

**TECH MAHINDRA LIMITED**  
**CIN: L64200MH1986PLC041370**

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

**Tel.:** +91 22 22895500 **E-mail:** investor.relations@techmahindra.com **Website:** www.techmahindra.com

## NOTICE

**NOTICE** is hereby given that the Twenty-Ninth Annual General Meeting of the members of Tech Mahindra Limited will be held on Tuesday, the 2<sup>nd</sup> day of August 2016 at 3.00 P.M. at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg, Nariman Point, Mumbai - 400 021, India, to transact the following business:

### Ordinary Business:

**1. Adoption of Financial Statements**

To consider and adopt the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and Auditors thereon.

**2. Adoption of Consolidated Financial Statements**

To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the Report of the Auditors thereon.

**3. Declaration of Dividend**

To declare dividend for the financial year ended 31<sup>st</sup> March, 2016.

**4. Appointment of Mr. C. P. Gurnani as a Director liable to retire by rotation**

To appoint a Director in place of Mr. C. P. Gurnani (DIN: 00018234), who retires by rotation and being eligible, offers himself for re-appointment.

**5. Appointment of Auditors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, [Firm’s Registration No. 117366W/W-100018] be appointed as Auditors of the Company, from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors.”

### Special Business:

**6. Appointment of Mr. Vineet Nayyar as a Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Mr. Vineet Nayyar (DIN: 00018243), who was appointed as an Additional Director of the Company by the Board of Directors and who ceases to hold office pursuant to Section 161 of the Companies

Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of director, be appointed as a Director of the Company, liable to retire by rotation.”

**7. Appointment of Mr. V. S. Parthasarathy as a Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** Mr. V. S. Parthasarathy (DIN: 00125299), who was appointed as an Additional Director of the Company by the Board of Directors and who ceases to hold office pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of director, be appointed as a Director of the Company, liable to retire by rotation.”

**8. Adoption of new set of Articles of Association of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the Registrar of Companies and any other appropriate authorities, the alteration of the existing Articles of Association of the Company by substitution of the draft Articles of Association as submitted to this meeting, be and is hereby approved and adopted as the Articles of Association of the Company with effect from the date of this meeting.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be authorized to do all acts, deeds, things and take all such steps including seeking necessary approvals as may be required to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By Order of the Board  
For Tech Mahindra Limited

Place: Mumbai  
Date: May 24, 2016

G. Jayaraman  
Company Secretary

**Notes:**

- a. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 30<sup>th</sup> day of July 2016 to Tuesday, the 2<sup>nd</sup> day of August 2016 (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. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

- 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 RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
- g. Members are requested to -
  - a. 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.
  - b. 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).
  - c. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
  - d. dematerialize their Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrar 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 route map for the AGM Venue is provided on page no. 12 of this notice
- i. 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.
- j. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

- k. 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.
- l. In order to save the natural resources Members are requested to register their e-mail address/addresses and Bank Account details with the Depository Participants, if the shares are held in dematerialized form and with the Company's Registrar and Transfer Agents, if the shares are held in physical form, in case you have not registered your email ids till now.

**m. 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 Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Central Depository Services (India) Limited (CDSL).

A member may exercise 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. Tuesday, 26<sup>th</sup> July, 2016, may cast their votes electronically.

The e-voting period commences at 9.00 A.M. IST on Thursday, 28<sup>th</sup> July, 2016 and ends at 5.00 P.M. IST on Monday, 1<sup>st</sup> August, 2016. The e-voting module shall be disabled by CDSL 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 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.

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 or voting at the AGM through ballot paper.

A copy of this notice has been placed on the website of the Company ([www.techmahindra.com](http://www.techmahindra.com)) and the website of CDSL ([www.cdslindia.com](http://www.cdslindia.com)).

Mr. Jayavant B. Bhave, Practicing Company Secretary (FCS: 4266 CP: 3068) and Proprietor M/s. J B Bhave & Co., Company Secretaries 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 48 Hours 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 along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL 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 the National Stock Exchange of India Limited, Mumbai.

**The process and manner for remote e-voting are as under:**

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on e-voting form.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Tech Mahindra Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

### **Item No. 6:**

Mr. Vineet Nayyar (DIN: 00018243), associated with the Company for more than a decade initially as Managing Director and subsequently as Executive Vice Chairman, has contributed immensely to the growth of the Company and has been instrumental in bringing the Company to its current status. Mr. Vineet Nayyar retired as Executive Vice Chairman on 9<sup>th</sup> August, 2015 on the expiry of his term. As your Board of Directors is of the opinion that your Company should continue to avail of the benefit of Mr. Nayyar's vast experience, expertise and knowledge, has appointed Mr. Vineet Nayyar as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and Article 109 of the Articles of Association of the Company with effect from 10<sup>th</sup> August, 2015. He holds office up to the date of this Annual General Meeting.

