



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/18-19/152

December 18, 2018

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 DECEMBER 17, 2018

The Company, at the Board Meeting held on October 17, 2018, 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) Re-Appointment of Ms. Apurva Purohit (DIN 00190097) as Independent Director – Special Resolution;
- 2) Re-Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (DIN 00146954) as Executive Vice Chairman – Ordinary Resolution

The Postal Ballot notice dated October 17, 2018 was sent to Members of Company whose names appeared on the Register of Members/List of beneficiaries as on November 12, 2018 (Cut-Off date). The Company as on Saturday, November 17, 2018, 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, November 17, 2018, 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 voting commenced on Sunday, November 18, 2018 at 9.00 AM and ended on Monday, December 17, 2018 at 5.00 PM.

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, December 17, 2018. In case of electronic voting, Members were requested to cast their votes electronically up to 5 PM on December 17, 2018.

The Board of Directors at their meeting held on October 17, 2018, 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 December 17, 2018 and the scrutinizer submitted his report dated December 18, 2018.

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: Re-Appointment of Ms. Apurva Purohit (DIN 00190097) as Independent Director – Special Resolution	990	117,054,900	50	2,454,781	97.95%	2.05%
Resolution No. 2: Re-Appointment of Mr. Namakal Srinivasan Parthasarathy (Mr. N.S. Parthasarathy) (DIN 00146954) as Executive Vice Chairman – Ordinary Resolution	993	117,073,422	41	4,957	99.99%	0.01%

All the two resolutions were passed with requisite majority.

For Mindtree Limited

Vedavalli S
Company Secretary