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/19-20/77

July 16, 2019

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 Twentieth Annual General Meeting held on July 16, 2019

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 Twentieth Annual General meeting of the Company held on July 16, 2019 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	143,285,492	99.99%	74	0.01%
Resolution No. 2	143,924,551	99.99%	74	0.01%
Resolution No. 3	143,924,551	99.99%	74	0.01%
Resolution No. 4	143,924,501	99.99%	124	0.01%
Resolution No. 5	143,480,800	99.69%	443,821	0.31%
Resolution No. 6	140,381,325	99.36%	908,994	0.64%
Resolution No. 7	138,407,819	97.96%	2,882,580	2.04%
Resolution No. 8	138,531,404	98.05%	2,758,995	1.95%
Resolution No. 9	140,776,095	99.64%	514,304	0.36%
Resolution No. 10	140,778,853	99.64%	511,546	0.36%

Resolutions:

Resolution No.1: To adopt Audited Standalone Financial Statements and Audited Consolidated Financial Statements together with Reports of the Directors and Auditors thereon for the Financial Year 2018-19 - **Ordinary Resolution.**

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Resolution No.2: To confirm payment of first interim dividend, second interim dividend, third interim dividend for the Financial Year 2018-19 – **Ordinary Resolution**

Resolution No.3: To declare a final dividend for the Financial Year 2018-19 - **Ordinary Resolution**

Resolution No. 4: To declare a special dividend for the Financial Year 2018-19 - **Ordinary Resolution**

Resolution No. 5: Mr. Subroto Bagchi (DIN 00145678), who retires by rotation and is not offering himself for re-appointment and the vacancy so caused on the Board of the Company not filled up **-Ordinary Resolution**

Resolution No. 6: To appoint Mr. Jayant Damodar Patil (DIN 01252184) as Non-Executive Director - **Ordinary Resolution**

Resolution No. 7: To appoint Mr. Sekharipuram Narayanan Subrahmanyan (Mr. S.N. Subrahmanyan) (DIN 02255382) as Non-Executive Director – **Ordinary Resolution**

Resolution No. 8: To appoint Mr. Ramamurthi Shankar Raman (Mr. R. Shankar Raman) (DIN 00019798) as Non-Executive Director – **Ordinary Resolution**

Resolution No. 9: To appoint Mr. Prasanna Rangacharya Mysore (Mr. M R Prasanna) (DIN 00010264) as Independent Director– **Ordinary Resolution**

Resolution No. 10: To appoint Mrs. Deepa Gopalan Wadhwa (DIN 07862942) as Independent Director– **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

Mindtree Ltd
Global Village
RVCE Post, Mysore Road
Bengaluru - 560059

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

July 16, 2019

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

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting 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 Poll in pursuant to Section 109 of the Companies Act, 2013.

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 17, 2019, 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 e-voting process in a fair and transparent manner and voting on poll conducted for business to be transacted at the 20th Annual General Meeting of the Shareholders of the Company held on July 16, 2019 at 9.30 a.m. at Hotel 'Radisson Blu Atria Bengaluru', No. 1, Palace Road, 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 Annual General Meeting Notice dated April 17, 2019 sent to the shareholders by email to their email address, and Registered Post, Speed Post and Courier to their registered address.

The shareholders of the Company holding shares as on "cut-off" date July 09, 2019 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 78,294.

Pursuant to Rule 20 (3) of the Companies (Management and Administration) Rules, 2014, an advertisement dated June 24, 2019 was published by the Company in Business Standard, English Newspaper and in Kannada Prabha, Kannada Newspaper on June 25, 2019 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commenced on July 13, 2019 at 09.00 a.m. and ended on July 15, 2019 at 5.00 p.m.

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

The votes cast under 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 Annual General Meeting 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.

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

The total number of Members present at the 20th Annual General Meeting were 272 (Two Hundred and Seventy Two) only in person and Proxy detailed as under.

