

July 12, 2019

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,

With reference to the above, please find enclosed the compliance report on Corporate Governance for the quarter ended 30th June, 2019.

Request you to take the same on record.

Thanking you,

For Tech Mahindra Limited

Anil Khatri
Anil Khatri
Company Secretary



Encl.: as above

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Tech Mahindra Ltd.

2. Quarter ending : 30-June-2019

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PA N ^{\$} & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Date of Birth	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of director (in months)*	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in Listed Entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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	01/05/1955	19/09/1995	26/09/2013	-	-	2	0	1	0
2. Mr.	C. P. Gurnani	00018234	Executive Managing Director & CEO	19/12/1958	10/08/2012	10/08/2017	-	-	1	0	1	0
3. Mr.	Anupam Puri	00209113	Non-Executive Independent Director	07/10/1945	18/10/2002	01/08/2014	-	4 Years 11 Months**	3	3	1	0
4. Mr.	M. Damodaran	02106990	Non-Executive Independent Director	04/05/1947	22/07/2008	01/08/2014	-	4 Years 11 Months**	6	6	4	4
5. Ms.	M. Rajyalakshmi Rao	00009420	Non-Executive Independent Director	22/12/1949	01/07/2013	01/08/2014	-	4 Years 11 Months**	1	1	0	0



6. Mr.	Ravindra Kulkarni	00059367	Non-Executive Independent Director	23/05/1945	30/03/2009	01/08/2014	-	4 Years 11 Months**	5	5	6	2
7. Mr.	T. N. Manoharan	01186248	Non-Executive Independent Director	07/04/1956	01/07/2013	01/08/2014	-	4 Years 11 Months**	3	2	1	2
8. Mr.	Ulhas N. Yargop	00054530	Non-Executive Director	28/01/1954	01/04/1999	01/04/1999	-	-	1	0	3	0
9. Mr.	V. S. Parthasarathy	00125299	Non-Executive Director	01/11/1962	10/08/2015	02/08/2016	-	-	3	0	4	0
10. Ms.	Mukti Khaire	08356551	Non-Executive Director	15/09/1973	19/04/2019	-	-	-	1	0	0	0

\$PAN number 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.

** The tenure mentioned is as per applicable provisions of the Companies Act, 2013.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non Executive/ Independent/Nominee) ^{\$}	Date of Appointment	Date of Cessation
1. Audit Committee	<ul style="list-style-type: none"> • T. N. Manoharan • Anupam Puri • M. Damodaran • Ulhas N. Yargop 	<ul style="list-style-type: none"> • Chairman: Non-Executive -Independent Director* • Non-Executive -Independent Director • Non-Executive -Independent Director • Non-Executive Director <p>*Appointed as a Member w.e.f. 12th August, 2013.</p>	26 th September, 2013 18 th October, 2002 22 nd July, 2008 21 st October, 2008	Not Applicable
2. Nomination & Remuneration Committee	<ul style="list-style-type: none"> • Ravindra Kulkarni • Anupam Puri • Ulhas N. Yargop 	<ul style="list-style-type: none"> • Chairman: Non-Executive - Independent Director • Non-Executive: Independent Director • Non- Executive Director 	20 th October, 2009 19 th May, 2008 26 th February, 1999	Not Applicable



3. Risk Management Committee	<ul style="list-style-type: none"> • T. N. Manoharan • Anupam Puri • M. Damodaran • Ulhas N. Yargop 	<ul style="list-style-type: none"> • Chairman: Non-Executive- Independent Director • Non-Executive-Independent Director • Non-Executive- Independent Director • Non-Executive Director 	31 st July, 2014 31 st July, 2014 31 st July, 2014 31 st July, 2014	Not Applicable
4. Stakeholders Relationship Committee	<ul style="list-style-type: none"> • M. Damodaran • C. P. Gurnani • Ravindra Kulkarni • Ulhas N. Yargop • V. S. Parthasarathy 	<ul style="list-style-type: none"> • Chairman: Non-Executive-Independent Director • Executive Managing Director & CEO • Non-Executive-Independent Director* • Non-Executive Director** • Non-Executive Director <p>*Chairman of the Committee w.e.f. 5th November, 2012 and thereafter continues as a Member of the Committee.</p> <p>**Chairman of the Committee from 4th May, 2006 upto 5th November, 2012 and thereafter continues as a Member of the Committee.</p>	1 st August, 2017 1 st August, 2018 5 th November, 2012 4 th May, 2006 1 st August, 2018	Not Applicable

&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

III. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. if Independent Directors attending the meeting
5 th February, 2019	15		Yes	9	5
21 st February, 2019	88		Yes	7	3
21 st May, 2019				10	5


IV. Meeting of Committees

Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present	No. of Independent Directors attending the meeting
Audit Committee	4 th February, 2019 20 th May, 2019	104			Yes	4 4	3 3

* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional.



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"> 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 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee 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. 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