

14<sup>th</sup> July, 2020

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

**Scrip Code : 532755**

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> 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 30<sup>th</sup> June, 2020.


Request you to take the same on record.

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-2020

I. Composition of Board of Directors														
Title (Mr./ Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)&	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	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	NA	-	2	0	1	0
2. Mr.	C. P. Gurnani	00018234	Executive Managing Director & CEO	10/08/2012	10/08/2017	-	-	19/12/1958	NA	-	2	0	1	0
3. Mr.	M. Damodaran	02106990	Non-Executive Independent Director	22/07/2008	01/08/2019	-	5 Years 11 Months	04/05/1947	NA	-	6	6	8	4
4. Ms.	M. Rajyalakshmi Rao	00009420	Non-Executive Independent Director	01/07/2013	01/08/2019	-	5 Years 11 Months	22/12/1949	NA	-	1	1	1	0
5. Mr.	T. N. Manoharan	01186248	Non-Executive Independent Director	01/07/2013	01/08/2019	-	5 Years 11 Months	07/04/1956	NA	-	3	2	3	2



6. Mr.	V. S. Parthasarathy	00125299	Non-Executive Director	10/08/2015	02/08/2016	-	-	01/11/1962	NA	-	4	0	6	1
7. Ms.	Mukti Khaire	08356551	Non-Executive Independent Director	19/04/2019	01/08/2019	-	11 Months	15/09/1973	NA	-	1	1	1	0
8. Mr.	Haigreve Khaitan	00005290	Non-Executive Independent Director	01/08/2019	-	-	11 Months	13/07/1970	NA	-	7	7	7	4
9. Ms.	Shikha Sharma	00043265	Non-Executive Independent Director	01/08/2019	-	-	11 Months	19/11/1958	NA	-	5	5	5	0
10. Dr.	Anish D. Shah	02719429	Non-Executive Director	10/09/2019	-	-	-	26/12/1969	NA	-	5	0	2	0

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to Managing Director 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.



<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/ Executive/ Non Executive/ Independent/Nominee)<sup>§</sup></b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	<ul style="list-style-type: none"> <li>• T. N. Manoharan</li> <li>• M. Damodaran</li> <li>• Shikha Sharma</li> <li>• V. S. Parthasarathy</li> </ul>	<ul style="list-style-type: none"> <li>• Chairman: Non-Executive -Independent Director</li> <li>• Non-Executive -Independent Director</li> <li>• Non-Executive -Independent Director</li> <li>• Non-Executive Director</li> </ul>	<ul style="list-style-type: none"> <li>• 26<sup>th</sup> September, 2013</li> <li>• 22<sup>nd</sup> July, 2008</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 1<sup>st</sup> August, 2019</li> </ul>	<ul style="list-style-type: none"> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> </ul>
2. Nomination & Remuneration Committee	Yes	<ul style="list-style-type: none"> <li>• T. N. Manoharan</li> <li>• Shikha Sharma</li> <li>• V. S. Parthasarathy</li> <li>• Mukti Khaire</li> </ul>	<ul style="list-style-type: none"> <li>• Chairman: Non-Executive -Independent Director</li> <li>• Non-Executive: Independent Director</li> <li>• Non-Executive Director</li> <li>• Non-Executive: Independent Director</li> </ul>	<ul style="list-style-type: none"> <li>• 1<sup>st</sup> August, 2019</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 1<sup>st</sup> August, 2019</li> </ul>	<ul style="list-style-type: none"> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> </ul>
3. Risk Management Committee	Yes	<ul style="list-style-type: none"> <li>• Shikha Sharma</li> <li>• T. N. Manoharan</li> <li>• M. Damodaran</li> <li>• V. S. Parthasarathy</li> <li>• Dr. Anish Shah</li> <li>• Mukti Khaire</li> </ul>	<ul style="list-style-type: none"> <li>• Chairperson: Non-Executive: Independent Director w.e.f 11.02.2020</li> <li>• Non-Executive -Independent Director</li> <li>• Non-Executive- Independent Director</li> <li>• Non-Executive Director</li> <li>• Non-Executive Director</li> <li>• Non-Executive: Independent Director</li> </ul>	<ul style="list-style-type: none"> <li>• 1<sup>st</sup> August, 2019</li> <li>• 31<sup>st</sup> July, 2014</li> <li>• 31<sup>st</sup> July, 2014</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 10<sup>th</sup> September, 2019</li> <li>• 1<sup>st</sup> August, 2019</li> </ul>	<ul style="list-style-type: none"> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> </ul>
4. Stakeholders Relationship Committee	Yes	<ul style="list-style-type: none"> <li>• M. Damodaran</li> <li>• C. P. Gurnani</li> <li>• V. S. Parthasarathy</li> <li>• M. Rajyalakshmi Rao</li> <li>• Haigreve Khaitan</li> <li>• Mukti Khaire</li> </ul>	<ul style="list-style-type: none"> <li>• Chairman: Non-Executive -Independent Director</li> <li>• Executive: Managing Director &amp; CEO</li> <li>• Non-Executive Director</li> <li>• Non-Executive-Independent Director</li> <li>• Non-Executive-Independent Director</li> <li>• Non-Executive-Independent Director</li> </ul>	<ul style="list-style-type: none"> <li>• 1<sup>st</sup> August, 2017</li> <li>• 1<sup>st</sup> August, 2018</li> <li>• 1<sup>st</sup> August, 2018</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 1<sup>st</sup> August, 2019</li> </ul>	<ul style="list-style-type: none"> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> </ul>

<sup>§</sup>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



<b>I. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>No. if Independent Directors present*</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
30 <sup>th</sup> & 31 <sup>st</sup> January, 2020	30 <sup>th</sup> April, 2020	Yes	10	6	65
24 <sup>th</sup> February, 2020					

\*to be filled in only for the current quarter meetings

<b>II. Meetings of Committees</b>					
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>Number of Directors present*</b>	<b>No. of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
30 <sup>th</sup> April, 2020	Yes	4	3	30 <sup>th</sup> January, 2020 24 <sup>th</sup> February, 2020	65

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

\*\*to be filled in only for the current quarter meetings

<b>III. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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

Note

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.

2 If status is "No" details of non-compliance may be given here.



## I. 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. 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 1<sup>st</sup> 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.