

CORPORATE GOVERNANCE REPORT

Annexure I

1. **Name of Listed Entity:** Mindtree Limited

2. **Quarter ending :** June 30 , 2018

Sr	Title (Mr. / Ms.)	Name of the Director	DIN	Category 1 (Chairperson / Executive/ Non-Executive/ Independent / Nominee)	Date of appointment in the current term	Last date in the current term	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.	Krishnakumar N	00147772	Executive Chairman	01-07-2017	30-06-2020		1	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	21-10-2016	31-12-2018		1	0	0	Appointed as Executive Vice Chairman w.e.f October 21, 2016



3	Mr.	Rostow Ravanan	00144557	CEO & Managing Director	01-04-2016	31-03-2021		1	1	0	Appointed as CEO and Managing Director w.e.f April 01, 2016
4	Mr.	Subroto Bagchi	00145678	Non - Executive Director	01-04-2016	NA		1	0	1	Ceased to be Executive Chairman w.e.f April 01, 2016.
5	Ms.	Apurva Purohit	00190097	Independent Director	18-07-2014	31-12-2018	4 years 5 months	2	2	1	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.
6	Ms.	Manisha Girotra	00774574	Independent Director	18-07-2014	18-04-2018	3 years 9 months	3*	1	0	Resigned from the Board w.e.f April 18, 2018
7	Mr.	Milind Sarwate	00109854	Independent Director	19-07-2016	18-07-2021	5 years	5	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.



8	Mr.	Akshaya Bhargava	01874792	Independent Director	12-12-2016	30-09-2021	4 years 10 months	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.
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[§]PAN number of any director would not be displayed on the website of Stock Exchange

[&]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.

* Ms. Manisha Girotra resigned from the Board on April 18, 2018 due to pre-occupation.

Notes:

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. Prof. Pankaj Chandra retired from the Board on April 01, 2018 due to the completion of his tenure.
4. The Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on April 18, 2018, have approved and recommended the appointment of Mr. Bijou Kurien, as Independent director of the Company for a term of three years from July 17, 2018 to July 16, 2021 and the same is placed for the approval of the shareholders at the ensuing AGM to be held on July 17, 2018.



II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Nonexecutive/independent/Nominee) §	Chairperson/Member
1. Audit Committee	1. Mr. Milind Sarwate 2. Ms. Apurva Purohit 3. Mr. Akshaya Bhargava	Independent Director Independent Director Independent Director	Chairperson Member Member
2. Nomination & Remuneration Committee	1. Ms. Apurva Purohit 2. Mr. Akshaya Bhargava 3. Mr. Subroto Bagchi 4. Mr. Krishnakumar N	Independent Director Independent Director Non-Executive Director Executive Chairman	Chairperson Member Member Member
3. Risk Management Committee	1. Mr. Krishnakumar N 2. Mr. Rostow Ravanan 3. Mr. Parthasarathy N S 4. Mr. Akshaya Bhargava	Executive Chairman CEO & Managing Director Executive Vice-chairman Independent Director	Chairperson Member Member Member
4. Stakeholders' Relationship Committee	1. Mr. Subroto Bagchi 2. Mr. Rostow Ravanan	Non-Executive Director CEO & Managing Director	Chairperson Member
§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			

III. Meeting of Board of Directors		
<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>
January 17, 2018 and March 09, 2018	April 18, 2018	39 days



IV. Meeting of Committees			
<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>
Audit Committee – April 17, 2018 and June 28, 2018	YES. Present - Requisite Quorum was Present	January 16, 2018 and March 10, 2018	37 days

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

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)^{refer note below}</i>
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

Note : All the related party transactions were at arm's length and in the ordinary course of business.

- 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.
- 2 If status is "No" details of non-compliance may be given here.



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 - YES
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities) - NOT APPLICABLE.
3. The Committee members have been made aware of their powers, roles 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. 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

For Mindtree Limited

Company Secretary

Name : Vedavalli S

Designation : Company Secretary & Compliance Officer