A Notice along with a deposit of ₹ 1,00,000/- (Rupees One lac only) as required by Section 160(1) of the Companies Act, 2013 has been received from a member proposing the appointment of Mr. Vineet Nayyar as a Director of the Company.

The brief resume and other details of Mr. Vineet Nayyar as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to the Notice.

The Board commends this resolution for approval.

Except for Mr. Vineet Nayyar, who may be deemed to be interested in the resolution to the extent it deals with his appointment, none of the Directors or Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the said resolution.

### **Item No. 7:**

The Board of Directors appointed Mr. V. S. Parthasarathy (DIN: 00125299), as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and Article 109 of the Articles of Association of the Company with effect from 10<sup>th</sup> August, 2015. Mr. Parthasarathy is the Group CFO and Group CIO of Mahindra & Mahindra Ltd. He is also a member of the "Group Executive Board" of the Mahindra Group. He holds office up to the date of this Annual General Meeting.

A Notice along with a deposit of ₹ 1,00,000/- (Rupees one lac only) as required by Section 160(1) of the Companies Act, 2013 has been received from a member proposing the appointment of Mr. V. S. Parthasarathy as a Director of the Company.

The brief resume and other details of Mr. V. S. Parthasarathy as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to the Notice.

The Board commends this resolution for approval.

Except for Mr. V. S. Parthasarathy, who may be deemed to be interested in the resolution to the extent it deals with his appointment, none of the Directors or Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the said resolution.

**Item No. 8 :**

The existing Articles of Association (AOA) of the Company were framed at the time of formation of the Company in the year 1986 pursuant to the provisions of the erstwhile Companies Act, 1956. The Articles have been amended from time to time depending upon the need for changes in line with the regulatory/administrative requirements.

With the enactment of the Companies Act, 2013 (barring certain provisions), various provisions of the Companies Act, 1956 have been repealed and some new provisions have been added. In view of the same the existing Articles of Association of the Company need to be re-aligned as per the provisions of the Companies Act, 2013 and it is expedient to replace the existing Articles of Association of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for alteration of the existing Articles of Association by substitution of new set of Articles of Association of the Company.

The draft Articles of Association are available for inspection by the Members at the Registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. IST to 1.00 P.M. IST upto the date of this Annual General Meeting and the same is also available on the Company's website [www.techmahindra.com](http://www.techmahindra.com).

The Board of Directors recommends the Special Resolution as set out at Item No. 8 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the said resolution.

By Order of the Board  
For Tech Mahindra Limited

Place: Mumbai  
Date: May 24, 2016

G. Jayaraman  
Company Secretary



**DETAILS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.**

**Mr. C. P. Gurnani**

**Managing Director & CEO**

Mr. C. P. Gurnani (DIN: 00018234) (popularly known as 'CP' within his peer group), is the Managing Director and Chief Executive Officer of Tech Mahindra Limited.

An accomplished business leader with extensive experience in international business development, start-ups and turnarounds, joint ventures, mergers and acquisitions, CP led Tech Mahindra's transformation journey, and one of the biggest turnarounds of Indian Corporate History - the acquisition and merger of Satyam.

His inimitable style of leadership, combined with his sharp focus on customer experience has helped Tech Mahindra emerge as one of the leading digital IT solution providers of India.

In a career spanning 32 years, CP has held several leading positions with HCL Hewlett Packard Limited, Perot Systems (India) Limited and HCL Corporation Ltd. An outstanding people's manager, CP has an entrepreneurial style of management that is a blend of enthusiasm and dynamism. He tends to focus on people's strengths to bring out the best in them. 'Work hard and play hard' is his motto and he applies it to all aspects of his life with complete passion.

A chemical engineering graduate from the National Institute of Technology, Rourkela, he is a distinguished and active alumnus of the Institute.

CP has been chosen as the Ernst and Young 'Entrepreneur of the Year [Manager]', CNBC Asia's 'India Business Leader of the Year', Dataquest 'IT person of the Year' - for the year 2013 and Business Standard 'CEO of the Year' 2014. He was also recently awarded the 'Best CEO of the Year' at the Forbes India Leadership Awards 2015.

