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/19/20/146

September 24, 2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
BSE: fax: 022 2272 3121/2041/ 61
Phone 22-22721233/4
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: Submission of Proceedings of the Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject, we herewith enclose the copy of the proceedings of the Postal Ballot for your reference and record.

Please take the above intimation on record and acknowledge.

Thanking you.
Yours Sincerely,

For Mindtree Limited



Vedavalli S
Company Secretary

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

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SUMMARY OF THE PROCEEDINGS OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF MINDTREE LIMITED ON SEPTEMBER 24, 2019

The Company, at the Board Meeting held on August 02, 2019, decided to obtain consent of the members through Postal Ballot under Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the following matters:

1. Appointment of Mr. Debashis Chatterjee (DIN 00823966) as Chief Executive Officer and Managing Director (CEO and Managing Director)- Ordinary Resolution

2. Appointment of Mr. Anilkumar Manibhai Naik (Mr. A M Naik) (DIN 00001514) as Non-Executive Chairman – Special Resolution

The Postal Ballot notice dated August 02, 2019 was sent to Members of Company whose names appeared on the Register of Members/List of beneficiaries as on August 20, 2019 (Cut-Off date). The Company as on Saturday, August 24, 2019, has completed sending Postal Ballot Notice along with Postal Ballot form (including instructions to the Postal Ballot Form), by way of emails, through National Securities Depository Limited (NSDL) along with the details of Login Id and Password to the members/ shareholders who have registered their email ids with depositories or with the Company.

The Company as on Saturday, August 24, 2019, has completed the dispatch of physical copies of the Postal Ballot Notice along with Postal Ballot form (including instructions to the Postal Ballot Form) and a self-addressed business reply envelope (for which postage charges were paid by the Company) to the Members/ Shareholders who have not registered their email ids with depositories or with the Company.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had also made arrangement for voting by electronic means and availed the services of National Securities Depository Limited to provide the facility to the members for voting by electronic means.

The e-voting period commenced on August 25, 2019 at 09.00 a.m. and ended on September 23, 2019 at 5.00 p.m.

The Members were requested to return the physical postal ballot forms duly completed along with the Assent (for) or Dissent (against), so as to reach the scrutinizer before 5 PM IST on

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Monday, September 23, 2019. In case of electronic voting, Members were requested to cast their votes electronically up to 5 PM on September 23, 2019.

The Board of Directors at their meeting held on August 02, 2019, appointed Nagendra D Rao, Practicing Company Secretary, as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot in a fair and transparent manner. The scrutinizer carried out the scrutiny of postal ballot forms received physically and the votes polled electronically up to September 23, 2019 and the scrutinizer submitted his report dated September 24, 2019.

The details as summarized by the scrutinizer in his report are as follows:

Details of Resolutions	**FOR**		**AGAINST**		**PERCENTAGE (%)**	
	Voter Count (No. of Shareholders)	**Vote Count (No. of Shares)**	**Voter Count (No. of Shareholders)**	**Vote Count (No. of Shares)**	**FOR**	**AGAINST**
Resolution No. 1: Appointment of Mr. Debashis Chatterjee (DIN 00823966) as Chief Executive Officer and Managing Director (CEO and Managing Director)- Ordinary Resolution	1,000	120,773,508	65	935,478	99.23%	0.77%
Resolution No. 2: Appointment of Mr. Anilkumar Manibhai Naik (Mr. A M Naik) (DIN 00001514) as Non-Executive Chairman – Special Resolution	983	120,283,755	79	298,856	99.75%	0.25%

The above two resolutions were passed with requisite majority.

For Mindtree Limited

Vedavalli S
Company Secretary

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

September 24, 2019

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.

Pursuant to the Resolution passed by the Board of Directors of Mindtree Limited (herein after referred as "**Mindtree**") onAugust 02, 2019,I have been appointed as the Scrutinizer to receive, process and scrutinize the Postal Ballot Papers in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated August 02, 2019.

Sr. No.	Particulars	Nature of Resolution(s)
1	Appointment of Mr. Debashis Chatterjee (DIN 00823966) as Chief Executive Officer and Managing Director (CEO and Managing Director).	Ordinary Resolution
2	Appointment of Mr. Anilkumar Manibhai Naik (Mr. A M Naik) (DIN 00001514) as Non-Executive Chairman.	Special Resolution

To enable wider participation of shareholders pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 and the rules made there under vide Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, Mindtree has provided e voting facility to its Shareholders in respect of the above shareholders resolutions to be passed through Postal Ballot.

