

Tech Mahindra Limited
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Mumbai 400 001, India

CIN L64200MH1986PLCO41370

19th October, 2022

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 above, please find enclosed the compliance report on Corporate Governance for the quarter ended 30th September, 2022.

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-September-2022

I. Composition of Board of Directors															
Title (Mr./Ms.)	Name of the Director	PAN ^{\$} & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)&	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	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 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	No	NA	-	2	0	1	0
2. Mr.	C. P. Gurnani	00018234	Executive Managing Director & CEO	10/08/2012	10/08/2022	-	-	19/12/1958	No	NA	-	2	0	1	0
3. Dr.	Anish D. Shah	02719429	Non-Executive Director	10/09/2019	28/07/2020	-	-	26/12/1969	No	NA	-	6	0	0	0
4. Mr.	Haigreve Khaitan	00005290	Non-Executive Independent Director	01/08/2019	01/08/2019	-	3 years 2 Months	13/07/1970	No	NA	-	7	7	10	4
5. Ms.	M. Rajyalakshmi Rao	00009420	Non-Executive Independent Director	01/07/2013	01/08/2019	-	8 Years 2 Months	22/12/1949	No	NA	-	1	1	2	0



6. Mr.	Manoj Bhat	05205447	Non-Executive Director	02/04/2021	30/07/2021	-	-	16/03/1973	No	NA	-	1	0	2	0
7. Dr.	Mukti Khaire	08356551	Non-Executive Independent Director	19/04/2019	01/08/2019	-	3 years 2 Months	15/09/1973	No	NA	-	1	1	1	0
8. Ms.	Penelope Fowler	09591815	Non-Executive Independent Director	13/05/2022	26/07/2022	-	2 months	16/10/1963	No	NA	-	1	0	0	0
9. Ms.	Shikha Sharma	00043265	Non-Executive Independent Director	01/08/2019	01/08/2019	-	3 year 2 Months	19/11/1958	No	NA	-	5	4	3	0
10. Mr.	T. N. Manoharan	01186248	Non-Executive Independent Director	01/07/2013	01/08/2019	-	8 Years 2 Months	07/04/1956	No	NA	-	3	3	2	2

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to Promoter - Yes

^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 • Haigreve Khaitan • M. Rajyalakshmi Rao • Manoj Bhat 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Director 	<ul style="list-style-type: none"> • 26th September, 2013 • 14th May, 2022 • 24th October, 2020 • 26th April, 2021 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A.
2. Nomination & Remuneration Committee	Yes	<ul style="list-style-type: none"> • T. N. Manoharan • Dr. Anish Shah • Dr. Mukti Khaire • Shikha Sharma 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Non-Executive Director • Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A.
3. Risk Management Committee	Yes	<ul style="list-style-type: none"> • Shikha Sharma • Manoj Bhat • Dr. Mukti Khaire • Penelope Fowler • T. N. Manoharan 	<ul style="list-style-type: none"> • Chairperson: Non-Executive Independent Director w.e.f. 11.02.2020 • Non-Executive Director • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 • 14th May, 2022 • 31st July, 2014 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A. • N.A.
4. Stakeholders Relationship Committee	Yes	<ul style="list-style-type: none"> • Haigreve Khaitan • C. P. Gurnani • M. Rajyalakshmi Rao • Manoj Bhat • Dr. Mukti Khaire 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director w.e.f. 14.05.2022 • Executive: Managing Director & CEO • Non-Executive Independent Director • Non-Executive Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 1st August, 2018 • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A. • N.A.
5. Corporate Social Responsibility Committee	Yes	<ul style="list-style-type: none"> • C. P. Gurnani • Haigreve Khaitan • M. Rajyalakshmi Rao • Manoj Bhat • Dr. Mukti Khaire • Penelope Fowler 	<ul style="list-style-type: none"> • Chairman: Executive: Managing Director & CEO • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Director • Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 1st August, 2019 • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 • 14th May, 2022 	<ul style="list-style-type: none"> • N.A. • N.A. • 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*	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)
13 th May, 2022	25 th July, 2022	Yes	10	10	5	72

*to be filled in only for the current quarter meetings

IV. Meetings of Committees

Name of the Board Committees	Date(s) of meeting of the committee in the relevant quarter	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)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	25 th July, 2022	Yes	4	4	3	0	13 th May, 2022	72
Nomination and Remuneration Committee	26 th July, 2022	Yes	4	4	3	0	25 th April, 2022	91
Stakeholder Relationship Committee	26 th July, 2022	Yes	5	5	3	0	-	-
Risk Management Committee	25 th July, 2022	Yes	5	5	3	0	25 th April, 2022	90
Corporate Social Responsibility Committee	NA [#]	NA [#]	NA [#]	NA [#]	NA [#]	NA [#]	25 th April, 2022	NA [#]

* 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

No Meeting during the quarter



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> <p><i>Anil Khatri</i> Anil Khatri Company Secretary</p>		