

10<sup>th</sup> January, 2023

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/Madam,

With reference to the above, please find enclosed the compliance report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2022.

Request you to take the same on record.

Thanking you,

**For Tech Mahindra Limited**

*Anil Khatri*  
**Anil Khatri**

*PS* **Company Secretary**



Encl.: as above

## 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-December-2022

| I. Composition of Board of Directors |                      |                         |   |                             |                        |                   |                  |               |                                      |  |                                    |  |  |  |  |
|--------------------------------------|----------------------|-------------------------|---|-----------------------------|------------------------|-------------------|------------------|---------------|--------------------------------------|--|------------------------------------|--|--|--|--|
| Title (Mr./ Ms.)                     | Name of the Director | PAN <sup>\$</sup> & DIN | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)& | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure*          | Date of Birth | Whether the Director is disqualified | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulation s] | 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    | No                                   | NA   | -                                  | 2  | 0  | 1  | 0  |
| 2. Mr.                               | C. P. Gurnani        | 00018234                | Executive Managing Director & CEO                                       | 10/08/2012                  | 10/08/2022             | -                 | -                | 19/12/1958    | No                                   | NA   | -                                  | 2  | 0  | 1  | 0  |
| 3. Dr.                               | Anish D. Shah        | 02719429                | Non-Executive Director  | 10/09/2019                  | 28/07/2020             | -                 | -                | 26/12/1969    | No                                   | NA   | -                                  | 6  | 0  | 0  | 0  |
| 4. Mr.                               | Haigreve Khaitan     | 00005290                | Non-Executive Independent Director                                      | 01/08/2019                  | 01/08/2019             | -                 | 3 years 5 Months | 13/07/1970    | No                                   | NA   | -                                  | 7  | 7  | 10   | 4  |
| 5. Ms.                               | M. Rajyalakshmi Rao  | 00009420                | Non-Executive Independent Director                                      | 01/07/2013                  | 01/08/2019             | -                 | 8 Years 5 Months | 22/12/1949    | No                                   | NA   | -                                  | 1  | 1  | 2  | 0  |





|         |                 |          |                                    |            |            |   |                  |            |    |    |   |   |   |   |   |
|---------|-----------------|----------|------------------------------------|------------|------------|---|------------------|------------|----|----|---|---|---|---|---|
| 6. Mr.  | Manoj Bhat      | 05205447 | Non-Executive Director             | 02/04/2021 | 30/07/2021 | - | -                | 16/03/1973 | No | NA | - | 1 | 0 | 2 | 0 |
| 7. Dr.  | Mukti Khaire    | 08356551 | Non-Executive Independent Director | 19/04/2019 | 01/08/2019 | - | 3 years 5 Months | 15/09/1973 | No | NA | - | 1 | 1 | 1 | 0 |
| 8. Ms.  | Penelope Fowler | 09591815 | Non-Executive Independent Director | 13/05/2022 | 26/07/2022 | - | 5 months         | 16/10/1963 | No | NA | - | 1 | 0 | 0 | 0 |
| 9. Ms.  | Shikha Sharma   | 00043265 | Non-Executive Independent Director | 01/08/2019 | 01/08/2019 | - | 3 year 5 Months  | 19/11/1958 | No | NA | - | 5 | 4 | 3 | 0 |
| 10. Mr. | T. N. Manoharan | 01186248 | Non-Executive Independent Director | 01/07/2013 | 01/08/2019 | - | 8 Years 5 Months | 07/04/1956 | No | NA | - | 3 | 3 | 2 | 2 |

