

25<sup>th</sup> April, 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.: Outcome of Board Meeting of the Company held on 25th April, 2024**

**Ref. : Disclosure under Regulations 30, 33 and 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Dear Sir/Madam,

Further to our intimation dated 28<sup>th</sup> March, 2024 and in compliance with Regulations 30, 33, 42 read with para-A of Part A of Schedule III and other applicable provisions of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of the Company have, at their Meeting held today viz. Thursday, 25<sup>th</sup> April, 2024, *inter-alia*,

- a. Approved the Annual Audited Consolidated and Standalone Financial Results of the Company for the financial year ended 31<sup>st</sup> March, 2024;

Pursuant to Regulation 33(3)(d) of the SEBI Listing Regulations, the Company hereby confirms and declares that BSR & Co., LLP, Statutory Auditor of the Company have issued their Audit Reports on the Annual Audited Standalone and Consolidated Financial Statements and Results of the Company for the financial year ended 31<sup>st</sup> March, 2024 with an unmodified opinion.

- b. Recommended Final Dividend of Rs. 28/- per equity share of the face value of Rs. 5/- each (560%) for the financial year ended 31<sup>st</sup> March, 2024, subject to the Members' approval at the forthcoming Annual General Meeting (“AGM”) of the Company.

The Final Dividend, if approved, will be paid on or before, 9<sup>th</sup> August 2024. This dividend is in addition to Interim Dividend of Rs. 12/- per equity share paid by the Company in November, 2023.

The total dividend for FY 2023-24 will be Rs. 40/- per equity share on par value of Rs. 5/- each i.e. 800%.

The Register of Members and Share Transfer Books will remain close from Saturday, 20<sup>th</sup> July, 2024 to Friday, 26<sup>th</sup> July, 2024 (both days inclusive) for the purpose of the AGM and reckoning entitlement to the Final Dividend recommended.

- c. Approved the following appointments/re-appointments on the Board of Directors of the Company:
1. Approved appointment of Mr. Tarun Bajaj (DIN: 02026219) and Ms. Neelam Dhawan (DIN: 00871445) as Additional Directors (Non-Executive) on the Board of the Company, with effect from 1<sup>st</sup> May, 2024 and to hold office up to the date of the next AGM of the Company, and thereafter as Independent Director, not liable to retire by rotation for a period of five consecutive years from 26<sup>th</sup> July, 2024 to 25<sup>th</sup> July, 2029 (both days inclusive), subject to the approval of the Shareholders at the ensuing AGM;
  2. Approved appointment of Mr. Amarjyoti Barua (DIN: 09202472) as an Additional Director (Non-Executive) on the Board of the Company with effect from 18<sup>th</sup> May, 2024 to hold office up to the date of the next AGM of the Company, and thereafter, subject to the approval of the Shareholder of the Company, as a Non-Executive and Non-Independent Director, liable to retire by rotation;
  3. Approved re-appointment of Ms. Shikha Sharma (DIN:00043265), Mr. Haigreve Khaitan (DIN:00005290) and Dr. Mukti Khaire (DIN:08356551) as Independent Directors of the Company, not liable to retire by rotation, to hold the office for a second term of five consecutive years from 1<sup>st</sup> August, 2024 up to 31<sup>st</sup> July, 2029 (both days inclusive), subject to the approval of the Shareholders at the ensuing AGM;
- d. Took note of the resignation of Mr. Manoj Bhat (DIN: 05205447) with effect from end of business day on 17<sup>th</sup> May, 2024, in view of his transition to role of Managing Director & CEO of Mahindra Holidays and Resorts India Limited;
- e. Approved appointment of M/s. Makarand M. Joshi & Co. (“MMJC”), Practicing Company Secretaries as the Secretarial Auditor of the Company for the financial year 2024-25 upon completion of tenure of M/s Makarand Lele & Co. as Secretarial Auditors of the Company;

- f. Approved convening of the 37<sup>th</sup> Annual General Meeting of the Company for the financial year ended 31<sup>st</sup> March, 2024 on Friday, 26<sup>th</sup> July, 2024 through video conferencing/any other audio-visual means and seeking approval of the Shareholders at the ensuing AGM, *inter alia*, for:
1. Mr. Anand G. Mahindra to continue as Non-Executive Director under regulation 17(1D) of the SEBI Listing Regulations;
  2. Appointments and Re-appointments in Board of Directors of the Company as given in point (c) above;
  3. Payment of commission to the Non-Executive Directors of the Company, up to 1% of the Net profits of the Company as per Section 198 of the Companies Act, 2013;
- g. Deferred seeking Shareholder approval through postal ballot for variation and amendments to the Company's ESOP Schemes viz. Employee Stock Option Plan 2014 and Employee Stock Option Scheme 2018;

In this regard, please find enclosed the following documents prepared in compliance with the SEBI Listing Regulations:

1. Annual Audited Consolidated and Standalone Financial Results together with the Statement of Assets and Liabilities and Cash Flow Statement for the financial year ended 31<sup>st</sup> March, 2024 and notes thereon together with the Unmodified Audit Reports on the said Results issued by the Company's Statutory Auditor;
2. Press Release on the said Financial Results;
3. Fact Sheet giving certain financial and operational parameters;
4. Investor's Presentation;
5. Detailed disclosure with respect to changes in Board of Directors and Secretarial Auditor of the Company as given point (c) and (d) above under Regulation 30(6) read with Schedule III Part A Para A (7) and (7C) of the SEBI Listing Regulations read with SEBI Circulars dated 13<sup>th</sup> July, 2023 and 9<sup>th</sup> September, 2015 in Annexure A.

The Board meeting was held on 24<sup>th</sup> & 25<sup>th</sup> April, 2024. The Board meeting on 25<sup>th</sup> April, 2024 commenced at 10:25 Hrs (IST) and concluded at 15:40 Hrs (IST).

This aforesaid information is also being uploaded on the Company's website at <https://www.techmahindra.com>

Kindly take the above on record.

Thanking you  
**For Tech Mahindra Limited**

**Anil Khatri**  
**Company Secretary**

*Enclosures: As above*