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/20-21/68 **July 15, 2020**

BSE 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,

Subject: Declaration of Results of Voting of Twenty First Annual General Meeting held on July 14, 2020

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 First Annual General meeting of the Company held on July 14, 2020 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	137,809,445	99.99%	106	0.01%
Resolution No. 2	138,209,263	99.99%	577	0.01%
Resolution No. 3	136,657,720	99.17%	1,142,783	0.83%
Resolution No. 4	137,102,615	99.20%	1,107,077	0.80%
Resolution No. 5	130,758,896	99.99%	1,518	0.01%
Resolution No. 6	137,149,731	99.99%	1,555	0.01%
Resolution No. 7	136,061,581	99.99%	1,528	0.01%
Resolution No. 8	130,768,230	99.99%	1,541	0.01%
Resolution No. 9	138,208,984	99.99%	738	0.01%
Resolution No. 10	138,208,884	99.99%	838	0.01%
Resolution No. 11	138,208,984	99.99%	738	0.01%

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

Resolutions:

Resolution No.1: To receive, consider, approve and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 together with Reports of the Directors and Auditors thereon - **Ordinary Resolution**

Resolution No.2: To confirm the payment of the Interim dividend of Rs.3/- per equity share, and to declare a final dividend of Rs.10/- per equity share of Rs.10/- each for the Financial Year 2019-20 - **Ordinary Resolution**

Resolution No.3: To appoint a Director in place of Mr. Jayant Damodar Patil (DIN 01252184), who retires by rotation and being eligible, offers himself for re-appointment - **Ordinary Resolution**

Resolution No. 4: Re-appointment of M/s. Deloitte Haskins and Sells, Chartered Accountants as Statutory Auditors- **Ordinary Resolution**

Resolution No. 5: To approve requests received from Mr. Krishnakumar Natarajan, Promoter along with Ms. Akila Krishnakumar, Mr. Abhirath K Kumar and Mr. Siddarth Krishna Kumar, Persons belonging to Promoter Group for reclassification from "Promoter and Promoter Group" category to "Public" category**-Ordinary Resolution**

Resolution No. 6: To approve requests received from Mr. Rostow Ravanan, Promoter along with Ms. Seema Ravanan, Person belonging to Promoter Group, for reclassification from "Promoter and Promoter Group" category to "Public" category- **Ordinary Resolution**

Resolution No. 7: To approve requests received from Mr. N.S. Parthasarathy, Promoter along with Mr. N G Srinivasan, Ms. Jayanthi Vasudevan, Ms. Jayasri Dwarakanath and Mr. Krishnaswamy L P, Persons belonging to Promoter Group for reclassification from "Promoter and Promoter Group" category to "Public" category– **Ordinary Resolution**

Resolution No. 8: To approve requests received from Mr. Subroto Bagchi, Promoter along with Ms. Susmita Bagchi and Mr. Sanjay Kumar Panda, Persons belonging to Promoter Group for reclassification from "Promoter and Promoter Group" category to "Public" category– **Ordinary Resolution**

Resolution No. 9: To approve request received from M/s. LSO Investment Private Limited, Promoter for reclassification from "Promoter Group" category to "Public" category-**Ordinary Resolution**

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

Resolution No. 10: To approve request received from Mr. Kamran Ozair, Promoter for reclassification from "Promoter Group" category to "Public" category-**Ordinary Resolution**

Resolution No. 11: To approve request received from Mr. Scott Staples, Promoter for reclassification from "Promoter Group" category to "Public" category-**Ordinary Resolution**

The above-mentioned ordinary resolutions 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



Vedavalli S
Company Secretary

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

July 15, 2020

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, for the 21st Annual General Meeting of Mindtree Limited held on Tuesday, July 14, 2020 at 3:30 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 24, 2020, 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 21st Annual General Meeting of the Shareholders of the Company held on July 14, 2020 at 3.30 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).

Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated June 9, 2020 sent to the shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

In accordance with the Notice of the 21st Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on June 21, 2020, the remote e-voting commenced on Saturday July 11, 2020 at 9:00 AM and ended on Monday, July 13, 2020 at 5:00 PM.

The shareholders of the Company holding shares as on "cut-off" date July 07, 2020 were entitled to vote on the resolutions as contained in the 21st Notice of the Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 84,607 (Eighty Four Thousand Six Hundred and Seven) only.

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

543/A, 7th Main, 3rd Cross, Hanumantha Nagar, Bangalore - 560 019.
Telefax: 080-2650 9004, Mobile: 99451 75787, E-mail: nagendradrao@gmail.com / nagendra_d_rao@yahoo.co.in

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 there under 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.

109 (One Hundred and Nine) 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 21st 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 and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with Reports of the Directors and Auditors thereon.

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
338	137,809,445	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	106	0.01

(iii) Invalid Votes:

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

Remarks: The Ordinary Resolution No.1 as mentioned above is passed by requisite Majority.

