

CORPORATE GOVERNANCE REPORT

Annexure I

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

2. **Quarter ending :** September 30, 2019

Sr	Title (Mr. / Ms.)	Name of the Director	DIN	Category 1 (Chairperson / Executive/ Non-Executive/ Independent / Nominee)	Date of Birth	Initial date of appointment	Date of re-appointment	Date of cessation	Tenure (in Months)*	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	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.	AnilKumar Manibhai Naik	00001514	Chairperson, Non-Executive - Non Independent Director	09-06-1942	18-07-2019				4	0	0	0	



2	Mr.	Sekharipuram Narayanan Subrahmanyam	02255382	Non-Executive - Non Independent Director	16-03-1960	16-07-2019				4	0	1	0	
3	Mr.	Debashis Chatterjee	00823966	CEO-MD Executive Director	10-05-1965	02-08-2019			60	1	0	1	0	
4	Mr.	Ramamurthi Shankar Raman	00019798	Non-Executive - Non Independent Director	20-12-1958	16-07-2019				4	0	6	0	
5	Mr.	Jayant Damodar Patil	01252184	Non-Executive - Non Independent Director	16-12-1954	16-07-2019				2	0	0	0	
6	Mr.	Milind Sarwate	00109854	Non-Executive - Independent Director	23-09-1959	19-07-2016			60	6	6	4	4	Appointed at the AGM held on July 19, 2016 to hold office of Independent Director till July 18, 2021. This is the first term.



7	Ms.	Apurva Purohit	00190097	Non-Executive - Independent Director	03-10-1966	01-01-2014	01-01-2019		60	2	1	2	0	Re-appointed as an Independent Director by shareholders through Postal Ballot w.e.f 1st Jan 2019 to 31 Dec 2023
8	Mr.	Akshaya Bhargava	01874792	Non-Executive - Independent Director	11-11-1956	12-12-2016	12-12-2016		58	1	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.
9	Mr	Bijou Kurien	01802995	Non-Executive - Independent Director	17-01-1959	17-07-2018			36	4	4	4	2	Appointed at the AGM held on July 17, 2018 to hold office as Independent Director till July 16, 2021. This is the first term.



10	Mr.	Prasanna Rangacharya Mysore	00010264	Non-Executive - Independent Director	07-04-1947	16-07-2019			33	1	1	2	0	
11	Ms.	Deepa Gopalan Wadhwa	07862942	Non-Executive - Independent Director	28-11-1955	16-07-2019			60	3	3	0	0	
12	Mr.	Krishnakumar N	00147772	Executive Chairman	29-05-1957	01-04-2016	01-07-2017	17-07-2019		1	0	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
13	Mr.	Parthasarathy N S	00146954	Executive Vice-Chairman	03-01-1961	21-10-2016	01-01-2019	17-07-2019		1	0	1	0	Re-appointed as Executive Vice Chairman by Shareholders through Postal Ballot w.e.f 1st Jan , 2019 to 31 Jan 2021



14	Mr.	Rostow Ravanan	00144557	CEO & Managing Director	06-02-1971	01-04-2016	01-04-2016	17-07-2019		1	0	1	0	Appointed as CEO and Managing Director w.e.f April 01, 2016
15	Mr.	Subroto Bagchi	00145678	Non - Executive Director	31-05-1957	05-08-1999	01-04-2016	16-07-2019		1	0	0	0	Ceased to be Executive Chairman w.e.f April 01, 2016.

Whether the listed entity has a Regular Chairperson- Yes

§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.

Note:

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 all public limited companies, whether listed or not.
3. Initial date of appointment is the date of appointment with the current designation.



