

**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-Dec-2019

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	AACPP9935F	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		42	23-Sep-59	NA		5	5	7	4	AC
Ms.	Apurva Purohit	00190097	AAIPP5125B	ID		01-Jan-14	01-Jan-19		72	03-Oct-66	NA		3	2	4	1	NRC
Mr.	Akshaya Bhargava	01874792	AINPB7010N	ID		12-Dec-16	12-Dec-16		37	11-Nov-56	NA		1	1	1	0	AC,RC
Mr.	Bijou Kurien	01802995	AEKPK4193E	ID		17-Jul-18	17-Jul-18		18	17-Jan-59	NA		4	4	6	2	SC
Mr.	Prasanna Rangacharya Mysore	00010264	AAHPM3049E	ID		16-Jul-19	16-Jul-19		6	07-Apr-47	NA		1	1	5	0	AC,SC
Ms.	Deepa Gopalan Wadhwa	07862942	AAIPW9627M	ID		16-Jul-19	16-Jul-19		6	28-Nov-55	NA		3	3	0	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 Directors present
05-Jul-19	16-Oct-19	Yes	11	6
17-Jul-19		Yes	12	6
17-Jul-19		Yes	9	6
02-Aug-19		Yes	8	4

Company Remarks

Maximum gap between any two consecutive (in number of days) 74

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	16-Jul-19		Yes	2	2
Audit Committee	24-Sep-19		Yes	4	3
Audit Committee		16-Oct-19	Yes	4	3
Nomination & Remuneration Committee	17-Jul-19		Yes	3	2
Nomination & Remuneration Committee	17-Jul-19		Yes	3	2
Nomination & Remuneration Committee	02-Aug-19		Yes	3	2
Nomination & Remuneration Committee		16-Oct-19	Yes	3	2

Company Remarks

Maximum gap between any two consecutive (in number of days) 17

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	Not Applicable	
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 100 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**