



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/16-17/02

Apr 12, 2016

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: cmlist@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 and year ended Mar 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 :** March 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 Directors hip in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity	Remarks
1	Mr	Subroto Bagchi	ADJPB9499C 00145678	Chairman and Executive Director	01-04-2015	31-05-2017		2	1	0	Ceased to be Executive Chairman w.e.f April 01, 2016.
2	Mr	Krishnakumar N	AAAPK6972D 00147772	Managing Director & CEO	01-04-2014	30-06-2017		1	0	0	Appointed as Executive Chairman w.e.f April 01, 2016



3	Mr	Parthasarathy N S	ABLPP8001E 00146954	Executive Director	01-01-2014	31-12-2018		1	0	0	
4	Mr	Rostow Ravanan	ACSPR0729D 00144557	Executive Director	20-05-2015	19-05-2020		1	1	0	Appointed as CEO and Managing Director 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	Independe nt Director	22-06- 2015	31-03-2018	2 years 9 months	1	0	1	Original date of appointment was May 2, 2012. Appointed by shareholders on June 22, 2015 to hold office as Independent Director till Mar 31, 2018. This is the first term.
7	Mr	Pankaj Chandra	ABKPC9011A 00988867	Independe nt 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	Mr	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.

<p>§PAN number of any director would not be displayed on the website of Stock Exchange &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 * 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 1: Where a director is a Chairman in a Committee, He is not included as the member of the Committee.</p>			
II. Composition of Committees			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Nonexecutive/independent/Nominee) §</i>	<i>Chairperson/Member</i>
1. Audit Committee	1. Mr. Ramesh Ramanathan 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	Independent Director Independent Director Independent Director Executive Chairman	Chairperson Member Member Member
3. Risk Management Committee	1. Mr. Krishnakumar N 2. Mr. Rostow Ravanan 3. Mr. Parthasarathy N S	Managing Director & CEO Executive Director Executive Director	Chairperson Member Member



4. Stakeholders Relationship Committee	1. Dr. Albert Hieronimus 2. Mr. Rostow Ravanan	Independent Director Executive Director	Chairperson Member
^{&} 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			

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
October 15, 2015	January 18, 2016	94 days

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



<i>Audit Committee – January 18, 2016</i>	YES. <i>Present – All members i.,e 3 Independent Directors and 1 Non-executive Director</i>	October 14, 2015	95 days
<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><i>Subject</i></p>		<p><i>Compliance status (Yes/No/NA)</i> <small>refer note below</small></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)
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**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	Remarks
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	Draft Letter of Appointment of independent directors placed on the website
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	No	The criteria for making payments were disclosed in annual report for the year 2014-15 and will be disclosed in the Annual Report 2015-16
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	



Details of agreements entered into with the media companies and/or their associates		Not Applicable	No Such agreements during the financial year 2015-16
New name and the old name of the listed entity		Not Applicable	
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	RMC is not applicable for us and it is a Voluntary Constitution



<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	There were no material related party transactions during the year 2015-16. All related party transactions for the year were at Arm's length and in the ordinary course of business.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	The Company had no Unlisted material Subsidiary during the year 2015-16.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	24(5) and (6) are not applicable as the Company had no material subsidiary year 2015-16.
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	Independent directors met among themselves after every board meeting and discussed the matters as provided in regulation 25(4)
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	

<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	The necessary disclosures as required under the Regulations were made in the annual report (notice of Annual General meeting) while seeking shareholders' approval.
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	Declaration received from directors and senior management as per the regulation 26(2) and (5).

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes


Name : Vedavalli S
Designation : Company Secretary & Compliance Officer

