



Tech Mahindra Limited
Sharda Centre, Off Karve Road,
Pune - 411004, Maharashtra, India

Tel. +91 20 6601 8100
Fax. +91 20 2542 4466

techmahindra.com
connect@techmahindra.com

13th July, 2023

To,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

Scrip Code : 532755

National Stock Exchange of India Limited

Exchange Plaza, 5th floor,

Plot No. - C/1, G Block,

Bandra-Kurla Complex, Bandra (E)

Mumbai - 400 051

NSE Symbol : TECHM

Subject: Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir/Madam,

With reference to the subject matter, the Corporate Governance Report for the quarter ended June 30, 2023 is filed with the Stock Exchanges in the XBRL mode as mandated by the Exchanges. The enclosed Corporate Governance Report is prepared for dissemination on the website of the Company.

Thanking you,

For Tech Mahindra Limited


Anil Khatri
Company Secretary



Encl.: as above

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: Tech Mahindra Limited

2. Quarter ending : 30-June-2023

I. Composition of Board of Directors															
Title (Mr./ Ms.)	Name of the Director	PAN ^S & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)&	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	Whether the Director is disqualified	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No. of Independent Directorship in Listed Entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity^ (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity^ (Refer Regulation 26(1) of Listing Regulations)
1. Mr.	Anand G. Mahindra	00004695	Non-Executive Chairman	19/09/1995	26/09/2013	-	-	01/05/1955	No	NA	-	2	0	1	0
2. Mr.	C. P. Gurnani	00018234	Executive Managing Director & CEO	10/08/2012	10/08/2022	-	-	19/12/1958	No	NA	-	3	0	1	0
3. Mr.	Mohit Joshi	08339247	Executive Managing Director & CEO (Designate)	20/06/2023	-	-	-	03/04/1974	No	NA	-	1	0	0	0
4. Dr.	Anish D. Shah	02719429	Non-Executive Director	10/09/2019	28/07/2020	-	-	26/12/1969	No	NA	-	6	0	0	0
5. Mr.	Haigreve Khaitan	00005290	Non-Executive Independent Director	01/08/2019	01/08/2019	-	3 years 11 Months	13/07/1970	No	NA	-	7	7	10	4



6. Ms.	M. Rajyalakshmi Rao	00009420	Non-Executive Independent Director	01/07/2013	01/08/2019	-	8 Years 11 Months	22/12/1949	No	NA	-	1	1	2	0
7. Mr.	Manoj Bhat	05205447	Non-Executive Director	02/04/2021	30/07/2021	-	-	16/03/1973	No	NA	-	1	0	2	0
8. Dr.	Mukti Khaire	08356551	Non-Executive Independent Director	19/04/2019	01/08/2019	-	3 years 11 Months	15/09/1973	No	NA	-	1	1	1	0
9. Ms.	Penelope Fowler	09591815	Non-Executive Independent Director	13/05/2022	26/07/2022	-	11 months	16/10/1963	No	NA	-	1	0	0	0
10. Ms.	Shikha Sharma	00043265	Non-Executive Independent Director	01/08/2019	01/08/2019	-	3 year 11 Months	19/11/1958	No	NA	-	5	4	3	0
11. Mr.	T. N. Manoharan	01186248	Non-Executive Independent Director	01/07/2013	01/08/2019	-	8 Years 11 Months	07/04/1956	No	NA	-	3	3	2	2

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to MD or CEO - No

^The Committee Membership position includes count as Committee Chairperson

\$PAN 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.



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non Executive/ Independent/Nominee) ⁵	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	<ul style="list-style-type: none"> • T. N. Manoharan • Haigreave Khaitan • M. Rajyalakshmi Rao • Manoj Bhat 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Director 	<ul style="list-style-type: none"> • 26th September, 2013 • 14th May, 2022 • 24th October, 2020 • 26th April, 2021 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A.
2. Nomination & Remuneration Committee	Yes	<ul style="list-style-type: none"> • T. N. Manoharan • Dr. Anish Shah • Dr. Mukti Khair • Shikha Sharma 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Non-Executive Director • Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A.
3. Risk Management Committee	Yes	<ul style="list-style-type: none"> • Shikha Sharma • Manoj Bhat • Dr. Mukti Khair • Penelope Fowler • T. N. Manoharan 	<ul style="list-style-type: none"> • Chairperson: Non-Executive Independent Director w.e.f. 11.02.2020 • Non-Executive Director • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 • 14th May, 2022 • 31st July, 2014 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A. • N.A.
4. Stakeholders Relationship Committee	Yes	<ul style="list-style-type: none"> • Haigreave Khaitan • C. P. Gurnani • M. Rajyalakshmi Rao • Manoj Bhat • Dr. Mukti Khair 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director w.e.f. 14.05.2022 • Executive: Managing Director & CEO • Non-Executive Independent Director • Non-Executive Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 1st August, 2018 • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A. • N.A.
5. Corporate Social Responsibility Committee	Yes	<ul style="list-style-type: none"> • C. P. Gurnani • Haigreave Khaitan • M. Rajyalakshmi Rao • Manoj Bhat • Dr. Mukti Khair • Penelope Fowler 	<ul style="list-style-type: none"> • Chairman: Executive: Managing Director & CEO • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Director • Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 1st August, 2019 • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 • 14th May, 2022 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A. • N.A. • N.A.

⁵Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen



III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on date of meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the Meeting*	Maximum gap between any two consecutive (in number of days)
30 th January, 2023	27 th April, 2023	Yes	10	10	6	46
11 th March, 2023	15 th June, 2023	Yes	10	10	6	48
*to be filled in only for the current quarter meetings						

IV. Meetings of Committees								
Name of the Board Committees	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Total Number of Directors as on date of meeting	Number of Directors present* (All directors including Independent Director)	No. of independent directors attending the Meeting*	No. of members attending the meeting (other than Board of Directors)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	26 th April, 2023	Yes	4	4	3	0	30 th January, 2023	85
Nomination and Remuneration Committee	27 th April, 2023	Yes	4	4	3	0	30 th January, 2023	46
	15 th June, 2023	Yes	4	4	3	0	11 th March, 2023	48
Stakeholder Relationship Committee	NA [#]	NA [#]	NA [#]	NA [#]	NA [#]	NA [#]	31 st January, 2023	NA [#]
Risk Management Committee	27 th April, 2023	Yes	5	5	4	0	31 st January, 2023	85
Corporate Social Responsibility Committee	27 th April, 2023	Yes	6	5	3	0	-	-
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p> <p>**to be filled in only for the current quarter meetings</p> <p># No Meeting during the quarter</p>								



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	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>	

VI. Affirmations
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Risk Management Committee (applicable to the top 100 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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. 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: NIL

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

