



Mindtree

Welcome to possible

Registered Office Address: Mindtree Ltd.
Global Village, RVCE Post, Mysore Road,
Bangalore-560059, Karnataka, India.
Corporate Identity Number (CIN): L72200KA1999PLC025564
E-mail: info@mindtree.com

Ref: MT/STAT/CS/16-17/159

Jan 4, 2017

The Bombay Stock Exchange 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: cnlist@nse.co.in

Dear Sir/ Madam,

Kind Attention - Mr. Gopala Krishna and Mr. Hari

Subject: Quarterly Compliance Report on Corporate Governance

We submit herewith the quarterly Compliance Report on Corporate Governance in compliance with Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended Dec 31, 2016.

Please take the above intimation on records and kindly acknowledge receipt.

Thanking you,

Yours sincerely,

for Mindtree Limited

Vedavalli S
Company Secretary & Compliance officer

Encl: Corporate Governance Report



CORPORATE GOVERNANCE REPORT

Annexure I

1. Name of Listed Entity: Mindtree Limited

2. Quarter ending : Dec 31, 2016

Sr	Title (Mr. / Ms.)	Name of the Director	PAN/ DIN	Category 1 (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of appointment in the current term	Date of cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity*	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity**	Remarks
1	Mr.	Krishnakumar N	AAAPK6972D 00147772	Executive Chairman	01-04-2016	30-06-2017		1	0	0	Appointed as Executive Chairman w.e.f April 01, 2016
2	Mr.	Parthasarathy N S	ABLPP8001E 00146954	Executive Vice-Chairman	21-10-2016	31-12-2018		1	0	0	Appointed as Executive Vice Chairman w.e.f October 21, 2016



3	Mr.	Rostow Ravanan	ACSPR0729D 00144557	CEO & Managing Director	01-04-2016	31-03-2021		1	1	0	Appointed as CEO and Managing Director w.e.f April 01, 2016
4	Mr.	Subroto Bagchi	ADJPB9499C 00145678	Non - Executive Director	01-04-2016	NA		2	1	0	Ceased to be Executive Chairman w.e.f April 01, 2016.
5	Mr.	V G Siddhartha	ABXPS1891D 00063987	Non - Executive Director	20-01-2000	NA		2	3	0	
6.	Mr.	Ramesh Ramanathan	AHWPR3887M 00163276	Independent Director	22-06- 2015	21-10-2016	1 year 4 months	1***	0	0	Resigned w.e.f October 21, 2016.
7	Prof	Pankaj Chandra	ABKPC9011A 00988867	Independent Director	22-06- 2015	31-03-2018	2 years 9 months	1	0	0	Original date of appointment was Mar 19, 2012. Appointed by shareholders on June 22, 2015 to hold office as Independent Director till Mar 31, 2018. This is the first term.
8	Ms.	Apurva Purohit	AAIPP5125B 00190097	Independent Director	18-07-2014	31-12-2018	4 years 5 months	1	1	0	Board appointment date is Jan 01, 2014. Appointed by shareholders on July 18, 2014 to hold office as Independent

											Director till Dec 31, 2018. 1st Term.
9	Ms.	Manisha Girotra	AAEPG5908M 00774574	Independent Director	18-07-2014	19-05-2019	4 years 10 months	2	0	0	Board appointment date is May 20, 2014. Appointed by shareholders on July 18, 2014 to hold office as Independent Director till May 19, 2019. 1st Term.
10	Dr.	Albert Hieronimus	ABIPH5990D 00063759	Independent Director	18-07-2014	31-03-2017	2 years 8 months	2	2	1	Original date of appointment was Oct 24, 2006. Appointed by shareholders on July 18, 2014 to hold office as Independent Director till Mar 31, 2017. This is the first term.
11	Mr.	Milind Sarwate	AAOPS7258N 00109854	Independent Director	19-07-2016	18-07-2021	5 years	5	4	2	Appointed at the AGM held on July 19, 2016. This is the first term.
12	Mr.	Akshaya Bhargava	AINPB7010N 01874792	Independent Director	12-12-2016	30-09-2021	4 years 10 months	1	0	0	Appointed via postal ballot w.e.f Dec 12, 2016. This is the first term.

<p>[§]PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>^{&}Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> <p>Note:</p> <p>* Where a director is a Chairman in a Committee, He is not included as the member of the Committee.</p> <p>** Committee membership and Chairmanship in Listed entities are considered.</p> <p>*** Ramesh Ramanathan, Independent Director resigned w.e.f October 21, 2016.</p>			
II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Nonexecutive/independent/Nominee) [§]	Chairperson/Member
1. Audit Committee ***	1. Milind Sarwate 2. Dr. Albert Hieronimus 3. Ms. Apurva Purohit 4. Mr. V.G. Siddhartha	Independent Director Independent Director Independent Director Non-Executive Director	Chairperson Member Member Member
2. Nomination & Remuneration Committee	1. Ms. Apurva Purohit 2. Dr. Albert Hieronimus 3. Prof. Pankaj Chandra 4. Mr. Subroto Bagchi 5. Krishnakumar N	Independent Director Independent Director Independent Director Non-Executive Director Executive Chairman	Chairperson Member Member Member Member

3. Risk Management Committee	1. Mr. Krishnakumar N 2. Mr. Rostow Ravanan 3. Mr. Parthasarathy N S	Executive Chairman CEO & Managing Director Executive Vice-chairman	Chairperson Member Member
4. Stakeholders' Relationship Committee	1. Dr. Albert Hieronimus 2. Mr. Rostow Ravanan	Independent Director CEO & Managing Director	Chairperson Member
<p>^{&}Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>*** Dr. Albert Hieronimus resigned as Audit Committee Chairman w.e.f Oct 21, 2016 and Mr. Milind Sarwate was appointed as Audit Committee Chairman in his place, as on the same date.</p>			

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
July 18, 2016	October 21, 2016	94 days

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>

Audit Committee – Oct 20, 2016 & Oct 21, 2016	YES. Present – All members i.e. 2 Independent Directors and 1 Non-executive Director	July 18, 2016	93 days (Between Q2 and Q3)
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p>			
<p>V. Related Party Transactions</p>			
<p>Subject</p>			<p>Compliance status (Yes/No/NA)^{refer note below}</p>
<p>Whether prior approval of audit committee obtained</p>			<p>Yes</p>
<p>Whether shareholder approval obtained for material RPT</p>			<p>NA</p>
<p>Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</p>			<p>NA</p>
<p>Note : All the related party transactions were at arm's length and in the ordinary course of business.</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>			

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – YES
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 - YES
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities) - NOT APPLICABLE.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – YES
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 – YES
5. This report and/ or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NONE

**Name : Vedavalli S****Designation : Company Secretary & Compliance Officer**