Mindtree A Larsen & Toubro Group Company	Registered Office Address: Mindtree Limited Global Village, RVCE Post, Mysore Road, Bengaluru – 560059, Karnataka, India. Corporate identity Number (CIN): L72200KA1999PLC025564 E-mail : info@mindtree.com

Ref: MT/STAT/CS/21-22/055 **July 14, 2022**

To
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

To
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

Stock Code/Symbol: 532819/MINDTREE

Dear Sirs,

Subject: Declaration of Results of Voting of Twenty Third Annual General Meeting held on July 13, 2022

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 voting of Twenty Third Annual General meeting of the Company held on July 13, 2022 is as follows:

The Details of the Resolutions with voting are provided below:

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	***Percentage (%)***	***No. of Equity Shares***	***Percentage (%)***
Resolution No. 1	135,364,545	99.99%	389	0.01%
Resolution No. 2	135,443,777	99.99%	423	0.01%
Resolution No. 3	135,282,725	99.88%	157,824	0.12%
Resolution No. 4	134,028,387	98.97%	1,392,820	1.03%
Resolution No. 5	134,053,019	98.99%	1,368,181	1.01%

Resolutions:

Resolution No.1: To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with Reports of the Directors and Auditors thereon and Audited Consolidated Financial Statements and the reports of the Auditors thereon for the financial year ended March 31, 2022 - **Ordinary Resolution**

Mindtree
A Larsen & Toubro Group Company

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Bengaluru – 560059, Karnataka, India.
Corporate identity Number (CIN):
L72200KA1999PLC025564
E-mail : info@mindtree.com

Resolution No.2: To confirm the payment of Interim dividend of Rs.10/- per equity share, and to declare a Final dividend of Rs. 27/- per equity share of Rs. 10/- each for the Financial Year 2021-22 - **Ordinary Resolution**

Resolution No.3: To appoint a Director in place of Mr. Venugopal Lambu (DIN 08840898), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment - **Ordinary Resolution**

Resolution No. 4: To appoint a Director in place of Mr. A.M. Naik (DIN: 00001514), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment - **Ordinary Resolution**

Resolution No. 5: To approve for re-appointment and continuation of Mr. A.M. Naik (DIN: 00001514) as a Non-Executive Director of the Company, who has attained the age of seventy-five years - **Special Resolution**

The above-mentioned ordinary resolutions and the special resolution 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 and records.

Thanking you,

Yours truly,
For Mindtree Limited

SUBHODH RAVINDRANATH SHETTY
Digitally signed by SUBHODH RAVINDRANATH SHETTY
Date: 2022.07.14 16:16:44 +05'30'

Subhodh Shetty
Company Secretary
ACS-13722

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

July 14, 2022

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting process (remote e-voting) and electronic voting (e-voting) during the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the 23rd Annual General Meeting (AGM) of Mindtree Limited held on Wednesday, July 13, 2022 at 4:00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, Nagendra D Rao, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of Mindtree Limited vide resolution dated April 18, 2022, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing remote e-voting and e-voting process in a fair and transparent manner for the business to be transacted at the 23rd Annual General Meeting of the Shareholders of the Company held on July 13, 2022 at 4.00 p.m. through VC / OAVM.

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 facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting).

The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 2/2022 dated May 5, 2022 (in continuation of Circular number 20/2020 dated May 5, 2020 read with circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 2/2021 dated January 13, 2021 and 21/2021 dated December 14, 2021 (collectively referred to as "MCA Circulars") and the SEBI vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars"), permit for holding the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue.



"Vagdevi", 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

In compliance with the above MCA Circulars and SEBI Circulars, the provisions of the Companies Act, 2013 ("hereinafter referred as "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("hereinafter referred to as "LODR Regulations"), the AGM of the Company is being held through VC / OAVM and necessary instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated April 18, 2022 and were sent to the shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent (RTA).

Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) and the MCA Circulars, an advertisement was published by the Company in 'Business Standard' in English and 'Kannada Prabha' in Kannada on Friday, June 17, 2022. The remote e-voting commenced on Saturday, July 9, 2022 at 9:00 AM and ended on Tuesday, July 12, 2022 at 5:00 PM.

The shareholders of the Company holding shares as on "cut-off" date July 06, 2022 were entitled to vote on the resolutions as contained in the 23rd Notice of the Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 3,43,924 (Three Lakh Forty Three Thousand Nine Hundred and Twenty Four) only.

