Mindtree
A Larsen & Toubro Group Company

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/20-21/232

December 10, 2020

BSE 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,

Subject: Submission of Proceedings of the Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject, we herewith enclose the copy of the proceedings of the Postal Ballot for your reference and record.

This is for your information and records.

Thanking you.

Yours faithfully,
For Mindtree Limited

Subhodh Shetty
Company Secretary
Membership No. A13722

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SUMMARY OF THE PROCEEDINGS OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF MINDTREE LIMITED ON DECEMBER 9, 2020

The Company, at the Board Meeting held on October 15, 2020, decided to obtain consent of the members through Postal Ballot under Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No.17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and the General Circular No.33/ 2020 dated September 28, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, in respect of the following matters:

1. Appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer– Ordinary Resolution
2. Appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets – Ordinary Resolution
3. Appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Independent Director – Ordinary Resolution.

The Postal Ballot notice dated October 15, 2020 was sent to Members of Company whose names appeared on the Register of Members/List of beneficiaries as on November 6, 2020 (Cut-Off date). The Company as on Monday, November 9, 2020, has completed sending Postal Ballot Notice by way of emails, through National Securities Depository Limited (NSDL) along with the details of Login Id and Password to the members/ shareholders who have registered their email ids with depositories or with the Company.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 e-voting period commenced on November 10, 2020 at 09.00 a.m. and ended on December 9, 2020 at 5.00 p.m.

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The Board of Directors at its meeting held on October 15, 2020, appointed Nagendra D Rao, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

The scrutinizer carried out the scrutiny of the votes polled electronically up to December 9, 2020 and the scrutinizer submitted his report dated December 10, 2020.

The details as summarized by the scrutinizer in his report are as follows:

Details of Resolutions	FOR		AGAINST		PERCENTAGE (%)	
	Voter Count (No. of Shareholders)	Vote Count (No. of Shares)	Voter Count (No. of Shareholders)	Vote Count (No. of Shares)	FOR	AGAINST
Resolution No. 1 Appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer– Ordinary Resolution	530	118,122,550	174	9,892,877	92.27%	7.73%
Resolution No. 2 Appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets – Ordinary Resolution	528	118,122,445	175	9,892,977	92.27%	7.73%
Resolution No. 3 Appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Independent Director – Ordinary Resolution	662	128,012,900	40	2514	99.99	0.01

The above three resolutions were passed with requisite majority.

For Mindtree Limited

Subhodh Shetty
Company Secretary
Membership No. A13722

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

December 10, 2020.

To,
The Chairman,
Mindtree Limited,
Global Village,
RVCE Post Mysore Road,
Bengaluru – 560 059.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Nagendra D Rao, Practicing Company Secretary have been appointed as the Scrutinizer by the Board of Directors of Mindtree Limited at its meeting held on Thursday, October 15, 2020 to conduct the Postal Ballot process in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated October 15, 2020.

Sr. No.	Particulars	Nature of Resolution
1.	Appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer.	Ordinary Resolution
2.	Appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets.	Ordinary Resolution
3.	Appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Independent Director.	Ordinary Resolution

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the Rules) read with the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No.17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and the General Circular No.33/ 2020 dated September 28, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, the Company sought approval of Members via Postal Ballot only through remote E-voting (Voting through Electronic means) for the above said resolutions.

NAGENDRA D. RAO * COMPANY SECRETARY *

"Vaghdevi", 543/A, 7th Main, 3rd Cross, S.L. Bhyrappa Road, Hanumantha Nagar, Bengaluru - 560 019
Telephone: 080-2650 9004, Mobile: 99451 75787, E-mail : nagendradrao@gmail.com / nagendra_d_rao@yahoo.co.in
GSTIN 29ADAPRO287M1Z2

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 Postal Ballot Notice dated October 15, 2020. The Postal Ballot Notice has been sent to the shareholders by email to their registered e-mail id's who have registered their email addresses with their Depositories / Depository Participant / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited. Pursuant to the MCA Circulars and the Circulars issued by SEBI, the company has sent notice by e-mail only to all its shareholders who have registered their e-mail addresses with the company or depository participant / depository.

