

**Format to be submitted by listed entity on quarterly basis
Compliance on Corporate Governance**

1. Name of Listed Entity

- MindTree Limited

2. Quarter ending

- 31-Mar-2020

i. Composition Of Board Of Director																	
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No 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	Membership in Committees of the Company
Mr.	AnilKumar Manibhai Naik	00001514	AAAPN6700G	C & NED		18-Jul-19	18-Jul-19			09-Jun-42	Yes	23-Sep-19	4	0	0	0	
Mr.	Sekharipuram Narayanan Subrahmanyam	02255382	AMHPS2019N	NED		16-Jul-19	16-Jul-19			16-Mar-60	NA		4	0	1	0	NRC
Mr.	Debashis Chatterjee	00823966	ACKPC4833B	ED	CEO-MD	02-Aug-19	02-Aug-19			10-May-65	NA		1	0	1	0	SC,RC
Mr.	Ramamurthi Shankar Raman	00019798	AAFPS2542C	NED		16-Jul-19	16-Jul-19			20-Dec-58	NA		4	0	6	0	AC
Mr.	Jayant Damodar Patil	01252184	AACP9935F	NED		16-Jul-19	16-Jul-19			16-Dec-54	NA		2	0	0	0	
Mr.	Milind Sarwate	00109854	AAOPS7258N	ID		19-Jul-16	19-Jul-16		45	23-Sep-59	NA		5	5	7	4	AC
Ms.	Apurva Purohit	00190097	AAIPP5125B	ID		01-Jan-14	01-Jan-19		75	03-Oct-66	NA		3	2	4	1	NRC
Mr.	Akshaya Bhargava	01874792	AINPB7010N	ID		12-Dec-16	12-Dec-16		40	11-Nov-56	NA		1	1	1	0	AC,RC
Mr.	Bijou Kurien	01802995	AEKPK4193E	ID		17-Jul-18	17-Jul-18		21	17-Jan-59	NA		4	4	6	3	SC
Mr.	Prasanna Rangacharya Mysore	00010264	AAHPM3049E	ID		16-Jul-19	16-Jul-19		9	07-Apr-47	NA		1	1	5	0	AC,SC
Ms.	Deepa Gopalan Wadhwa	07862942	AAIPW9627M	ID		16-Jul-19	16-Jul-19		9	28-Nov-55	NA		4	4	1	0	NRC

Company Remarks

Whether Regular chairperson appointed Yes

Whether Chairperson is related to MD or CEO No

ii. Composition of Committees**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Milind Sarwate	ID	Chairperson	21-Oct-16	
2	Akshaya Bhargava	ID	Member	19-Jan-17	
3	Prasanna Rangacharya Mysore	ID	Member	18-Jul-19	
4	Ramamurthi Shankar Raman	NED	Member	18-Jul-19	

Company Remarks

Whether Regular chairperson appointed Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Debashis Chatterjee	ED	Member	02-Aug-19	
2	Bijou Kurien	ID	Chairperson	18-Jul-18	
3	Prasanna Rangacharya Mysore	ID	Member	02-Aug-19	

Company Remarks

Whether Regular chairperson appointed Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Akshaya Bhargava	ID	Member	19-Jan-17	
2	Debashis Chatterjee	ED	Chairperson	02-Aug-19	

Company Remarks

Whether Regular chairperson appointed Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Apurva Purohit	ID	Chairperson	30-Mar-15	
2	Deepa Gopalan Wadhwa	ID	Member	17-Jul-19	
3	Sekharipuram Narayanan Subrahmanyam	NED	Member	17-Jul-19	

Company Remarks

Whether Regular chairperson appointed Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent
16-Oct-19		Yes	11	6
	14-Jan-20	Yes	10	5
	11-Mar-20	Yes	11	6

Company Remarks

Maximum gap between any two consecutive (in number of days) 89

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of	Date(s) of meeting of the	Whether requirement of	Number of	Number of independent
Audit Committee	16-Oct-19		Yes	4	3
Audit Committee		14-Jan-20	Yes	4	3
Audit Committee		11-Mar-20	Yes	4	3
Nomination & Remuneration Committee	16-Oct-19		Yes	3	2
Nomination & Remuneration Committee		14-Jan-20	Yes	3	2
Nomination & Remuneration Committee		11-Mar-20	Yes	3	2
Stakeholders Relationship Committee		09-Jan-20	Yes	3	2

Company Remarks

Maximum gap between any two consecutive (in number of days) 89

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Attachments, if any	

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 500 listed entities) - Yes
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. - Yes
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Vedavalli S
Designation : Company Secretary & Compliance Officer

Annexure II 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				
Sl. No.	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.mindtree.com
2	Terms and conditions of appointment of independent directors	Yes		www.mindtree.com
3	Composition of various committees of board of directors	Yes		www.mindtree.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.mindtree.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.mindtree.com
6	Criteria of making payments to non-executive directors	No	The same has been mentioned in the Annual Report 2018-19 and will be updated in the Annual Report 2019-20.	www.mindtree.com
7	Policy on dealing with related party transactions	Yes		www.mindtree.com
8	Policy for determining 'material' subsidiaries	Yes		www.mindtree.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.mindtree.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes		www.mindtree.com
11	email address for grievance redressal and other relevant details	Yes		www.mindtree.com
12	Financial results	Yes		www.mindtree.com
13	Shareholding pattern	Yes		www.mindtree.com
14	Details of agreements entered into with the media companies and/or their associates	NA		www.mindtree.com
15	Schedule of analyst or institutional investor meet and presentations made	Yes		www.mindtree.com
16	New name and the old name of the listed entity	NA		www.mindtree.com
17	Advertisements as per regulation 47 (1)	Yes		www.mindtree.com
18	Credit rating or revision in credit rating obtained	Yes		www.mindtree.com
19	Separate audited financial statements of each subsidiary of the listed entity	Yes		www.mindtree.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.mindtree.com
21	Materiality Policy as per Regulation 30	Yes		www.mindtree.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.mindtree.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.mindtree.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

II. Annual Affirmations				
Sl. No.	Particulars	Regulation Number	Compliance status	If status is "No" details of non-compliance may
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

III. Affirmations		
Sl.No.	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed have been complied Any other information to be provided	Yes

Name Vedavalli S
Designation Company Secretary & Compliance Officer

Signatory details

Name of the Signatory Vedavalli S
Designation of Person Company Secretary & Compliance Officer
Place Bengaluru
Date 16-Apr-20