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/15-16/35

July 1, 2015

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

Subject: Submission of Minutes of the Sixteenth Annual General Meeting pursuant to Clause 31 of the Listing Agreement.

Please note that, we had intimated to the Stock Exchange vide MT/STAT/PB/15-16/27 dated June 25, 2015 the declaration of results of e-voting with respect to the Sixteenth Annual General Meeting of the Company held on June 22, 2015 at 10.30 a.m. IST.

With reference to the same, we hereby enclose the copies of Minutes of the Sixteenth AGM for your reference.

This is for your information, records and necessary actions. Kindly acknowledge the receipt of the same.

Thanking you.

Yours sincerely,

For Mindtree Limited

Vedavalli S
Company Secretary

MINDTREE LIMITED ★ BENGALURU ★

MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MINDTREE LIMITED HELD ON MONDAY, THE 22ND DAY OF JUNE, 2015 AT, 10.30 A.M. AT THE CHANCERY HALL, HOTEL ATRIA, NO. 1, PALACE ROAD, BANGALORE- 560 001.

Directors Present:

1. Mr. Subroto Bagchi
2. Mr. Krishnakumar Natarajan
3. Mr. N.S.Parthasarathy
4. Mr. Rostow Ravanan
5. Prof. Pankaj Chandra
6. Mr. Ramesh Ramanathan
7. Ms. Apurva Purohit

Members Present:

No. of Shareholders present in the Meeting either in person or through proxy:

- In person : 92
- In Proxy : 2
- Representatives of Body Corporate : 1
- Promoter and Promoter Group: 4
- Public: 91

In attendance:

M/s BSR & Co., LLP, Retiring Auditors
M/s. Deloitte Haskins and Sells, Incoming Auditors
Mr. G Shanker Prasad, PCS – Secretarial Auditor
Mr. Gaurav Johri - Head – Platform Solutions Group
Mr. Jagannathan Chakravarthi, Chief Financial Officer
Ms. Vedavalli S, Company Secretary
Mr. Erwan Carpentier, Senior Vice President & General Counsel-Legal

Mr. Vedavalli S, the Company Secretary, welcomed the Members to the sixteenth Annual General Meeting of Mindtree Limited, after ensuring the requisite quorum for the Meeting was present.

She then mentioned that the Company had received 2 (two) valid proxies for 1,749,460 equity shares of Rs.10/- each (being 2.0886 % of the paid-up equity share capital) and also received 1 (one) valid Corporate Representations for 1,200 equity shares of Rs. 10/- each (being 0.0014 % of the paid-up equity share capital).

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She then mentioned that the records required to be made available during an Annual General Meeting as statutorily mandated or for matters stated in the notice were placed before the Members for their inspection. She then added that, amongst other items, the Register of Directors' Shareholding, the documents listed in the explanatory statements to the notice of the sixteenth Annual General Meeting and the certificate from Auditors of the Company certifying the compliance of the Company's Stock Option Plans with SEBI Guidelines are also available for inspection. The Members noted these documents.

Mr. Subroto Bagchi, Chairman, took the Chair. He then welcomed the Members to the sixteenth Annual General Meeting and called the Meeting to order.

Addressing the Members, Mr. Subroto Bagchi highlighted the performance of the Company.

He highlighted the outlook of the Company and the general business scenario for the software industry. He then highlighted the important events that took place during the previous financial year, strategic business initiatives that have been planned for the year 2015-16 and the business prospects going forward. He had then played the video on "Mindtree Corporate", a Video on Company's strategy and values and "Kalinga", the Company's new facility in Bhubaneshwar.

Mr. Subroto Bagchi then requested Mr. Krishnakumar Natarajan, Managing Director & CEO, to give the business overview of the year gone by and the steps taken by the Company to prepare for the future challenges facing the industry.

Mr. Krishnakumar thanked the Members on behalf of the Board of Directors, the Management Team and Mindtree Minds for their continued support and goodwill.

He then made a presentation on the business overview of the year gone by. He also highlighted the various awards and recognitions received by the Company during the year and the future outlook of the Company.

Mr. Jagannathan Chakravarthi, CFO then read out the Auditor's Report. The Notice and Directors' Report to the Members were taken as read with the permission of the Members present.

