

January 14, 2019

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

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

**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 ended 31<sup>st</sup> December, 2018.

Request you to take the same on record.

Thanking you,

For Tech Mahindra Limited

  
Anil Khatri  
Company Secretary  
*AK*



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-December-2018

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PA N <sup>\$</sup> & 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 Regulation)	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 5 Months**	3	1	0
4. Mr.	M. Damodaran	02106990	Non-Executive Independent Director	01/08/2014	4 Years 5 Months**	5	5	3
5. Ms.	M. Rajyalakshmi Rao	00009420	Non-Executive Independent Director	01/08/2014	4 Years 5 Months**	1	0	0



6. Mr.	Ravindra Kulkarni	00059367	Non-Executive Independent Director	01/08/2014	4 Years 5 Months**	5	6	2
7. Mr.	T. N. Manoharan	01186248	Non-Executive Independent Director	01/08/2014	4 Years 5 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"> <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> <p>*Appointed as a Member w.e.f. 12<sup>th</sup> August, 2013.</p>	26 <sup>th</sup> September, 2013 18 <sup>th</sup> October, 2002 22 <sup>nd</sup> July, 2008 21 <sup>st</sup> October, 2008	Not Applicable
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>	20 <sup>th</sup> October, 2009 19 <sup>th</sup> May, 2008 26 <sup>th</sup> February, 1999	Not Applicable
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>	31 <sup>st</sup> July, 2014 31 <sup>st</sup> July, 2014 31 <sup>st</sup> July, 2014 31 <sup>st</sup> July, 2014	Not Applicable



<b>4. Stakeholders Relationship Committee</b>	<ul style="list-style-type: none"> <li>• M. Damodaran</li> <li>• C. P. Gurnani</li> <li>• Ravindra Kulkarni</li> <li>• Ulhas N. Yargop</li> <li>• V. S. Parthasarathy</li> </ul>	<ul style="list-style-type: none"> <li>• Chairman: Non-Executive-Independent Director</li> <li>• Executive Managing Director &amp; CEO</li> <li>• Non-Executive Director - Independent Director*</li> <li>• Non-Executive Director**</li> <li>• Non-Executive Director</li> </ul> <p>*Chairman of the Committee w.e.f. 5<sup>th</sup> November, 2012 and thereafter continues as a Member of the Committee.</p> <p>**Chairman of the Committee from 4<sup>th</sup> May, 2006 upto 5<sup>th</sup> November, 2012 and thereafter continues as a Member of the Committee.</p>	1 <sup>st</sup> August, 2017 1 <sup>st</sup> August, 2018 5 <sup>th</sup> November, 2012 4 <sup>th</sup> May, 2006 1 <sup>st</sup> 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 <sup>th</sup> July, 2018	30 <sup>th</sup> October, 2018	91

## 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> October, 2018	Yes	30 <sup>th</sup> July, 2018	90

\* 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**