

29<sup>th</sup> May, 2024

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**

**Sub: Submission of Annual Secretarial Compliance Report  
for year ended 31st March, 2024**

Dear Sir/Madam,

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and other circulars issued by the stock exchanges in this regard, please find enclosed a copy of the Annual Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March, 2024, issued by M/s. Makarand Lele & Co., Practicing Company Secretaries, the Secretarial Auditor of the Company for the financial year 2023-24.

This intimation will also be uploaded on the website of the Company [www.techmahindra.com](http://www.techmahindra.com).

Request you to take the same on record.

Thanking you,

Yours Faithfully,

**For Tech Mahindra Limited**

**Anil Khatri**

**Company Secretary**

Encl.: as above



**Secretarial Compliance Report of  
Tech Mahindra Limited  
for the year ended 31<sup>st</sup> March, 2024**

We Makarand Lele & Co. have examined:

- (a) all the documents and records made available to us and explanation provided by Tech Mahindra Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended **31<sup>st</sup> March, 2024** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the listed entity during the Review Period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the listed entity during the Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as applicable;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the listed entity during the Review Period);





- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; and
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified in **Annexure I.**
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable.**
- (c) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations / Remarks by PCS
1.	<u>Secretarial Standard:</u>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.</li><li>• All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the Regulations/ circulars/ guidelines issued by SEBI.</li></ul>	Yes  Yes	-  -







3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website.</li><li>• Timely dissemination of the documents/ information under a separate section on the website.</li><li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul>	Yes Yes Yes	- - -
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirements of material as well as other subsidiaries.</p>	Yes Yes	- -
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-





8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.</p>	Yes  NA	Each Related Party-wise enabling prior approval is taken.
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3 (5) and 3 (6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchange are specified in the last column.</p>	Yes	Refer Annexure I
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	Not Applicable, since during the Review Period there is no resignation of statutory auditors





13.	<u>Additional Non-compliances, if any:</u>  No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc. except as reported above.	Yes	-
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**Assumptions & Limitation of Scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Makarand Lele & Co.  
Company Secretaries**

**CS Makarand Lele  
Proprietor**



**FCS: 3453 CP No.: 2074**

**UDIN: F003453F000207789**

**Firm Registration Number: S1994MH722600**

**Peer Review Certificate No.: 1299/2021**

**Date : 25<sup>th</sup> April, 2024**

**Place : Pune**



**Annexure I**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	<b>Regulation 23 (9):</b> Disclosure requirement of related party transactions in the format as specified by the Board prescribed under Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	Regulation 23 (9) of the SEBI LODR	Delay of one day in submission of related party transactions statement for half year ended 30 <sup>th</sup> September, 2023	BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE")	Fine	The Company was required to file the disclosure of Related Party Transaction for half year ended 30 <sup>th</sup> September, 2023 under Regulation 23(9) of the SEBI LODR with BSE and NSE on 25 <sup>th</sup> October, 2023. However the same was filed on 26 <sup>th</sup> October, 2023 due to technical reasons.	Rs. 5,900/- (including GST) by BSE and Rs. 5,900/- (including GST) by NSE	There was a delay of one day in filing one disclosure with the Stock Exchanges on Related Party Transaction for half year ended 30 <sup>th</sup> September 2023 under Regulation 23 (9) of SEBI LODR by the Listed entity. BSE & NSE have imposed a fine on the Company for such delay, which has been paid by the Company.	The delay in submission of the half-yearly related party transaction statement for the period ended 30 <sup>th</sup> September, 2023 was unintentional and inadvertent due to technical error in validation of the XBRL filing.	-

