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/20-21/026

May 24, 2021

**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

STOCK CODE: 532819/MINDTREE

**Dear Sirs,**

**Subject: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Our Letter No. MT/STAT/CS/20-21/15 dated April 21, 2021**

Further to our above-referred letter, we would like to inform that the Shareholders through Postal Ballot have approved the following:

1. Mindtree Employee Stock Option Plan 2021 (ESOP 2021) for the issue of upto 20,00,000 options (including the unutilized options under the Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS/ERSP Plan 2012) to employees of the Company– Special Resolution.
2. Grant of employee stock options to the employees of subsidiary company (ies) under Mindtree Employee Stock Option Plan 2021- Special Resolution.
3. Grant of loan to the Mindtree Employee Welfare Trust -Special Resolution.
4. Amendments in the Mindtree Employee Restricted Stock Purchase Plan 2012- Special Resolution.

This is for your information and records.

Thanking you.
Yours faithfully,
For Mindtree Limited

Subhodh Shetty
Company Secretary
Membership No. A13722

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

May 23, 2021.

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 (Mindtree/the Company) at its meeting held on Friday, April 16, 2021 to conduct the Postal Ballot process in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated April 16, 2021.

| Sr. No. | Particulars | Nature of Resolutions |
|---|---|---|
| 1. | Mindtree Employee Stock Option Plan 2021(ESOP 2021) for the issue of up to 20,00,000 options (including the unutilized options under the Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS/ERSP Plan 2012) to employees of the Company. | Special Resolution |
| 2. | Grant of employee stock options to the employees of subsidiary company (ies) under Mindtree Employee Stock Option Plan 2021. | Special Resolution |
| 3. | Grant of loan to the Mindtree Employee Welfare Trust. | Special Resolution |
| 4. | Amendments in the 'Mindtree Employee Restricted Stock Purchase Plan 2012'. | Special 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. 39/2020 dated December 31, 2020, (In continuation of Circular Numbers 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and the 33/ 2020 dated September 28, 2020), 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), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) issued under Regulation 101

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

"Vaghdevi", 543/A, 7th Main, 3rd Cross, S.L. Bhyrappa Road, Hanumantha Nagar, Bengaluru - 560 019
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GSTIN 29ADAPRO287M1Z2

(SEBI Circulars) and other applicable regulations of the 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.

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 April 16, 2021. 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(ies).

Total shareholders of the Company as on the cut-off date were **120,165 (One Lakh Twenty Thousand One Hundred and Sixty-Five)** only. The Company has completed on April 22, 2021. the dispatch of Notice through electronic mode to its members whose names appeared in 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, April 16, 2021.

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' in English and 'Kannada Prabha' in Kannada on Friday, April 23, 2021, informing about the completion of dispatch of the postal ballot notice through email along with the details of activities with respect to Postal Ballot Notice.

The e-voting period commenced on Friday, April 23, 2021 at 9.00 a.m. and ended on Saturday, May 22, 2021 at 5.00 p.m.

All votes cast electronically through https://www.evoting.nsdl.com up to 5.00 p.m. on Saturday, May 22, 2021 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:

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

**I. Resolution No. 1:- Mindtree Employee Stock Option Plan 2021 (ESOP 2021) for the issue of up to 20,00,000 options (including the unutilized options under the Mindtree Employee Restricted Stock Purchase Plan 2012 (ESPS/ERSP Plan 2012) to employees of the Company.**

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 |
|---|---|---|
| 661 | 114,849,027 | 84.77% |

**(ii) Voted against the Resolution:**

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 302 | 20,626,482 | 15.23% |

**(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 114,849,027 (Eleven Crore Forty-Eight Lakhs Forty-Nine Thousand and Twenty-Seven) (i.e., 84.77%) is more than the 3 times the number of votes cast against 20,626,482 (Two Crore Six Lakhs Twenty Six Thousand Four Hundred and Eighty Two) (i.e., 15.23%), I report that the Special Resolution as set out in the Notice of Postal Ballot dated April 16, 2021, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has been passed** by the Shareholders with requisite majority.

**II. Resolution No. 2:- Grant of employee stock options to the employees of subsidiary company (ies) under Mindtree Employee Stock Option Plan 2021.**

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 |
|---|---|---|
| 639 | 115,031,132 | 84.05 |

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**(ii) Voted against the Resolution**

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 325 | 21,836,376 | 15.95% |

**(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 115,031,132 (Eleven Crore Fifty Lakhs Thirty One Thousand One Hundred and Thirty Two) (i.e., 84.05%) is more than the 3 times the number of votes cast against 21,836,376 (Two Crore Eighteen Lakhs Thirty Six Thousand Three Hundred and Seventy Six)(i.e., 15.95%), I report that the Special Resolution as set out in the Notice of Postal Ballot dated April 16, 2021, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has been passed** by the Shareholders with requisite majority.

**III. Resolution No. 3- Grant of loan to the Mindtree Employee Welfare Trust.**

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 |
|---|---|---|
| 668 | 116,340,474 | 85.00% |

**(ii) Voted against the Resolution:**

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 295 | 20,527,116 | 15.00% |

**(iii) Invalid Votes:**

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

**Result - Resolution No. 3 :** As the Number of votes cast in favour of the Resolution is 116,340,474 (Eleven Crore Sixty-Three Lakhs Forty Thousand Four Hundred and Seventy-Four) (i.e., 85.00%) is more than the 3 times the number of votes cast against 20,527,116 (Two Crore Five Lakhs Twenty-Seven Thousand One Hundred and Sixteen) (i.e., 15.00%), I report that the Special Resolution as set out in the Notice of Postal Ballot dated April 16, 2021, under

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has been passed** by the Shareholders with requisite majority.

**IV. Resolution No. 4- Amendments in the 'Mindtree Employee Restricted Stock Purchase Plan 2012'.**

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 |
|---|---|---|
| 684 | 118,388,198 | 86.50% |

**(ii) Voted against the Resolution:**

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 274 | 18,479,042 | 13.50% |

**(iii) Invalid Votes:**

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

**Result - Resolution No. 4 :** As the Number of votes cast in favour of the Resolution is 118,388,198 (Eleven Crore Eighty-Three Lakhs Eighty Eight Thousand One Hundred and Ninety Eight) (i.e., 86.50%) is more than the 3 times the number of votes cast against 18,479,042 (One Crore Eighty Four Lakhs Seventy Nine Thousand and Forty Two) (i.e., 13.50%), I report that the Special Resolution as set out in the Notice of Postal Ballot dated April 16, 2021, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has been passed** by the Shareholders with requisite majority.

NAGENDRA D RAO
FCS: 5553
CP : 7731
COMPANY SECRETARY

**NAGENDRA D. RAO**
Practicing Company Secretary
Membership No.:FCS 5553
COP:7731
UDIN: F005553C000359346
"Vaghdevi", No. 543/A,
7th Main, 3rd Cross,
S.L. Bhyrappa Road,
Hanumanthanagar,
Bengaluru– 560019.

Place : Bengaluru

Date : May 23, 2021