II. Composition of Committees						
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Nonexecutive/independent/Nominee) §	Chairperson*/Member	Date of Appointment	Date of Cessation	Whether the Committee has a Regular Chairperson
1. Audit Committee	1. Mr. Milind Sarwate	Non Executive - Independent Director	Chairperson	21-10-2016		Yes
	2. Mr. Akshaya Bhargava	Non Executive - Independent Director	Member	19-01-2017		
	3. Mr. Ramamurthi Shankar Raman	Non Executive - NonIndependent Director	Member	18-07-2019		
	4. Prasanna Rangacharya Mysore	Non Executive - Independent Director	Member	18-07-2019	17-07-2019	
	5. Bijou Kurien	Non Executive - Independent Director	Member	18-07-2018		
2. Nomination & Remuneration Committee	1. Ms. Apurva Purohit	Non Executive - Independent Director	Chairperson	30-03-2015*		Yes
	2. Sekharipuram Narayanan Subrahmanyam	Non Executive – Non Independent Director	Member	17-07-2019		
	3. Deepa Gopalan Wadhwa	Non Executive - Independent Director	Member	17-07-2019	17-07-2019	
	4. Mr. Akshaya Bhargava	Non Executive - Independent Director	Member	01-04-2018	17-07-2019	
	5. Mr. Subroto Bagchi	Non Executive – Non Independent Director	Member	30-03-2015	16-07-2019	
	6. Mr. Krishnakumar N	Executive Chairman	Member	26-05-2016	17-07-2019	

* The date of original appointment of Ms. Apurva Purohit as a Chairperson of NRC.

3. Risk Management Committee	1. Mr. Debashis Chatterjee	Executive Director, CEO & MD	Chairman	02-08-2019		Yes
	2. Mr. Akshaya Bhargava	Non Executive - Independent Director	Member	19-01-2017		
	3. Mr. Krishnakumar N	Executive Chairman	Chairperson	30-03-2015	17-07-2019	
	4. Mr. Rostow Ramanan	CEO & Managing Director	Member	30-03-2015	17-07-2019	
	5. Mr. Parthasarathy N S	Executive Vice-chairman	Member	16-07-2015	17-07-2019	

4. Stakeholders' Relationship Committee	1. Mr. Bijou Kurien	Non Executive - Independent Director	Chairperson	18-07-2018		Yes
	2. Prasanna Rangacharya Mysore	Non Executive - Independent Director	Member	02-08-2019		
	3. Debashis Chatterjee	Executive Director, CEO & MD	Member	02-08-2019		
	4. Mr. Parthasarathy N S	Vice-chairman	Member	18-07-2018	17-07-2019	
	5. Mr. Rostow Ravanan	CEO & Managing Director	Member	19-01-2015	17-07-2019	
&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. * All the Committees have a regular Chairperson.						

III. Meeting of Board of Directors

<i>Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in Chronological order)</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>	<i>Note for not providing date</i>	<i>Whether requirement of Quorum (Yes/No)</i>	<i>No. of Directors Present</i>	<i>No. of Independent Directors attending the meeting</i>
April 17, 2019	-	-	Yes	8	4
June 20, 2019	-	-	Yes	8	4
July 5, 2019	14	-	Yes	7	3
July 17, 2019	11	The Company has convened another meeting on the same day i.e., 17th July 2019. No. of Directors present were 9 and the Independent Directors present were 6.	Yes	12	6
August 2, 2019	15	-	Yes	8	4



IV. Meeting of Committees

<i>Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in Chronological order)</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>	<i>Note for not providing date</i>	<i>Whether requirement of Quorum (Yes/No)</i>	<i>No. of Directors Present</i>	<i>No. of Independent Directors attending the meeting</i>
Audit Committee					
April 16, 2019	-	-	Yes	3	3
July 16, 2019	90	-	Yes	2	2
September 24, 2019	69	-	Yes	4	3
Nomination and Remuneration Committee					
April 17, 2019	-	-	Yes	4	2
June 4, 2019	47	-	Yes	4	2
June 20, 2019	15	-	Yes	4	2
July 17, 2019	26	The Company has convened another meeting on 17th July 2019. No. of members present were 3 and the No. of Independent Directors present were 2.	Yes	3	2
August 2, 2019	15	-	Yes	3	2
Stakeholders Relationship Committee					
April 4, 2019	-	-	Yes	2	1



V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> ^{refer note below}
Whether prior approval of audit committee obtained	<i>Yes</i>
Whether shareholder approval obtained for material RPT	<i>NA</i>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<i>NA</i>

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.
 - 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) - NOT APPLICABLE.
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.
 - b. Any comments/observations/advice of Board of Directors may be mentioned here: NONE

Sd/-

Name : Vedavalli S

Designation : Company Secretary & Compliance Officer

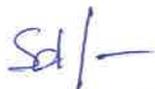


Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Copy of the annual report including Balance sheet, Profit and Loss account, Directors' Report, Corporate Governance Report, Business Responsibility Report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note

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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.


Name : Vedavalli S
Designation : Company Secretary & Compliance Officer
