

TECH
mahindra

Tech Mahindra Limited
Sharda Centre, Off Karve Road,
Pune - 411004, Maharashtra, India

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techmahindra.com
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16th April, 2024

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/Madam,

With reference to the subject matter, the Corporate Governance Report for the quarter and year ended March 31, 2024 is filed with the Stock Exchanges in the XBRL mode as mandated by the Exchanges. The enclosed Corporate Governance Report is prepared for dissemination on the website of the Company.

Thanking you,

For Tech Mahindra Limited

Anil Khatri
Anil Khatri

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 : 31st March 2024

I. Composition of Board of Directors

| Title (Mr./ Ms.) | Name of the Director | PAN ^s & DIN | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)& | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure* (in months) | Date of Birth | Whether the Director is disqualified | 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 |
|------------------|-------------------------|------------------------|---|-----------------------------|------------------------|-------------------|---------------------|---------------|--------------------------------------|---|------------------------------------|--|--|--|---|
| 1. Mr. | Anand Gopal Mahindra | 00004695 | Non-Executive - Non Independent Director, Chairperson related to Promoter | 19-09-1995 | 26-09-2013 | - | - | 01-05-1955 | No | NA | - | 2 | 0 | 1 | 0 |
| 2. Mr. | Mohit Joshi | 08339247 | Executive Director, CEO-MD | 20-06-2023 | 20-12-2023 | - | - | 03-04-1974 | No | NA | - | 1 | 0 | 1 | 0 |
| 3. Dr. | Anish Dilip Shah | 02719429 | Non-Executive Non Independent Director | 10-09-2019 | 30-07-2021 | - | - | 26-12-1969 | No | NA | - | 6 | 0 | 0 | 0 |
| 4. Mr. | Haigreve Khaitan | 00005290 | Non-Executive Independent Director | 01-08-2019 | 01-08-2019 | - | 56.00 | 13-07-1970 | No | NA | - | 6 | 6 | 9 | 3 |
| 5. Ms. | Meka Rajyalakshmi Rao | 00009420 | Non-Executive Independent Director | 01-08-2014 | 01-08-2019 | - | 116.00 | 22-12-1949 | No | NA | - | 1 | 1 | 2 | 0 |
| 6. Mr. | Bhat Manoj | 05205447 | Non-Executive Non Independent Director | 02-04-2021 | 27-07-2023 | - | - | 16-03-1973 | No | NA | - | 1 | 0 | 2 | 0 |
| 7. Dr. | Mukti Vishvanath Khaire | 08356551 | Non-Executive Independent Director | 01-08-2019 | 01-08-2019 | - | 56.00 | 15-09-1973 | No | NA | - | 1 | 1 | 1 | 0 |



| | | | | | | | | | | | | | | | |
|---------|-----------------------|----------|------------------------------------|------------|------------|---|--------|------------|----|----|---|---|---|---|---|
| 8. Ms | Penelope Fowler | 09591815 | Non-Executive Independent | 26-07-2022 | 26-07-2022 | - | 20.00 | 16-10-1963 | No | NA | - | 1 | 1 | 0 | 0 |
| 9. Ms | Shikha Sanjaya Sharma | 00043265 | Non-Executive Independent Director | 01-08-2019 | 01-08-2019 | - | 5600 | 19-11-1958 | No | NA | - | 5 | 5 | 4 | 0 |
| 11. Mr. | Thothala Narayanasamy | 01186248 | Non-Executive Independent Director | 01-08-2014 | 01-08-2019 | - | 116.00 | 07-04-1956 | No | NA | - | 3 | 3 | 2 | 2 |

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to MD 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.

Notes:

Ms. Meka R Rao & Mr. T.N. Manoharan were initially appointed as IDs on the Board of the Company on 01.07.2013. On the enactment of the Cos Act, 2013, they were appointed for a first term of 5 consecutive years as IDs from 01.08.2014. Their Initial Date of Appt has been considered as 01.08.2014. Ms. Meka R Rao and Mr. T.N. Manoharan got re-appointed for a 2nd term of 5 yrs from 01.08.2019. Thus, the tenure for Ms. Meka R Rao and Mr. T.N. Manoharan has been calculated from 01.08.2014.

Dr. Mukti V Khaire was appointed as Additional Director on 19.04.2019. The shareholders at their 32nd AGM held on 01.08.2019 appointed Dr. Khaire as ID for the first term of 5 consecutive years from 01.08.2019.

Ms. Penelope Fowler was appointed as Additional Director on 13.05.2022. The shareholders at their 34th AGM held on 26.07.2022 appointed Ms. Fowler as ID for the first term of 5 consecutive years from 26.07.2022.

