Ref: MT/STAT/RSN/10-11/071

August 16, 2010

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
BSE : fax : 022 2272 3121/2041/ 61
Phone 22-22721233/4
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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 Annual General Meeting , pursuant to Clause 31 of the listing agreement.

We had intimated the Exchange vide our letter dated July 20, 2010, the proceedings of the Eleventh Annual General Meeting of the company held on July 20, 2010 at 10:00 AM IST.

With reference to the same, please find enclosed the copies of Minutes of the AGM for your reference.

Please take the above intimation on records.

Thanking you.

Yours sincerely,

For MindTree Limited

P. Bahal
(FOR RAJESH)

Rajesh S Narang
Vice President Legal & Company Secretary

BSE : Fax: 022 2272 2041/ 61 Phone: (022) - 22721233/4 e-mail: corp.relations@bseindia.com
NSE : Fax: 022 2659 8237 / 38 Phone: (022) - 2659 8235/ 36 e-mail : cmlist@nse.co.in

MINDTREE LIMITED
BANGALORE

MINUTES OF THE ELEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MINDTREE LIMITED HELD ON TUESDAY, THE 20TH DAY OF JULY, 2010 AT 10.00 A.M. AT THE KRISHNA HALL, WOODLANDS HOTEL, NO.5, RAJARAM MOHAN ROY ROAD, BANGALORE- 560 025.

Directors' Present:

Mr. Ashok Soota
Dr. Albert Hieronimus
Mr. Janakiraman. S
Mr. Krishnakumar Natarajan
Mr. Mark A Runacres
Mr. N. Vittal
Mr. Subroto Bagchi

Members Present:

156 members present in person
12 members present by proxy

In attendance:

M/s BSR & Associates, outgoing Statutory Auditors represented by Mr. Hemant Maheshwari
M/s BSR & Co, incoming Statutory Auditors represented by Mr. Supreet Sachdev
Mr. Ashok Krishnamoorthy - CEO - Software Product Engineering
Mr. Rostow Ravanan, Chief Financial Officer
Mr. Rajesh S Narang, Vice President Legal & Company Secretary

Mr. Rajesh S Narang, Vice President Legal & Company Secretary of the Company welcomed the members and after ensuring the requisite quorum for the meeting was present.

He then mentioned that the Company has received fifteen (15) corporate representations for 13,077,038 equity shares of Rs 10/- each *(being 32.93% of the paid –up capital)* from shareholders of the Company and that the Company has also received sixteen(16) valid proxies for 11,301,860 equity shares of Rs. 10/- each*(being 28.46% of the paid –up capital).*

He then mentioned that the required records to be made available during an annual general meeting as statutorily mandated are now placed before the shareholders for their inspection. He then added amongst other items, the Register of Directors' Shareholding, the documents listed in the explanatory statements to the notice of the eleventh annual general meeting and the certificate from Auditors of the Company certifying the compliance of the Company's Stock Option Plans with SEBI guidelines is available for inspection. The shareholders noted these documents.

Mr. Ashok Soota, Executive Chairman welcomed the members to the Eleventh Annual General Meeting and called the meeting to Order.

Addressing shareholders, Mr. Soota highlighted the financial performance of the Company and Mr. Soota expressed that the outlook for the current year is promising. He highlighted the outlook of the Company and the general business scenario for the software industry. The Chairman then highlighted the important events that took place during the previous financial year, strategic business initiatives undertaken during the year and the prospects and strategies to be adopted going forward.

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He added that the Board of Directors of the Company acknowledges the fact that its role is to act as a trustee, He added that while improving business fundamental is one part of the shareholder-value creation story, the other equally important part is about good corporate governance practices and that he was delighted to tell the shareholders that the Company continues to maintain our impeccable record on this front. The Chairman also highlighted the importance of good Corporate Governance practices and mentioned that they create value in the long term.

The Company Secretary then read out the Auditors' Report.

The Notice and Directors' Report to the members were taken as read with the permission of the members present.

The following businesses were transacted at the Eleventh Annual General Meeting:

AS ORDINARY BUSINESS:

AGENDA NO. 1: ADOPTION OF ACCOUNTS AND REPORTS THEREON

The Chairman then proceeded with the first item of agenda of the Eleventh Annual General Meeting and moved the motion for adoption of annual accounts and report thereon.

