

1st August, 2019

To

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, MUMBAI – 400 001.
Scrip Code : 532755

National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor, Plot No. – C/1,
G Block, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400051.
NSE Symbol : TECHM

Sub: Change in Directorate - Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

In continuation of our letter dated 21st May, 2019 and 14th June, 2019, we wish to inform that the Shareholders of the Company at the 32nd Annual General Meeting held on 31st July, 2019, have approved the following:

- a) **Re-appointment of Directors:-** Re-appointment Mr. M. Damodaran (DIN: 02106990) upto March 31, 2022, Mr. T. N. Manoharan (DIN: 01186248) and Mrs. M. Rajyalakshmi Rao (DIN: 00009420) as an Independent Directors of the Company not liable to retire by rotation for a second term of five (5) consecutive years each commencing from 1st August, 2019.
- b) **Appointment of Directors:-** Appointment of Ms. Mukti Khaire (DIN: 08356551) Mr. Haigreve Khaitan, (DIN: 00005290) and Ms. Shikha Sharma, (DIN: 00043265), as an Independent Directors of the Company not liable to retire by rotation for a period of 5 consecutive years commencing from 1st August, 2019.

The details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, including the brief profiles of the Directors are given in Annexure 'A' and Annexure 'B' attached to this letter.

This is for your information and record.

Thanking you,

For Tech Mahindra Limited


Anil Khatri
Company Secretary

Encl.: As above



Annexure A

Appointment/Re-appointment of Independent Directors - Mr. M. Damodaran, Mr. T. N. Manoharan, Mrs. M. Rajyalakshmi Rao, Ms. Mukti Khaire, Mr. Haigreve Khaitan and Ms. Shikha Sharma,

Sr. No.	Details of Events that need to be provided	Information of such events
1.	Reason for change viz. appointment,	The Shareholders of the Company at the 32 nd Annual General Meeting held on 31 st July, 2019, have approved the Re-appointment of Mr. M. Damodaran upto March 31, 2022, Mr. T. N. Manoharan and Mrs. M. Rajyalakshmi Rao as an Independent Directors not liable to retire by rotation to hold office for a second term of 5 consecutive years commencing from 1 st August, 2019 and Appointment of Ms. Mukti Khaire (DIN: 08356551), Mr. Haigreve Khaitan, (DIN: 00005290) and Ms. Shikha Sharma, (DIN: 00043265) as an Independent Directors of the Company not liable to retire by rotation for a period of 5 consecutive years commencing from 1 st August, 2019 and
2.	Date of appointment/cessation (as applicable) & term of appointment	Date of Appointment: 1 st August, 2019 Term of Appointment: 5 (five) consecutive years on the Board of the Company commencing from 1 st August, 2019, except for Mr. M. Damodaran whose term will expire on 31 st March, 2022
3.	Brief profile (in case of appointment)	As per Annexure 'B'
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. M. Damodaran, Mr. T. N. Manoharan, Mrs. M. Rajyalakshmi Rao, Ms. Mukti Khaire, Mr. Haigreve Khaitan and Ms. Shikha Sharma, are not related to any Director of the Company.
5.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24, both dated 20 th June, 2018.	Mr. M. Damodaran, Mr. T. N. Manoharan, Mrs. M. Rajyalakshmi Rao, Ms. Mukti Khaire, Mr. Haigreve Khaitan and Ms. Shikha Sharma, are not debarred from holding the office of directors by virtue of any SEBI Order or any other such authority.



Annexure B

Brief Profile of Mr. M. Damodaran

Mr. M. Damodaran is an Independent Director of the company. He holds degrees in Economics and Law from the Universities of Madras & Delhi respectively. He was a member of the Indian Administrative Service and has held a number of important positions in both the Central and State Governments and in India's financial sector, before demitting office as Chairman, Securities and Exchange Board of India (SEBI) in February, 2008. Prior thereto, he was Chairman of Unit Trust of India and Industrial Development Bank of India and led the successful restructuring efforts of both these institutions.

During his tenure at SEBI, he was elected Chairman of 80-member Emerging Markets Committee of the International Organisation of Securities Commissions. As SEBI Chairman, Mr. Damodaran brought several improved practices to India's securities market.

He is presently an Independent Director on the Boards of some of India's leading companies. He is the founder of Excellence Enablers, a Corporate Governance Advisory firm that focusses on improvement of Board performance.

Brief Profile of Mr. T. N. Manoharan

Mr. T. N. Manoharan is an Independent Director of the Company. He was nominated by the Government of India to the Board of Satyam Computer Services Ltd. He made significant contribution towards the revival of the erstwhile Mahindra Satyam within a short span of time.

Mr. T. N. Manoharan is a Chartered Accountant by profession and has served as the President of ICAI during 2006-07 and was instrumental in charting the road map for several accounting reforms in the Indian System and pioneered proactive amendments to the Chartered Accountants Act, 1949. Mr. T. N. Manoharan was the Chairman of ICAI of Accounting Research Foundation. He was on the Board of the Insurance Regulatory and Development Authority (IRDA) and on the committees constituted by Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Comptroller and Auditor General of India (C&AG) and Central Board of Direct Taxes (CBDT) during 2006-07.

