



**Mindtree**

A Larsen & Toubro Group Company

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

**COMPLIANCE REPORT**

**May 6, 2022**

It is hereby certified that the scheme of Amalgamation and Arrangement under the Companies Act, 2013, for Merger of Mindtree Limited (the “**Transferor Company**”) into Larsen & Toubro Infotech Limited (“**Transferee Company**”) (“**Scheme**”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 November 2021, on (i) Scheme of Arrangement by Listed Entities; and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957, as amended from time to time (“**SEBI Scheme Circular**”), including the following:

S. No.	Reference	Particulars
1.	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2.	Regulation 11 of LODR Regulations	Compliance with securities laws
<b>Requirements of the SEBI Scheme Circular</b>		
3.	Para (I)(A)(2)	Submission of documents to Stock Exchanges
4.	Para (I)(A)(4) (a)	Submission of Valuation Report
5.	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
6.	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

  
Subhodh Shetty  
Company Secretary  
A13722



  
Debashis Chatterjee  
CEO & Managing Director  
DIN:00823966



Certified that the transactions / accounting treatment provided in the Scheme of Amalgamation and Arrangement under the Companies Act, 2013, for Merger of Mindtree Limited (the “**Company**”, which is the Transferor) into Larsen & Toubro Infotech Limited (“**Transferee Company**”) (“**Scheme**”) are in compliance with all the Accounting Standards applicable to a listed entity.

  
Vinit Aji Teredesai  
Chief Financial Officer



  
Debashis Chatterjee  
CEO & Managing Director  
DIN: 00823966



certified true copy  
For Mindtree Limited

