

Tech Mahindra Limited
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Madhapur, Hyderabad 500081, India

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Registered Office
Gateway Building, Apollo Bunder
Mumbai 400 001, India

CIN:L54200MH1986PLC0041370

Date: April 13, 2015

To
The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. - C/1, C Block
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

The Manager
Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

FAX NO. : 022 26598237/38
NSE Symbol : TECHM

FAX NO. : 022 2272 2037/39/41/61
Scrip Code : 532755

Dear Sir

Sub: Compliance of Listing Agreement - Cl. 49 (X) (B).

With reference to the Clause 49 (X) (B) of the Listing Agreement, please find enclosed the quarterly compliance report on Corporate Governance for the quarter ended March 31, 2015.

Request you to take the same on record.

Thanking you,
For Tech Mahindra Limited

G. Jayaramani
Company Secretary



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Encl.: As above.

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Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: **TECH MAHINDRA LIMITED**
Quarter ending on: **March 31, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	The compensation of Non-executive Directors was disclosed in the CG Report for the year ended 31/03/2014
(D) Other provisions as to Board and Committees	49 (IID)	Yes	The policy on succession plan will be disclosed in the CG Report for Financial Year 2014-15.
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The remuneration policy and the evaluation criteria will be disclosed in the Annual Report for Financial Year 2014-15.
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	

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VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Details of material transactions with Related parties is attached as Annexure.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosure made in Annual Report for 2013-14.
(D) Management	49 (VIII D)	Yes	Disclosure made in Annual Report 2013-14.
(E) Shareholders	49 (VIII E)	Yes	
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A	
IX. CEO/CFO Certification	49 (IX)	Yes	Forming part of the Annual Report 2013-14
X. Report on Corporate Governance	49 (X)	Yes	Detailed report forming part of Annual Report 2013-14. Quarterly compliance report submitted to the Stock Exchanges.
XI. Compliance	49 (XI)	Yes	Compliance Certificate provided in the Annual Report for 2013-14.



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Annexure

Details of material transactions with related parties is for Q4 2014-15.

Rs. in Million

Transaction	Company Name	For the Quarter March 2015
Income from Services	Tech Mahindra (Americas) Inc.	811
Sub-contracting costs	Tech Mahindra (Americas) Inc.	11,462
Reimbursement of Expenses (Net)-Paid/ (Receipt)	Tech Mahindra (Americas) Inc.	(493)
Trade Payable	Tech Mahindra (Americas) Inc.	6,956
Trade Receivables	Tech Mahindra (Americas) Inc.	1,866
Investment	Tech Mahindra (Americas) Inc.	10,540
Transfer of Advances Given	Tech Mahindra (Americas) Inc.	0*
Transfer of Advance Received	Tech Mahindra (Americas) Inc.	1**

Note: The numbers are subject to Audit.

* Amount is INR 230,673

** Amount is INR 573,609

Above amounts are subject to balance confirmation from Tech Mahindra (Americas) Inc., period closure and review of auditors.

Profit and loss amounts are movements between YTD Q3 and YTD Q4. Balance sheet amounts are as at March 31, 2015.

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