After the conclusion of the e-voting at the Annual General Meeting, the votes cast under remote e-voting and votes casted through e-voting during the AGM were unblocked in the presence of two witnesses who were not in the employment of the Company and then the votes cast thereunder were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.

67 (Sixty Seven) only no. of shareholders participated through VC / OAVM.

I now submit my Consolidated Report on the remote e-voting and e-voting process conducted at the 23rd Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements and the reports of the Auditors thereon for the financial year ended March 31, 2022.

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
1,134	13,53,64,545	99.99

NAGENDRA D RAO * COMPANY SECRETARY *

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
12	389	0.01

(iii) Invalid Votes:

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

Remarks:

As the Number of votes cast in favour of the Ordinary Resolution is 13,53,64,545 (Thirteen Crores Fifty Three Lakhs Sixty Four Thousand Five Hundred and Forty Five) (i.e. 99.99 %) is more than the number of votes cast against 389 (Three Hundred and Eighty Nine) (i.e. 0.01%). I report that the Ordinary Resolution as set out above **has been passed** by the Shareholders with requisite majority.

II. Resolution No. 2:- To confirm the payment of Interim dividend of Rs. 10/- per equity share. and to declare a Final dividend of Rs. 27/- per equity share of Rs. 10/- each for the financial year 2021-22.

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
1,147	13,54,43,777	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
12	423	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 *

Remarks:

As the Number of votes cast in favour of the Ordinary Resolution is 13,54,43,777 (Thirteen Crores Fifty Four Lakhs Forty Three Thousand Seven Hundred and Seventy Seven) (i.e. 99.99%) is more than the number of votes cast against 423 (Four Hundred and Twenty Three) (i.e. 0.01%), I report that the Ordinary Resolution as set out above **has been passed** by the Shareholders with requisite majority.

III. Resolution No. 3:- To appoint a Director in place of Mr. Venugopal Lambu (DIN: 08840898), who retires by rotation and being eligible, offers himself for re-appointment.

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
1,107	13,52,82,725	99.88

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
43	1,57,824	0.12

(iii) Invalid Votes:

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

Remarks:

As the Number of votes cast in favour of the Ordinary Resolution is 13,52,82,725 (Thirteen Crores Fifty Two Lakhs Eighty Two Thousand Seven Hundred and Twenty Five) (i.e.99.88 %) is more than the number of votes cast against 1,57,824 (One Lakh Fifty Seven Thousand Eight Hundred and Twenty Four) (i.e. 0.12%), I report that the Ordinary Resolution as set out above **has been passed** by the Shareholders with requisite majority.

IV. Resolution No. 4:- To appoint a Director in place of Mr. A. M. Naik (DIN: 00001514), who retires by rotation and being eligible, offers himself for re-appointment.

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
1,060	13,40,28,387	98.97



(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
88	13,92,820	1.03

(iii) Invalid Votes:

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

Remarks:

As the Number of votes cast in favour of the Ordinary Resolution is 13,40,28,387 (Thirteen Crores Forty Lakhs Twenty Eight Thousand Three Hundred and Eighty Seven) (i.e., 98.97%) is more than the number of votes cast against 13,92,820 (Thirteen Lakhs Ninety Two Thousand Eight Hundred and Twenty) (i.e. 1.03%), I report that the Ordinary Resolution as set out above **has been passed** by the Shareholders with requisite majority.

V. Resolution No. 5:- Re-appointment of Mr. A. M. Naik (DIN: 00001514) as Non-Executive Director.

Type of Resolution – **Special 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
1,055	13,40,53,019	98.99

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
94	13,68,181	1.01

(iii) Invalid Votes:

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

Remarks

As the Number of vote cast in favour of the Special Resolution is 13,40,53,019 (Thirteen Crores Forty Lakhs Fifty Three Thousand and Nineteen) (i.e. 98.99%) is more than the 3 times the number of vote cast against 13,68,181 (Thirteen Lakhs Sixty Eight Thousand One Hundred and Eighty One) (i.e. 1.01%), I report that the Special Resolution as set out above **has been passed** by the Shareholders with requisite majority.

NAGENDRA D RAO * COMPANY SECRETARY *

The register, all other papers and relevant records relating to voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,



Nagendra D Rao
Practising Company Secretary
Peer Review Certificate No.: 672/2020
UDIN: F005553D000622125