

17th July, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code : 532755

National Stock Exchange of India Limited
Exchange Plaza, 5th floor,
Plot No. - C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051
NSE Symbol : TECHM

Subject: Proceedings, Outcome and Disclosure of Voting Results of the 38th Annual General Meeting (“AGM”) of Tech Mahindra Limited (“the Company”)

Ref.: Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to the provisions of Regulations 30 and 44(3) of the SEBI Listing Regulations, please find enclosed the proceedings, outcome, voting results and scrutinizer report (for remote e-voting and e-voting at the AGM) of the resolutions passed by the Members of the Company at the AGM of the Company held today, i.e., on Thursday, 17th July, 2025 through video conferencing (VC)/other audio video means (OAVM).

All eight (8) resolutions proposed in the Notice of the AGM are approved and passed by the Members of the Company with requisite majority.

This intimation is also being uploaded on the Company’s website at www.techmahindra.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take note of the same.

Thanking you,

For Tech Mahindra Limited

Ruchie Digitally signed
by Ruchie
Khanna
Khanna Date: 2025.07.17
21:58:01 +05'30'

Ruchie Khanna
Company Secretary

Enclosure : As above

**Summary of Proceedings of the 38th Annual General Meeting of the Members of
Tech Mahindra Limited**

Day, Date, Time, and Venue of the Meeting:

The 38th Annual General Meeting (“AGM” or “meeting”) of the members of Tech Mahindra Limited (“Company”) was held on Thursday, 17th July, 2025 through video conferencing (“VC”) / other audio-visual means (“OAVM”) in compliance with the circulars issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India, the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Companies Secretaries of India. The deemed venue for the AGM was the Registered Office of the Company at Gateway Building, Apollo Bunder, Mumbai- 400 001, India.

The AGM commenced at 3.30 p.m. (IST) and concluded at 5.28 p.m. (IST).

The members of the Company were given the opportunity to join the AGM 30 minutes before the time scheduled to start the AGM and the same was open throughout the proceeding of the AGM. The Company had also provided live webcast of the proceedings of the AGM.

Attendance:

The following Directors were present through video conferencing throughout the AGM:

| Sr. No. | Name | Designation |
|----------------|-----------------------|--|
| 1. | Mr. Anand G. Mahindra | Chairman |
| 2. | Mr. Mohit Joshi | Managing Director & CEO and Chairman of Corporate Social Responsibility Committee |
| 3. | Dr. Anish Shah | Non-Executive Director |
| 4. | Mr. Puneet Renjhen | Non-Executive Director |
| 5. | Ms. Shikha Sharma | Lead Independent Director and Chairperson of Nomination and Remuneration Committee |
| 6. | Mr. Haigreve Khaitan | Independent Director and Chairman of Stakeholders’ Relationship Committee |
| 7. | Dr. Mukti Khaire | Independent Director and Chairperson of Risk Management Committee |
| 8. | Ms. Penelope Fowler | Independent Director |
| 9. | Mr. Tarun Bajaj | Independent Director and Chairman of the Audit Committee |
| 10. | Ms. Neelam Dhawan | Independent Director |

The Chief Financial Officer and the Company Secretary were also present through VC throughout the AGM.

The representatives of the Statutory Auditor, Secretarial Auditor and Scrutinizer were also present through VC throughout the AGM.

As per the attendance record, 109 Members were present and attended the meeting through VC.

Brief proceedings:

In terms of the Articles of Association of the Company, Mr. Anand G. Mahindra, Chairman took the Chair. He welcomed the members and after ascertaining that the requisite quorum was present, conducted the proceedings. The Chairman introduced the Board Members, Statutory Auditors, Secretarial Auditors present at the meeting through VC.

The Chairman thereafter requested the Company Secretary to brief the members regarding the regulatory matters, general instructions pertaining to the AGM and agenda matters proposed at the AGM.

Ms. Ruchie Khanna, Company Secretary welcomed the members of the Company and briefed the Members on the regulatory matters and general instructions pertaining to the AGM.

As part of the briefing, Ms. Ruchie Khanna informed the Members that the Memorandum of Association and Articles of Association of the Company, ESOP Certificate issued by Secretarial Auditors of the Company in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Statutory Registers and other relevant documents as required to be kept under the Companies Act, 2013 were open and available for inspection of the Members electronically at the AGM.

With the permission of the Members, the notice of the AGM, Directors' Report and the Statutory Auditors Report were taken as read.

