

13th October, 2023

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 September 30, 2023 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 : 30-September-2023

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 Cessatio n	Tenure*	Date of Birth	Whether the Director is disqualified	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulation s]	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	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	-	3	0	2	1
3. Mr.	Mohit Joshi	08339247	Executive Managing Director & CEO (Designate)	20/06/2023	-	-	-	03/04/1974	No	NA	-	1	0	0	0
4. Dr.	Anish D. Shah	02719429	Non-Executive Director	10/09/2019	28/07/2020	-	-	26/12/1969	No	NA	-	6	0	0	0
5. Mr.	Haigreve Khaitan	00005290	Non-Executive Independent Director	01/08/2019	01/08/2019	-	4 years 2 Months	13/07/1970	No	NA	-	7	7	10	4



6. Ms.	M. Rajyalakshmi Rao	00009420	Non-Executive Independent Director	01/07/2013	01/08/2019	-	9 Years 2 Months	22/12/1949	No	NA	-	1	1	2	0
7. Mr.	Manoj Bhat	05205447	Non-Executive Director	02/04/2021	30/07/2021	-	-	16/03/1973	No	NA	-	1	0	2	0
8. Dr.	Mukti Khaire	08356551	Non-Executive Independent Director	19/04/2019	01/08/2019	-	4 years 2 Months	15/09/1973	No	NA	-	1	1	1	0
9. Ms.	Penelope Fowler	09591815	Non-Executive Independent Director	13/05/2022	26/07/2022	-	1 year 2 months	16/10/1963	No	NA	-	1	1	0	0
10. Ms.	Shikha Sharma	00043265	Non-Executive Independent Director	01/08/2019	01/08/2019	-	4 year 2 Months	19/11/1958	No	NA	-	5	4	4	0
11. Mr.	T. N. Manoharan	01186248	Non-Executive Independent Director	01/07/2013	01/08/2019	-	9 Years 2 Months	07/04/1956	No	NA	-	3	3	2	2

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.



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"> T. N. Manoharan Haigreave 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"> Haigreave 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 Haigreave 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, 2018 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.

⁵Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen



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)
27 th April, 2023	Yes	10	10	6	-
15 th June, 2023	Yes	10	10	6	48
26 th July, 2023	Yes	11	11	6	40

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	26 th April, 2023	Yes	4	4	3	0	-
	17 th July, 2023	Yes	4	4	3	0	81
	26 th July, 2023	Yes	4	4	3	0	8
Nomination and Remuneration Committee	27 th April, 2023	Yes	4	4	3	0	-
	15 th June, 2023	Yes	4	4	3	0	48
	19 th July, 2023	Yes	4	4	3	0	33
Stakeholder Relationship Committee	17 th July, 2023	Yes	5	5	3	0	-
Risk Management Committee	27 th April, 2023	Yes	5	5	4	0	-
	20 th July, 2023	Yes	5	5	4	0	83
Corporate Social Responsibility Committee	27 th April, 2023	Yes	6	5	3	0	-
* 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
<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 (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.



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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

Brief details of the event



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
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		

