolution No.9")**

j) To amend the Mindtree Restricted Employee Stock Purchase Plan, 2012. ("**Resolution No.10**")

2. The Company had entered into an arrangement with Central Depository Services (India) Limited ("CDSL"), for providing the electronic voting ("Remote **e-voting"**) facility.

The Company had entered into an arrangement Link Intime India Private Limited ("RTA"), the Company's Registrar and Transfer Agents to provide an electronic voting solution ("**e-poll**") to enable its members to vote on the above matters at the meeting.

3. I submit my report as under, in respect of both (i.e) the e-poll and e-voting

3.1 The Remote e-voting period commenced on 18th June 2015 at 10.00 am IST and ended on 21st June, 2015 at 5:00 pm IST.

3.2 We were provided by CDSL, the list of shareholders who have voted at the Remote e-voting facility, and this was in-turn made available to the RTA, so as to ensure that voting by the shareholders / proxies is exercised only by those who have not voted using the Remote e-voting facility.

3.5 At the meeting, voting was permitted at the end of the discussions on the resolutions. After completion of voting at the meeting, the RTA made available to me, the details of votes cast at the e-poll.

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4. The details of the e-poll, held at the Annual General Meeting, is as under:

Resolution No.	Total Number of shareholders who have cast their vote by e-poll	No. of Equity shares
Resolution No. 1	44	1393406
Resolution No. 2	43	1393376
Resolution No. 3	43	1393376
Resolution No. 4	43	1393376
Resolution No. 5	43	1393376
Resolution No. 6	43	1393376
Resolution No. 7	43	1393376
Resolution No. 8	43	1393376
Resolution No. 9	43	1393376
Resolution No. 10	43	1393376

5. I report to you the details of votes cast "FOR" and "AGAINST" under the e-poll held at the Annual General Meeting:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity shares	*Percentage*	*No. of Equity shares*	*Percentage*
Resolution No. 1	44	1393406	1393406	100%	0	0%

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Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity shares	*Percentage*	*No. of Equity shares*	*Percentage*
Resolution No. 2	43	1393376	1393376	100%	0	0%
Resolution No. 3	43	1393376	1393376	100%	0	0%
Resolution No. 4	43	1393376	1393376	100%	0	0%
Resolution No. 5	43	1393376	1393376	100%	0	0%
Resolution No. 6	43	1393376	1393376	100%	0	0%
Resolution No. 7	43	1393376	1393376	100%	0	0%
Resolution No. 8	43	1393376	1393376	100%	0	0%
Resolution No. 9	43	1393376	1393376	100%	0	0%

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Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity shares	*Percentage*	*No. of Equity shares*	*Percentage*
Resolution No. 10	43	1393376	1393376	100%	0	0%

6. I unblocked the Remote e-voting results on CDSL e-voting platform, in the presence of Mr. Aravinth Rajagopal and Ms. Sri Vidhya Kumar, and downloaded the results.

7. Details of Remote e-voting that were cast between 18th June 2015 and 21st June 2015 is as under:

Resolution No.	Total Number of shareholders who have cast their vote by Remote e-voting	No. of Equity shares
Resolution No. 1	189	61091480
Resolution No. 2	191	61285680
Resolution No. 3	190	60703962
Resolution No. 4	191	61285680
Resolution No. 5	189	61285450
Resolution No. 6	189	61285450
Resolution No. 7	185	58493204

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Resolution No.	Total Number of shareholders who have cast their vote by Remote e-voting	No. of Equity shares
Resolution No. 8	189	60668962
Resolution No. 9	190	61285480
Resolution No. 10	189	61285450

7. Details of scrutiny carried out in respect of the Remote e-voting:

a) With respect to Corporate Shareholders – the scrutiny is whether the Corporate Shareholder has provided a board resolution authorising a natural person to vote at a general meeting of the company.

