

April 12, 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 and year ended 31st March, 2019.

Request you to take the same on record.

Thanking you,

For Tech Mahindra Limited


Anil Khatri
Company Secretary




Encl.: as above

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Tech Mahindra Ltd

2. Quarter ending : 31-March-2019

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PA N ^{\$} & DIN	Category (Chairperson /Executive/N on- Executive/in dependent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorsh ip in listed entities including this listed entity (Refer Regulatio n 25(1) of Listing Regulatio	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
1. Mr.	Anand G. Mahindra	00004695	Non- Executive Chairman	05/11/2012	-	2	1	0
2. Mr.	C. P. Gurnani	00018234	Executive Managing Director & CEO	10/08/2017	-	1	1	0
3. Mr.	Anupam Puri	00209113	Non- Executive Independent Director	01/08/2014	4 Years 8 Months**	3	1	0
4. Mr.	M. Damodaran	02106990	Non- Executive Independent Director	01/08/2014	4 Years 8 Months**	6	5	4
5. Ms.	M. Rajyalakshmi Rao	00009420	Non- Executive Independent Director	01/08/2014	4 Years 8 Months**	1	0	0



6. Mr.	Ravindra Kulkarni	00059367	Non-Executive Independent Director	01/08/2014	4 Years 8 Months**	5	6	2
7. Mr.	T. N. Manoharan	01186248	Non-Executive Independent Director	01/08/2014	4 Years 8 Months**	3	1	2
8. Mr.	Ulhas N. Yargop	00054530	Non-Executive Director	01/04/1999	-	1	3	0
9. Mr.	V. S. Parthasarathy	00125299	Non-Executive Director	10/08/2015	-	3	4	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/ NonExecutive/ Independent/Nominee)\$	Date of Appointment	Date of Cessation
1. Audit Committee	<ul style="list-style-type: none"> T. N. Manoharan Anupam Puri M. Damodaran Ulhas N. Yargop 	<ul style="list-style-type: none"> Chairman: Non-Executive -Independent Director* Non-Executive -Independent Director Non-Executive -Independent Director Non-Executive Director <p>*Appointed as a Member w.e.f. 12th August, 2013.</p>	26 th September, 2013 18 th October, 2002 22 nd July, 2008 21 st October, 2008	Not Applicable
2. Nomination & Remuneration Committee	<ul style="list-style-type: none"> Ravindra Kulkarni Anupam Puri Ulhas N. Yargop 	<ul style="list-style-type: none"> Chairman: Non-Executive - Independent Director Non-Executive: Independent Director Non- Executive Director 	20 th October, 2009 19 th May, 2008 26 th February, 1999	Not Applicable
3. Risk Management Committee	<ul style="list-style-type: none"> T. N. Manoharan Anupam Puri M. Damodaran Ulhas N. Yargop 	<ul style="list-style-type: none"> Chairman: Non-Executive- Independent Director Non-Executive-Independent Director Non-Executive- Independent Director Non-Executive Director 	31 st July, 2014 31 st July, 2014 31 st July, 2014 31 st July, 2014	Not Applicable



4. Stakeholders Relationship Committee	<ul style="list-style-type: none"> • M. Damodaran • C. P. Gurnani • Ravindra Kulkarni • Ulhas N. Yargop • V. S. Parthasarathy 	<ul style="list-style-type: none"> • Chairman: Non-Executive-Independent Director • Executive Managing Director & CEO • Non-Executive Director - Independent Director* • Non-Executive Director** • Non-Executive Director <p>*Chairman of the Committee w.e.f. 5th November, 2012 and thereafter continues as a Member of the Committee.</p> <p>**Chairman of the Committee from 4th May, 2006 upto 5th November, 2012 and thereafter continues as a Member of the Committee.</p>	1 st August, 2017 1 st August, 2018 5 th November, 2012 4 th May, 2006 1 st August, 2018	Not Applicable
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*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)
30 th October, 2018	5 th February, 2019 & 21 st February, 2019	97 & 15

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*
4 th February, 2019	Yes	29 th October, 2018	97

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

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
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	Yes	
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 & 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 & 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)	N.A.
<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 & 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.

