

15th April, 2020

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, 2020.

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-2020

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*	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	AAKPM5652Q 00004695	Non-Executive Chairman	19/09/1995	26/09/2013	-	-	01/05/1955	NA	-	2	0	1	0
2. Mr.	C. P. Gurnani	AAOPG1858N 00018234	Executive Managing Director & CEO	10/08/2012	10/08/2017	-	-	19/12/1958	NA	-	1	0	1	0
3. Mr.	M. Damodaran	AADPD1546K 02106990	Non-Executive Independent Director	22/07/2008	01/08/2019	-	5 Years 8 Months	04/05/1947	NA	-	6	6	8	4
4. Ms.	M. Rajyalakshmi Rao	AGHPR9249K 00009420	Non-Executive Independent Director	01/07/2013	01/08/2019	-	5 Years 8 Months	22/12/1949	NA	-	1	1	1	0
5. Mr.	T. N. Manoharan	ABGPM3423J 01186248	Non-Executive Independent Director	01/07/2013	01/08/2019	-	5 Years 8 Months	07/04/1956	NA	-	3	2	3	2



6. Mr.	V. S. Parthasarathy	AADPV5236G 00125299	Non-Executive Director	10/08/2015	02/08/2016	-	-	01/11/1962	NA	-	4	0	6	1
7. Ms.	Mukti Khaire	EFQPK6774C 08356551	Non-Executive Independent Director	19/04/2019	01/08/2019	-	8 Months	15/09/1973	NA	-	1	1	1	0
8. Mr.	Haigreave Khaitan	AEVPK7531H 00005290	Non-Executive Independent Director	01/08/2019	-	-	8 Months	13/07/1970	NA	-	7	7	7	4
9. Ms.	Shikha Sharma	ALFPS9244J 00043265	Non-Executive Independent Director	01/08/2019	-	-	8 Months	19/11/1958	NA	-	5	5	5	0
10. Dr.	Anish D. Shah	AACPS2427B 02719429	Non-Executive Director	10/09/2019	-	-	-	26/12/1969	NA	-	3	0	2	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 • Shikha Sharma • 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 • 1st August, 2019 • 1st August, 2019 	<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"> • 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. • N.A. • 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. • N.A. • 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 • Haigreave 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. • 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					



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)
5 th November, 2019	30 th & 31 st January, 2020	Yes	10	6	85
	24 th February, 2020	Yes	9	5	23
*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*
30 th January, 2020	Yes	4	3	4 th November, 2019	86
24 th February, 2020	Yes	4	3		24
* 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**

For Tech Mahindra Limited


Anil Khatri
Company Secretary



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)	If Yes provide link to website. If No/NA provide reasons
	refer note below	
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://cache.techmahindra.com/cache/investors/Terms-and-Conditions-of-Appointment.pdf
c) Composition of various committees of board of directors	Yes	https://cache.techmahindra.com/cache/investors/board-committees.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	https://cache.techmahindra.com/cache/investors/Code-Of-Ethical-Business-Conduct.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://cache.techmahindra.com/cache/investors/WhistleBlower_Policy.pdf
f) Criteria of making payments to non-executive directors	Yes	https://cache.techmahindra.com/cache/investors/Criteria-For-Making-Payments-To-Non-Executive-Directors.pdf
g) Policy on dealing with related party transactions	Yes	https://cache.techmahindra.com/cache/investors/Related-Party-Transactions-Policy.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://cache.techmahindra.com/cache/investors/Policy-For-Determining-Material-Subsidiaries.pdf
i) Details of familiarization programmes imparted to independent directors	Yes	https://cache.techmahindra.com/cache/investors/Familiarization-Programme-to-Independent-Directors.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://cache.techmahindra.com/cache/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://cache.techmahindra.com/cache/investors/Dividend-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
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	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.

