



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/16-17/109

Oct 7, 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

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

Dear Sir/ Madam,

Kind Attention - Mr. Gopala Krishna and Mr. Hari

Subject: Quarterly and Half yearly Compliance Report on Corporate Governance

We submit herewith the Compliance Report on Corporate Governance in compliance with Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter and half year ended Sep 30, 2016.

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

Thanking you,

Yours sincerely,

for **Mindtree Limited**

Vedavalli S
Company Secretary & Compliance officer

Encl: Corporate Governance Report



Mindtree Ltd
Global Village
RVCE Post, Mysore Road
Bengaluru - 560059

T +91 80 6706 4000
F +91 80 6706 4100
W www.mindtree.com

CORPORATE GOVERNANCE REPORT

Annexure I

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

2. **Quarter ending :** Sep 30, 2016

Sr	Title (Mr / Ms)	Name of the Director	PAN/ 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	Krishnakumar N	AAAPK6972D 00147772	Executive Chairman	01-04-2016	30-06-2017		1	0	0	Appointed as Executive Chairman w.e.f April 01, 2016
2	Mr	Parthasarathy N S	ABLPP8001E 00146954	Executive Director	01-01-2014	31-12-2018		1	0	0	
3	Mr	Rostow Ravanan	ACSPR0729D 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	ADJPB9499C 00145678	Non - Executive Director	01-04-2016	NA		2	1	0	Ceased to be Executive Chairman w.e.f April 01, 2016.
5	Mr	V G Siddhartha	ABXPS1891D 00063987	Non - Executive Director	20-01-2000	NA		2	3	0	
6	Mr	Ramesh Ramanathan	AHWPR3887M 00163276	Independe nt Director	22-06- 2015	31-03-2018	2 years 9 months	1	0	0	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	Prof	Pankaj Chandra	ABKPC9011A 00988867	Independe nt 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	AAIPP5125B 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	AAEPG5908M 00774574	Independent Director	18-07-2014	19-05-2019	4 years 10 months	2	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	Dr	Albert Hieronimus	ABIPH5990D 00063759	Independent Director	18-07-2014	31-03-2017	2 years 8 months	2	1	2	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.
11	Mr	Milind Sarwate	AAOPS7258N 00109854	Independent Director	19-07-2016	18-07-2021	5 years	4	3	1	Appointed at the AGM held on July

	2. Mr. Rostow Ravanan 3. Mr. Parthasarathy N S	CEO & Managing Director Executive Director	Member Member
4. Stakeholders Relationship Committee	1. Dr. Albert Hieronimus 2. Mr. Rostow Ravanan	Independent Director CEO & Managing Director	Chairperson Member
<p>^{&}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</p> <p>*** Ramesh Ramanathan resigned as Audit Committee Chairman and member of Audit committee w.e.f July 19, 2016 and Dr. Albert Hieronimus was appointed as Audit Committee Chairman in his place.</p>			

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>
April 18, 2016	July 18, 2016	90 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 – July 18, 2016	YES. Present – All members i.e. 3 Independent Directors and 1 Non-executive Director	April 18, 2016	90 days
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* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

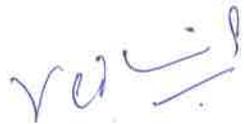
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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, 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. 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

**Name : Vedavalli S****Designation : Company Secretary & Compliance Officer**

ANNEXURE III

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)^{refer note below}
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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p><i>Vedavalli S</i></p> <p>Name : Vedavalli S Designation : Company Secretary & Compliance Officer</p>		

