

TECH MAHINDRA LIMITED
CIN: L64200MH1986PLC041370

Regd. Office: Gateway Building, Apollo Bunder, Mumbai 400 001

Tel.: +91 22 2289-5500 **E-mail:** investor.relations@techmahindra.com **Website:** www.techmahindra.com

NOTICE

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of the members of Tech Mahindra Limited will be held on Tuesday, the 28th day of July 2015 at 10.00 AM at Patkar Hall, 1, Nathibai Thackersey Road, Mumbai – 400 020, India, to transact the following business:

Ordinary Business:

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31st March 2015 and the Report of the Auditors thereon.
3. To declare dividend for the financial year ended 31st March 2015.
4. To resolve not to appoint a Director in place of Mr. Bharat N. Doshi (DIN: 00012541), who retires by rotation and does not offer himself for re-appointment.
5. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, [ICAI Registration No. 117366W/W -100018] as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

By Order of the Board
For Tech Mahindra Limited

Place: Mumbai
Date: 26th May 2015

G. Jayaraman
Company Secretary

Notes:

- a. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 25th day of July 2015 to Tuesday, the 28th day of July 2015 (both days inclusive) for the purpose of Annual General Meeting and payment of Dividend, to be declared.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
- c. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- d. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- e. The Company's Registrar and Transfer Agents for its share registry work (Physical and Electronic) are Link Intime India Private Limited (RTA).
- f. Members can avail of the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed form duly filled-in to the RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

- g. Members are requested to -
- intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
 - intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
 - consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
 - Dematerialize their Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrars and Transfer Agents viz., Link Intime India Private Limited, Pune (Tel. No. 020-26160084) may be contacted for assistance, if any, in this regard.
- h. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details.
- i. Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid / unclaimed dividend liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government.
- j. In order to save the natural resources, Members are requested to register their e-mail address/addresses with the Depository Participants, if the shares are held in dematerialized form and with the Company's Registrar & Transfer Agent if the shares are held in physical form, in case you have not registered your e-mail ids till now.
- k. Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement executed by the Company with the BSE Limited and the National Stock Exchange of India Limited, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

A member may exercise his votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

During the e-voting period, members of the Company holding shares either in physical form or dematerialised form, as on the cut off date i.e. 21st July, 2015, may cast their votes electronically.

The e-voting period commences at 9.00 am on Friday 24th July, 2015 and ends at 5.00 pm on Monday 27th July, 2015. The e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by a Shareholder, the Shareholder shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company and the website of NSDL.

Mr. Jayavant B. Bhawe, Practicing Company Secretary (FCS: 4266 CP: 3068) and Partner M/s. JDNASSA & Associates, Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general

meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

- I. The process and manner for remote e-voting is as under:
 - A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open e-mail and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "**Tech Mahindra Limited**".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jbbhave@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided in e-voting particulars form:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- m. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.

- n. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- o. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- p. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st July, 2015.
- q. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st July, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or by sending request to RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- r. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- s. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- t. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

By Order of the Board
For Tech Mahindra Limited

Place: Mumbai
Date: 26th May 2015

G. Jayaraman
Company Secretary

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PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

ATTENDANCE SLIP

DP ID.		Folio No/Client Id		No of Shares	
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NAME OF THE MEMBER :

NAME OF THE PROXY :

I hereby record my/our presence at the **28TH ANNUAL GENERAL MEETING** of the Company held on Tuesday, 28th day of July 2015 at 10 A.M. at Patkar Hall, 1, Nathibai Thackersey Road, Mumbai – 400 020, India.

Signature of the Shareholder/Proxy : .

(Only shareholders/proxies are allowed to attend the meeting)



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :		E-mail ID :	
Registered address :		Folio No./client ID :	
		DP ID :	

I / We being the member(s) of . shares of Tech Mahindra Limited, hereby appoint -

- 1). . of . having email id . or failing him
- 2). . of . having email id . or failing him
- 3). . of . having email id . or failing him

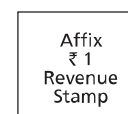
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **28TH ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, 28th day of July 2015 at 10 A.M. at Patkar Hall, 1, Nathibai Thackersey Road, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below: **(This is optional)**

(Please put a (✓) in the appropriate column as indicated below. If you leave columns blank in any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.)

Resolution No.	Subject Matter of the Resolution	For	Against
1	Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon for the year ended 31 st March 2015.		
2	Adoption of Consolidated Financial Statements and Reports of the Auditors thereon for the year ended 31 st March 2015.		
3	Declaration of dividend for the Financial Year ended 31 st March 2015.		
4	Resolve not to appoint a Director in place of Mr. Bharat N. Doshi (DIN: 00012541), who retires by rotation and does not offer himself for re-appointment.		
5	Appointment of M/s. Deloitte Haskins & Sells LLP as Auditors.		

Signed this . day of . 2015



Signature of shareholder
across Revenue Stamp

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.