The Chairman brought to attention of the Members the following:

a. that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has made arrangements for the Members to cast their votes on the proposed resolutions passed at the sixteenth Annual General Meeting through electronic voting system or through poll and any

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member who has exercised his right to vote through remote e-voting, will not be entitled to vote again at the meeting.

b. Company has published the advertisement required on May 30, 2015 intimating the shareholders about e-Voting amongst other matters as per the requirement of the Companies Act and Rules made thereunder.

c. The e-voting period commenced on Thursday, June 18, 2015 at 10.00 a.m. IST and ended on Sunday, June 21, 2015 at 5.00 p.m. IST. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, cast their vote electronically.

d. The voting rights of Shareholders was in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of June 15, 2015. Mr. S Eshwar, Practising Company Secretary *(Membership No. F 6097)* was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

e. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make' not later than three days of conclusion of the meeting' a consolidated scrutinizer's report of the total votes cast ln favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than 5:00 PM, June 25, 2015.

f. The results declared along with the Scrutinizer's Report shall also placed on the Company's website www.mindtree.com under the investors section and also on the website of CDSL and shall also communicated to the Stock Exchanges on which the Company is listed.

The Chairman invited Members to raise questions. Some of the Members asked some questions relating to operations of the Company, corporate social responsibility, dividend, proposed mergers and acquisitions, etc. After replying to the questions, to the satisfaction of the Members of the Company, the Chairman announced Polling in respect of the following businesses in the sixteenth Annual General Meeting:

AS ORDINARY BUSINESS:

AGENDA NO. 1: ADOPTION OF ACCOUNTS AND REPORTS THEREON

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*"**RESOLVED THAT,** the audited financial statements of the Company as on March 31, 2015 and the audited consolidated financial statements of the Company for the financial year 2014-15 together with the reports of the Auditors and the Directors thereon as laid before the Shareholders at this Meeting be and are hereby received, considered, approved and adopted".*

AGENDA NO. 2: APPROVAL OF FIRST INTERIM DIVIDEND, SECOND INTERIM DIVIDEND AND FINAL DIVIDEND FOR THE FINANCIAL YEAR 2014-15

*"**RESOLVED THAT,** pursuant to the recommendations made by the Board of Directors of the Company, the consent and approval of the Shareholders of the Company be and is hereby granted to approve the payment of final dividend at the rate of Rs. 10 per equity share of Rs. 10/- each i.e., totaling to 100% for the financial year ended March 31, 2015, over and above the first interim dividend of 30%, and second interim dividend of 40% paid during the year and also for the payment of dividend tax on the interim and final dividend, which would be paid out of the profits of the Company for the year to all the eligible Shareholders of the Company."*

AGENDA NO. 3: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION – MR. ROSTOW RAVANAN (HOLDING DIN 00144557)

*"**RESOLVED THAT,** Mr. Rostow Ravanan (holding DIN 00144557), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."*

AGENDA NO. 4: APPOINTMENT OF STATUTORY AUDITORS AND TO APPROVE THEIR REMUNERATION

***"RESOLVED THAT,** M/s. Deloitte Haskins and Sells, Chartered Accountants (Firm registration number 008072S), be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of the sixteenth Annual General Meeting for a period of five years till the conclusion of the twenty-first Annual General Meeting, subject to annual ratification by the shareholders at every intervening Annual General Meeting on such remuneration and method of payment as may be determined by the Board of Directors or a Committee thereof in consultation with the Auditors,."*

AS SPECIAL BUSINESS:

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AGENDA NO. 5: TO ALTER THE TERM OF OFFICE OF PROF.PANKAJ CHANDRA AS AN INDEPENDENT DIRECTOR – ORDINARY RESOLUTION

*"**RESOLVED THAT,** Prof. Pankaj Chandra (holding DIN 00988867), who was appointed as an Independent Director of the Company with effect from March 19, 2012 and whose term of office as an Independent Director was liable to determination by retirement by rotation, shall be altered and amended and Prof. Pankaj Chandra shall hold office of an Independent Director till March 31, 2018 and with effect from this Annual General Meeting onwards, his term of office as an Independent Director shall not be liable to determination by retirement by rotation.*

***RESOLVED FURTHER THAT,** pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to approval of the Members in this Annual General Meeting and such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to Prof. Pankaj Chandra and the Company, the approval and consent of the Members of the Company be and is*
hereby accorded for the alteration of appointment to the office of Independent Director of Prof. Pankaj Chandra as an Independent Director of the Company till March 31, 2018 and whose period of office shall not be liable to determination by retirement by rotation, at such remuneration on the terms and conditions approved by the Board or any Committee thereof, subject to all appropriate and/or authorized deductions as per the prevailing law(s).