The Chairman invited members to raise queries, if any, on the audited financial accounts of the Company before the motion is put to vote. Some of the shareholders asked questions relating to roadmap to become 1 Billion $ Company, global recession, corporate social responsibility, Mexico branch, Europe turmoil, final dividend etc. After replying to the questions, to the satisfaction of the members of the Company, the Chairman moved the motion. Then the following resolution was:

Proposed by Mr. M R Ravindra Nath

Seconded by Mr. G Panduranga Kamath

***"RESOLVED THAT**, the Audited Balance Sheet as at March 31, 2010 and the Audited Profit and Loss Account for the year ended March 31, 2010 and the Schedules and Notes to the Accounts for the year ended on that date, together with the Directors' Report and Auditors' Report thereon be and are hereby considered, approved and adopted."*

On being put to vote on show of hands, the resolution was adopted unanimously as an **ORDINARY RESOLUTION.**

AGENDA NO. 2: APPROVAL OF DIVIDEND

The Chairman informed that the Board had paid interim dividend of 10 % or Re. 1 per equity share, during the year. He added that in addition the Board has recommended a final dividend final dividend of Rs. 2 per share (20% on par value of Rs. 10) which is payable on obtaining members approval in the eleventh annual general meeting, making the dividend for the year 2009- 10 to 30%, for the financial year 2009-10. After discussions, the members approved and ratified payment of interim dividend and payment of final dividend. The resolution was,

Proposed by Mr. Kantilal Kosandal

Seconded by Mr. A.S.Aswathanarayana

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*"**RESOLVED THAT** pursuant to the recommendations made by the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby granted to approve the payment of final dividend at the rate of Rs. 2 per equity share of Rs. 10/- each i.e.20% for the financial year ended 31st March, 2010, over and above the interim dividend of 10% paid during the year and also for payment of dividend tax on interim and final dividend, which would be paid out of profits of the Company for the year to all the eligible shareholders of the Company. "*

The resolution was put to vote by show of hands and passed unanimously as an **ORDINARY RESOLUTION**.

AGENDA NO. 3: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION- DR. ALBERT HEIRONIMUS

The Chairman mentioned that the next item of agenda of the notice of the meeting is to re-appoint Dr. Albert Heironimus, who retires by rotation, and being eligible offers himself for re-appointment. Mr. Soota also briefed the details of Dr. Albert Heironimus, the provisions of the Companies Ac, 1956 and other data which formed part of the notice.

Then Chairman moved the motion for re-appointment of Dr. Albert Heironimus as a Director of the Company.

Subsequently, the following resolution was:

Proposed by Mr. Bantwal Lakshman Kamath

Seconded by Mr. K S Venkatesha Murthy

*"**RESOLVED THAT** Dr. Albert Heironimus, Director, 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."*

On being put to vote on show of hands, the resolution was adopted unanimously as an **ORDINARY RESOLUTION.**

AGENDA NO. 4: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION- MR. MR. SIDDHARTHA V.G

The Chairman briefed the members that Mr. Siddhartha V.G is the Promoter of Café Coffee Day Group and is actively involved in running of the Company. He added he retires by rotation, and being eligible offers himself for re-appointment. He also gave details of his background as required under the Act which was part of the notice.

Then he moved the motion for re-appointment of Mr. Siddhartha V.G. as a Director of the Company.

Subsequently, the following resolution was:

Proposed by Mr. B S Pradeep

Seconded by Mr. S Krishna Moorthy

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*"**RESOLVED THAT** Mr. Siddhartha V.G, 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. "*

On being put to vote on show of hands, the resolution was adopted unanimously as an **ORDINARY RESOLUTION.**

AGENDA NO. 5: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION- MR. SRINIVASAN R

The Chairman mentioned that the next item of agenda of the notice of the meeting is to re-appoint Mr. Srinivasan R, who retires by rotation, and being eligible offers himself for re-appointment. Mr. Soota also briefed the details of Mr. Srinivasan R, the provisions of the Companies Ac, 1956 which formed part of the notice.

Then Chairman then moved the motion for re-appointment of Mr. Srinivasan R as a Director of the Company.

The following resolution was,

Proposed by Mr. Desmond D' Costa Prabhu

Seconded by Mr. S Krishna Moorthy

*"**RESOLVED THAT** Mr. Srinivasan R, Director, 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."*

On being put to vote on show of hands, the resolution was adopted unanimously as an **ORDINARY RESOLUTION.**

AS SPECIAL BUSINESS:

AGENDA NO. 6: APPOINTMENT OF STATUTORY AUDITORS

Drawing attention to Special Business, the Chairman mentioned that the next item of the agenda is to appoint Statutory Auditors and to fix their remuneration. He further mentioned that the retiring Statutory Auditors, M/s BSR & Associates, Chartered Accountants Bangalore, are not willing to continue their appointment as Statutory Auditors beyond the current term. In this regard, the Board and Audit Committee of the Company have noted the same.

He further added that the Board & Audit Committee has identified B S R & Co, Chartered Accountants, Bangalore as the new Statutory Auditors of the Company for the current year subject to shareholders' approval. In this connection the management has received a consent letter from B S R & Co, Chartered Accountants, confirming that their appointment would be in accordance with the provisions of Section 224(1B) of the Companies Act, 1956. The Board in their meeting held on April 28,2010 has consented to the appointment of M/s B S R & Co, Chartered Accountants, Bangalore as the Statutory Auditors to hold office till the conclusion of the twelfth annual general meeting with the approval of the members.

