



Mindteck (India) Limited  
(CIN: L30007KA1991PLC039702)  
Regd. Office: 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

Ref: MT/SSA/2023-24/24  
August 11, 2023

**Scrip Code: '517344'**  
**Symbol: "Mindteck"**

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
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Dear Sir,

**Sub: Summary of Proceedings of the 32<sup>nd</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 32<sup>nd</sup> Annual General Meeting of its Members on Friday, August 11, 2023, at 12:00 Noon through Video Conference (VC).

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 and e-voting at the AGM. The summary of proceedings of 32<sup>nd</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 the remote e-voting and e-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 CDSL at [www.evotingindia.com](http://www.evotingindia.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.**  
VP-Legal and Company Secretary

**Annexure 1****SUMMARY OF PROCEEDINGS OF THE 32<sup>nd</sup> ANNUAL GENERAL MEETING**

The 32<sup>nd</sup> Annual General Meeting ('AGM') of the Members of Mindteck (India) Limited ('the Company') was held on Friday, August 11, 2023 from 12:00 Noon to 01:10 PM (including time allowed for e-voting at the AGM) through VC. The meeting was held in compliance with the General Circular numbers 20/2020 and 10/2022 issued by the Ministry of Corporate Affairs (MCA) and Circular dated January 05, 2023 issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Mr. Yusuf Lanewala, Chairman of the Company chaired the meeting. All the Directors of the Company have attended the meeting except Subhash Bhushan Dhar. The requisite quorum being present, the Chairman called the meeting to order. 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 not be any voting by show of hands.

The following items of business, as per the Notice of the 32<sup>nd</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, 2023 together with Board's Report and Auditor's Report thereon.
2. Item No. 2: To declare a dividend of Re. 1/- per Equity Share for the financial year ended March 31, 2023.
3. Item No. 3: To appoint a Director in place of Mr. Meenaz Dhanani (DIN: 06705048), who retires by rotation and being eligible, offers himself for re-appointment.

**As Special Business:**

4. Item No. 4: Approval for payment of profit related commission to Non-Executive Directors including Independent Directors of the Company for the FY 2022-23.

Clarifications were provided to the queries raised by the members who spoke in the meeting.

The Board of Directors had appointed Mr. Gopalakrishnaraj H.H., Practicing Company Secretary as the Scrutinizer to supervise the remote e-voting and e-voting at the AGM. 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 of the 32<sup>nd</sup> Annual General Meeting of the members of Mindteck (India) Limited holding CIN: L30007KA1991PLC039702, having its registered office at AMR Tech Park, Block-1, 3<sup>rd</sup> Floor, 664, 23/24, Hosur Main Road, Bommanahalli, Bengaluru – 560068, held on Friday, 11<sup>th</sup> August 2023 at 12.00 Noon through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Dear Sir,

**Subject: 32<sup>nd</sup> Annual General Meeting (AGM) of the Equity Shareholders of Mindteck (India) Limited, held on Friday, 11<sup>th</sup> August 2023 at 12.00 Noon through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)**

I, Gopalakrishnaraj H. H, Company Secretary, appointed as Scrutinizer by the Board of Directors of Mindteck (India) Limited (the Company) for the purpose of the scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the 32<sup>nd</sup> AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and as per General Circular 20/2020 dated 5<sup>th</sup> May 2020 and 10/2022 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs ("MCA"), SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023, in respect of the below mentioned resolutions proposed at the AGM of the Equity Shareholders of the Company held on Friday, 11<sup>th</sup> August 2023 at 12.00 Noon through VC/OAVM, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and by e-voting at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by Central Depository Services (India) Limited (CDSL).
3. In accordance with the Notice of the 32<sup>nd</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 18<sup>th</sup> July 2023, the remote e-voting opened at 9:00 AM on 8<sup>th</sup> August 2023 and remained open up to 5:00 PM on 10<sup>th</sup> August 2023.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.


5. The Equity Shareholders holding shares as on 04<sup>th</sup> August 2023, (cut-off date), were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.
6. As per the information given by CDSL, the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>). The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized, reviewed, counted and the results were prepared.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:
  - 1) To receive, consider and adopt the Audited Financial Statements, including the Consolidated Financial Statements of the Company, for the financial year ended March 31, 2023, together with the Board's Report and Auditor's Report thereon.

