Tech Mahmara

ANNEXURE -7

Tech Mahindra Limited

Infocity, Hitech City Layout Machapur, Hydershad 500081 in di-

Tel +91 40 3063 6363 Fax: +91 40 2311 7011

techmatendra.com connect* techmatendra.com

Registered Office Gereway Building: Apolin Bunder Mumba: 400 CO.I. India

GIN L64200MH1986PLCU418.70

Date: April 13, 2015

To
The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. – C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

The Manager Listing Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001

FAX NO.: 022 26598237/38 NSE Symbol: TECHM FAX NO.: 022 2272 2037/39/41/61

Scrip Code: 532755

Dear Sir

Sub: Compliance of Listing Agreement - Cl. 49 (X) (B).

With reference to the Clause 49 (X) (B) of the Listing Agreement, please find enclosed the quarterly compliance report on Corporate Governance for the quarter ended March 31, 2015.

Request you to take the same on record.

Thanking you,

For Tech Mahindra Limited

G. Jayaraman Company Secretary //CERTIFIED TRUE COPY//

Encl.: As above.





Tech Mahindra Limited

Infocity, Heach City Level 5.
Madespur Hyderellad 500081, India

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CIN L64200MH1986FLC041270

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: TECH MAHINDRA LIMITED Quarter ending on: March 31, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	The compensation of Non- executive Directors was disclosed in the CG Report for the year ended 31/03/2014
(D) Other provisions as to Board and Committees	49 (IID)	Yes	The policy on succession plan will be disclosed in the CG Report for Financial Year 2014-15.
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The remuneration policy and the evaluation criteria will be disclosed in the Annual Report for Financial Year 2014-15.
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (Vì)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	

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Tech Mahindra Limited

Infocity, Hitech Chy Leyclot Machapun Hydarabad 5000181 India

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VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	Details of material transactions with Related parties is attached as Annexure.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosure made in Annual Report for 2013-14
(D) Management	49 (VIII D)	Yes	Disclosure made in Annual Report 2013-14.
(E) Shareholders	49 (VIII E)	Yes	
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A	
IX. CEO/CFO Certification	49 (IX)	Yes	Forming part of the Annual Report 2013-14
X. Report on Corporate Governance	49 (X)	Yes	Detailed report forming part of Annual Report 2013-14 Quarterly compliance report submitted to the Stock Exchanges.
XI. Compliance	49 (XI)	Yes	Compliance Certificate provided in the Annual Report for 2013-14.



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Tech Mahindra Limited

Infocialy, Hitech City Levout Madhapur Hyderabad 5000P1, Innia

Tel: +91.40.3063.6363 Fax +51 40 2311 7011

techmahindra com connect@techniabilidaciciii

Registered Office Sateway Building Apoin Bunder Mumbai 400 CQ1, ridia

DN 164200MR1986PL0041370

Annexure

Details of material transactions with related parties is for Q4 2014-15.

Rs. In Million For the Quarter March 2015 811 Tech Mahindra (Americas) Inc. 11,462 Tech Mahindra (Americas) Inc. (493)Tech Mahindra (Americas) inc. 6,956 Tech Mahindra (Americas) Inc. Tech Mahindra (Americas) Inc. 1.866 10,540 Tech Mahindra (Americas) Inc.

Transfer of Advance Received Note: The numbers are subject to Audit.

Reimbursement of Expenses (Net)-Paid/ (Receipt)

Transfer of Advances Given

Above amounts are subject to balance confirmation from Tech Mahindra (Americas) Inc., period closure and review of auditors.

Company Name

Tech Mahindra (Americas) Inc.

Tech Mahindra (Americas) Inc.

Profit and loss amounts are movements between YTD Q3 and YTD Q4. Balance sheet amounts are as at

March 31, 2015.

Transaction

Trade Payable

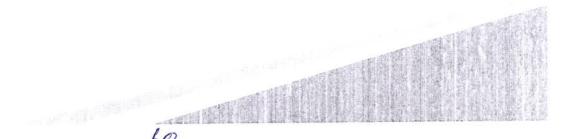
Investment

Trade Receivables

Income from Services

Sub-contracting costs

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^{*} Amount is INR 230,673

^{**} Amount is INR 573,609