II. Resolution No. 2:- To confirm the payment of the Interim dividend of Rs. 3/- per equity share, and to declare a final dividend of Rs. 10/- per equity share of Rs. 10/- each for the financial year 2019-20.

Type of Resolution - **Ordinary Resolution**

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
343	138,209,263	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
11	577	0.01

(iii) Invalid Votes:

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

Remarks: The Ordinary Resolution No. 2 as mentioned above is passed by requisite Majority.

III. Resolution No. 3:- To appoint a Director in place of Mr. Jayant Damodar Patil (DIN 01252184), 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
321	136,657,720	99.17

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
30	1,142,783	0.83

(iii) Invalid Votes:

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

Remarks: The Ordinary Resolution No. 3 as mentioned above is passed by requisite Majority.

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

IV. Resolution No. 4:- To re-appoint M/s. Deloitte Haskins and Sells, Chartered Accountants (Institute of Chartered Accountants of India (ICAI) Firm Registration No.008072S) as the Statutory Auditors of the company for a further period of five consecutive years commencing from the conclusion of Twenty first Annual General Meeting till the conclusion of Twenty Sixth Annual General Meeting of the Company.

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
321	137,102,615	99.20

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
31	1,107,077	0.80

(iii) Invalid Votes:

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

Remarks: The Ordinary Resolution No. 4 as mentioned above is passed by requisite Majority.

V. Resolution No. 5:- To reclassify Mr. Krishnakumar Natarajan, Promoter along with Ms. Akila Krishnakumar, Mr. Abhirath K Kumar and Mr. Siddarth Krishna Kumar, Persons belonging to Promoter Group from "Promoter and Promoter Group" category to "Public" category

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
324	130,758,896	99.99

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	1,518	0.01

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

(iii) Invalid Votes:

Total number of members whose votes were declared invalid *	Total number of votes cast by them
4	7,449,378

* The Voting of Mr. Krishnakumar Natarajan, Promoter along with Ms. Akila Krishnakumar, Mr. Abhirath K Kumar and Mr. Siddarth Krishna Kumar, Persons belonging to the Promoter Group, being interested in the Resolution, have been considered as 'Invalid'.

Remarks: The Ordinary Resolution No. 5 as mentioned above is passed by requisite Majority.

VI. Resolution No. 6:- To reclassify Mr. Rostow Ravanan, Promoter along with Ms. Seema Ravanan, Person belonging to Promoter Group, from "Promoter and Promoter Group" category to "Public" category.

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
325	137,149,731	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
25	1,555	0.01

(iii) Invalid Votes:

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

Remarks: The Ordinary Resolution No. 6 as mentioned above is passed by requisite Majority.

VII. Resolution No. 7:- To reclassify Mr. N S Parthasarathy, Promoter along with Mr. N G Srinivasan, Ms. Jayanthi Vasudevan, Ms. Jayasri Dwarakanath and Mr. Krishnaswamy L P, Persons belonging to Promoter Group from "Promoter and Promoter Group" category to "Public" category.

Type of Resolution – **Ordinary Resolution**

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
328	136,061,581	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
22	1,528	0.01

(iii) Invalid Votes:

Total number of members whose votes were declared invalid *	Total number of votes cast by them
1	2,146,613

*The Voting of Mr. N S Parthasarathy, Promoter being interested in the Resolution, has been considered as 'Invalid'.

Remarks: The Ordinary Resolution No. 7 as mentioned above is passed by requisite Majority.

VIII. Resolution No. 8:- To reclassify Mr. Subroto Bagchi, Promoter along with Ms. Susmita Bagchi and Mr. Sanjay Kumar Panda, Persons belonging to Promoter Group from "Promoter and Promoter Group" category to "Public" category.

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
324	130,768,230	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
24	1,541	0.01

(iii) Invalid Votes:

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

Remarks: The Ordinary Resolution No. 8 as mentioned above is passed by requisite Majority.

NAGENDRA D. RAO COMPANY SECRETARY

IX. Resolution No. 9:- To reclassify M/s. LSO Investment Private Limited, Promoter from "Promoter Group" category to "Public" category.

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
330	138,208,984	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
21	738	0.01

(iii) Invalid Votes:

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

Remarks: The Ordinary Resolution No. 9 as mentioned above is passed by requisite Majority.

X. Resolution No. 10:- To reclassify Mr. Kamran Ozair, Promoter from "Promoter Group" category to "Public" category.

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
329	138,208,884	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
22	838	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: The Ordinary Resolution No. 10 as mentioned above is passed by requisite Majority.

XI. Resolution No. 11:- To reclassify Mr. Scott Staples, Promoter from "Promoter Group" category to "Public" category.

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
330	138,208,984	99.99

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
21	738	0.01

(iii) Invalid Votes:

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

Remarks: The Ordinary Resolution No. 11 as mentioned above is passed by requisite Majority.

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 C.P. No. 7731 COMPANY SECRETARY

Nagendra D Rao
Practising Company Secretary

UDIN: F005553B000453616