



Mindteck (India) Limited  
(CIN: L30007KA1991PLC039702)  
AMR Tech Park, Block 1, 3rd Floor  
#664, 23/24, Hosur Road, Bommanahalli  
Bengaluru - 560068. India

Tel: +91 80 4154 8000/4154 8300

Fax: +91 80 4112 5813

[www.mindteck.com](http://www.mindteck.com)

Ref: MT/SSA/2018-19/17

September 28, 2018

To, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	To, <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051
--	--

Dear Sir,

**Sub: Summary of Proceedings of the 27<sup>th</sup> Annual General Meeting, Scrutinizer's Report and Voting Results.**

With reference to the above mentioned subject, please be informed that our Company held the 27<sup>th</sup> Annual General Meeting of its Members on Friday, September 28, 2018 at 12 Noon in Hotel Paraag, #3, Rajbhavan Road, Bengaluru-560001.

All the items of the business as mentioned in the Notice convening the said AGM have been transacted and all the resolutions have been passed by the shareholders with requisite majority by way of remote e-voting, ballot voting and Poll. The summary of proceedings of 27<sup>th</sup> AGM of the Company as per Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as **Annexure 1**.

A Consolidated Scrutinizer's Report for remote e-voting and ballot/Poll voting at the AGM is enclosed as **Annexure 2**. The said Report is also uploaded on the website of the Company at [www.mindteck.com](http://www.mindteck.com) and on the website of NSDL at [www.evoting.ndsl.com](http://www.evoting.ndsl.com).

As per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of Voting Results is enclosed as **Annexure 3**.

You are requested to take the above disclosure on record.

Thanking You,

Yours faithfully,

**For Mindteck (India) Limited**

**Shivarama Adiga S.**

Vice President -Legal and Company Secretary



Mindteck (India) Limited  
(CIN: L30007KA1991PLC039702)  
AMR Tech Park, Block 1, 3rd Floor  
#664, 23/24, Hosur Road, Bommanahalli  
Bengaluru - 560068. India  
Tel: +91 80 4154 8000/4154 8300  
Fax: +91 80 4112 5813  
[www.mindteck.com](http://www.mindteck.com)

## Annexure 1

### SUMMARY OF PROCEEDINGS OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING

The 27<sup>th</sup> Annual General Meeting ('AGM') of the Members of Mindteck (India) Limited ('the Company') was held on Friday, September 28, 2018 from 12 Noon to 01.00 PM at Hotel Paraag, #3, Rajbhavan Road, Bengaluru-560001.

Mr. Yusuf Lanewala, Chairman of the Company chaired the meeting. He introduced other Directors present on the dais to the Members. The requisite quorum being present, the Chairman called the meeting to order. All the Directors of the Company have attended the meeting except Mr. Meenaz Dhanani, Mr. Subhash Bhushan Dhar and Mr. Jagdish Malkani. The Chairman delivered his speech. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of the 27<sup>th</sup> AGM were transacted at the meeting:

#### As Ordinary Business:

1. Item No. 1: To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Directors and Auditor's thereon.
2. Item No. 2: To declare dividend of Re. 1/- Per Equity Share for the financial year ended March 31, 2018.
3. Item No. 3: To appoint Mr. Yusuf Lanewala, who retires by rotation and being eligible, offers himself for re-appointment.

#### As Special Business:

4. Item No. 5: To appoint Mr. Satish Menon as an Independent Director of the Company.
5. Item No. 6: To appoint Mr. Subhash Bhushan Dhar as an Independent Director of the Company.

Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Mr. Gopalakrishnaraj H.H., Practicing Company Secretary as the Scrutinizer to supervise the e-voting and Ballot/Poll voting process. The Chairman authorized the Company Secretary to declare the results of voting.

The Scrutinizer's Report was received and accordingly all the resolutions as set out in the Notice were declared as passed with requisite majority.

