

16th January, 2024

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 December 31, 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

ANNEXURE –I

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 : 31st December 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 Cessation	Tenure* (in months)	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 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 Gopal Mahindra	00004695	Non-Executive - Non Independent Director, Chairperson related to Promoter	19-09-1995	26-09-2013	-	-	01-05-1955	No	NA	-	2	0	1	0
2. Mr.	Chander Prakash Gurnani	00018234	Executive Director, CEO-MD	10-08-2012	10-08-2022	19-12-2023	-	19-12-1958	No	NA	-	3	0	2	1
3. Mr.	Mohit Joshi	08339247	Executive Director, CEO-MD	20-06-2023	20-12-2023	-	-	03-04-1974	No	NA	-	1	0	1	0
4. Dr.	Anish Dilip Shah	02719429	Non-Executive Non Independent Director	10-09-2019	30-07-2021	-	-	26-12-1969	No	NA	-	6	0	0	0
5. Mr.	Haigreve Khaitan	00005290	Non-Executive Independent Director	01-08-2019	01-08-2019	-	53.00	13-07-1970	No	NA	-	7	7	10	4
6. Ms.	Meka Rajyalakshmi Rao	00009420	Non-Executive Independent Director	01-08-2014	01-08-2019	-	113.00	22-12-1949	No	NA	-	1	1	2	0
7. Mr.	Bhat Manoj	05205447	Non-Executive Non Independent Director	02-04-2021	27-07-2023	-	-	16-03-1973	No	NA	-	1	0	2	0
8. Dr.	Mukti Vishvanath Khaire	08356551	Non-Executive Independent Director	01-08-2019	01-08-2019	-	53.00	15-09-1973	No	NA	-	1	1	1	0



9. Ms	Penelope Fowler	09591815	Non-Executive Independent Director	26-07-2022	26-07-2022	-	17.00	16-10-1963	No	NA	-	1	1	0	0
10. Ms	Shikha Sanjaya Sharma	00043265	Non-Executive Independent Director	01-08-2019	01-08-2019	-	53.00	19-11-1958	No	NA	-	6	5	4	0
11. Mr	Thothala Narayanasamy Manoharan	01186248	Non-Executive Independent Director	01-08-2014	01-08-2019	-	113.00	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.

Notes:

During the quarter ended 31st December, 2023, Mr. C.P. Gurnani ceased to be the Managing Director and CEO of the Company consequent to expiry of his second term of office approved by the members of the company at its AGM held on 26th July, 2022. The details of other Directorship and Committee positions of Mr. C. P. Gurnani is given as on his date of cessation i.e. 19th December, 2023.

During the quarter ended 31st December, 2023, Mr. Mohit Joshi was redesignated as Managing Director & CEO of the Company with effect from 20th December, 2023. Prior to that Mr. Mohit Joshi was a Whole-time Director (Managing Director-Designate) from 20th June, 2023 to 19th December, 2023.

Ms. Meka Rajyalakshmi Rao and Mr. T.N. Manoharan were initially appointed as Independent Directors on the Board of the Company on 01st July, 2013. On the enactment of the Companies Act, 2013, they were appointed for a first term of 5 consecutive years as Independent Directors from 01st August, 2014. Thus, for Ms. Meka Rajyalakshmi Rao and Mr. T.N. Manoharan, their Initial Date of Appointment has been considered as 01st August, 2014. Ms. Meka Rajyalakshmi Rao and Mr. T.N. Manoharan got subsequently re-appointed for a second term of 5 years commencing from 1st August, 2019. Thus, the tenure for Ms. Meka Rajyalakshmi Rao and Mr. T.N. Manoharan has been calculated from 01st August, 2014.

Dr. Mukti Vishwanath Khaire was appointed as Additional Director on 19th April, 2019. Thereafter, the shareholders of the Company at their 32nd AGM held on 01st August, 2019 appointed Dr. Khaire as Independent Director for the first term of 5 consecutive years from 01st August, 2019.

Ms. Penelope Fowler was appointed as Additional Director on 13th May, 2022. Thereafter, the shareholders of the Company at their 34th AGM held on 26th July, 2022 appointed Ms. Fowler as Independent Director for the first term of 5 consecutive years from 26th July, 2022.

The date of re-appointment in case of Non-Executive Non-Independent Director is the date on which the shareholders of the company reappointed them as Director liable to retire by rotation. Mr. Anand G. Mahindra was reappointed as Director not liable to retire by rotation by the shareholders of the company on 26th September, 2013.