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to Promoter - Yes

^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) <sup>s</sup>   | Date of Appointment  | Date of Cessation  |
| 1. Audit Committee                           | Yes                                   | <ul style="list-style-type: none"> <li>• T. N. Manoharan</li> <li>• Haigreave Khaitan</li> <li>• M. Rajyalakshmi Rao</li> <li>• Manoj Bhat</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>   | <ul style="list-style-type: none"> <li>• 26<sup>th</sup> September, 2013</li> <li>• 14<sup>th</sup> May, 2022</li> <li>• 24<sup>th</sup> October, 2020</li> <li>• 26<sup>th</sup> April, 2021</li> </ul>   | <ul style="list-style-type: none"> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> </ul>                                 |
| 2. Nomination & Remuneration Committee       | Yes                                   | <ul style="list-style-type: none"> <li>• T. N. Manoharan</li> <li>• Dr. Anish Shah</li> <li>• Dr. Mukti Khaire</li> <li>• Shikha Sharma</li> </ul>   | <ul style="list-style-type: none"> <li>• Chairman: Non-Executive Independent Director</li> <li>• Non-Executive Director</li> <li>• Non-Executive Independent Director</li> <li>• Non-Executive Independent Director</li> </ul>   | <ul style="list-style-type: none"> <li>• 1<sup>st</sup> August, 2019</li> <li>• 26<sup>th</sup> April, 2021</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 1<sup>st</sup> August, 2019</li> </ul>   | <ul style="list-style-type: none"> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> </ul>                                 |
| 3. Risk Management Committee                 | Yes                                   | <ul style="list-style-type: none"> <li>• Shikha Sharma</li> <li>• Manoj Bhat</li> <li>• Dr. Mukti Khaire</li> <li>• Penelope Fowler</li> <li>• T. N. Manoharan</li> </ul>                                  | <ul style="list-style-type: none"> <li>• Chairperson: Non-Executive Independent Director w.e.f. 11.02.2020</li> <li>• Non-Executive Director</li> <li>• Non-Executive Independent Director</li> <li>• Non-Executive Independent Director</li> <li>• Non-Executive Independent Director</li> </ul>                              | <ul style="list-style-type: none"> <li>• 1<sup>st</sup> August, 2019</li> <li>• 26<sup>th</sup> April, 2021</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 14<sup>th</sup> May, 2022</li> <li>• 31<sup>st</sup> July, 2014</li> </ul>   | <ul style="list-style-type: none"> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> </ul>                 |
| 4. Stakeholders Relationship Committee       | Yes                                   | <ul style="list-style-type: none"> <li>• Haigreave Khaitan</li> <li>• C. P. Gurnani</li> <li>• M. Rajyalakshmi Rao</li> <li>• Manoj Bhat</li> <li>• Dr. Mukti Khaire</li> </ul>                            | <ul style="list-style-type: none"> <li>• Chairman: Non-Executive Independent Director w.e.f. 14.05.2022</li> <li>• Executive: Managing Director &amp; CEO</li> <li>• Non-Executive Independent Director</li> <li>• Non-Executive Director</li> <li>• Non-Executive Independent Director</li> </ul>                             | <ul style="list-style-type: none"> <li>• 1<sup>st</sup> August, 2019</li> <li>• 1<sup>st</sup> August, 2018</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 26<sup>th</sup> April, 2021</li> <li>• 1<sup>st</sup> August, 2019</li> </ul>                                      | <ul style="list-style-type: none"> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> </ul>                 |
| 5. Corporate Social Responsibility Committee | Yes                                   | <ul style="list-style-type: none"> <li>• C. P. Gurnani</li> <li>• Haigreave Khaitan</li> <li>• M. Rajyalakshmi Rao</li> <li>• Manoj Bhat</li> <li>• Dr. Mukti Khaire</li> <li>• Penelope Fowler</li> </ul> | <ul style="list-style-type: none"> <li>• Chairman: Executive: Managing Director &amp; CEO</li> <li>• Non-Executive Independent Director</li> <li>• Non-Executive Independent Director</li> <li>• Non-Executive Director</li> <li>• Non-Executive Independent Director</li> <li>• Non-Executive Independent Director</li> </ul> | <ul style="list-style-type: none"> <li>• 1<sup>st</sup> August, 2019</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 26<sup>th</sup> April, 2021</li> <li>• 1<sup>st</sup> August, 2019</li> <li>• 14<sup>th</sup> May, 2022</li> </ul> | <ul style="list-style-type: none"> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> <li>• N.A.</li> </ul> |

<sup>s</sup>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





| III. 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* | Total Number of Directors as on date of meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the Meeting* | Maximum gap between any two consecutive (in number of days) |
| 25 <sup>th</sup> July, 2022                            | 1 <sup>st</sup> November, 2022                      | Yes                                | 10  | 10  | 6   | 98  |
| *to be filled in only for the current quarter meetings |   |                                    |   |   |   |   |

| IV. Meetings of Committees                |   |  |   |   |   |  |   |   |
|---|---|--|---|---|---|--|---|---|
| Name of the Board Committees              | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Total Number of Directors as on date of meeting | Number of Directors present* (All directors including Independent Director) | No. of independent directors attending the Meeting* | No. of members attending the meeting (other than Board of Directors) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee                           | 31 <sup>st</sup> October, 2022                              | Yes  | 4   | 4   | 3   | 0  | 25 <sup>th</sup> July, 2022                                 | 97  |
| Nomination and Remuneration Committee     | 1 <sup>st</sup> November, 2022                              | Yes  | 4   | 4   | 3   | 0  | 26 <sup>th</sup> July, 2022                                 | 97  |
| Stakeholder Relationship Committee        | 31 <sup>st</sup> October, 2022                              | Yes  | 5   | 5   | 3   | 0  | 26 <sup>th</sup> July, 2022                                 | 96  |
| Risk Management Committee                 | 31 <sup>st</sup> October, 2022                              | Yes  | 5   | 5   | 4   | 0  | 25 <sup>th</sup> July, 2022                                 | 97  |
| Corporate Social Responsibility Committee | 1 <sup>st</sup> November, 2022                              | Yes  | 6   | 6   | 4   | 0  | -   | -   |


\* 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





| 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  |
| <p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> |  |

| VI. Affirmations  |
|---|
| <ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk Management Committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>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.</li> <li>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.</li> <li>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: <b>NIL</b></li> </ol> |
|   |

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.