Sr. No.	Category of Shareholders present in person / proxy	In Numbers
1	Promoter and Promoter Group a. In Person b. Proxy	 7 1
2	Public a. In Person b. Proxy	 259 5
	Total	**272**

I now submit my Consolidated Report on the evoting process and poll conducted at the 20th 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, 2019 together with Reports of the Directors and Auditors thereon.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	264	140,842,586	98.29
Poll	113	2,442,906	1.70
Total	**377**	**143,285,492**	**99.99**

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	13	39	0.01
Poll	01	35	0.00
Total	**14**	**74**	**0.01**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	04	107
Total	**04**	**107**

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

II. Resolution No. 2:- To confirm the payment of the first interim dividend of Rs. 3/- per equity share, second interim dividend of Rs. 3/- per equity share and third interim dividend of Rs. 3/- per equity share aggregating to Rs. 9/- per equity share of Rs. 10/- each for the Financial Year 2018-19.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	269	141,481,334	98.30
Poll	114	2,443,217	1.69
Total	**383**	**143,924,551**	**99.99**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	13	39	0.01
Poll	01	35	0.00
Total	**14**	**74**	**0.01**

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	04	107
Total	**04**	**107**

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

III. Resolution No. 3:- To declare a final dividend of Rs. 4/- per equity share of Rs. 10/- each, for the Financial Year 2018-19.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	269	141,481,334	98.30
Poll	114	2,443,217	1.69
Total	**383**	**143,924,551**	**99.99**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	13	39	0.01
Poll	01	35	0.00
Total	**14**	**74**	**0.01**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	04	107
Total	**04**	**107**

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

NAGENDRA D. RAO * COMPANY SECRETARY *

IV. Resolution No. 4:- To declare a special dividend of Rs. 20/- per equity share of Rs. 10/- each, for the Financial Year 2018-19.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	**Number of Members voted through electronic system and Poll at the venue.**	**Number of Votes Cast in favour of the Resolution**	**% of total number of valid votes cast in favour of the resolution**
E-voting	268	141,481,284	98.30
Poll	114	2,443,217	1.69
Total	**382**	**143,924,501**	**99.99**

(ii) Voted against the Resolution:

Mode of Voting	**Number of Members voted through electronic system and Poll at the venue.**	**Number of Votes Cast Against the Resolution**	**% of total number of valid votes cast against the resolution**
E-voting	14	89	0.01
Poll	01	35	0.00
Total	**15**	**124**	**0.01**

(iii) Invalid Votes:

Mode of Voting	**Total Number of members whose votes were declared invalid**	**Total number of Votes Cast by them**
E-voting	0	0
Poll	04	107
Total	**04**	**107**

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

V. Resolution No. 5:-To appoint a Director in place of Mr. Subroto Bagchi (DIN 00145678), who retires by rotation and does not offers himself for re-appointment.

Type of Resolution – **Ordinary Resolution**

NAGENDRA D. RAO
COMPANY SECRETARY

(i) Voted in favour of the Resolution:

Mode of Voting	**Number of Members voted through electronic system and Poll at the venue.**	**Number of Votes Cast in favour of the Resolution**	**% of total number of valid votes cast in favour of the resolution**
E-voting	255	141,037,609	97.99
Poll	110	2,443,191	1.70
Total	**365**	**143,480,800**	**99.69**

(ii) Voted against the Resolution:

Mode of Voting	**Number of Members voted through electronic system and Poll at the venue.**	**Number of Votes Cast Against the Resolution**	**% of total number of valid votes cast against the resolution**
E-voting	26	443,760	0.31
Poll	05	61	0.00
Total	**31**	**443,821**	**0.31**

(iii) Invalid Votes:

Mode of Voting	**Total Number of members whose votes were declared invalid**	**Total number of Votes Cast by them**
E-voting	0	0
Poll	04	107
Total	**04**	**107**

