



CORPORATE GOVERNANCE REPORT

Annexure I

1. Name of Listed Entity: Mindtree Limited

2. Quarter ending : June 30, 2019

Sr	Title (Mr. / Ms.)	Name of the Director	DIN	Category 1 (Chairperson / Executive/ Non- Executive/ Independent / Nominee)	Date of Birth	Initial date of appointment	Date of appointment in the current term	Last date in the current term	Tenure *	No of Direct orshi p in listed entiti es includ ing this listed entity	No of Independen t Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	Number of membe rships in Audit/ Stakeho lder Commit tee(s) includin g this listed entity* *	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity**	Remarks
1	Mr.	Krishnakumar N	00147772	Executive Chairman	29-05-1957	01-04-2016	01-07-2017	30-06-2020		1	0	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	03-01-1961	21-10-2016	01-01-2019	31-01-2021		1	0	1	0	0	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	06-02-1971	01-04-2016	01-04-2016	31-03-2021		1	0	1	0	0	Appointed as CEO and Managing Director w.e.f April 01, 2016
4	Mr.	Subroto Bagchi	00145678	Non - Executive Director	31-05-1957	05-08-1999	01-04-2016	NA		1	0	0	0	0	Ceased to be Executive Chairman w.e.f April 01, 2016.
5	Ms.	Apurva Purohit	00190097	Independent Director	03-10-1966	01-01-2014	01-01-2019	31-12-2023	5 yrs	2	1	2	0	0	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 Director	23-09-1959	19-07-2016	19-07-2016	18-07-2021	5 yrs	6	6	6	4	3	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	11-11-1956	12-12-2016	12-12-2016	30-12-2021	4 yrs 10 months	1	1	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	17-01-1959	17-07-2018	17-07-2018	16-07-2021	3 yrs	4	4	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

<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> <ol style="list-style-type: none"> 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. 3. Initial date of appointment is the date of appointment with the current designation. 	
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II. Composition of Committees		Chairperson*/Member	Date of Appointment	Whether the Committee has a Regular Chairperson
Name of Committee	Name of Committee members			
1. Audit Committee	1. Mr. Milind Sarwate 2. Mr. Akshaya Bhargava 3. Mr. Bijou Kurien	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	Chairperson Member Member Member	30-03-2015* 01-04-2018 30-03-2015 26-05-2016	Yes

* The date of original appointment of Ms. Apurva Purohit as a Chairperson of NRC.

3. Risk Management Committee	1. Mr. Krishnakumar N	Executive Chairman CEO & Managing Director	Chairperson	30-03-2015	Yes
	2. Mr. Rostow Ravanan				
	3. Mr. Parthasarathy N S				
	4. Mr. Akshaya Bhargava				
4. Stakeholders' Relationship Committee	1. Mr. Biju Kurien	Independent Director Executive Vice-chairman CEO & Managing Director	Chairperson Member Member	18-07-2018 18-07-2018 19-01-2015	Yes
	2. Mr. Parthasarathy N S				
	3. Mr. Rostow Ravanan				
<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>* All the Committees have a regular Chairperson.</p>					

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 meetings (in number of days)
January 16, 2019	April 17, 2019	21 days
March 20, 2019	June 20, 2019	63 days
March 26, 2019		

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
Audit Committee – April 16, 2019	YES. Present - All committee members were present i.e 3 independent directors	January 15, 2019
		90 days
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p>		



V. Related Party Transactions		Compliance status (Yes/No/NA) ¹ refer note below
Subject		
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA
<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>		

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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.
 - a. Audit Committee - YES
 - b. Nomination & remuneration committee - YES
 - c. Stakeholders relationship committee - YES
 - 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. a. This report and/ or the report submitted in the previous quarter has been placed before Board of Directors.
b. Any comments/observations/advice of Board of Directors may be mentioned here: NONE

For Mindtree Limited

Company Secretary

Name : Vedavalli S

Designation : Company Secretary & Compliance Officer