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/15-16/134

Dec 1, 2015

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
BSE: fax: 022 2272 3121/2041/ 61
Phone: 022-22721233/4
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 Sirs,

Kind Attention: Mr. Gopala Krishna and Mr. Hari

Subject: Formulation of Policies as required under various Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We would like to bring to your kind notice that the Board of Directors of the Company have approved and adopted 'POLICY FOR DETERMINING MATERIAL RELATED PARTY TRANSACTIONS', 'POLICY FOR DETERMINING MATERIAL INFORMATION', and 'POLICY FOR DETERMINING MATERIAL SUBSIDIARY' drawn pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The certified copies of aforementioned policies are enclosed herewith for your kind reference and will be published on our website.

Further, please find below the contact details of Authorized officers to determine materiality of an event/ information.

Name of Officer	Designation	Contact Details	Authorised to
Jagannathan Chakravarthi	Chief Financial Officer	Email: Jagannathan.Chakravarthi@mindtree.com Ph: + 91-80-33955615	Determine materiality and disclosure to stock exchanges.
Rostow Ravanan	Executive Director	Email: Rostow.Ravanan@mindtree.com Ph: +91-80-67069999	Determine materiality and disclosure to stock exchanges.
Parthasarathy N S	Executive Director	Email: Parthasarathy.NS@mindtree.com Ph: +91-80-67065429	Determine materiality and disclosure to stock exchanges.
Krishnakumar N	Managing Director & CEO	Email: Krishnakumar.Natarajan@mindtree.com Ph: +91-80-26265241	Determine materiality and disclosure to stock exchanges.

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Subroto Bagchi	Executive Chairman	Email: subroto.bagchi@mindtree.com Ph: + 91-80-6706 0000	Determine materiality and disclosure to stock exchanges.
Vedavalli S	Company Secretary	Email: Vedavalli.S@mindtree.com Ph: + 91 80 33964938	Disclosure to stock exchanges.

Please take the above intimation on records. Kindly revert if you require any further information in this regard.

Thanking you.
Yours truly,

for **Mindtree Limited**

Vedavalli S
Company Secretary

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POLICY FOR DETERMINING MATERIAL INFORMATION

(As approved at the Board of Directors on Nov 23, 2015)

The objective of this policy is to determine the "Materiality of Information of the Company" for the purpose of disclosure to stock exchanges and to provide the Governance Framework on such information.

1. Identification of "Materiality of Information"

2.1.1 Events specified in Annexure 1 shall be considered to be "material events".

2.1.2 Events specified in Annexure 2 shall be considered material only after adopting the following criteria:

(a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

(b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;

(c) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material if in the opinion of the Board of Directors of Mindtree, the event / information is considered material.

2. Person authorised to determine "Materiality"

3.1.1 The Board appoints any Executive Director/CFO as the person authorised to determine the materiality of the event or information. Any Executive Director/CFO/CS are authorised to disclose the material event/information to stock exchanges under the Regulations.

4. Guidance Framework

4.1.1 The Company shall first disclose to stock exchange(s) of all events specified in Annexure 1 as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information.

4.1.2 The disclosure with respect to events specified in Point 4 of Annexure 1 shall be made within thirty minutes of the conclusion of the Board meeting.

4.1.3 The Company shall, with respect to disclosures referred to above, make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

For Mindtree Limited

Company Secretary

MINDTREE LIMITED * BENGALURU *

4.1.4 The Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the Regulations and such disclosures shall be hosted on the website of the Company for a minimum period of five years.

4.1.5 The Company shall disclose all events or information with respect to subsidiaries which are material for the Company.

5. Policy Review

This Policy shall be subject to review as may be deemed necessary by the Board of Directors/Administrative Committee and in accordance with any regulatory amendments.

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Annexure 1

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

3. Revision in Rating(s).

4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
b) any cancellation of dividend with reasons thereof;
c) the decision on buyback of securities;
d) the decision with respect to fund raising proposed to be undertaken
e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
g) short particulars of any other alterations of capital, including calls;
h) financial results;
i) decision on voluntary delisting by the Company from stock exchange(s).

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty (ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

6. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.

7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.

8. Appointment or discontinuation of share transfer agent.

9. Corporate debt restructuring.

10. One time settlement with a bank.



11. Reference to BIFR and winding-up petition filed by any party / creditors.

12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.

