

Tech Mahindra Limited

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Gateway Building, Apollo Bunder
Mumbai 400 001, India
CIN : L64200MH1986PLC041370

Date: 4th January, 2017

To
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001
FAX NO.: 022 2272 2037/39/41/61

Scrip Code : 532755

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th floor,
Plot No. – C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
MUMBAI – 400 051
FAX NO.: 022 26598237/38, 2659 8347/48
NSE Symbol : TECHM

Dear Sir,

Sub: Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”).

With reference to the above, please find enclosed the compliance report on Corporate Governance for the quarter ended 31st December, 2016.

Request you to take the same on record.

Thanking you,

For Tech Mahindra Limited


G. Jayaraman
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-December-2016

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PA N ^{\$} & DIN	Category (Chairperson /Executive/Non-Executive/independent/ 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 5 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 5 Months**	5	5	3
7. Mr	THOTHALA NARAYANASAMY MANOHARAN	01186248	Non-Executive Independent Director	01/08/2014	2 Years 5 Months**	3	2	1
8. Ms	RAJYALAKSHMI RAO MEKA	00009420	Non-Executive Independent Director	01/08/2014	2 Years 5 Months**	1	0	0
9. Mr	MELEVEETIL DAMODARAN	02106990	Non-Executive Independent Director	01/08/2014	2 Years 5 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) [§]
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
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



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
4. Stakeholders Relationship Committee	<ul style="list-style-type: none"> • Ravindra Kulkarni • Vineet Nayyar • Ulhas N Yargop 	<ul style="list-style-type: none"> • Chairman: Non-Executive-Independent Director • Non-Executive - Director • Non-Executive Director

&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)
1 st & 2 nd August 2016	27 th October 2016	85

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*
27 th October 2016	Yes	1 st August 2016	86

* 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	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.