

**Tech Mahindra Governance Policies for the
Board of Directors, the Nomination and Remuneration
Committee, KMP & Senior Management
Appointments, Remuneration & Evaluation**

Which inter-alia includes

Policy on Board Diversity

Table of Contents

1. INTRODUCTION..... 3

2. SCOPE..... 3

3. POLICY 3

1. INTRODUCTION

The Board of Directors of Tech Mahindra Limited at its meeting held on January 30, 2015, approved a Policy consisting of the following:

1. Policy on Appointment and removal of Directors, Key Managerial Personnel and Senior Management
2. Policy on Remuneration to the Directors, Key Managerial Personnel, Senior Management and other Employees
3. Policy on Directors Training
4. Policy on Evaluation of performance of the Board of Directors, Committees and individual Directors,
5. Policy on Succession Planning for the Board, Key Managerial Personnel and Senior Management
6. Policy on Board Diversity.

The above policy can be accessed at <https://insights.techmahindra.com/investors/Governance-Policies-including-remuneration-to-Directors-KMPS.pdf>

The extract of the Policy on Board Diversity is reproduced below.

2. SCOPE

This policy shall apply to all Board Members of Tech Mahindra Ltd.

3. POLICY

The Company believes that the Company's Board should consist of both men and women from diverse backgrounds possessing different skillsets, perspectives, and industry experience, to achieve its strategic and commercial objectives. Given the nature of the Company's business, it should also have adequate representation of persons having exposure to international business trends and best practices. The Board composition should be such that the members complement the knowledge, experience, expertise, and skill sets of one another so that the Board collectively functions to achieve the aforesaid objective.

The Nomination and Remuneration Committee (NRC), while making its recommendation for board appointments, shall be guided by the aforesaid objective and give due weightage to multiple factors such as general understanding of the business, education, professional background, international exposure, and personal achievements. The NRC shall ensure that the candidates for board membership should be persons of high ethical standards and integrity.

The NRC shall ensure that in making its recommendation it shall not discriminate, directly or indirectly, on grounds of race, religion, ethnicity, cultural background, country of origin, nationality, marital status, gender, age, sexual orientation, or disability which does not hinder a person's ability to function as a Board member

The NRC shall also ensure that composition of Board meets the requirements of the Act, the Rules, and the Listing Regulations