

**Tech Mahindra Limited**

Plot No.1, Rajiv Gandhi Infotech  
Park Phase III, Hinjewadi  
Pune Special Economic Zone  
Pune - 411057, Maharashtra, India

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Registered Office:  
Gateway Building, Apollo Bunder  
Mumbai 400 001, India

CIN L64200MH1986PLCO41370

April 11, 2017

To,  
The Manager,  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code : 532755

The Manager,  
Listing Department  
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

Dear Sir,

**Sub: Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").**

With reference to the above, please find enclosed the compliance report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2017.

Request you to take the same on record.

Thanking you,

For Tech Mahindra Limited

  
Anil Khatri  
Company Secretary

Encl.: as above



# ANNEXURE –I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Tech Mahindra Ltd

2. Quarter ending : 31-March-2017

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PA N <sup>\$</sup> & DIN	Category (Chairperson /Executive/N on- Executive/in dependent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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 Chairman	05/11/2012	-	2	1	0
2. Mr	CHANDER PRAKASH GURNANI	00018234	Executive Managing Director	10/08/2012	-	1	0	0
3. Mr	ULHAS NARAYAN YARGOP	00054530	Non- Executive Director	01/04/1999	-	1	3	0
4. Mr	ANUPAM PRADIP PURI	00209113	Non- Executive Independent Director	01/08/2014	2 Years 8 Months**	3	2	0
5. Mr	VINEET NAYYAR	00018243	Non- Executive Director	01/08/2014	-	3	1	0



6. Mr	RAVINDRA KRISHNA KULKARNI	00059367	Non-Executive Independent Director	01/08/2014	2 Years 8 Months**	5	5	3
7. Mr	THOTHALA NARAYANASAMY MANOHARAN	01186248	Non-Executive Independent Director	01/08/2014	2 Years 8 Months**	3	2	1
8. Ms	RAJYALAKSHMI RAO MEKA	00009420	Non-Executive Independent Director	01/08/2014	2 Years 8 Months**	1	0	0
9. Mr	MELEVEETIL DAMODARAN	02106990	Non-Executive Independent Director	01/08/2014	2 Years 8 Months**	5	5	2
10. Mr	PARTHASARATHY VANKIPURAM SRINIVASA	00125299	Non-Executive Director	10/08/2015	-	3	3	0

\$PAN number 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.

\*\* The tenure mentioned is as per applicable provisions of the Companies Act, 2013.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>\$</sup>
1. Audit Committee	<ul style="list-style-type: none"> <li>T N Manoharan</li> <li>Anupam Puri</li> <li>M Damodaran</li> <li>Ulhas N Yargop</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>
2. Nomination & Remuneration Committee	<ul style="list-style-type: none"> <li>Ravindra Kulkarni</li> <li>Anupam Puri</li> <li>Ulhas N Yargop</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> </ul>



3. Risk Management Committee	<ul style="list-style-type: none"> <li>• T N Manoharan</li> <li>• Anupam Puri</li> <li>• M Damodaran</li> <li>• Ulhas N Yargop</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>
4. Stakeholders Relationship Committee	<ul style="list-style-type: none"> <li>• Ravindra Kulkarni</li> <li>• Vineet Nayyar</li> <li>• Ulhas N Yargop</li> </ul>	<ul style="list-style-type: none"> <li>• Chairman: Non-Executive-Independent Director</li> <li>• Non-Executive -Director</li> <li>• Non-Executive Director</li> </ul>

&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

## II. 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	Maximum gap between any two consecutive (in number of days)
27 <sup>th</sup> October 2016	30 <sup>th</sup> January 2017 & 15 <sup>th</sup> March 2017#	94

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
29 <sup>th</sup> January 2017	Yes	27 <sup>th</sup> October 2016	93

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

#Additional Board Meeting held

## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

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
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. 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 II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA) refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		N.A.
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		N.A.
New name and the old name of the listed entity		N.A.
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes



<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**For Tech Mahindra Limited**

  
Anil Khatri  
Company Secretary