

17th July, 2024

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, 2024 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 : 30th June, 2024

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* (in months)	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 Gopal Mahindra	00004695	Non-Executive - Non Independent Director, Chairperson related to Promoter	19-09-1995	26-09-2013	-	-	01-05-1955	No	NA	-	2	0	1	0
2. Mr.	Mohit Joshi	08339247	Executive Director, CEO-MD	20-06-2023	20-12-2023	-	-	03-04-1974	No	NA	-	1	0	1	0
3. Dr.	Anish Dilip Shah	02719429	Non-Executive Non Independent Director	10-09-2019	30-07-2021	-	-	26-12-1969	No	NA	-	6	0	0	0
4. Mr.	Haigreve Khaitan	00005290	Non-Executive Independent Director	01-08-2019	01-08-2019	-	59.00	13-07-1970	No	NA	-	7	7	8	2
5. Ms.	Meka Rajyalakshmi Rao	00009420	Non-Executive Independent Director	01-08-2014	01-08-2019	-	119.00	22-12-1949	No	NA	-	1	1	2	0
6. Mr.	Bhat Manoj	05205447	Non-Executive Non Independent Director	02-04-2021	27-07-2023	17-05-2024	-	16-03-1973	No	NA	-	1	0	2	0
7. Dr.	Mukti Vishvanath Khaire	08356551	Non-Executive Independent Director	01-08-2019	01-08-2019	-	59.00	15-09-1973	No	NA	-	1	1	1	0



8. Ms.	Penelope Fowler	09591815	Non-Executive Independent Director	26-07-2022	26-07-2022	-	23.00	16-10-1963	No	NA	-	1	1	0	0
9. Ms.	Shikha Sanjaya Sharma	00043265	Non-Executive Independent Director	01-08-2019	01-08-2019	-	59.00	19-11-1958	No	NA	-	5	4	4	0
10. Mr.	Thothala Narayanasamy Manoharan	01186248	Non-Executive Independent Director	01-08-2014	01-08-2019	-	119.00	07-04-1956	No	NA	-	3	3	2	2
11. Ms.	Neelam Dhawan	00871445	Non-Executive Non-Independent Director	01-05-2024	01-05-2024	-	-	22-10-1959	No	NA	-	4	2	2	1
12. Mr.	Tarun Bajaj	02026219	Non-Executive Non-Independent Director	01-05-2024	01-05-2024	-	-	09-11-1962	No	NA	-	3	2	2	0
13. Mr.	Amarjyoti Barua	09202472	Non-Executive Non-Independent Director	18-05-2024	18-05-2024	-	-	16-09-1977	No	NA	-	2	0	3	0

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.



Notes:

Ms. Meka R Rao & Mr. T.N. Manoharan were initially appointed as IDs on the Board of the Company on 01.07.2013. On the enactment of the Companies Act, 2013, they were appointed for a first term of 5 consecutive years as IDs from 01.08.2014. Their Initial Date of Appt has been considered as 01.08.2014. Ms. Meka R Rao and Mr. T.N. Manoharan got re-appointed for a 2nd term of 5 yrs from 01.08.2019. Thus, the tenure for Ms. Meka R Rao and Mr. T.N. Manoharan has been calculated from 01.08.2014.

Dr. Mukti V Khaire was appointed as Additional Director on 19.04.2019. The shareholders at their 32nd AGM held on 01.08.2019 appointed Dr. Khaire as ID for the first term of 5 consecutive years from 01.08.2019.

Ms. Penelope Fowler was appointed as Additional Director on 13.05.2022. The shareholders at their 34th AGM held on 26.07.2022 appointed Ms. Fowler as ID for the first term of 5 consecutive years from 26.07.2022.

The date of re-appointment in case of Non-Executive Non-ID is the date on which the shareholders reappointed them as Director liable to retire by rotation. Mr. Anand G. Mahindra was reappointed as Director not liable to retire by rotation by the shareholders on 26.09.2013.

The names of the Directors are mentioned as per their PAN.

During the quarter ended 30th June 2024, Mr. Manoj Bhat ceased to be the Non-Executive Non-Independent Director of the Company consequent to transition to role of MD & CEO of Mahindra Holiday & Resorts India Ltd. The details of other Directorship and Committee positions of Mr. Manoj Bhat is given as on his date of cessation i.e. 17th May, 2024.

During the quarter ended 30th June, 2024, Mr. Amarjyoti Barua was appointed as Non-Executive Director of the Company with effect from 18th May, 2024. The details of other Directorship and Committee positions of Mr. Amarjyoti Barua is given as on his date of appointment i.e. 18th May, 2024.

During the quarter ended 30th June, 2024, Mr. Tarun Bajaj & Mrs. Neelam Dhawan was appointed as Non-Executive Non-Independent Director of the Company with effect from 01st May, 2024.



