Mindtree
Welcome to possible

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/2016-17/40

June 16, 2016

The Bombay Stock Exchange 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,

Kind Attention - Mr. Gopala Krishna and Mr. Hari

Subject: Submission of details regarding the voting results of the Court Convened Meeting (including e- voting) as per the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Further to the above-mentioned subject, we herewith enclose the voting results of Court Convened Meeting of the Members of the Company (including e- voting) as per the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in **Annexure I** attached along with this letter.

Please note that the Resolution has been passed with requisite majority as prescribed under applicable Laws and as per the order of the Hon'ble High Court of Karnataka.

This is for your information, records and necessary action. Kindly acknowledge receipt.

Thanking you.
Yours truly,

for **Mindtree Limited**

Vedavalli S
Company Secretary

MINDTREE LIMITED * BENGALURU *

Mindtree Ltd.
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ANNEXURE I

In terms of **Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015,** the results of Court Convened meeting (including electronic voting) are detailed below:

Sr. No.	Particulars	Details
1	Date of the Court Convened Meeting	**14-Jun-16**
2	Total number of shareholders on record date.	**71,296**
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 **3** **158**
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	**Not Applicable**



For Mindtree Limited

Company Secretary

Details of the Agenda:

Resolution: For approving the Composite Scheme of Amalgamation of Discoverture Solutions L.L.C ("the Transferor Company 1") and Relational Solutions Inc. ("the Transferor Company 2") with Mindtree Limited ("Transferee Company")

Resolution required: Majority in number representing three-fourths in value of members as provided under section 391 of the Companies Act, 1956.

Whether Promoter/ Promoter group are interested in the agenda/resolution: None of the Promoters / Promoter Groups are interested.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)-[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	23,030,226	10,429,562	45.29	10,429,562	0	100.00	-
	Poll*		12,540,664	54.45	12,540,664	0	100.00	-
	Total	**23,030,226**	**22,970,226**	**99.74**	**22,970,226**	**0**	**100.00**	-
Public Institutions	E-Voting	80,750,814	68,439,915	84.75	68,439,915	0	100.00	-
	Poll*		-	-	-	0	-	-
	Total	**80,750,814**	**68,439,915**	**84.75**	**68,439,915**	**0**	**100.00**	-
Public- Non Institutions	E-Voting	64,049,776	37,973,679	59.29	37,972,889	790	100.00	0.00
	Poll*		345,167	0.54	322,036	23,131	93.30	6.70
	Total	**64,049,776**	**38,318,846**	**59.83**	**38,294,925**	**23,921**	**99.94**	**0.06**
Total		**167,830,816**	**129,728,987**		**129,705,066**	**23,921**	**99.98**	**0.02**

* **Details provided in Annexure A**

Yours truly,
for **Mindtree Limited**

Vedavalli S
Company Secretary

MINDTREE LIMITED ★ BENGALURU ★

ANNEXURE A

Poll includes Voting at the Meeting (Poll and Tab Voting) and Physical Ballot

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)-[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Tab Voting at the meeting	23,030,226	-	-	-	0	-	-
	Poll at the meeting		-	-	-	0	-	-
	Physical Ballot		12,540,664	54.45	12,540,664	0	100.00	
	Total Poll	**23,030,226**	**12,540,664**	**54.45**	**12,540,664**	**0**	**100.00**	-
Public Institutions	Tab Voting at the meeting	80,750,814	-	-	-	0	-	-
	Poll at the meeting		-	-	-	0	-	-
	Physical Ballot		-	-	-	0		
	Total Poll	**80,750,814**	-	-	-	**0**	-	-
Public- Non Institutions	Tab Voting at the meeting	64,049,776	15,332	0.02	15,332	0	100.00	-
	Poll at the meeting		20,449	0.03	20,447	2	99.99	0.01
	Physical Ballot		309,386	0.48	286,257	23,129	92.52	7.48
	Total Poll	**64,049,776**	**345,167**	**0.54**	**322,036**	**23,131**	**93.30**	**6.70**
Total		**167,830,816**	**12,885,831**		**12,862,700**	**23,131**		

Yours truly,
for **Mindtree Limited**

Vedavalli S
Company Secretary

MINDTREE LIMITED * BENGALURU *

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

June 16, 2016

Mr. Krishnakumar Natarajan,
Chairman appointed by the Hon'ble High Court of Karnataka
for the Meeting of the Members of Mindtree Limited
Global Village, RVCE Post,
Mysore Road,
Bengaluru - 560 059.

Dear Sir,

Sub: Consolidated - Scrutinizer's Report on physical ballot forms / remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014 and voting on Poll in pursuant to Section 109 of the Companies Act, 2013 at the meeting for the court convened meeting of the Equity Shareholders held on Tuesday, 14th June, 2016 at 12.00 PM , at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru - 560 001..

