

## CORPORATE GOVERNANCE REPORT

Annexure I

1. Name of Listed Entity: Mindtree Limited

2. Quarter ending : December 31, 2018

Sr	Title (Mr. / Ms.)	Name of the Director	DIN	Category 1 (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of appointmen t in the current term	Last date in the current term	Tenure*	No of Directo rship in listed entities includi ng this listed entity	Number of membershi ps 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	1-Jul-2017	30-Jun-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-Oct-2016	31-Dec-2018		1	1	0	Appointed as Executive Vice Chairman w.e.f October 21, 2016. Re-appointed as Executive Vice Chairman by Shareholders through Postal Ballot w.e.f 1st Jan , 2019 to 31 Jan 2021
3	Mr.	Rostow Ravanan	00144557	CEO & Managing Director	1-Apr-2016	31-Mar-2021		1	1	0	Appointed as CEO and Managing Director w.e.f April 01, 2016
4	Mr.	Subroto Bagchi	00145678	Non - Executive Director	1-Apr-2016	NA		1	0	0	Ceased to be Executive Chairman w.e.f April 01, 2016.



5	Ms.	Apurva Purohit	00190097	Independent Director	18-Jul-2014	31-Dec-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. Re-appointed as an Independent Director by shareholders through Postal Ballot w.e.f 1st Jan 2019 to 31 Dec 2023
6	Mr.	Milind Sarwate	00109854	Independent Direct	19-Jul-2016	18-Jul-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-Dec-2016	30-Sep-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-Jul-2018	16-Jul-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.

Whether the listed entity has a Regular Chairperson- Yes

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</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

\* 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/Non executive/independent/Nominee) <sup>§</sup></b>	<b>Chairperson*/Member</b>	<b>Date of Appointment</b>	<b>Whether the Committee has a Regular Chairperson</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	21-10-2016 19-01-2017 18-07-2018	Yes
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	30-03-2015 01-04-2018 30-03-2015 26-05-2016	Yes
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	30-03-2015 30-03-2015 16-07-2015 19-01-2017	Yes
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	18-07-2018 18-07-2018 19-01-2015	Yes
<sup>§</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. * All the Committees have a regular Chairperson.					



<b>III. Meeting of Board of Directors</b>		
<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 meetings (in number of days)</i>
<b>July 18, 2018</b>	<b>October 17, 2018</b>	<b>22 days</b>
<b>September 24, 2018</b>	<b>December 5, 2018</b>	<b>48 days</b>
	<b>December 22, 2018</b>	<b>16 days</b>

<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 – October 16, 2018</b>	<b>YES. Present - All committee members were present i.,e 3 independent directors</b>	<b>July 17, 2018</b>	<b>90 days</b>
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p>			



<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> <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>
<p><b>Note : All the related party transactions were at arm's length and in the ordinary course of business.</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>	



**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**