

15th April, 2021

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, 2021.

Request you to take the same on record.

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 : 31-March-2021

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 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 G. Mahindra	00004695	Non-Executive Chairman	19/09/1995	26/09/2013	-	-	01/05/1955	NA	-	2	0	1	0
2. Mr.	C. P. Gurnani	00018234	Executive Managing Director & CEO	10/08/2012	10/08/2017	-	-	19/12/1958	NA	-	2	0	1	0
3. Mr.	M. Damodaran	02106990	Non-Executive Independent Director	22/07/2008	01/08/2019	-	6 Years 8 Months	04/05/1947	NA	-	6	6	8	4
4. Ms.	M. Rajyalakshmi Rao	00009420	Non-Executive Independent Director	01/07/2013	01/08/2019	-	6 Years 8 Months	22/12/1949	NA	-	1	1	2	0
5. Mr.	T. N. Manoharan	01186248	Non-Executive Independent Director	01/07/2013	01/08/2019	-	6 Years 8 Months	07/04/1956	NA	-	2	2	2	2



6. Mr.	V. S. Parthasarathy	00125299	Non-Executive Director	10/08/2015	02/08/2016	31/01/2021	-	01/11/1962	NA	-	1	0	1	1
7. Ms.	Mukti Khaire	08356551	Non-Executive Independent Director	19/04/2019	01/08/2019	-	1 year 8 Months	15/09/1973	NA	-	1	1	1	0
8. Mr.	Haigreve Khaitan	00005290	Non-Executive Independent Director	01/08/2019	-	-	1 year 8 Months	13/07/1970	NA	-	7	7	8	3
9. Ms.	Shikha Sharma	00043265	Non-Executive Independent Director	01/08/2019	-	-	1 year 8 Months	19/11/1958	NA	-	5	5	4	0
10. Dr.	Anish D. Shah	02719429	Non-Executive Director	10/09/2019	28/07/2020	-	-	26/12/1969	NA	-	5	0	1	0

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to Managing Director 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)^{\$}	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	<ul style="list-style-type: none"> • T. N. Manoharan • M. Damodaran • M. Rajyalakshmi Rao • V. S. Parthasarathy 	<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 • 22nd July, 2008 • 24th October, 2020 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • 31st January, 2021
2. Nomination & Remuneration Committee	Yes	<ul style="list-style-type: none"> • T. N. Manoharan • Shikha Sharma • V. S. Parthasarathy • Mukti Khaire 	<ul style="list-style-type: none"> • Chairman: Non-Executive -Independent Director • Non-Executive: Independent Director • Non-Executive Director • Non-Executive: Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 1st August, 2019 • 1st August, 2019 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A. • 31st January, 2021 • N.A.
3. Risk Management Committee	Yes	<ul style="list-style-type: none"> • Shikha Sharma • T. N. Manoharan • M. Damodaran • V. S. Parthasarathy • Dr. Anish Shah • Mukti Khaire 	<ul style="list-style-type: none"> • Chairperson: Non-Executive: Independent Director w.e.f 11.02.2020 • Non-Executive -Independent Director • Non-Executive- Independent Director • Non-Executive Director • Non-Executive Director • Non-Executive: Independent Director 	<ul style="list-style-type: none"> • 1st August, 2019 • 31st July, 2014 • 31st July, 2014 • 1st August, 2019 • 10th September, 2019 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A. • N.A. • 31st January, 2021 • N.A. • N.A.
4. Stakeholders Relationship Committee	Yes	<ul style="list-style-type: none"> • M. Damodaran • C. P. Gurnani • V. S. Parthasarathy • M. Rajyalakshmi Rao • Haigreve Khaitan • Mukti Khaire 	<ul style="list-style-type: none"> • Chairman: Non-Executive -Independent Director • Executive: Managing Director & CEO • Non-Executive Director • Non-Executive-Independent Director • Non-Executive-Independent Director • Non-Executive-Independent Director 	<ul style="list-style-type: none"> • 1st August, 2017 • 1st August, 2018 • 1st August, 2018 • 1st August, 2019 • 1st August, 2019 • 1st August, 2019 	<ul style="list-style-type: none"> • N.A. • N.A. • 31st January, 2021 • 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					



I. 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*	Number of Directors present*	No. if Independent Directors present*	Maximum gap between any two consecutive (in number of days)
23 rd & 24 th October, 2020	6 th January, 2021	Yes	10	6	54
12 th November, 2020	29 th & 30 th January, 2021	Yes	10	6	22
	5 th February, 2021	Yes	8	5	5
*to be filled in only for the current quarter meetings					
II. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	No. of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
27 th January, 2021	Yes	4	3	23 rd October, 2020	95
5 th February, 2021	Yes	3	3		8
* 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					
III. 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.					



I. 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 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	If Yes provide link to website. If No/NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.techmahindra.com/en-in/
b) Terms and conditions of appointment of independent directors	Yes	https://insights.techmahindra.com/investors/Terms-and-Conditions-of-Appointment.pdf
c) Composition of various committees of board of directors	Yes	https://insights.techmahindra.com/investors/tml-board-committees.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	https://insights.techmahindra.com/investors/Code-Of-Ethical-Business-Conduct.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://insights.techmahindra.com/investors/WhistleBlower_Policy.pdf
f) Criteria of making payments to non-executive directors	Yes	https://insights.techmahindra.com/investors/Criteria-For-Making-Payments-To-Non-Executive-Directors.pdf
g) Policy on dealing with related party transactions	Yes	https://insights.techmahindra.com/investors/Related-Party-Transactions-Policy.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://insights.techmahindra.com/investors/Policy-For-Determining-Material-Subsidiaries.pdf
i) Details of familiarization programmes imparted to independent directors	Yes	https://insights.techmahindra.com/investors/tml-familiarisation-programmes-for-IDs.pdf
j) Email address for grievance redressal and other relevant details	Yes	https://www.techmahindra.com/en-in/investors/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.techmahindra.com/en-in/investors/
l) Financial results	Yes	https://www.techmahindra.com/en-in/investors/
m) Shareholding pattern	Yes	https://www.techmahindra.com/en-in/investors/
n) Details of agreements entered into with the media companies and/or their associates	N.A.	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.techmahindra.com/en-in/investors/
p) New name and the old name of the listed entity	N.A.	
q) Advertisements as per regulation 47 (1)	Yes	https://www.techmahindra.com/en-in/investors/
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.techmahindra.com/en-in/investors/
As per other regulations of the LODR		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.techmahindra.com/en-in/investors/
b) Materiality Policy as per Regulation 30	Yes	https://insights.techmahindra.com/investors/Policy-for-determination-of-materiality-for-disclosure-of-events-or-information.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://insights.techmahindra.com/investors/tml-dividend-distribution-policy.pdf
It is certified that these contents on the website of the listed entity are correct.		



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), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	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>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	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>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(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>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	N.A.
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	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. - Yes