The names of the Directors are mentioned as per their PAN



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"> • Thothala Narayanasamy Manoharan • Haigreave Khaitan • Meka Rajyalakshmi Rao • Bhat Manoj 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Non Independent Director 	<ul style="list-style-type: none"> • 12th August, 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"> • Thothala Narayanasamy Manoharan • Anish Dilip Shah • Mukti Vishvanath Khaire • Shikha Sanjaya Sharma 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Non-Executive Non 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 • 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 Sanjaya Sharma • Bhat Manoj • Mukti Vishvanath Khaire • Penelope Fowler • Thothala Narayanasamy Manoharan 	<ul style="list-style-type: none"> • Chairperson: Non-Executive Independent Director • Non-Executive Non Independent 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 • Chander Prakash Gurnani • Mohit Joshi • Meka Rajyalakshmi Rao • Bhat Manoj • Mukti Vishvanath Khaire 	<ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Executive: Managing Director & CEO • Executive: Managing Director & CEO • Non-Executive Independent Director • Non-Executive Non Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 1st August, 2018 • 20th December, 2023 • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • 19th December, 2023 • N.A. • N.A. • N.A. • N.A.
5. Corporate Social Responsibility Committee	Yes	<ul style="list-style-type: none"> • Chander Prakash Gurnani • Mohit Joshi • Haigreave Khaitan • Meka Rajyalakshmi Rao • Bhat Manoj • Mukti Vishvanath Khaire • Penelope Fowler 	<ul style="list-style-type: none"> • Chairman: Executive: Managing Director & CEO • Chairman: Executive: Managing Director & CEO • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Non Independent Director • Non-Executive Independent Director • Non-Executive Independent Director 	<ul style="list-style-type: none"> • 1st August, 2018 • 20th December, 2023 • 1st August, 2019 • 7th November, 2013 • 26th April, 2021 • 1st August, 2019 • 14th May, 2022 	<ul style="list-style-type: none"> • 19th December, 2023 • 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

Notes:

- Mr. T.N. Manoharan was appointed as Member of the Audit Committee on 12th August, 2013 i.e. his initial date of appointment as member. Mr. T.N. Manoharan has been appointed as Chairperson of the Audit Committee w.e.f. 26th September, 2013.
- Mr. Haigreave Khaitan was appointed as Member of the Stakeholder Relationship Committee on 01st August, 2019 i.e. his initial date of appointment as member. Mr. Haigreave Khaitan has been appointed as Chairperson of the Stakeholders' Relationship Committee w.e.f. 14th May, 2022.
- During the quarter ended 31st December, 2023, Mr. C.P. Gurnani ceased to be Managing Director and CEO of the Company upon expiry of his second term of office approved by the members of the company at its AGM held on 26th July, 2022. Consequently, he also ceased to be the member of Stakeholder Relationship Committee with effect from 19th December, 2023.
- During the quarter ended 31st December, 2023, Mr. Mohit Joshi was appointed as member of Stakeholder Relationship Committee with effect from 20th December, 2023.
- Ms. Shikha Sanjaya Sharma was appointed as Member of the RMC on 01st August, 2019 i.e. her initial date of appointment as member. Ms. Shikha Sanjaya Sharma has been appointed as Chairperson of the RMC w.e.f. 11th February, 2020.
- Mr. T.N. Manoharan was appointed as Chairperson & Member of the RMC on 31st July, 2014 i.e. his initial date of appointment as member. Mr. T.N. Manoharan resigned as Chairperson of the RMC and continued as Member.
- During the quarter ended 31st December, 2023, Mr. C.P. Gurnani ceased to be Managing Director and CEO of the Company upon expiry of his second term of office approved by the members of the company at its AGM held on 26th July, 2022. Consequently, he also ceased to be the member and chairperson of Corporate Social Responsibility Committee with effect from 19th December, 2023.
- During the quarter ended 31st December, 2023, Mr. Mohit Joshi was appointed as member and chairperson of Corporate Social Responsibility Committee with effect from 20th December, 2023.
- Ms. Rajyalakshmi Rao was appointed as Member of the CSR Committee on 7th November, 2013. i.e. her initial date of appointment as member.



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)
26 th July, 2023	Yes	11	11	6	-
25 th October, 2023	Yes	11	11	6	90

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	17 th July, 2023	Yes	4	4	3	0	-
	26 th July, 2023	Yes	4	4	3	0	8
	25 th October, 2023	Yes	4	4	3	0	90
Nomination and Remuneration Committee	19 th July, 2023	Yes	4	4	3	0	-
	24 th October, 2023	Yes	4	4	3	0	96
Stakeholder Relationship Committee	17 th July, 2023	Yes	5	5	3	0	-
	24 th October, 2023	Yes	5	5	3	0	98
Risk Management Committee	20 th July, 2023	Yes	5	5	4	0	-
	24 th October, 2023	Yes	5	5	4	0	95
Corporate Social Responsibility Committee	26 th October, 2023	Yes	6	6	4	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
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.	

VII. 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	NA	Brief details of the event	NA

VI. Affirmations
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Risk Management Committee (applicable to the top 100 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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. 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