The Members were briefed on the business items proposed to be transacted at the meeting, as under:

| Agenda Item No. | Agenda | Resolution required (Ordinary/Special) | Mode of Voting |
|------------------------|---|---|---|
| | ORDINARY BUSINESS | | |
| 1. | To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2025 and the reports of the Board of Directors and the Statutory Auditor thereon | Ordinary | Remote e-voting and e-voting during the AGM |
| 2. | To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2025 and the report of the Statutory Auditors thereon | Ordinary | Remote e-voting and e-voting during the AGM |
| 3. | To confirm the payment of the Interim Dividend and declare Final Dividend on the equity shares of the Company for the financial year ended 31 st March, 2025 | Ordinary | Remote e-voting and e-voting during the AGM |

| Agenda Item No. | Agenda | Resolution required (Ordinary/Special) | Mode of Voting |
|-----------------|---|--|---|
| 4. | To approve re-appointment of Mr. Mohit Joshi as Director, liable to retire by rotation | Ordinary | Remote e-voting and e-voting during the AGM |
| | SPECIAL BUSINESS | | |
| 5. | To approve appointment of Secretarial Auditor of the Company | Ordinary | Remote e-voting and e-voting during the AGM |
| 6. | To consider and approve adoption and implementation of the Tech Mahindra Performance Share Plan 2025 of the Company | Special | Remote e-voting and e-voting during the AGM |
| 7. | To approve grant of Performance Stock Options to the employees of the Subsidiary company(ies) of the Company under the Tech Mahindra Performance Share Plan 2025 of the Company | Special | Remote e-voting and e-voting during the AGM |
| 8. | To consider and approve making provision of money by the Company to Tech Mahindra ESOP Trust to fund the subscription of equity shares of the Company for implementing the employee stock option schemes of the Company | Special | Remote e-voting and e-voting during the AGM |

The Members were apprised on the process to participate at the meeting and Q&A session by the speaker shareholders.


The Chairman thereafter addressed the Members and delivered his speech briefing the Members present on the business and operations of the Company. The Chairman requested the Members who were present at the AGM and who had not cast their votes through remote e-voting to cast their votes electronically through the e-voting platform of NSDL arranged at the AGM.

The Chairman informed that Mr. Jayavant Bhavé, Practicing Company Secretary or failing him Ms. Ruchi Bhavé, Practicing Company Secretary, of M/s. J B Bhavé & Co., Company Secretaries, were appointed as the Scrutinizer to scrutinize the votes cast during the meeting and through remote e-voting method and give their consolidated report on the e-voting.

The Chairman thereafter invited speaker shareholders who had registered to seek clarifications or offer suggestions on the financial statements and the agenda matters of the meeting.

Members who had registered themselves as speakers were offered an opportunity to express their views or ask questions/queries on resolutions proposed as set out in the Notice of the AGM. The Chairman addressed and responded to the clarifications sought by the speaker shareholders at the AGM.

After the Q&A session, the Chairman informed the members that the AGM e-voting lines will be kept open for 15 minutes for the shareholders to vote at the AGM.



The Chairman authorized Ms. Ruchie Khanna, Company Secretary, to receive the scrutinizer's report (on remote e-voting and e-voting at the AGM) and counter sign the same and declare the voting results. The Scrutinizer's Report and combined e-voting results are received and being filed herewith.

The Chairman thanked the Members, Directors and Auditors for attending the meeting and declared the meeting as concluded after being open for 15 minutes for completion of e-voting by Members.

The 38th AGM concluded at 5.28 p.m. (IST).

This document does not constitute minutes of the 38th Annual General Meeting of the Company.

**Voting Results of the 38th Annual General Meeting of the Company
(Remote e-voting and e-voting at the AGM)**

| | |
|---|---|
| Day, Date and Time of the Annual General Meeting (“AGM”) | Thursday, 17 th July, 2025 commenced at 3:30 p.m. (IST) concluded at 5.28 (IST) |
| Dividend Record Date | Friday, 04 th July, 2025 |
| Cut-off date for e-voting | Thursday, 10 th July, 2025 |
| Total number of shareholders on cut-off date | 7,77,836 shareholders |
| No. of Shareholders present in the meeting either in person or through proxy | Not Applicable in view of exemptions granted by the Ministry of Corporate Affairs* |
| No. of Shareholders attended the meeting through video conferencing | Promoters and Promoter Group: 4 Public: 105 |
| Mode of Voting for all the Resolutions | Remote e-voting from Sunday, 13 th July, 2025 from 9:00 am (IST) upto Wednesday, 16 th July, 2025 till 5.00 pm (IST) E-voting at the Meeting on 17 th July 2025 |

* Physical presence of Members at the AGM is exempted vide Ministry of Corporate Affairs (“MCA”) Circular Nos. 20/2020 dated 5th May, 2020, read with Circular No. 09/2024 dated 19th September, 2024 (“MCA Circulars”) and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated 3rd October, 2024 (“SEBI Circulars”).