**Type of resolution: Ordinary**

In favour of the resolution			Against the resolution			Invalid votes	
Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes.
53	18836760	99.99	1	1900	0.01	-	-

- 2) To declare dividend of Re. 1/- per Equity Share for the financial year ended March 31, 2023.

**Type of resolution: Ordinary**

In favour of the resolution			Against the resolution			Invalid votes	
Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes.
52	18836700	99.99	2	1960	0.01	-	-



3) Re-Appointment of Mr. Meenaz Dhanani who retires by Rotation.

**Type of resolution: Ordinary**

In favour of the resolution			Against the resolution			Invalid votes	
Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes.
48	18836587	99.99	6	2073	0.01	-	-


4) Approval for payment of profit related commission to Non- Executive Directors including Independent Directors of the Company for the FY 2022-23.

**Type of resolution: Special**

In favour of the resolution			Against the resolution			Invalid votes	
Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes	% of total number of valid votes cast	Number of members	Number of votes.
44	18784491	99.72	9	52269	0.28	-	-

9. The electronic data and all other relevant records relating to remote e-voting and voting at the meeting are under my safe custody and will be handed over to Mr. Shivarama Adiga S., VP, Legal and Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

For Gopalakrishnaraj H H & Associates  
 Company Secretaries

  
 Gopalakrishnaraj H H  
 Proprietor  
 FCS: 5654; CP: 4152  
 Firm No : S2010KR129900  
 PR: 945/2020  
 UDIN: F005654E000786247

Place: Bengaluru  
 Date: 11/08/2023

Witness.

- Gangadhar R  
 17A, A Block, Kuntigama,  
 Cholanayakanahali,  
 RT Nagar Post Bangalore - 32  
 Gangadhar
- Sadananda M  
 8<sup>th</sup> A Main Road, Begur Road  
 Bommanahalli - 68  
 San

### Annexure 3

<b>General information about company</b>	
<b>Scrip code</b>	<b>517344</b>
<b>NSE Symbol</b>	<b>MINDTECK</b>
<b>MSEI Symbol</b>	<b>NOTLISTED</b>
<b>ISIN</b>	<b>INE110B01017</b>
<b>Name of the company</b>	<b>MINDTECK (INDIA) LIMITED</b>
<b>Type of meeting</b>	<b>AGM</b>
<b>Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)</b>	<b>11-08-2023</b>
<b>Start time of the meeting</b>	<b>12:00 PM</b>
<b>End time of the meeting</b>	<b>01:10 PM</b>

**Scrutinizer Details**

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	19-05-2023
Date of Issuance of Report to the company	11-08-2023

### Voting results

<b>Record date</b>	<b>04-08-2023</b>
<b>Total number of shareholders on record date</b>	<b>19921</b>
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
<b>a) Promoters and Promoter group</b>	<b>0</b>
<b>b) Public</b>	<b>0</b>
<b>No. of shareholders attended the meeting through video conferencing</b>	
<b>a) Promoters and Promoter group</b>	<b>1</b>
<b>b) Public</b>	<b>49</b>
<b>No. of resolution passed in the meeting</b>	<b>4</b>
<b>Disclosure of notes on voting results</b>	



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 ended March 31, 2023, together with the Board's Report and Auditor's Report 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	2407056	2407056	100	2405156	1900	99.9211	0.0789
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2407056	2407056	100	2405156	1900	99.9211
Total		18838660	18838660	100	18836760	1900	99.9899	0.0101
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

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, 2023.				
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	2407056	2407056	100	2405096	1960	99.9186	0.0814
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2407056	2407056	100	2405096	1960	99.9186
Total		18838660	18838660	100	18836700	1960	99.9896	0.0104
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
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 a director in place of Mr. Meenaz Dhanani (DIN: 06705048), 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	2407056	2407056	100	2404983	2073	99.9139	0.0861
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2407056	2407056	100	2404983	2073	99.9139
Total		18838660	18838660	100	18836587	2073	99.989	0.011
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

<b>Resolution(4)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the payment of profit related commission to Non-Executive Directors including Independent Directors of the Company for the FY 2022-23.				
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	2405156	2405156	100	2352887	52269	97.8268	2.1732
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2405156	2405156	100	2352887	52269	97.8268
Total		18836760	18836760	100	18784491	52269	99.7225	0.2775
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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