CP is appointed as Chairman of NASSCOM for the year 2016-17.

Mr. C. P. Gurnani is not related to any of the other directors of the Board.

Mr. C. P. Gurnani holds directorships/committee memberships in the following listed entities:

<b>S. No.</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Position in the Committee</b>
1	Dion Global Solutions Limited	Audit Committee	Member

**Mr. Vineet Nayyar****Vice Chairman**

Mr. Vineet Nayyar is the Vice Chairman of Tech Mahindra Limited.

Mr. Vineet Nayyar (DIN: 00018243), holds Master's degree in Development Economics from Williams College, Massachusetts.

An accomplished leader, he has led several organizations across industries, creating high performance teams and successful businesses. In a career spanning over 40 years, Mr. Vineet Nayyar has worked with the Government of India, international multilateral agencies and in the corporate sector (both public and private).

He started his career with the Indian Administrative Service and held a series of senior positions, including that of a District Magistrate, Secretary – Agriculture & Rural Development for the Government of Haryana and Director, Department of Economic Affairs, Government of India.

He also worked with the World Bank for over 10 years in a series of senior assignments, including successive terms as the Chief for the Energy, Infrastructure and the Finance Divisions for East Asia and Pacific.

He was also the founding Chairman and Managing Director of the state-owned Gas Authority of India and has served as the Managing Director of HCL Corporation Ltd., and as the Vice Chairman of HCL Technologies Ltd. He was also a co-founder and Chief Executive Officer of HCL Perot Systems.

Mr. Vineet Nayyar is not related to any of the other directors of the Board.

Mr. Vineet Nayyar holds directorships/committee memberships in the following listed entities:

<b>S. No.</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Position in the Committee</b>
1	The Great Eastern Shipping Company Limited	-	-
2	Mahindra Holidays and Resorts India Ltd	Remuneration Committee	Member

Mr. Vineet Nayyar holds 50,05,268 shares in the Company.

## Mr. V. S. Parthasarathy

### Director

Mr. V. S. Parthasarathy (DIN: 00125299) (fondly known as Partha) is a man with multiple thinking hats and a global leader. In his role as Group CFO & Group CIO of Mahindra & Mahindra Limited (M&M), he facilitates Mahindra Group in accomplishing its vision of 'being amongst the Top 50 most admired brands in the world'. He is a member of the think-tank of Mahindra Group's supervisory board called "Group Executive Board". He is on board of 15 group companies, and is also a member of the Global IT Customer Advisory Board of CISCO & APJ Customer Advisory Board of HP.

Partha started his career with Modi Xerox as a Management Trainee and before he joined Mahindra & Mahindra in 2000, he was the Associate Director at Xerox. At M&M, he spearheaded functions like Finance, HR, M&A, IT and International Operations before he was appointed CFO – M&M.

He has received many accolades and recognitions in the field of Finance.

Partha is focused on professional excellence, continuous learning and developing young talent within the Group. He is passionate about building team spirit and encouraging innovations. He enjoys public speaking and manages to make time for interactions in industry forums for F&A, M&A and IT.

Partha, holds a Bachelor's Degree in Commerce and is a fellow member of the Institute of Chartered Accountants of India. He is Harvard Alumni of Advanced Management Program - batch 2011. He has also been part of Mahindra Group's Senior Management team for Group strategy development, facilitated by Harvard Business School.

Mr. Parthasarathy is not related to any of the other directors of the Board.