The date of re-appointment in case of Non-Executive Non-ID is the date on which the shareholders reappointed them as Director liable to retire by rotation. Mr. Anand G. Mahindra was reappointed as Director not liable to retire by rotation by the shareholders on 26.09.2013.

The names of the Directors are mentioned as per their PAN.

During the quarter under review, Ms. Penelope Fowler received her PAN



II. Composition of Committees

| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/ Executive/ Non Executive/ Independent/Nominee) ⁵ | Date of Appointment | Date of Cessation |
|--|---------------------------------------|--|--|---|--|
| 1. Audit Committee | Yes | <ul style="list-style-type: none"> • Thothala Narayanasamy Manoharan • Haigreve Khaitan • Meka Rajyalakshmi Rao • Bhat Manoj | <ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Non Independent Director | <ul style="list-style-type: none"> • 12th August, 2013 • 14th May, 2022 • 24th October, 2020 • 26th April, 2021 | <ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A. |
| 2. Nomination & Remuneration Committee | Yes | <ul style="list-style-type: none"> • Thothala Narayanasamy Manoharan • Anish Dilip Shah • Mukti Vishvanath Khaire • Shikha Sanjaya Sharma | <ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Non-Executive Non Independent Director • Non-Executive Independent Director • Non-Executive Independent Director | <ul style="list-style-type: none"> • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 • 1st August, 2019 | <ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A. |
| 3. Risk Management Committee | Yes | <ul style="list-style-type: none"> • Shikha Sanjaya Sharma • Bhat Manoj • Mukti Vishvanath Khaire • Penelope Fowler • Thothala Narayanasamy Manoharan | <ul style="list-style-type: none"> • Chairperson: Non-Executive Independent Director • Non-Executive Non Independent Director • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Independent Director | <ul style="list-style-type: none"> • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 • 14th May, 2022 • 31st July, 2014 | <ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A. • N.A. |
| 4. Stakeholders Relationship Committee | Yes | <ul style="list-style-type: none"> • Haigreve Khaitan • Mohit Joshi • Meka Rajyalakshmi Rao • Bhat Manoj • Mukti Vishvanath Khaire | <ul style="list-style-type: none"> • Chairman: Non-Executive Independent Director • Executive: Managing Director & CEO • Non-Executive Independent Director • Non-Executive Non Independent Director • Non-Executive Independent Director | <ul style="list-style-type: none"> • 1st August, 2019 • 20th December, 2023 • 1st August, 2019 • 26th April, 2021 • 1st August, 2019 | <ul style="list-style-type: none"> • N.A. • N.A. • N.A. • N.A. • N.A. |
| 5. Corporate Social Responsibility Committee | Yes | <ul style="list-style-type: none"> • Mohit Joshi • Haigreve Khaitan • Meka Rajyalakshmi Rao • Bhat Manoj • Mukti Vishvanath Khaire • Penelope Fowler | <ul style="list-style-type: none"> • Chairman: Executive: Managing Director & CEO • Non-Executive Independent Director • Non-Executive Independent Director • Non-Executive Non Independent Director • Non-Executive Independent Director • Non-Executive Independent Director | <ul style="list-style-type: none"> • 20th December, 2023 • 1st August, 2019 • 7th November, 2013 • 26th April, 2021 • 1st August, 2019 • 14th May, 2022 | <ul style="list-style-type: none"> • N.A. • N.A. • N.A. • 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

Notes:

- Mr. T.N. Manoharan was appointed as Member of the Audit Committee on 12th August, 2013 i.e. his initial date of appointment as member. Mr. T.N. Manoharan has been appointed as Chairperson of the Audit Committee w.e.f. 26th September, 2013.
- Mr. Haigreve Khaitan was appointed as Member of the Stakeholder Relationship Committee on 01st August, 2019 i.e. his initial date of appointment as member. Mr. Haigreve Khaitan has been appointed as Chairperson of the Stakeholders' Relationship Committee w.e.f.14th May, 2022.
- Ms. Shikha Sanjaya Sharma was appointed as Member of the RMC on 01st August, 2019 i.e. her initial date of appointment as member. Ms. Shikha Sanjaya Sharma has been appointed as Chairperson of the RMC w.e.f.11th February, 2020.
- Mr. T.N. Manoharan was appointed as Chairperson & Member of the RMC on 31.07.2014 i.e. his initial date of appointment as member. Thereafter he relinquished his position as Chairperson of the RMC and continued as Member. Ms. Rajyalakshmi Rao was appointed as Member of the CSR Committee on 7th November, 2013. i.e. her initial date of appointment as member.

| Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order) | 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 th October, 2023 | Yes | 11 | 11 | 6 | - |
| 24 th January, 2024 | Yes | 10 | 10 | 6 | 90 |



| IV. Meetings of Committees | | | | | | | |
|---|---|--|---|---|---|--|---|
| Name of the Board Committees | Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order) | 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) | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee | 25 th October, 2023 | Yes | 4 | 4 | 3 | 0 | - |
| | 23 rd January, 2024 | Yes | 4 | 4 | 3 | 0 | 89 |
| Nomination and Remuneration Committee | 24 th October, 2023 | Yes | 4 | 4 | 3 | 0 | - |
| | 23 rd January, 2024 | Yes | 4 | 4 | 3 | 0 | 90 |
| Stakeholder Relationship Committee | 24 th October, 2023 | Yes | 5 | 5 | 3 | 0 | - |
| | 23 rd January, 2024 | Yes | 5 | 5 | 3 | 0 | 90 |
| Risk Management Committee | 24 th October, 2023 | Yes | 5 | 5 | 4 | 0 | - |
| | 23 rd January, 2024 | Yes | 5 | 5 | 4 | 0 | 90 |
| Corporate Social Responsibility Committee | 26 th October, 2023 | 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



Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

J. Disclosure on website in terms of Listing Regulations

| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
|------|--|-------------------------------|--|---|
| 1 | Details of business | Yes | | https://www.techmahindra.com/en-in/ |
| 2 | Terms and conditions of appointment of independent directors | Yes | | https://insights.techmahindra.com/investors/Terms-and-Conditions-of-Appointment.pdf |
| 3 | Composition of various committees of board of directors | Yes | | https://insights.techmahindra.com/investors/tml-board-committees.pdf |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | https://insights.techmahindra.com/investors/Code-Of-Ethical-Business-Conduct.pdf |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://insights.techmahindra.com/investors/WhistleBlower_Policy.pdf |
| 6 | Criteria of making payments to non-executive directors | Yes | | https://insights.techmahindra.com/investors/Criteria-For-Making-Payments-To-Non-Executive-Directors.pdf |
| 7 | Policy on dealing with related party transactions | Yes | | https://insights.techmahindra.com/investors/Related-Party-Transactions-Policy.pdf |
| 8 | Policy for determining 'material' subsidiaries | Yes | | https://insights.techmahindra.com/investors/Policy-For-Determining-Material-Subsidiaries.pdf |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | https://insights.techmahindra.com/investors/tml-familiarisation-programmes-for-IDs.pdf |
| 10 | Email address for grievance redressal and other relevant details | Yes | | https://www.techmahindra.com/en-in/investors/ |
| 11 | 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/ |
| 12 | Financial results | Yes | | https://www.techmahindra.com/en-in/investors/ |
| 13 | Shareholding pattern | Yes | | https://www.techmahindra.com/en-in/investors/ |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15.1 | 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/disclosure-events/ |
| 15.2 | Audio or video recordings and transcripts of post earnings/quarterly calls | Yes | | https://www.techmahindra.com/en-in/investors/disclosure-events/ |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | https://www.techmahindra.com/en-in/investors/disclosure-events/ |
| 18 | Credit rating or revision in credit rating obtained | NA | | |
| 19 | 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/ |
| 20 | Secretarial Compliance Report | Yes | | https://www.techmahindra.com/en-in/investors/disclosure-events/ |
| 21 | Materiality Policy as per Regulation 30 (4) | Yes | | https://insights.techmahindra.com/investors/policy-for-determination-of-materiality.pdf |
| 22 | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | | https://insights.techmahindra.com/investors/details-of-kmps-and-executives.pdf |
| 23 | Disclosures under regulation 30(8) | Yes | | https://insights.techmahindra.com/investors/Archival-Policy.pdf |
| 24 | Statements of deviation(s) or variations(s) as specified in regulation 32 | NA | | |
| 25 | Dividend Distribution policy as per Regulation 43A(1) | Yes | | https://insights.techmahindra.com/investors/tml-dividend-distribution-policy.pdf |
| 26 | Annual return as provided under section 92 of the Companies Act, 2013 | Yes | | https://insights.techmahindra.com/investors/mgt-7.pdf |
| 27 | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | | https://www.techmahindra.com/en-in/investors/ |
| 28 | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes | | https://www.techmahindra.com/en-in/investors/ |
| 29 | Disclosure of notes on website in terms of Listing Regulations | | Add Notes | |



| 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> | |

| VII. Details of Cyber security incidence | | | |
|--|----|----------------------------|----|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | | No |
| Date of the event | NA | Brief details of the event | NA |

| Annexure II | | |
|---|--|--------------------------------------|
| III. Affirmations | | |
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| Any other information to be provided | | |



