

## CORPORATE GOVERNANCE REPORT

Annexure I

1. **Name of Listed Entity:** Mindtree Limited

2. **Quarter ending :** September 30, 2018

Sr	Title (Mr. / Ms.)	Name of the Director	DIN	Category 1 (Chairperson / Executive/ Non-Executive/ Independent / Nominee)	Date of appointment in the current term	Last date in the current term	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	00147772	Executive Chairman	01-07-2017	30-06-2020		1	0	0	Reappointed as Executive Chairman at the AGM held on July 18, 2017, for a term starting from July 1, 2017 till June 30, 2020
2	Mr.	Parthasarathy N S	00146954	Executive Vice-Chairman	21-10-2016	31-12-2018		1	1	0	Appointed as Executive Vice Chairman w.e.f October 21, 2016



3	Mr.	Rostow Ravanan	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	00145678	Non - Executive Director	01-04-2016	NA		1	0	0	Ceased to be Executive Chairman w.e.f April 01, 2016.
5	Ms.	Apurva Purohit	00190097	Independent Director	18-07-2014	31-12-2018	4 years 5 months	2	1	1	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.
6	Mr.	Milind Sarwate	00109854	Independent Director	19-07-2016	18-07-2021	5 years	4	4	2	Appointed at the AGM held on July 19, 2016 to hold office of Independent Director till July 18, 2021. This is the first term.



7	Mr.	Akshaya Bhargava	01874792	Independent Director	12-12-2016	30-09-2021	4 years 10 months	1	1	0	Appointed via postal ballot w.e.f Dec 12, 2016 to hold office of Independent Director till September 30, 2021. This is the first term.
8	Mr	Bijou Kurien	01802995	Independent Director	17-07-2018	16-07-2021	3 years	4	4	1	Appointed at the AGM held on July 17, 2018 to hold office as Independent Director till July 16, 2021. This is the first term.

§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.

Note:

1. Where a director is a Chairman in a Committee, He is not included as the member of the Committee.
2. Committee membership and Chairmanship in Listed entities are considered.



<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Nonexecutive/independent/Nominee)<sup>&amp;</sup></b>	<b>Chairperson/Member</b>
1. Audit Committee	1. Mr. Milind Sarwate 2. Mr. Akshaya Bhargava 3. Mr. Bijou Kurien	Independent Director Independent Director Independent Director	Chairperson Member Member
2. Nomination & Remuneration Committee	1. Ms. Apurva Purohit 2. Mr. Akshaya Bhargava 3. Mr. Subroto Bagchi 4. Mr. Krishnakumar N	Independent Director Independent Director Non-Executive Director Executive Chairman	Chairperson Member Member Member
3. Risk Management Committee	1. Mr. Krishnakumar N 2. Mr. Rostow Ravanan 3. Mr. Parthasarathy N S 4. Mr. Akshaya Bhargava	Executive Chairman CEO & Managing Director Executive Vice-chairman Independent Director	Chairperson Member Member Member
4. Stakeholders' Relationship Committee	1. Mr. Bijou Kurien 2. Mr. Parthasarathy N S 3. Mr. Rostow Ravanan	Independent Director Executive Vice-chairman CEO & Managing Director	Chairperson Member Member
<p><sup>&amp;</sup>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>			

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
<b>April 18, 2018</b>	July 18,2018	90 days



<b>IV. Meeting of Committees</b>			
<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>
<b>Audit Committee – July 17, 2018</b>	<b>YES.</b> <i>Present - All committee members were present i.e 3 independent directors</i>	<b>April 17, 2018 and June 28, 2018</b>	<b>18 days</b>

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <sup>refer note below</sup>
Whether prior approval of audit committee obtained	<b>Yes</b>
Whether shareholder approval obtained for material RPT	<b>NA</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>NA</b>

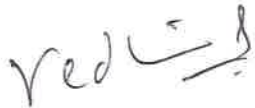
**Note : All the related party transactions were at arm's length and in the ordinary course of business.**

- 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.
- If status is "No" details of non-compliance may be given here.



**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**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) <small>refer note below</small></b>
Copy of the annual report including Balance sheet, Profit and Loss account, Directors' Report, Corporate Governance Report, Business Responsibility Report displayed on website.	46(2)	<b>Yes</b>
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	<b>Yes</b>
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	<b>Yes</b>
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	<b>Yes</b>
<p><b>Note</b></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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p style="text-align: center;"><i>Vedavalli S</i></p> <p><b>Name : Vedavalli S</b>  <b>Designation : Company Secretary &amp; Compliance Officer</b></p>		