I, Nagendra D. Rao, Practising Company Secretary, 543 / A, 7th Main, 3rd Cross, Hanumanthanagar, Bangalore - 560 019, had been appointed by the Board of Directors of the Company as Scrutinizer on May 10, 2016,to conduct remote e-voting and to scrutinize the physical ballot forms received from shareholders and voting on poll conducted for business to be transacted in the matter of Composite Scheme of Amalgamation between Discoverture Solutions LLC ("the Transferor Company 1") and Relational Solutions Inc. ("the Transferor Company 2") with Mindtree Limited ("Transferee Company")at the Court convened Meeting held on 14th June, 2016 at 12.00 p.m., at The Capitol Hotel, No. 3, Raj Bhavan Road, Opp. General Post Office, Bengaluru - 560 001.

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 Court convened Meeting Notice dated May 10, 2016 sent to the shareholders by Speed Post to their registered address.

The Company has completed on May 19, 2016, the dispatch of Notice along with ballot forms and a self addressed postage prepaid business reply envelope 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 (record date) i.e. May 13, 2016.

The shareholders of the Company holding shares as on "cut-off" date June 07, 2016 were entitled to vote on the resolution as contained in the Notice of the Court Convened Meeting and the total shareholders of the Company as on the "cut-off"date were 71,296.

NAGENDRA D. RAO C.P. No. 7731 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

Pursuant to Rule 20 (3) of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Business Standard, English Newspaper and Samyuktha Karnataka in Kannada Newspaper on May 20, 2016 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commenced on June 11, 2016 at 10.00 a.m. and ended on June 13, 2016 at 5.00 p.m.

The shareholders of the Company had option to vote on resolutions either through the ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility cast their votes on the designated website https://www.evoting.nsdl.com.

All ballot forms, received physically and votes casted electronically through https://www.evoting.nsdl.com on or before 5.00 p.m. on June 13, 2016, the last date and time fixed for receipt of the forms, were considered for my scrutiny.

Envelopes containing ballot forms received after 5.00 pm on June 13, 2016 were not considered for my scrutiny. The poll papers which were incomplete, unsigned, not casted their votes and which were otherwise found defective have been treated as invalid and kept separately.

I have not found any defaced or mutilated ballot forms.I have also received a complete record of votes cast by electronic mode through https://www.evoting.nsdl.comfrom NSDL, the agency for providing e-voting facility to the Shareholders of the Company.

After the closure of the voting at the Court convened Meeting, the report on the poll taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting and votes facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Court Convened Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to 5.00 PM on Monday, June 13, 2016 were also considered.

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

In respect of the above mentioned resolutions, I hereby submit my report on the total ballot forms received / remote e-voting and voting at the meeting through poll as detailed hereunder:

Resolution for approving approving the composite scheme of Amalgamation ofDiscoverture Solutions L.L.C ("the Transferor Company 1") and Relational Solutions Inc.("the Transferor Company 2") with MindtreeLimited ("Transferee Company") ("Scheme" or "the Scheme")

NAGENDRA D. RAO C.P. No. 7731 COMPANY SECRETARY

Sl.No.	Particulars	Ballot	Evoting	Tab Voting at the meeting	Poll at the meeting	Total
1	Total Ballot forms received / no. of members who exercised votes through e-voting.	1,349	362	18	57	1,786
2	Less: Invalid Ballot forms / no. of members who exercised invalid through e-voting.	56	-	-	2	58
3	Net Valid Ballot forms received / No. of members who exercised votes through e-voting.	1,293	362	18	55	1,728
4	**No. of Members voted Assented For**	**1,263**	**354**	**18**	**54**	1,689
5	**No. of Members voted Against**	**30**	**8**	-	1	39
6	Total Number of Votes cast.	15,287,843	116,883,596	15,332	20,597	132,207,368
7	Less: Invalid no. of Votes cast (including e-vote not cast either for or against).	2,436,076	-	-	148	2,436,224
8	Less: Number of shares (Change) on account of Cut off date / No. of shares abstained (Evoting)	1,717	40,440	-	-	42,157
9	Valid no. of votes cast (Net).	**12,850,050**	**116,843,156**	**15,332**	**20,449**	**129,728,987**
10	Total no. of votes with assent for the Resolution.	12,826,921	116,842,366	15,332	20,447	**129,705,066**
11	Total no. of votes with dissent for the Resolution.	23,129	790	-	2	**23,921**

NAGENDRA D. RAO C.P. No. 7731 COMPANY SECRETARY

12	% of Total votes cast in favor of the resolution.	99.98
13	% of Total votes cast against the resolution.	0.02

The register, all other papers and relevant records relating to remote e- voting / PhysicalBallot Forms and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Court Convened Meeting and the same are handed over to the Company Secretary for safe keeping.

NAGENDRA D. RAO
Practicing Company Secretary
543/A, 7th Main, 3rd Cross, Hanumanthanagar
Bangalore – 560 019.
Membership No.:- FCS 5553
COP : 7731

Place : Bengaluru

Date:, June 16, 2016