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 (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.
6. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**

| ANNUAL AFFIRMATIONS | | |
|---------------------|--|-------------------------------|
| Sr | Item | Compliance status (Yes/No/NA) |
| 1 | Details of business | Yes |
| 2 | Terms and conditions of appointment of independent directors | Yes |
| 3 | Composition of various committees of board of directors | Yes |
| 4 | Code of conduct of board of directors and senior management personnel | Yes |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes |
| 6 | Criteria of making payments to non-executive directors | Yes |
| 7 | Policy on dealing with related party transactions | Yes |
| 8 | Policy for determining 'material' subsidiaries | Yes |
| 9 | Details of familiarization programmes imparted to independent directors | Yes |
| 10 | Email address for grievance redressal and other relevant details | Yes |
| 11 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes |
| 12 | Financial results | Yes |
| 13 | Shareholding pattern | Yes |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA |
| 15.1 | 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 |
| 15.2 | Audio or video recordings and transcripts of post earnings/quarterly calls | Yes |
| 16 | New name and the old name of the listed entity | NA |
| 17 | Advertisements as per regulation 47 (1) | Yes |



| | | |
|----|---|-----|
| 18 | Credit rating or revision in credit rating obtained | NA |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes |
| 20 | Secretarial Compliance Report | Yes |
| 21 | Materiality Policy as per Regulation 30 (4) | Yes |
| 22 | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes |
| 23 | Disclosures under regulation 30(8) | Yes |
| 24 | Statements of deviation(s) or variations(s) as specified in regulation 32 | NA |
| 25 | Dividend Distribution policy as per Regulation 43A(1) | Yes |
| 26 | Annual return as provided under section 92 of the Companies Act, 2013 | Yes |
| 27 | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes |
| 28 | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes |
| 29 | Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block] | |

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) |
|----|---|---|-------------------------------|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| 2 | Board composition | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | Yes |
| 3 | Meeting of Board of directors | 17(2) | Yes |
| 4 | Quorum of Board meeting | 17(2A) | Yes |
| 5 | Review of Compliance Reports | 17(3) | Yes |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes |
| 7 | Code of Conduct | 17(5) | Yes |
| 8 | Fees/compensation | 17(6) | Yes |
| 9 | Minimum Information | 17(7) | Yes |
| 10 | Compliance Certificate | 17(8) | Yes |
| 11 | Risk Assessment & Management | 17(9) | Yes |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes |
| 13 | Recommendation of Board | 17(11) | Yes |
| 14 | Maximum number of Directorships | 17A | Yes |
| 15 | Composition of Audit Committee | 18(1) | Yes |
| 16 | Meeting of Audit Committee | 18(2) | Yes |
| 17 | Role of Audit Committee and information to be reviewed by the audit committee | 18(3) | Yes |
| 18 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes |



| | | | |
|---|--|------------------------------|-----|
| 19 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| 20 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes |
| 21 | Role of Nomination and Remuneration Committee | 19(4) | Yes |
| 22 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes |
| 23 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes |
| 24 | Role of Stakeholders Relationship Committee | 20(4) | Yes |
| 25 | Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| 26 | Meeting of Risk Management Committee | 21(3A) | Yes |
| 27 | Quorum of Risk Management Committee meeting | 21(3B) | Yes |
| 28 | Gap between the meetings of the Risk Management Committee | 21(3C) | Yes |
| 29 | Vigil Mechanism | 22 | Yes |
| 30 | Policy for related party Transaction | 23(1), (1A), (5), (6), & (8) | Yes |
| 31 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| 32 | Approval for material related party transactions | 23(4) | NA |
| 33 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| 34 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| 35 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| 36 | Alternate Director to Independent Director | 25(1) | NA |
| 37 | Maximum Tenure | 25(2) | Yes |
| 38 | Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A) | Yes |
| 39 | Meeting of independent directors | 25(3) & (4) | Yes |
| 40 | Familiarization of independent directors | 25(7) | Yes |
| 41 | Declaration from Independent Director | 25(8) & (9) | Yes |
| 42 | Directors and Officers insurance | 25(10) | Yes |
| 43 | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity | 25(11) | NA |
| 44 | Memberships in Committees | 26(1) | Yes |
| 45 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| 46 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| 47 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |
| 48 | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6) | NA |
| 49 | Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2) | NA |
| Any other information to be provided | | | |



| Additional Half yearly Disclosure | | | |
|---|--|--|--|
| Applicability of disclosure | Not Applicable | | |
| Reason for Non Applicability | Loans/ Gurantees/ Comfort letters/ Securities were not provided. | | |
| I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below | | The Figure should be mentioned in Actual INR only | |
| (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to | | | |
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months | |
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |
| (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By | | | |
| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |



| (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by | | | |
|---|---|---|---|
| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |
| (D) Additional Information | | | |
| II. Affirmations | | | |
| Affirmations | | Compliance Status | Company Remarks |
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | | | |
| Name | | | |
| Designation | | | |
| Place | | | |
| Date | | | |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | Anil Khatri |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Pune |
| Date | 16-04-2024 |