***RESOLVED FURTHER THAT,** the Board or any Committee thereof of the Company has the power to add new heads or items for payment(s), modify, alter or amend or revise or otherwise vary the terms of remuneration, other benefits, commission based on net profits, perquisites, reimbursement of expenses, sitting fees, etc., such that the overall amounts of remuneration are computed in terms of the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for*
the time being in force).

***RESOLVED FURTHER THAT,** the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."*

AGENDA NO. 6: TO ALTER THE TERM OF OFFICE OF MR. RAMESH RAMANATHAN AS AN INDEPENDENT DIRECTOR- ORDINARY RESOLUTION

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*"**RESOLVED THAT,** Mr. Ramesh Ramanathan (holding DIN 00163276), who was appointed as an Independent Director of the Company with effect from May 2, 2012 and whose term of office as an Independent Director was liable to determination by retirement by rotation, shall be altered and amended and Mr. Ramesh Ramanathan shall hold office of an Independent Director till March 31, 2018 and with effect from this Annual General Meeting onwards, his term of office as an Independent Director shall not be liable to determination by retirement by rotation.*

***RESOLVED FURTHER THAT,** pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to approval of the Members in this Annual General Meeting and such other consents and permission as may be necessary and subject to such modifications, variations as may be approved and acceptable to Mr. Ramesh Ramanathan and the Company, the approval and consent of the Members of the Company be and is hereby accorded for the alteration of appointment to the office of Independent Director of Mr. Ramesh Ramanathan as an Independent Director of the Company till March 31, 2018 and whose period of office shall not be liable to determination by retirement by rotation, at such remuneration on the terms and conditions approved by the Board or any Committee thereof, subject to all appropriate and/or authorized deductions as per the prevailing law(s).*

***RESOLVED FURTHER THAT,** the Board or any Committee thereof of the Company has the power to add new heads or items for payment(s), modify, alter or amend or revise or otherwise vary the terms of remuneration, other benefits, commission based on net profits, perquisites, reimbursement of expenses, sitting fees, etc., such that the overall amounts of remuneration are computed in terms of the applicable provisions of the Companies Act, 2013, including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for*
the time being in force).

***RESOLVED FURTHER THAT,** the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."*

AGENDA NO. 7: TO ALTER THE TERM OF OFFICE OF MR. SUBROTO BAGCHI AS AN EXECUTIVE CHAIRMAN- ORDINARY RESOLUTION

*"**RESOLVED THAT** in supersession of the resolution passed by the Members at the Thirteenth Annual General Meeting held on July 16, 2012 and pursuant to the provisions of sections 196 read with schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for time being in force) the consent of the members' of the Company be and*

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is hereby accorded for appointing Mr. Subroto Bagchi, as Executive Chairman of the Company with effect from April 1, 2015 till May 31, 2017 in lieu of expiration or termination of his employment contract (including extensions), if any passed earlier.

***RESOLVED FURTHER THAT** the appointment of Mr. Subroto Bagchi, the terms and conditions of the agreements and all actions taken by the board of directors (including a committee thereof) of the Company and all the incidental and ancillary things done pursuant to the said appointment, remuneration and agreement are hereby specifically approved and ratified.*

***RESOLVED FURTHER THAT** all other terms and conditions of his appointment remain unaltered.*

***RESOLVED FURTHER THAT** the Board of Directors (including a committee thereof), be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to giving authority to the board of directors (including a committee thereof), the power to grant increments and to alter/revise the terms of appointment, remuneration, from time to time within the limits provided for in the Companies Act, 2013."*

AGENDA NO. 8: TO APPROVE THE RE-APPOINTMENT OF MR. ROSTOW RAVANAN AS AN EXECUTIVE DIRECTOR- ORDINARY RESOLUTION

*"**RESOLVED THAT** pursuant to the provisions of sections 196 read with schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for time being in force) the consent of the members' of the Company be and is hereby accorded for reappointing Mr. Rostow Ravanan, as Executive Director of the Company with effect from May 20, 2015 until a period of five years, May 19, 2020, in lieu of expiration or termination of his employment contract (including extensions), if any passed earlier.*