Total shareholders of the Company as on the cut-off date were 106,248 (One Lakh Six Thousand Two Hundred and Forty Eight). The Company has completed on November 9, 2020, the dispatch of Notice through electronic mode 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 i.e., Friday, November 6, 2020.

The Company had published an advertisement in 'Business Standard' English Newspaper and in 'Kannada Prabha' Kannada Newspaper on October 22, 2020, informing the shareholders to register/update their email IDs.

Pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 and Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an advertisement was published by the Company in 'Business Standard' English Newspaper and in 'Kannada Prabha' Kannada Newspaper on November 10, 2020, informing about the completion of dispatch of the postal ballot notice through electronic transmission along with other related matters mentioned therein.

The e-voting period commenced on Tuesday, November 10, 2020 at 9.00 a.m. and ended on Wednesday, December 09, 2020 at 5.00 p.m.

All votes cast electronically through https://www.evoting.nsdl.com up to 5.00 p.m. on Wednesday, December 09, 2020 being the last date and time fixed for voting, were considered for my scrutiny.

I have received a complete record of votes cast by electronic mode through https://www.evoting.nsdl.com from NSDL, the agency for providing e-voting facility to the Shareholders of the Company.

In respect of the above-mentioned resolutions, I hereby submit my report on the total votes cast electronically as detailed hereunder:



I. Resolution No. 1:- Appointment of Mr. Dayapatra Nevatia (DIN 03557975) as Executive Director and Chief Operating Officer.

Type of Resolution – **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
530	118,122,550	92.27%

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
174	9,892,877	7.73%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	

Result - Resolution No. 1 : As the Number of votes cast in favour of the Resolution is 118,122,550 (Eleven Crore Eighty One Lakhs Twenty Two Thousand Five Hundred and Fifty) (i.e., 92.27 %) exceeds the number of votes cast against 9,892,877 (Ninety Eight Lakhs Ninety Two Thousand Eight Hundred and Seventy Seven) (i.e., 7.73 %), I report that the Ordinary Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated October 15, 2020 **has been passed** by the Shareholders with requisite majority.

II. Resolution No. 2:- Appointment of Mr. Venugopal Lambu (DIN 08840898) as Executive Director and President - Global Markets.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
528	118,122,445	92.27%

(ii) Voted against the Resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
175	9,892,977	7.73%

NAGENDRA O. RAO ★ COMPANY SECRETARY ★

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	

Result - Resolution No. 2 : As the Number of votes cast in favour of the Resolution is 118,122,445 (Eleven Crore Eighty One Lakhs Twenty Two Thousand Four Hundred and Forty Five) (i.e., 92.27%) exceeds the number of votes cast against 9,892,977 (Ninety Eight Lakhs Ninety Two Thousand Nine Hundred and Seventy Seven) (i.e., 7.73%), I report that the Ordinary Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated October 15, 2020 **has been passed** by the Shareholders with requisite majority.

III. Resolution No. 3- Appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as Independent Director.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
662	128,012,900	99.99%

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
40	2,514	0.01%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	

NAGENDRA D. RAO COMPANY SECRETARY

Result - Resolution No. 3 : As the Number of votes cast in favour of the Resolution is 128,012,900 (Twelve Crore Eighty Lakh Twelve Thousand and Nine Hundred) (i.e., 99.99 %) exceeds the number of votes cast against 2,514 (Two Thousand Five Hundred and Fourteen) (i.e., 0.01 %), I report that the Ordinary Resolution under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as set out in the Notice of Postal Ballot dated October 15, 2020 **has been passed** by the Shareholders with requisite majority.



NAGENDRA D. RAO
Practicing Company Secretary
Membership No.:FCS 5553
COP:7731
UDIN: F005553B001450414

"Vaghdevi", No. 543/A,
7th Main, 3rd Cross,
S.L. Bhyrappa Road,
Hanumanthanagar,
Bengaluru– 560019.

Place : New Delhi

Date : December 10, 2020.