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

VI. Resolution No. 6:- To appoint Mr. Jayant Damodar Patil (DIN 01252184) as Non-Executive Director

Type of Resolution – **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	**Number of Members voted through electronic system and Poll at the venue.**	**Number of Votes Cast in favour of the Resolution**	**% of total number of valid votes cast in favour of the resolution**
E-voting	254	137,938,439	97.63
Poll	111	2,442,886	1.73
Total	**365**	**140,381,325**	**99.36**

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	25	908,959	0.64
Poll	01	35	0.00
Total	**26**	**908,994**	**0.64**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	04	107
Total	**04**	**107**

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

VII. Resolution No. 7:- To appoint Mr. Sekharipuram Narayanan Subrahmanyan (Mr. S.N. Subrahmanyan) (DIN 02255382) asNon-Executive Director

Type of Resolution – **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	245	135,964,933	96.23
Poll	111	2,442,886	1.73
Total	**356**	**138,407,819**	**97.96**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	36	2,882,545	2.04
Poll	01	35	0.00
Total	**37**	**2,882,580**	**2.04**

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	04	107
Total	**04**	**107**

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

VIII. Resolution No. 8:- To appoint Mr. Ramamurthi Shankar Raman (Mr. R. Shankar Raman) (DIN 00019798) as Non-ExecutiveDirector

Type of Resolution – **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	251	136,088,518	96.32
Poll	111	2,442,886	1.73
Total	**362**	**138,531,404**	**98.05**

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	30	2,758,960	1.95
Poll	01	35	0.00
Total	**31**	**2,758,995**	**1.95**

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	04	107
Total	**04**	**107**

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

NAGENDRA D. RAO * COMPANY SECRETARY *

IX. Resolution No. 9:- To appoint Mr. Prasanna Rangacharya Mysore (Mr. M R Prasanna) (DIN 00010264) as IndependentDirector.

Type of Resolution – **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	**Number of Members voted through electronic system and Poll at the venue.**	**Number of Votes Cast in favour of the Resolution**	**% of total number of valid votes cast in favour of the resolution**
E-voting	258	138,333,209	97.91
Poll	111	2,442,886	1.73
Total	**369**	**140,776,095**	**99.64**

(ii) Voted against the Resolution:

Mode of Voting	**Number of Members voted through electronic system and Poll at the venue.**	**Number of Votes Cast Against the Resolution**	**% of total number of valid votes cast against the resolution**
E-voting	22	514,269	0.36
Poll	01	35	0.00
Total	**23**	**514,304**	**0.36**

(iii) Invalid Votes:

Mode of Voting	**Total Number of members whose votes were declared invalid**	**Total number of Votes Cast by them**
E-voting	0	0
Poll	04	107
Total	**04**	**107**

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

X. Resolution No. 10:- To appoint Mrs. Deepa Gopalan Wadhwa (DIN 07862942) as Independent Director.

Type of Resolution – **Ordinary Resolution**

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

(i) Voted in favour of the Resolution:

Mode of Voting	**Number of Members voted through electronic system and Poll at the venue.**	**Number of Votes Cast in favour of the Resolution**	**% of total number of valid votes cast in favour of the resolution**
E-voting	259	138,335,967	97.91
Poll	111	2,442,886	1.73
Total	**370**	**140,778,853**	**99.64**

(ii) Voted against the Resolution:

Mode of Voting	**Number of Members voted through electronic system and Poll at the venue.**	**Number of Votes Cast Against the Resolution**	**% of total number of valid votes cast against the resolution**
E-voting	21	511,511	0.36
Poll	01	35	0.00
Total	**22**	**511,546**	**0.36**

(iii) Invalid Votes:

Mode of Voting	**Total Number of members whose votes were declared invalid**	**Total number of Votes Cast by them**
E-voting	0	0
Poll	04	107
Total	**04**	**107**

Remarks: The Ordinary Resolution No. 10 as mentioned above is passed by requisite majority.

The register, all other papers and relevant records relating to electronic voting and Poll 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