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To:

The Chairman  
Mindteck (India) Limited  
A M R Tech Park, Block -1, 3rd Floor  
No. 664, 23/24, Hosur Main Road, Bommanahalli  
Bengaluru - 560068

Twenty Seventh Annual General Meeting of the Equity Share holders of Mindteck (India) Limited, held on Friday, 28th September 2018, at 12.00 noon at the Hotel Parag, No.3, Rajbhavan Road, Bengaluru- 560001.

Dear Sir,

I Gopalakrishnaraj H H, Company Secretary, appointed as Scrutinizer for the purpose of the evoting and poll taken on the below mentioned resolution(s), at the Twenty Seventh Annual General Meeting of the Equity Shareholders of Mindteck (India) Limited, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ONE ballot box was kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorisations/proxies lodged with the company
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll is as under :

Particulars	e-Voting	Poll (members and proxy)	Abstained	Total
Number of members	8	33	0	41
Numbers of votes cast by them	16440230	2685150	0	19125380

Ordinary Business

Item No. 1

To receive, consider and adopt the Audited Financial statements (Including Consolidated Financial Statement) of the company for the Financial year ended 31st March 2018, the together with the Board's Report and Auditors.

Type of Resolution : Ordinary

i) Voted in favour of the Resolution

Particulars	In person	By proxy	E-voting	Total
Number of members present and voting	32	1	8	41
Numbers of votes cast by them	2685145	5	16440230	19125380
% of total number of valid votes cast	100.000%	0.000%	100.00%	

ii) Voted against the Resolution

Particulars	In person	By proxy	E-voting	Total
Number of members present and voting	0	0	0	0
Numbers of votes cast by them	0	0	0	0
% of total number of valid votes cast	0.000%	0.00%	0.00%	

iii) Invalid Votes :

Particulars	In person	By proxy	Abstained	Total
Number of members	0	0	0	0
Number of votes cast	0	0	0	0

Item No. 2

To declare dividend of Re.1/- per equity share for the financial year ended 31st March 2018

Type of Resolution : Ordinary

i) Voted in favour of the Resolution

Particulars	In person	By proxy	E-voting	Total
Number of members present and voting	32	1	8	41
Numbers of votes cast by them	2685145	5	16440230	19125380
% of total number of valid votes cast	100.000%	0.00%	100.00%	

ii) Voted against the Resolution

Particulars	In person	By proxy	E-voting	Total
Number of members present and voting	0	0	0	0
Numbers of votes cast by them	0	0	0	0
% of total number of valid votes cast	0.000%	0.00%	0.00%	

iii) Invalid Votes :

Particulars	In person	By proxy	Abstained	Total
Number of members	0	0	0	0
Number of votes cast	0	0	0	0

Item No. 3

To appoint a Director in place of Mr. Yusuf Lanewala who retires by rotation and being eligible, offer himself for re-appointment.

Type of Resolution : Ordinary

i) Voted in favour of the Resolution

Particulars	In person	By proxy	E-voting	Total
Number of members present and voting	32	1	8	41
Numbers of votes cast by them	2685145	5	16440230	19125380
% of total number of valid votes cast	100.000%	0.00%	100.00%	

ii) Voted against the Resolution

Particulars	In person	By proxy	E-voting	Total
Number of members present and voting	0	0	0	0
Numbers of votes cast by them	0	0	0	0
% of total number of valid votes cast	0.000%	0.00%	0.00%	

iii) Invalid Votes :

Particulars	In person	By proxy	Abstained	Total
Number of members	0	0	0	0
Number of votes cast	0	0	0	0

Special Business

Item No. 4

Appointment of Mr. Satish Menon as an Independent Director.

Type of Resolution : Ordinary

i) Voted in favour of the Resolution

Particulars	In person	By proxy	E-voting	Total
Number of members present and voting	32	1	8	41
Numbers of votes cast by them	2685145	5	16440229	19125379
% of total number of valid votes cast	100.000%	0.00%	100.00%	

ii) Voted against the Resolution

Particulars	In person	By proxy	E-voting	Total
Number of members present and voting	0	0	1	1
Numbers of votes cast by them	0	0	1	1
% of total number of valid votes cast	0.000%	0.00%	0.00001%	

iii) Invalid Votes :