13. Proceedings of Annual and extraordinary general meetings of the Company.

14. Amendments to memorandum and articles of association of Company, in brief.

15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;



Annexure 2

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.

2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).

3. Capacity addition or product launch.

4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.

5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.

6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.

7. Effect(s) arising out of change in the regulatory framework applicable to the Company.

8. Litigation(s) / dispute(s) / regulatory action(s) with impact.

9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company.

10. Options to purchase securities including any ESOP/ESPS Scheme.

11. Giving of guarantees or indemnity or becoming a surety for any third party.

12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

C. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

For Mindtree Limited

Company Secretary

MINDTREE LIMITED BENGALURU

POLICY FOR DETERMINING MATERIAL SUBSIDIARY

(As approved by the Board of Directors on Nov 23, 2015)

The Objective of this Policy is to determine the "Material Subsidiaries of the Company" and to provide the Governance Framework for such Subsidiaries.

Definitions

"**Material Subsidiary**" shall mean a Subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

"**Material non-listed Indian Subsidiary**" shall mean an unlisted Subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the Company and its Subsidiaries in the immediately preceding accounting year.

"**Significant transaction or arrangement**" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted Subsidiary for the immediately preceding accounting year.

"**Unlisted Subsidiary**" means Subsidiary whose securities are not listed on any recognized Stock Exchanges.

Governance Framework

a. At least one Independent Director of the Company shall be a Director on the Board of an unlisted material Subsidiary, incorporated in India.

b. The Audit Committee shall review the financial statements, in particular, the investments made by the unlisted Subsidiary Company.

c. The minutes of the meetings of the Board of Directors of the unlisted Subsidiary shall be placed at the meeting of the Board of Directors of the Company.

d. The management of the unlisted Subsidiary shall periodically bring to the notice of the Board of Directors of the Company, a statement of all significant transactions or arrangements entered into by the unlisted Subsidiary.

For Mindtree Limited

Company Secretary

MINDTREE LIMITED BENGALURU

4. Policy Review

This Policy shall be subject to review as may be deemed necessary by the Board of Directors/Administrative Committee and in accordance with any Regulatory Amendments.

Note: The above given policy should cover the governance framework on disposal of material subsidiary. The Company is seeking clarification from SEBI and the policy would be updated on receiving the clarification.

For Mindtree Limited

Company Secretary

MINDTREE LIMITED * BENGALURU *

POLICY FOR DETERMINING MATERIAL RELATED PARTY TRANSACTIONS

(As approved by the Board of Directors on Nov 23, 2015)

The Objective of this policy is to determine the "Materiality of Related Party Transaction" and to provide the Governance Framework to the Company.

Materiality of Related Party Transaction

A transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover as per the last audited financial statements or transactions exceeding certain thresholds, as specified under the Companies Act, 2013.

Governance Framework

a. All Related Party transactions shall require prior approval of the Audit Committee. Transactions with wholly owned Subsidiaries are exempted from this requirement.

b. Audit Committee may grant omnibus approval for Related Party transactions proposed to be entered into by the Company subject to the conditions mentioned in the Regulations. Audit Committee shall review, on a quarterly basis, the details of Related Party transactions entered into by the Company pursuant to the omnibus approval. Such omnibus approvals shall be valid for a period not exceeding one year.

c. Any member of the Audit Committee who has a potential interest in any Related Party transaction will abstain from discussion and voting on the approval of the Related Party transaction.

d. In the event such contract(s) or arrangement(s) is not in the ordinary course of business or not at arm's length, the Company shall comply with the provisions of the applicable regulations and obtain approval of the Board of Directors or its Shareholders, as applicable.

4. Reporting of Related Party transactions

Every contract or arrangement, which is required to be approved by the Board/shareholders under this Policy, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement. The Company shall maintain Register of Contracts as required under the applicable Regulations. The Company shall make appropriate disclosures on Related party transactions as required under the Regulations.

For Mindtree Limited

Company Secretary



5. Policy Review

This Policy shall be subject to review as may be deemed necessary by the Board of Directors /Administrative Committee and in accordance with any Regulatory Amendments.

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For Mindtree Limited

Company Secretary

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