

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 Thirtieth Annual General Meeting of the members of Tech Mahindra Limited will be held on Tuesday, the 1st day of August 2017 at 3.00 P.M. at Birla Matushri Sabhagar, 19, Vithaldas Thackersy Marg, New Marine Lines, Mumbai – 400 020, 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 March 31, 2017 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 March 31, 2017 and the Report of the Auditors thereon.

3. Declaration of Dividend

To declare dividend for the financial year ended March 31, 2017.

4. Appointment of Mr. Ulhas N. Yargop as a Director liable to retire by rotation

To appoint a Director in place of Mr. Ulhas N. Yargop (DIN: 00054530), 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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. B S R & Co. LLP, Chartered Accountants, [Firm’s Registration No. 101248W/W-100022] be appointed as Auditors of the Company, from the conclusion of this Annual General Meeting, until the conclusion of the Annual General Meeting of the Company for the financial year 2021-22 on such remuneration as may be determined by the Board of Directors.”

By Order of the Board
For Tech Mahindra Limited

Place: Mumbai
Date: May 26, 2017

Anil Khatri
Company Secretary

Notes:

- a. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 29, 2017 to Tuesday, August 1, 2017 (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 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. 8 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 along with underlying shares thereto liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members are requested to refer the web site of the Company for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017.

As per Section 124(6) of the Act read with the IEPF Rules as amended from time to time, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. In case the dividends are not claimed by the respective shareholders, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF along with dividend remaining unpaid/unclaimed thereon.

Members may please note that in the event of transfer of such shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authorities by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2009-10 onwards are requested to lodge their claims with RTA immediately. It may be noted that the unclaimed Final Dividend for the financial year 2009-10 declared by the Company on July 26, 2010 can be claimed by the Members upto July 31, 2017.

- 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:

In compliance with provisions of Section 108 of the Companies Act, 2013, 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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members 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).

The remote e-voting period commences on Thursday, July 27, 2017 (9:00 am) and ends on Monday, July 31, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form

or in dematerialized form, as on the cut-off date i.e., Tuesday, July 25, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member 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 electronic means.

A copy of this notice has been placed on the website of the Company (www.techmahindra.com) and the website of NSDL (www.evoting.nsdl.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 alongwith the report of the Scrutinizer shall be placed on the website of the Company www.techmahindra.com 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, Mumbai and National Stock Exchange of India Limited, Mumbai.

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

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - i. Open email 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.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - ii. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put your user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the postal ballot form) and verification code as displayed. 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 at 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 email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- i. Initial password is provided as below at the bottom of the e-voting page inserted separately :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- ii. Please follow all steps from Sl. No. A(ii) to Sl. No. A(xii) above, to cast vote.

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.nsdl.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.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

- 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 i.e. Tuesday, July 25, 2017
- 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. Tuesday, July 25, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/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?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

By Order of the Board
For Tech Mahindra Limited

Place: Mumbai
Date: May 26, 2017

Anil Khatri
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. Ulhas N. Yargop
Director (DIN: 00054530)

Mr. Ulhas N. Yargop, joined the Mahindra Group in 1992. He has worked since then as General Manager - Corporate Planning, General Manager - Product Planning, General Manager, Mahindra-Ford Project, and Treasurer. He was appointed as President, IT Sector in 1999. He assumed additional responsibility as the Group CTO in 2010 and as Chairman of the Group Sustainability Council in 2011. Mr. Mr. Ulhas N. Yargop has been re-designated as Group President in 2015.

Mr. Ulhas N. Yargop previously worked with GKN Automotive Inc., USA as Director of Finance and later with GKN Invel Transmissions Ltd., New Delhi as General Manager – Commercial. He also worked with The Standard Batteries Ltd., Mumbai as Vice President - Industrial. He is a Director on the boards of Bristlecone, Fix Stream Technologies Inc. etc. He served on the board of Mahindra Satyam from 2009 to 2013, until it was merged with Tech Mahindra Limited.

Mr. Ulhas N. Yargop is a member of the Managing Committee of Harvard Business School (India) Research Center, a member of the Board of Governors of The Mahindra United World College of India, a director on the board of The United World Colleges (International), a Trustee of K. C. Mahindra Education Trust, Mahindra Foundation and Tech Mahindra Foundation.

Mr. Ulhas N. Yargop has a Bachelor of Technology degree in Mechanical Engineering from the Indian Institute of Technology, Madras and Master in Business Administration from the Harvard Business School.

Mr. Ulhas N. Yargop is not related to any of the other directors of the Board. He does not hold directorships / committee memberships in any other listed entities.

Mr. Ulhas N. Yargop holds 243,040 shares in the Company.

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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 **30TH ANNUAL GENERAL MEETING** of the Company held on Tuesday, the 1st day of August, 2017 at 03.00 P.M. at Birla Matushri Sabhagar, 19, Vithaldas Thackersy Marg, New Marine Lines, Mumbai - 400 020, India.

Signature of the Shareholder/Proxy :

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

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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 **30TH ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, the 1st day of August, 2017 at 03.00 P.M. at Birla Matushri Sabhagar, 19, Vithaldas Thackersy Marg, New Marine Lines, Mumbai - 400 020, India, 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
Ordinary Business			
1	Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon for the year ended March 31, 2017.		
2	Adoption of Consolidated Financial Statements and Reports of the Auditors thereon for the year ended March 31, 2017.		
3	Declaration of dividend for the financial year ended March 31, 2017.		
4	Re-appointment of Mr. Ulhas N. Yargop (DIN: 00054530), as Director of the Company.		
5	Appointment of M/s. B S R & Co. LLP, Chartered Accountants, [Firm's Registration No. 101248WW-100022] as Auditors.		

Signed this day of 2017.



Signature of shareholder across Revenue Stamp

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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.

ROUTE MAP FOR ANNUAL GENERAL MEETING VENUE

Birla Matoshri Sabhagar, 19, Vithaldas Thackersey Marg, New Marine Lines, Mumbai – 400 020, India,