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The following resolution was,

Proposed by Mr. Ravindranath C V

Seconded by Mr. Gururaja T V

*"**RESOLVED THAT** the desire not to accept office beyond the current term by the current Statutory Auditors of the Company M/s B S R & Associates, , Chartered Accountants, Bangalore, be and is hereby taken note of and approved by the Members of the Company.*

***RESOLVED FURTHER THAT** pursuant to section 224(6)(a) and other applicable provisions of the Companies Act, 1956, if any, M/s B S R & Co, Chartered Accountants, Bangalore, be and are hereby appointed as the Statutory Auditors of the Company, to hold office till the conclusion of the twelfth annual general meeting.*

***RESOLVED FURTHER THAT** the board of directors(Including a committee thereof) of the Company, be and are hereby, authorised to negotiate the terms of appointment and remuneration with M/s B S R & Co, Chartered Accountants, Bangalore, and do all such acts, matters and things and execute all such deeds, letters and other writings and file all such forms and documents with the Registrar of Companies and other government, non-government authorities as may be necessary in this regard."*

On being put to vote on show of hands, the resolution was adopted unanimously as an **ORDINARY RESOLUTION.**

AGENDA NO. 7 : APPROVAL OF CREATION OF "MINDTREE LIMITED - STOCK OPTION PLAN 2010 A" - (PROGRAM 7) AND FURTHER ISSUE OF EQUITY SHARES THEREUNDER

The Chairman mentioned that the last item of the agenda under the Special Business is to approve the creation of "MindTree Limited - Stock Option Plan 2010 A" - (Program 7) and further issue of equity shares there under.

He sought for the necessary approval under Sections 81 and other applicable sections and provisions of the Companies Act, 1956, SEBI Guidelines, (including any statutory modifications or reenactments thereof for the time being in force) and the Regulations / Guidelines prescribed by any other relevant authority, from time to time to the extent applicable from the shareholders.

Subsequently, the resolutions were:

Proposed by Mr. M R Ravindra Nath

Seconded by Mr. P N Rama Krishna

*"**RESOLVED THAT** in accordance with the provisions contained in the Memorandum and Articles of Association and Sections 79A, 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as the "Act") and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999*
(hereinafter referred to as the "SEBI" Guidelines) (including any statutory modification(s) or re-enactment of the Act or SEBI Guidelines, for the time being in force) and all other regulations / guidelines prescribed by any other relevant authority, from time to time to the extent applicable, and subject to such other approvals, permissions and sanctions as may be necessary, and subject to such

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conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee including ESOP/ Compensation Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), consent and approval of the members be and is hereby granted to create and offer further additional 11,35,000 equity shares of Rs. 10/- each and that, the Board be and are hereby authorized on behalf of the Company to create, offer, allocate, issue and allot for cash, at such price, in one or more modes or combinations thereof and in one or more tranches and in such manner as may be determined by the Board and on such terms and conditions as may be fixed or determined by the Board in accordance with the Guidelines or other provisions of the law as may be prevailing at that time as referred in this resolution/explanatory statement and terms and conditions set out in the "MindTree Limited - Stock Option Plan 2010 A" (Program 7).

RESOLVED FURTHER THAT *consent and approval of the shareholders be and is hereby granted to approve adopt the "MindTree Limited Stock Option Plan 2010 A" (Program 7) as adopted by the Board and the Board shall have full powers for implementing the same immediately.*

RESOLVED FURTHER THAT *all actions taken by the Board in connection with the above resolutions and all incidental and ancillary things done are hereby specifically approved and ratified.*

RESOLVED FURTHER THAT *for the purpose of giving effect to the above creation of new Plan, issue, allocate and allot, or listing of securities, price, manner, period of the above referred equity shares, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such transfer, issue or offer, allocation, allotment and utilization of the proceeds (including power to amend or modify any of the terms of such issue or allotment) without being required to seek any further consent or approval of the shareholders, as it may, in its discretion, deem fit and further to execute all documents and writings as may be necessary, proper, desirable or expedient and to give such directions and or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions and all things incidental and ancillary thereto.*

RESOLVED FURTHER THAT *for the purpose of giving effect to any creation, offer, allocation, issue, allotment or listing of securities, price, manner, period and such other terms and conditions and at such time or times as the Board in its absolute discretion and in the best interest of the Company deem fit the Board be and is hereby authorised on behalf of the Company to evolve, decide upon and bring into effect the Plan and make any modifications, changes, variations, alterations, or revisions in the said Plan from time to time or to suspend, withdraw or revise the Plan from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders.*

On being put to vote on show of hands, the resolutions were adopted unanimously as a **SPECIAL RESOLUTION.**

The Chairman then mentioned that since all the business in the agenda has been transacted, the eleventh annual general meeting is now formally concluded.

The meeting ended with a vote of thanks to the Chair.

Place: Bangalore
Date: 20.7.2010

Ashok Soota
Chairman

For MindTree Limited
P. Bahal
(For RAJESH)
Vice President Legal & Company Secretary

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