b) With respect to Mutual Funds – the scrutiny is whether the Trustee Company of the Mutual Fund has provided a board resolution authorising a natural person to vote at a general meeting of the company.

c) With respect to FII's and FPI's – the scrutiny is availability of a Power of Attorney ("**POA**") given by the FII / FPI in favour of a custodian in India, and POA is scrutinized for the following:

i. Whether the name of the FII / FPI in the POA attached is the same, or where there is a name mismatch – whether any SEBI registration certificate for the change in name is available or not;
ii. Where the POA bears a date of execution;
iii. Where the POA has been executed outside India – has the same has been Apostilled in that country;
iv. Whether the POA has been adjudicated under the Indian Stamp Act – else the document cannot be valid in India;
v. Whether under the POA the FII/FPI has given the custodian – the custodian has a right to vote at general meetings and/or appoint a person as a proxy to attend and vote at a general meeting;
vi. Whether the Custodian has by way of an applicable authorisation document, given a power to vote to its officer or any natural person.

TREATING AS INVALID: Based on the scrutiny as above, I considered 1543100 shares for each of the Resolutions, as NOT VALID, as the documents uploaded did not meet any one of the aforesaid conditions.

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8. I report to you the details of valid votes cast "FOR" and "AGAINST" under the Remote e-voting held between 18th June 2015 and 21st June 2015:

Resolution No.	Total no share holders whose votes were considered valid	Total No. of Equity Shares with respect to which vote have been cast and considered valid	FOR		AGAINST	
			No. of Equity shares	*Percentage*	*No. of Equity shares*	*Percentage*
Resolution No. 1	175	59548380	59332030	99.6367%	216350	0.3633%
Resolution No. 2	177	59742580	59742580	100.0000%	0	0.0000%
Resolution No. 3	176	59160862	59160831	99.9999%	31	0.0001%
Resolution No. 4	177	59742580	59742580	100.0000%	0	0.0000%
Resolution No. 5	175	59742350	58150728	97.3359%	1591622	2.6641%
Resolution No. 6	175	59742350	58150758	97.3359%	1591592	2.6641%
Resolution No. 7	171	56950104	56850257	99.8247%	99847	0.1753%
Resolution No. 8	175	59125862	59125831	99.9999%	31	0.0001%

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Resolution No.	Total no share holders whose votes were considered valid	Total No. of Equity Shares with respect to which vote have been cast and considered valid	FOR		AGAINST	
			No. of Equity shares	*Percentage*	*No. of Equity shares*	*Percentage*
Resolution No. 9	176	59742380	59742379	100.0000%	1	0.0000%
Resolution No. 10	175	59742350	47550744	79.5930%	12191606	20.4070%

9. The consolidated report on the votes cast through the e-poll (held today at the annual general meeting) and Remote e-voting (held between 18th June 2015 and 21st June 2015) is as below:

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	*Percentage*	*No. of Equity Shares*	*Percentage*
Resolution No. 1	60725436	99.6450%	216350	0.3550%
Resolution No. 2	61135956	100.0000%	0	0.0000%
Resolution No. 3	60554207	99.9999%	31	0.0001%
Resolution No. 4	61135956	100.0000%	0	0.0000%
Resolution No. 5	59544104	97.3966%	1591622	2.6034%

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Resolution No.	FOR		AGAINST	
	No. of Equity Shares	*Percentage*	*No. of Equity Shares*	*Percentage*
Resolution No. 6	59544134	97.3966%	1591592	2.6034%
Resolution No. 7	58243633	99.8289%	99847	0.1711%
Resolution No. 8	60519207	99.9999%	31	0.0001%
Resolution No. 9	61135755	100.0000%	1	0.0000%
Resolution No. 10	48944120	80.0581%	12191606	19.9419%

for S ESHWAR

S.Es

Place: Bengaluru.
Date: 24th June 2015
Time: **7:30 p.m**

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

Countersigned:
For Mindtree Limited

Ved

S Vedavalli
Company Secretary

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