

The Board of Directors
Mindtree Limited
Global Village, RVCE Post
Mysore Road
Bengaluru – 560 059

INDEPENDENT AUDITOR'S CERTIFICATE CERTIFYING THAT THE SHARE BASED EMPLOYEE BENEFIT SCHEMES HAVE BEEN IMPLEMENTED IN ACCORDANCE WITH THE REGULATIONS

1. This certificate is issued in accordance with the terms of our engagement letter dated July 16, 2019.
2. We, Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No: 008072S), the Statutory Auditors of Mindtree Limited ("the Company"), having its Registered Office at Global Village, RVCE Post, Mysore Road, Bengaluru – 560059 have verified the audited books of account and other relevant records for the year ended March 31, 2020 maintained by the Company for the purpose of issuing this certificate.

Management's responsibility

3. The Management of Mindtree Limited ("the Company") is responsible for adherence to the Securities and Exchange Board of India (Share-Based Employee Benefits) Regulations 2014 and the Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 and the Notification No. SEBI/LAD-NRO/GN/2015-16/021 dated September 18, 2015 issued pursuant to the Securities and Exchange Board of India (Share-Based Employee Benefits) Regulations 2014 as amended from time to time (together the "Regulations").

Auditor's responsibility

4. Pursuant to the Regulations, it is our responsibility to provide reasonable assurance that the Share-Based Employee Benefit plans have been implemented in accordance with these Regulations and in accordance with the resolutions of the Company in the general meeting.
5. We have, for the purpose of issuing this certificate, examined:
 - a. the below mentioned share based employee benefits plans ("the Plans") of the Company:
 - Employee Stock Option Plan 2001 (ESOP 2001)
 - Employee Stock Option Plan 2006 (b) (ESOP 2006 (b))
 - Employee Stock Option Plan 2008A (ESOP 2008A)
 - Directors' Stock Option Plan 2006 (DSOP 2006)
 - Employee Stock Option Plan 2010A (ESOP 2010A)
 - Employee Restricted Stock Purchase Plan 2012
 - b. the Regulations; and
 - c. such other information and documents which we considered necessary for the purpose of issuing this certificate.
6. We have conducted our verification in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI") and Standards on Auditing specified u/s. 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.



Deloitte Haskins & Sells

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

Opinion

8. Based on our examination conducted as described in paragraph 5 above and according to the information and explanations given to us, we certify that the Plans have been implemented in accordance with the Regulations and in accordance with the respective resolutions of the Company passed in the following general meetings:
- Annual General Meeting held on November 16, 2006 (ESOP 2001,2006 (b) and DSOP 2006)
 - Extraordinary General Meeting held on December 22, 2008 (ESOP 2008A)
 - Annual General Meeting held on July 20, 2010 (ESOP 2010A)
 - Annual General Meeting held on July 16, 2012 (Employee Restricted Stock Purchase Plan 2012)
 - Annual General Meeting held on June 22, 2015 to amend the Employee Restricted Stock Purchase Plan 2012.

Restriction on use

9. This certificate has been issued at the request of the Company solely for the purpose of enabling it to comply with the Regulations and may not be suitable for any other purpose.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)



Jaideep S. Trasi
Partner
(Membership No. 211095)
UDIN : 20211095AAAAAL7340

Place : Bengaluru
Date : May 28, 2020
Ref.: CE/JT/343