Particulars	In person	By proxy	Abstained	Total
Number of members	0	0	0	0
Number of votes cast	0	0	0	0

Item No. 5

Appointment of Mr. Subhash Bhushan Dhar as an Independent Director

Type of Resolution : Ordinary

i) Voted in favour of the Resolution

Particulars	In person	By proxy	E-voting	Total
Number of members present and voting	32	1	8	41
Numbers of votes cast by them	2685145	5	16440229	19125379
% of total number of valid votes cast	100.000%	0.00%	100.00%	

ii) Voted against the Resolution

Particulars	In person	By proxy	E-voting	Total
Number of members present and voting	0	0	1	1
Numbers of votes cast by them	0	0	1	1
% of total number of valid votes cast	0.000%	0.00%	0.00001%	

iii) Invalid Votes :

Particulars	In person	By proxy	Abstained	Total
Number of members	0	0	0	0
Number of votes cast	0	0	0	0

5. A compact list containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes are declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to Mr. Shivarama Adiga, Vice President- Legal and Company Secretary, authorised by the Board for safe keeping.

Recommendation:

All the resolutions having secured majority votes in favour, are considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,  
Yours faithfully,

Gopalakrishnaraj H H  
Company Secretary  
FCS: 5654 ; CP : 4152  
Place : Bengaluru  
Date : 28th September 2018



*Santosh K. Ganu.*  
Universal Capital Sec. Pvt. Ltd.  
Andheri (E).  
Mumbai - 400 093.

*Vinay S.N. Vengal.*  
No-369, 16<sup>th</sup> Main, 4<sup>th</sup> T Block  
Jayanagar, Bangalore-4

## Annexure 3

<b>General information about company</b>	
Scrip code	517344
NSE Symbol	MINDTECK
MSEI Symbol	NOT APPLICABLE
ISIN	INE110B01017
Name of the company	MINDTECK (INDIA) LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	28-09-2018
Start time of the meeting	12:00 PM
End time of the meeting	01:00 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	GOPALAKRISHNARAJ H H
Firms Name	GOPALAKRISHNARAJ H H & ASSOCIATES
Qualification	CS
Membership Number	5654
Date of Board Meeting in which appointed	29-05-2018
Date of Issuance of Report to the company	28-09-2018

<b>Voting results</b>	
Record date	14-09-2018
Total number of shareholders on record date	11021
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	1
b) Public	152
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS INCLUDING CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDE MARCH 31, 2018 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITOR'S THEREON				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16431604	16431604	100	16431604	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16431604	16431604	100	16431604	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2693776	8626	0.3202	8626	0	100	0
	Poll		2685150	99.6798	2685150	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2693776	2693776	100	2693776	0	100
Total		19125380	19125380	100	19125380	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO DECLARE DIVIDEND OF RE. 1/- PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16431604	16431604	100	16431604	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16431604	16431604	100	16431604	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2693776	8626	0.3202	8626	0	100	0
	Poll		2685150	99.6798	2685150	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2693776	2693776	100	2693776	0	100
Total		19125380	19125380	100	19125380	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINT MR. YUSUF LANEWALA, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16431604	16431604	100	16431604	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16431604	16431604	100	16431604	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2693776	8626	0.3202	8626	0	100	0
	Poll		2685150	99.6798	2685150	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2693776	2693776	100	2693776	0	100
Total		19125380	19125380	100	19125380	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINT MR. SATISH MENON AS AN INDEPENDENT DIRECTOR OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16431604	16431604	100	16431604	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16431604	16431604	100	16431604	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2693776	8626	0.3202	8625	1	99.9884	0.0116
	Poll		2685150	99.6798	2685150	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2693776	2693776	100	2693775	1	100
Total		19125380	19125380	100	19125379	1	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINT MR. SUBHASH BHUSHAN DHAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16431604	16431604	100	16431604	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16431604	16431604	100	16431604	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2693776	8626	0.3202	8625	1	99.9884	0.0116
	Poll		2685150	99.6798	2685150	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2693776	2693776	100	2693775	1	100
Total		19125380	19125380	100	19125379	1	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

