May 23, 2019

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: cmist@nse.co.in

Dear Sirs,

**Subject: Annual Secretarial Compliance Report for the year ended 31st March 2019**


Please take the above on records.

Thanking you,

Yours sincerely,

for Mindtree Limited

\[\text{Vedavalli S}\
\text{Company Secretary}\

Encl: as below
G. SHANKER PRASAD ACS, ACMA
PRACTISING COMPANY SECRETARY
#10, AG’s Colony, Anandnagar, Bangalore – 560 024, Tel: 080 42146796
Email: gsp@graplind.com

Secretarial compliance report of Mindtree Limited
for the year ended 31st March, 2019

I have examined:

a) all the documents and records made available to me and explanation provided by
Mindtree Limited (“the listed entity”),
b) the filings/submissions made by the listed entity to the stock exchanges,
c) website of the listed entity,
d) any other document/filing, as may be relevant, which has been relied upon to make
this certification.

For the year ended 31st March, 2019 (“Review Period”) in respect of compliance with the
provisions of:

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the
Regulations, circulars, guidelines issued thereunder; and
(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and
the Regulations, circulars, guidelines issued thereunder by the Securities and
Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder,
as applicable, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure
Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure
Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and
Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Share Based Employee Benefits)
Regulations, 2014;
(e) Securities and Exchange Board of India (Issue and Listing of Debt Securities)
Regulations, 2008;
(f) The Securities and Exchange Board of India (Registrars to an Issue and Share
Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with
client;
(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(h) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018
(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and
   Redeemable Preference Shares) Regulations, 2013;
(j) And circulars/guidelines issued thereunder

and based on the above examination, I hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above applicable
   Regulations and circulars/guidelines issued thereunder, except in respect of
   matters specified below:

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</th>
<th>Deviations</th>
<th>Observations/Remarks of the Practicing Company Secretary</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td><strong>NIL</strong></td>
<td></td>
<td></td>
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</tbody>
</table>

b) The listed entity has maintained proper records under the provisions of the above
   Regulations and circulars/guidelines issued thereunder insofar as it appears from
   my examination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/
directors/ material subsidiaries either by SEBI or by Stock Exchanges (including
under the Standard Operating Procedures issued by SEBI through various circulars)
under the aforesaid Acts/ Regulations and circulars/guidelines issued there under.

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Actions taken By</th>
<th>Details of Violation</th>
<th>Details of Action taken Eg. fines, Warning Letter, debarment, etc.</th>
<th>Observations/Remarks of the Practicing Company Secretary, if any</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td><strong>NIL</strong></td>
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</tbody>
</table>
d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the Secretarial Compliance Report for the year ended</th>
<th>Actions taken by the Listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tr>
</tbody>
</table>

*Not applicable*

Place: Bengaluru  
Date: 27/05/19

G. Shanker Prasad  
ACS No.: 6357  
CP No: 6450