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 August 02, 2019 sent to the shareholders by email to their registered e-mail id's on August 24, 2019 and also dispatched by Speed Post to their registered address.

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 Company has completed on August 24, 2019, the dispatch of Notice along with postal 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 i.e. August 20, 2019.

Total shareholders of the Company as on the cut-off date were 87,472. Postal Ballot Notices were also sent by electronic mode on August 24, 2019.

Pursuant to Rule 20 (4) of the Companies (Management and Administration) Rules, 2014, an advertisement dated August 26, 2019, was published by the Company in 'Business Standard' English Newspaper and 'Kannada Prabha' in Kannada Newspaper on August 27, 2019, informing about the completion of dispatch of the postal ballot notices through electronic transmission & physical dispatch to the shareholders along with other related matters mentioned therein.

The e-voting period commenced on August 25, 2019 at 09.00 a.m. and ended on September 23, 2019 at 5.00 p.m.

The shareholders of the Company had option to vote on resolutions either through the postal 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 postal ballot forms, received physically and votes casted electronically through https://www.evoting.nsdl.com up to the close of working hours i.e., 5.00 p.m. on September 23, 2019, the last date and time fixed for receipt of the forms, were considered for my scrutiny.

Envelopes containing postal ballot forms received after closure of business hours, on September 23, 2019 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 paper. I have also 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 postal ballot forms received / votes casted electronically as detailed hereunder:

I. Resolution No. 1:- Appointment of Mr. Debashis Chatterjee (DIN 00823966) as Chief Executive Officer and Managing Director (CEO and Managing Director):

NAGENDRA D. RAO * COMPANY SECRETARY *

Nature of Resolution: **Ordinary Resolution.**

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	280	806	**1,086**
2	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	20	1	**21**
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	260	805	**1065**
4	No. of Members voted FOR	256	744	**1,000**
5	No. of Members Voted AGAINST	4	61	**65**
6	Total Number of Votes cast.	148,569	121,578,421	**121,726,990**
7	Less:Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	11,285	6,719	**18,004**
8	Valid no. of votes cast (Net).	137,284	121,571,702	**121,708,986**
9	Total no. of votes with assent for the Resolution.	137,034	120,636,474	**120,773,508**
10	Total no. of votes with dissent for the Resolution.	250	935,228	**935,478**
11	% of Total votes cast in favor of the resolution.			**99.23**
12	% of Total votes cast against the resolution.			**0.77**

NAGENDRA D. RAO ★ COMPANY SECRETARY ★

Result - Resolution No. 1: As the Number of vote casted in favour of the Resolution i.e. 99.23 % is more than the number of vote cast against i.e. 0.77%, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot dated August 02, 2019, 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:-Appointment of Mr. Anilkumar Manibhai Naik (Mr. A M Naik) (DIN 00001514) as Non-Executive Chairman :

Nature of Resolution: **Special Resolution.**

Sl. No.	Particulars	Postal Ballot	Evoting	Total
1.	Total Postal Ballot forms received / no. of members who exercised votes through e-voting.	280	806	**1,086**
2	Less: Invalid Postal Ballot forms / no. of members who abstained from e-voting.	20	4	**24**
3	Net Valid Postal Ballot forms received / No. of members who exercised votes through e-voting.	260	802	**1,062**
4	No. of Members voted FOR	254	729	**983**
5	No. of Members Voted AGAINST	6	73	**79**
6	Total Number of Votes cast.	147,106	121,578,421	**121,725,527**
7	Less:Invalid no. of Votes cast (including less voting, e-vote not cast either for or against).	11,285	1,131,631	**1,142,916**
8	Valid no. of votes cast (Net).	135,821	120,446,790	**120,582,611**
9	Total no. of votes with assent for the Resolution.	135,437	120,148,318	**120,283,755**

NAGENDRA D. RAO * COMPANY SECRETARY *

10	Total no. of votes with dissent for the Resolution.	384	298,472	**298,856**
11	% of Total votes cast in favor of the resolution.			**99.75**
12	% of Total votes cast against the resolution.			**0.25**

Result - Resolution No. 2: As the Number of vote casted in favour of the Resolution i.e. 99.75 % is more than the 3 times the number of vote cast against i.e. 0.25 %, I report that the Special Resolution as set out in the Notice of Postal Ballot dated August 02, 2019, 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.

The register, all other papers and relevant records relating to electronic voting and Postal Ballot shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the Postal Ballot and the same will be handed over to the Company Secretary for safe keeping.

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

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

UDIN:F005553A000014311

Place: Bengaluru

Date: September 24, 2019