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"> • Thothala Narayanasamy Manoharan • Haigreve Khaitan 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 12th August, 2013 • 14th May, 2022 	<ul style="list-style-type: none"> • N.A. • N.A.
		<ul style="list-style-type: none"> • Meka Rajyalakshmi Rao • Bhat Manoj • Amarjyoti Barua 	<ul style="list-style-type: none"> • Non-Executive Independent Director • Non-Executive Non Independent Director • Non-Executive Non Independent Director 	<ul style="list-style-type: none"> • 24th October, 2020 • 26th April, 2021 • 18th May, 2024 	<ul style="list-style-type: none"> • N.A. • 17th May, 2024 • N.A.
2. Nomination & Remuneration Committee	Yes	<ul style="list-style-type: none"> • Thothala Narayanasamy Manoharan • Anish Dilip Shah 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Non-Executive Non Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 26th April, 2021 	<ul style="list-style-type: none"> • N.A. • N.A.
		<ul style="list-style-type: none"> • Mukti Vishvanath Khaire • Shikha Sanjaya Sharma 	<ul style="list-style-type: none"> • Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A.
3. Risk Management Committee	Yes	<ul style="list-style-type: none"> • Shikha Sanjaya Sharma 	<ul style="list-style-type: none"> • Chairperson: Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 	<ul style="list-style-type: none"> • N.A.
		<ul style="list-style-type: none"> • Bhat Manoj • Amarjyoti Barua • Mukti Vishvanath Khaire • Penelope Fowler • Thothala Narayanasamy Manoharan 	<ul style="list-style-type: none"> • Non-Executive Non Independent Director • Non-Executive Non Independent Director • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 26th April, 2021 • 18th May, 2024 • 1st August, 2019 • 14th May, 2022 • 31st July, 2014 	<ul style="list-style-type: none"> • 17th May, 2024 • N.A. • N.A. • N.A. • N.A.
4. Stakeholders Relationship Committee	Yes	<ul style="list-style-type: none"> • Haigreve Khaitan 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 	<ul style="list-style-type: none"> • N.A.
		<ul style="list-style-type: none"> • Mohit Joshi • Meka Rajyalakshmi Rao • Bhat Manoj • Amarjyoti Barua • Mukti Vishvanath Khaire 	<ul style="list-style-type: none"> • Executive: Managing Director & CEO • Non-Executive Independent Director • Non-Executive Non Independent Director • Non-Executive Non Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 20th December, 2023 • 1st August, 2019 • 26th April, 2021 • 18th May, 2024 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A. • 17th May, 2024 • N.A.



5. Corporate Social Responsibility Committee	Yes	<ul style="list-style-type: none"> • Mohit Joshi • Haigreave Khaitan • Meka Rajyalakshmi Rao • Bhat Manoj 	<ul style="list-style-type: none"> • Chairman: Executive: Managing Director & CEO • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Non Independent Director 	<ul style="list-style-type: none"> • 20th December, 2023 • 1st August, 2019 • 7th November, 2013 • 26th April, 2021 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • 17th May, 2024
		<ul style="list-style-type: none"> • Amarjyoti Barua • Mukti Vishvanath Khaire • Penelope Fowler 	<ul style="list-style-type: none"> • Non-Executive Non Independent Director • Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 18th May, 2024 • 1st August, 2019 • 14th May, 2022 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A.

&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

Notes:

- Mr. T.N. Manoharan was appointed as Member of the Audit Committee on 12th August, 2013 i.e. his initial date of appointment as member. Mr. T.N. Manoharan has been appointed as Chairperson of the Audit Committee w.e.f. 26th September, 2013.
- Mr. Haigreave Khaitan was appointed as Member of the Stakeholder Relationship Committee on 01st August, 2019 i.e. his initial date of appointment as member. Mr. Haigreave Khaitan has been appointed as Chairperson of the Stakeholders' Relationship Committee w.e.f.14th May, 2022.
- Ms. Shikha Sanjaya Sharma was appointed as Member of the RMC on 01st August, 2019 i.e. her initial date of appointment as member. Ms. Shikha Sanjaya Sharma has been appointed as Chairperson of the RMC w.e.f.11th February, 2020.
- Mr. T.N. Manoharan was appointed as Chairperson & Member of the RMC on 31.07.2014 i.e. his initial date of appointment as member. Thereafter he relinquished his position as Chairperson of the RMC and continued as Member. Ms. Rajyalakshmi Rao was appointed as Member of the CSR Committee on 7th November, 2013. i.e. her initial date of appointment as member.
- During the quarter ended 30th June 2024, Mr. Manoj Bhat ceased to be the Non-Executive Non-Independent Director of the Company consequent to transition to role of MD & CEO of Mahindra Holiday & Resorts India Ltd. Consequently, he also ceased to be the member of Audit Committee, Risk Management Committee, Corporate Social Responsibility Committee and Stakeholder Relationship Committee with effect from 17th May, 2024.
During the quarter ended 30th June, 2024, Mr. Amarjyoti Barua was appointed as a Member of Audit Committee, Risk Management Committee, Corporate Social Responsibility Committee and Stakeholder Relationship Committee with effect from 18th May, 2024.



Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)
24 th January, 2024	Yes	10	10	6	-
25 th April, 2024	Yes	10	10	6	91
*to be filled in only for the current quarter meetings					



IV. Meetings of Committees

Name of the Board Committees	Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	23 rd January, 2024 24 th April, 2024	Yes	4	4	3	0	-
		Yes	4	4	3	0	91
Nomination and Remuneration Committee	23 rd January, 2024 24 th April, 2024	Yes	4	4	3	0	-
		Yes	4	4	3	0	91
Stakeholder Relationship Committee	23 rd January, 2024 25 th April, 2024	Yes	5	5	3	0	-
		Yes	5	5	3	0	90
Risk Management Committee	23 rd January, 2024 24 th April, 2024	Yes	5	5	4	0	-
		Yes	5	5	4	0	90
Corporate Social Responsibility Committee	24 th April, 2024	Yes	6	6	4	0	-

*to be filled in only for the current quarter meetings



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>	

VII. Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	NA	Brief details of the event	NA

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.
6. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**