***RESOLVED FURTHER THAT** the appointment of Mr. Rostow Ravanan, the terms and conditions of the agreements and all actions taken by the board of directors (including a committee thereof) of the Company and all the incidental and ancillary things done pursuant to the said appointment, remuneration and agreement are hereby specifically approved and ratified.*

***RESOLVED FURTHER THAT** all other terms and conditions of his appointment remain unaltered.*

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RESOLVED FURTHER THAT *the board of directors (including a committee thereof), be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to giving authority to the board of directors (including a committee thereof), the power to grant increments and to alter/revise the terms of appointment, remuneration, from time to time within the limits provided for in the Companies Act, 2013.*

AGENDA NO. 9: TO MAINTAIN THE REGISTER OF MEMBERS AT MUMBAI- SPECIAL RESOLUTION

*"**RESOLVED THAT** pursuant to Section 88 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 ("**Act**"), and other applicable provisions of the Act, the consent of the members of the Company, be and is hereby accorded to maintain the register of members of the Company, at the following address: Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078.*

***RESOLVED FURTHER THAT**, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."*

AGENDA NO. 10: TO AMEND THE MINDTREE RESTRICTED EMPLOYEE STOCK PURCHASE PLAN, 2012- SPECIAL RESOLUTION

*"**RESOLVED THAT** pursuant to the applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Companies Act, 2013 and any other applicable laws, rules and regulations for the time being in force, if any, approval of the members of the Company be and is hereby accorded, to carry out the following amendments to the **Mindtree Restricted Employee Stock Purchase Plan, 2012 ("ESPS Plan"):***

a) ***In Chapter 4 – Definitions and Interpretations – the following amendments shall be made:***
   i) *The following explanation shall be added to the term **"Employee" in clause 4 – Explanation – An Independent Director shall not be construed to be an Employee, within the meaning of this definition.***
   ii) ***The definition of "Reverse Vesting" in clause 9** shall stand deleted.*

b) ***In Chapter 5 – the words "Reverse Vesting"** wherever it occurs, shall stand deleted;*

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c) ***In Chapter 7 – "Grant of Shares and Other terms and conditions" – in Clause 3*** *- The words and expression "subject to Reverse Vesting and", in the sentence beginning with "The right to exercise the Shares" shall be deleted.*

d) ***In Chapter 8 – "Mode of applying for shares" – in Clause 1*** *– the sentence – "**The Shares so allotted or transferred shall be subject to such Reverse Vesting conditions as set in Grant Notice**" shall stand deleted.*

e) ***In Chapter 9 – "Allotment of Shares & Extension of Exercise Period" – in Clause 2*** *- the entire sentence "The Board shall consider, in the case of each substitute Grant, whether and the extent to which the Reverse Vesting schedule related to the substitute share should extend beyond the schedule for the cancelled Share." shall stand deleted.*

f) ***In Chapter 13 – the following words and sentences shall replace the existing clauses (a), (b) and (c), and be numbered as clause (1) to (3)***

   1) *In the event of death of the employee while in employment, all the shares, granted to him under this scheme till such date shall vest in the legal heirs or nominees of the deceased employee.*
   2) *In the event of permanent incapacity of an employee while in employment, all the shares, granted to him under this scheme till such date shall vest immediately with such employee on the date of occurrence of such permanent incapacity.*
   3) *In the event of the resignation or termination of the Employee, all shares granted but not yet vested shall stand expired.*

g) ***The entire Chapter 14 – Reverse Vesting*** *– shall stand deleted.*

h) ***In Chapter 18 – – the following words and sentences shall replace the existing words and sentence*** *"Any amendment of the plan shall be in accordance with the provisions laid in SEBI (Share Based Employee Benefits) Regulations, 2014."*

i) ***In Chapter 23 – "Other General Clauses" – Clause 6*** *with heading "Restriction on Disposition of Shares" shall stand deleted.*

RESOLVED FURTHER THAT*, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."*

The voting commenced and continued till 12 Noon. The Chairman then extended the vote of thanks to the shareholders and the meeting concluded.

The summary of the results of voting are as under:

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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%

Sd/-
Subroto Bagchi
Chairman

Place: Bengaluru
Date: June 25, 2015

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For Mindtree Limited

Company Secretary

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