



**Mindtree**

*Welcome to possible*

Registered Office Address: Mindtree Ltd.  
Global Village, RVCE Post, Mysore Road,  
Bengaluru-560059, Karnataka, India.  
Corporate Identity Number (CIN): L72200KA1999PLC025564  
E-mail: info@mindtree.com

**Ref: MT/STAT/CS/15-16/151**

**Jan 14, 2016**

**The Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001  
BSE: fax: 022 2272 3121/2041/ 61  
Phone 22-22721233/4  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

**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: [cmlist@nse.co.in](mailto:cmlist@nse.co.in)

**Dear Sir/ Madam,**

**Kind Attention - Mr. Gopala Krishna and Mr. Hari**

**Subject: Quarterly Compliance Report on Corporate Governance**

We submit herewith the quarterly Compliance Report on Corporate Governance in compliance with Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended December 31, 2015.

Please take the above intimation on records and kindly acknowledge receipt.

Thanking you,

Yours sincerely,

for **Mindtree Limited**

**Vedavalli S**  
**Company Secretary**

Encl: Corporate Governance Report



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RVCE Post, Mysore Road  
Bengaluru - 560059

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## CORPORATE GOVERNANCE REPORT

1. **Name of Listed Entity:** Mindtree Limited
2. **Quarter ending :** December 31, 2015

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of appointment in the current term	Date of cessation	Tenure *	No of Directorship in listed entities including this listed entity	Number 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	Remarks
1	Mr	Subroto Bagchi	00145678	Chairman and Executive Director	01-04-2015	31-05-2017		2	1	0	-
2	Mr	Krishnakumar N	00147772	Managing Director & CEO	01-04-2014	30-06-2017		1	0	0	-
3	Mr	Parthasarathy N S	00146954	Executive Director	01-01-2014	31-12-2018		1	0	0	-
4	Mr	Rostow Ravanan	00144557	Executive Director	20-05-2015	19-05-2020		1	1	0	

5	Mr	V G Siddhartha	00063987	Non - Executive Director	20-01-2000	NA		2	3	0	
6	Mr	Ramesh Ramanathan	00163276	Independent Director	22-06-2015	31-03-2018	2 years 9 months	1	0	1	Original date of appointment was May 2, 2012. Appointed by shareholders on June 22, 2015 to hold office as Independent Director till Mar 31, 2018. This is the first term.
7	Mr	Pankaj Chandra	00988867	Independent Director	22-06-2015	31-03-2018	2 years 9 months	1	0	0	Original date of appointment was Mar 19, 2012. Appointed by shareholders on June 22, 2015 to hold office as Independent Director till Mar 31, 2018. This is the first term.
8	Ms	Apurva Purohit	00190097	Independent Director	18-07-2014	31-12-2018	4 years 5 months	1	1	0	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.
9	Ms	Manisha Girotra	00774574	Independent Director	18-07-2014	19-05-2019	4 years 10 month s	3	0	0	Board appointment date is May 20, 2014. Appointed by shareholders on July 18, 2014 to hold office as Independent Director till May 19, 2019. 1st Term.
10	Mr	Albert Hieronimus	00063759	Independent Director	18-07-2014	31-03-2017	2 years 8 month s	2	2	1	Original date of appointment was Oct 24, 2006. Appointed by shareholders on July 18, 2014 to hold office as Independent Director till Mar 31, 2017. This is the first term.

<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.

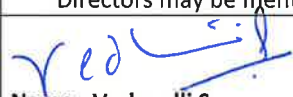


<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Nonexecutive/independent/Nominee)<sup>§</sup></b>	<b>Chairperson/Member</b>
1. Audit Committee	1. Mr. Ramesh Ramanathan 2. Dr. Albert Hieronimus 3. Ms. Apurva Purohit 4. Mr. V.G. Siddhartha	Independent Director Independent Director Independent Director Non-Executive Director	Chairperson Member Member Member
2. Nomination & Remuneration Committee	1. Ms. Apurva Purohit 2. Dr. Albert Hieronimus 3. Prof. Pankaj Chandra 4. Mr. Subroto Bagchi	Independent Director Independent Director Independent Director Executive Chairman	Chairperson Member Member Member
3. Risk Management Committee	1. Mr. Krishnakumar N 2. Mr. Rostow Ravanan 3. Mr. Parthasarathy N S	Managing Director & CEO Executive Director Executive Director	Chairperson Member Member
4. Stakeholders Relationship Committee	1. Dr. Albert Hieronimus 2. Mr. Rostow Ravanan	Independent Director Executive Director	Chairperson Member
<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			

<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 (in number of days)</i>
<b>July 16, 2015</b>	<b>October 15, 2015</b>	<b>91 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 14, 2015</b>	<b>YES.</b> <b>Present – 3 Independent Directors</b> <b>Absent – 1 Non-executive Director</b>	<b>July 16, 2015</b>	<b>90 days</b>

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
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>
<b>Note : All the related party transactions were at arm's length and in the ordinary course of business.</b>	
<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>	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - YES</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 - YES</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities)</li> </ol> <p>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</p> <p>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</p> <p>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</p>	
 <b>Name : Vedavalli S</b> <b>Designation : Company Secretary &amp; Compliance Officer</b>	