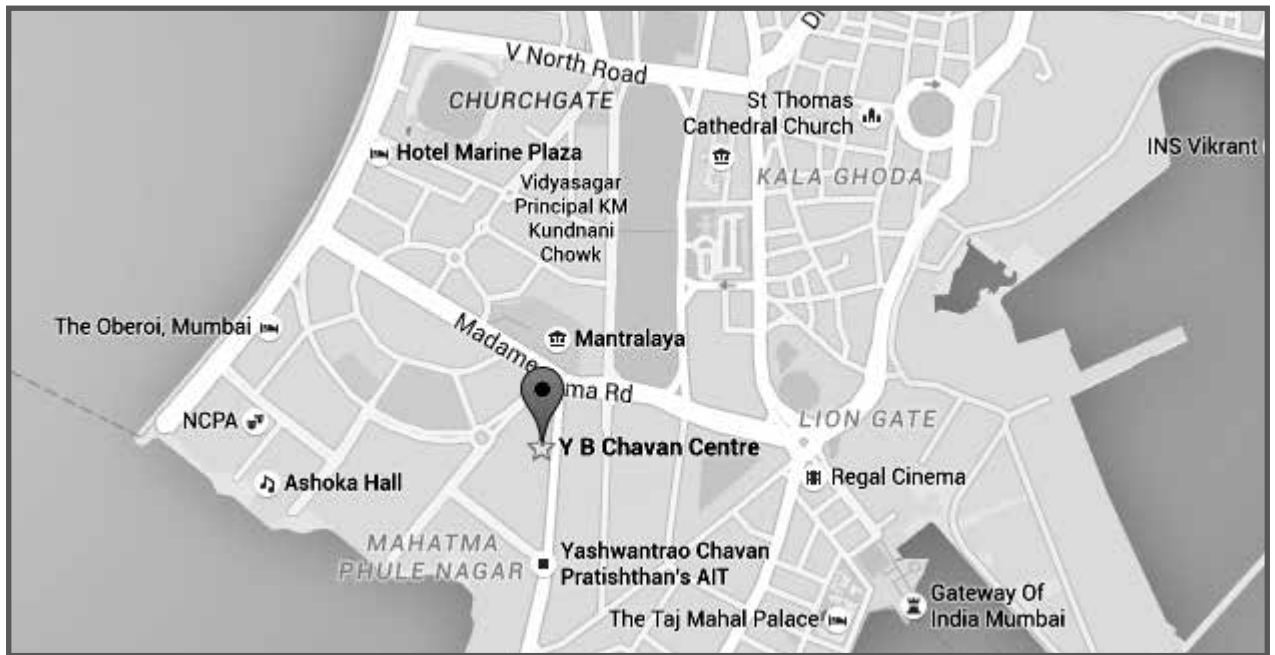
Mr. Parthasarathy holds directorships/committee memberships in the following listed entities:

S. No.	Name of the Company	Name of the Committee	Position in the Committee
1	Mahindra & Mahindra Financial Services Limited	Audit Committee	Member
		ALCO Committee	
		Strategy Committee for Acquisitions	
		Risk Management Committee	
2	Mahindra Holidays and Resorts India Ltd	Audit Committee	Member
		Stakeholders Relationship Committee	
		Risk Management Committee	
		Corporate Social Responsibility Committee	
		Committee of Directors – Investment	

Mr. V. S. Parthasarathy does not hold any shares in the Company.

## ROUTE MAP FOR ANNUAL GENERAL MEETING VENUE

**Y. B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannath Bhosle Marg, Nariman Point, Mumbai – 400 021**







**TECH MAHINDRA LIMITED**

**CIN: L64200MH1986PLC041370**

Registered Office: Gateway Building, Apollo Bunder, Mumbai – 400 001  
Tel.: +91 22 22895500 E-mail: investor.relations@techmahindra.com Website: www.techmahindra.com

**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 **29<sup>TH</sup> ANNUAL GENERAL MEETING** of the Company held on Tuesday, the 2<sup>nd</sup> day of August 2016 at 03.00 P.M. at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg, Nariman Point, Mumbai - 400 021.

Signature of the Shareholder/Proxy : .....

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

**TECH MAHINDRA LIMITED**

**CIN: L64200MH1986PLC041370**

Registered Office: Gateway Building, Apollo Bunder, Mumbai – 400 001  
Tel.: +91 22 22895500 E-mail: investor.relations@techmahindra.com Website: www.techmahindra.com

**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 .....

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 **29<sup>TH</sup> ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, the 2<sup>nd</sup> day of August 2016 at 03.00 P.M. at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg, Nariman Point, Mumbai - 400 021 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
<b>Ordinary Business</b>			
1	Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon for the year ended 31 <sup>st</sup> March, 2016.		
2	Adoption of Consolidated Financial Statements and Reports of the Auditors thereon for the year ended 31 <sup>st</sup> March, 2016.		
3	Declaration of dividend for the financial year ended 31 <sup>st</sup> March, 2016.		
4	Re-appointment of Mr. C. P. Gurnani (DIN : 00018234), as Director of the Company.		
5	Appointment of M/s. Deloitte Haskins & Sells LLP as Auditors.		
<b>Special Business</b>			
6	Appointment of Mr. Vineet Nayyar (DIN: 00018243), as Director of the Company.		
7	Appointment of Mr. V. S. Parthasarathy (DIN: 00125299), as Director of the Company.		
8	Approval and Adoption of new Articles of Association of the Company.		

Signed this ..... day of ..... 2016.



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.

