

October 15, 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 September, 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 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-September-2019

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PA N ^{\$} & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	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	2	0	1	0
2. Mr.	C. P. Gurnani	00018234	Executive Managing Director & CEO	10/08/2012	10/08/2017	-	-	19/12/1958	1	0	1	0
3. Mr.	Anupam Puri*	00209113	Non-Executive Independent Director	18/10/2002	01/08/2014	31/07/2019	5 years	07/10/1945	3	3	1	0
4. Mr.	M. Damodaran	02106990	Non-Executive Independent Director	22/07/2008	01/08/2019	-	5 Years 2 Months	04/05/1947	6	6	8	4
5. Ms.	M. Rajyalakshmi Rao	00009420	Non-Executive Independent Director	01/07/2013	01/08/2019	-	5 Years 2 Months	22/12/1949	1	1	1	0



6. Mr.	Ravindra Kulkarni*	00059367	Non-Executive Independent Director	30/03/2009	01/08/2014	31/07/2019	5 Years	23/05/1945	5	5	8	2
7. Mr.	T. N. Manoharan	01186248	Non-Executive Independent Director	01/07/2013	01/08/2019	-	5 Years 2 Months	07/04/1956	3	2	3	2
8. Mr.	Ulhas N. Yargop*	00054530	Non-Executive Director	01/04/1999	01/04/1999	31/07/2019	-	28/01/1954	1	0	2	0
9. Mr.	V. S. Parthasarathy	00125299	Non-Executive Director	10/08/2015	02/08/2016	-	-	01/11/1962	3	0	6	1
10. Ms.	Mukti Khaire	08356551	Non-Executive Independent Director	19/04/2019	01/08/2019	-	2 Months	15/09/1973	1	1	1	0
11. Mr.	Haigreve Khaitan	00005290	Non-Executive Independent Director	01/08/2019	-	-	2 Months	13/07/1970	7	7	8	4
12. Ms.	Shikha Sharma	00043265	Non-Executive Independent Director	01/08/2019	-	-	2 Months	19/11/1958	5	5	5	0
13. Dr.	Anish D. Shah	02719429	Non-Executive Director	10/09/2019	-	-	-	26/12/1969	3	0	2	0

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – No

*Directors in the Company till 31st July, 2019, therefore committee positions held is considered up to 31st July, 2019.

*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)[§]	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	<ul style="list-style-type: none"> • T. N. Manoharan • Anupam Puri • M. Damodaran • Ulhas N. Yargop • Shikha Sharma • V. S. Parthasarathy 	<ul style="list-style-type: none"> • Chairman: Non-Executive -Independent Director • Non-Executive -Independent Director • Non-Executive -Independent Director • Non-Executive Director • Non-Executive -Independent Director • Non-Executive Director 	<ul style="list-style-type: none"> • 26th September, 2013 • 18th October, 2002 • 22nd July, 2008 • 21st October, 2008 • 1st August, 2019 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • 31st July, 2019 • N.A. • 31st July, 2019 • N.A. • N.A.
2. Nomination & Remuneration Committee	Yes	<ul style="list-style-type: none"> • T. N. Manoharan • Ravindra Kulkarni • Anupam Puri • Ulhas N. Yargop • Shikha Sharma • V. S. Parthasarathy • Mukti Khaire 	<ul style="list-style-type: none"> • Chairman: Non-Executive -Independent Director • Chairman: Non-Executive -Independent Director • Non-Executive: Independent Director • Non- Executive Director • Non-Executive: Independent Director • Non-Executive Director • Non-Executive: Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 20th October, 2009 • 19th May, 2008 • 26th February, 1999 • 1st August, 2019 • 1st August, 2019 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • 31st July, 2019 • 31st July, 2019 • 31st July, 2019 • N.A. • N.A. • N.A.
3. Risk Management Committee	Yes	<ul style="list-style-type: none"> • T. N. Manoharan • Anupam Puri • M. Damodaran • Ulhas N. Yargop • Shikha Sharma • V. S. Parthasarathy • Mukti Khaire • Dr. Anish Shah 	<ul style="list-style-type: none"> • Chairman: Non-Executive -Independent Director • Non-Executive-Independent Director • Non-Executive- Independent Director • Non-Executive Director • Non-Executive: Independent Director • Non-Executive Director • Non-Executive: Independent Director • Non-Executive Director 	<ul style="list-style-type: none"> • 31st July, 2014 • 31st July, 2014 • 31st July, 2014 • 31st July, 2014 • 1st August, 2019 • 1st August, 2019 • 1st August, 2019 • 10th September, 2019 	<ul style="list-style-type: none"> • N.A. • 31st July, 2019 • N.A. • 31st July, 2019 • N.A. • N.A. • N.A. • N.A.
4. Stakeholders Relationship Committee	Yes	<ul style="list-style-type: none"> • M. Damodaran • C. P. Gurnani • Ravindra Kulkarni • Ulhas N. Yargop • V. S. Parthasarathy • Haigreave Khaitan • Mukti Khaire • M. Rajyalakshmi Rao 	<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 • Non-Executive-Independent Director • Non-Executive-Independent Director • Non-Executive-Independent Director 	<ul style="list-style-type: none"> • 1st August, 2017 • 1st August, 2018 • 5th November, 2012 • 4th May, 2006 • 1st August, 2018 • 1st August, 2019 • 1st August, 2019 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A. • 31st July, 2019 • 31st July, 2019 • N.A. • 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



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*	Number of Directors present*	No. if Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
21 st May, 2019	30 th & 31 st July, 2019	Yes	10	5	69

*to be filled in only for the current quarter meetings

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	No. of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	Yes/ No				
30 th July, 2019	Yes	2	2	20 th May, 2019	70

* 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

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

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.



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. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**

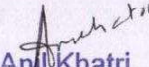


Note:

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.

ANNEXURE - III

Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Tech Mahindra Limited</p>  Anil Khatri Company Secretary		