Mr. T. N. Manoharan was the Chairman of the National Committee on Accounting Standards and Taxation of the Confederation of Indian Industry. He was a member of the Appellate Authority, and of the working group constituted by International Accounting Standards Board (ISAB) for making recommendations on "IFRS for SMEs". He is currently the Non-Executive Chairman of Canara Bank. He is also a member of the Governing Council for the skill Development in BFSI sector.

Mr. T. N. Manoharan has been conferred the "Life Time Achievement" award in 2005 and "For the Sake of Honour" award in 2007 by the Rotary International and the "Super Achiever" award in 2006 by the Lions International. He received the "Business Leadership Award" from NDTV Profit in 2009 and the CNN IBN "Indian of the Year 2009" award in the Business category. The Government of India conferred him the "Padma Shri" award in 2010.



Brief Profile of Mrs. M. Rajyalakshmi Rao

Ms. M. Rajyalakshmi Rao is an independent director of the Company.

She is an MBA from Osmania University and MS (Advertising) from the University of Illinois, Urbana- Champaign, USA.

She served as full-time member for 10 years in National Consumer Disputes Redressal Commission, Government of India. She is the author of two books on consumer movement – ‘Consumer is King’ and ‘Consumer Rights and You’. She has also served as a member of the Reserve Bank of India (RBI) Committee on Customer Service in Banks. She has been a member of the Film Censor Board and the First Lady President of the American Alumni Association in Mumbai. She has also been the First Lady President of Indo American Chamber of Commerce (Western India Region). She has been Former Advisory member of Insurance Advisory Committee of Insurance Regulatory and Development Authority of India, Hyderabad for two terms.

Presently, she is Executive Vice President -National of Indo-American Chamber of Commerce. She is the Founder Chairperson of All India Foundation of Deaf Women. She also serves as a Member of Advisory Board of Council for Fair Business Practices. She is a member of Consumer Education and Research Society, Ahmedabad. She is also a member of Executive Committee of Indian Merchants Chamber (Ladies wing).

Brief Profile of Ms. Mukti Khaire

Ms. Mukti Khaire has to her credit M.Sc. (Environmental Science) from University of Pune, Master’s Degree in Management from IIT, Mumbai and Ph.D. in Management, from Columbia University. She has rich experience of over 25 years in the field of education, management consultancy and has received several awards. She is also a Member of the Board of Directors of Fractured Atlas, Member of the Board of Directors of Exponential Creativity Ventures, Member of the National Selection Committee for the Bloomberg Foundation’s Mayors’ Challenge and Faculty Chair of the Harvard Deans’ Cultural Entrepreneurship Challenge.

Brief Profile of Mr. Haigreve Khaitan

Mr. Haigreve Khaitan is a Bachelor of Law and is a Partner of Khaitan & Co. He started his career in litigation and over the years has rich experience in all aspects of Mergers & Acquisitions, Restructuring, Joint Ventures and Foreign Collaborations. He advises a range of large Indian conglomerates and multinational clients in various business sectors including infrastructure, power, telecom, automobiles, steel, software and information technology, retail, etc.

Chambers and Partners have ranked him as ‘Star Individual’ for M&A and an ‘Eminent Practitioner’ for Private Equity. He is ranked amongst top 100 lawyers in India by India Business Law Journal (IBLJ) through an independent survey of General Counsels. He is on the board of directors of various public listed companies such as CEAT Ltd., Inox Leisure Ltd., JSW Steel Ltd., Torrent Pharmaceuticals Ltd., Gujarat Borosil Limited and amongst others Mahindra Holdings Ltd., Aditya Birla Sun Life Insurance Co. Ltd.



Brief Profile of Ms. Shikha Sharma

Ms. Shikha Sharma is a B.A (Hons.) in Economics, PGD in Software Technology and PGD from IIM, Ahmedabad. She has rich experience in banking, insurance and has an excellent track record and led the Bank on a transformation journey from being primarily a corporate lender to a bank with a strong retail deposit franchise and a balanced lending book.

She began her career with ICICI Bank in 1980. She was a MD and CEO of ICICI Personal Financial Services from May 1998 to December 2000. Thereafter, she was Managing Director and CEO of ICICI Prudential Life Insurance Company from December 2000 to June 2009. Later she was appointed as Managing Director and CEO of Axis Bank from June 2009 till December 2018.

Ms. Sharma has won many awards including Outstanding Businesswoman of the year- CNBC TV18, AIMA JRD TATA Corporate Leadership, Banker of the Year – Business Standard and has been recognised Top 20 Women in Finance by Finance Asia and 50 most powerful women in business by Fortune. She is on the board of directors of public listed companies' viz. TATA Global Beverages Limited, Ambuja Cements Limited and Dr. Reddy's Laboratories Limited. She is also an advisor to KKR & Co. Inc., and a member of Board of Governors of IIM, Lucknow and Advisory Board of Bridgespan.