Agenda-wise disclosure separately for each agenda item is given hereunder:

RESOLUTIONWISE DETAILS OF VOTING RESULTS

[Home](#)
[Validate](#)

| Resolution (1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | | Ordinary | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | No | | | |
| Description of resolution considered | | | | | To receive, consider and adopt the Audited Standalone financial statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and the Statutory Auditor thereon. | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| | Poll | 342699332 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 490774108 | 90.2939 | 490454001 | 320107 | 99.9348 | 0.0652 |
| | Poll | 543529380 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 543529380 | 490774108 | 90.2939 | 490454001 | 320107 | 99.9348 | 0.0652 |
| Public- Non Institutions | E-Voting | | 5429844 | 5.8398 | 5427201 | 2643 | 99.9513 | 0.0487 |
| | Poll | 92979173 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 92979173 | 5429844 | 5.8398 | 5427201 | 2643 | 99.9513 | 0.0487 |
| Total | | 979207885 | 830903284 | 85.6716 | 838580534 | 322750 | 99.9615 | 0.0385 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Institutions | |
| Public - Non Institutions | |

[Home](#) [Validate](#)

| Resolution (2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of the Statutory Auditors thereon | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | 543529300 | 490774108 | 90.2939 | 490454001 | 320107 | 99.9348 | 0.0652 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 543529300 | 490774108 | 90.2939 | 490454001 | 320107 | 99.9348 | 0.0652 |
| Public- Non Institutions | E-Voting | 92979173 | 5429391 | 5.8394 | 5426748 | 2643 | 99.9513 | 0.0487 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 92979173 | 5429391 | 5.8394 | 5426748 | 2643 | 99.9513 | 0.0487 |
| Total | | 979207885 | 838902831 | 85.6716 | 838580061 | 322750 | 99.9615 | 0.0385 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Institutions | |
| Public - Non Institutions | |

[Home](#)
[Validate](#)

| Resolution (3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To confirm the payment of the Interim Dividend and declare Final Dividend on the equity shares of the Company for the financial year ended 31st March, 2025 | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 543529380 | 491620649 | 90.4497 | 491620649 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 491620649 | 90.4497 | 491620649 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 92979173 | 5429083 | 5.8390 | 5427743 | 1340 | 99.9753 | 0.0247 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 5429083 | 5.8390 | 5427743 | 1340 | 99.9753 | 0.0247 |
| Total | | 979207885 | 839749064 | 85.7580 | 839747724 | 1340 | 99.9998 | 0.0002 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Institutions | |
| Public - Non Institutions | |

[Home](#)
[Validate](#)

| Resolution (4) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To approve re-appointment of Mr. Mohit Joshi as Director, liable to retire by rotation | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 543529380 | 491609404 | 90.4476 | 490384615 | 1224789 | 99.7509 | 0.2491 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 491609404 | 90.4476 | 490384615 | 1224789 | 99.7509 | 0.2491 |
| Public- Non Institutions | E-Voting | 92979173 | 5428419 | 5.8383 | 5412300 | 16119 | 99.7031 | 0.2969 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 5428419 | 5.8383 | 5412300 | 16119 | 99.7031 | 0.2969 |
| Total | | 979207885 | 839737155 | 85.7568 | 838496247 | 1240908 | 99.8522 | 0.1478 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Institutions | |
| Public - Non Institutions | |

[Home](#)
[Validate](#)

| Resolution (5) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To approve appointment of Secretarial Auditor of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 543529380 | 491518061 | 90.4308 | 491514238 | 3823 | 99.9992 | 0.0008 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 543529380 | 491518061 | 90.4308 | 491514238 | 3823 | 99.9992 | 0.0008 |
| Public- Non Institutions | E-Voting | 92979173 | 5428419 | 5.8383 | 5414410 | 14009 | 99.7419 | 0.2581 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 92979173 | 5428419 | 5.8383 | 5414410 | 14009 | 99.7419 | 0.2581 |
| Total | | 979207885 | 839645812 | 85.7475 | 839627980 | 17832 | 99.9979 | 0.0021 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Institutions | |
| Public - Non Institutions | |

[Home](#)
[Validate](#)

| Resolution {6} | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To consider and approve adoption and implementation of the Tech Mahindra Performance Share Plan 2025 of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 543529380 | 491218690 | 90.3757 | 442487478 | 48731212 | 90.0795 | 9.9205 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 543529380 | 491218690 | 90.3757 | 442487478 | 48731212 | 90.0795 | 9.9205 |
| Public- Non Institutions | E-Voting | 92979173 | 5427281 | 5.8371 | 5419421 | 7860 | 99.8552 | 0.1448 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 92979173 | 5427281 | 5.8371 | 5419421 | 7860 | 99.8552 | 0.1448 |
| Total | | 979207885 | 839345303 | 85.7168 | 790606231 | 48739072 | 94.1932 | 5.8068 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Institutions | |
| Public - Non Institutions | |

[Home](#)
[Validate](#)

| Resolution (7) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | To approve grant of Performance Stock Options to the employees of the subsidiary company(ies) of the Company under the Tech Mahindra Performance Share Plan 2025 of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | 543529380 | 390295660 | 71.8076 | 341931472 | 48364168 | 87.6083 | 12.3917 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 543529380 | 390295660 | 71.8076 | 341931472 | 48364168 | 87.6083 | 12.3917 |
| Public- Non Institutions | E-Voting | 92979173 | 5428448 | 5.8383 | 5408597 | 19851 | 99.6343 | 0.3657 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 92979173 | 5428448 | 5.8383 | 5408597 | 19851 | 99.6343 | 0.3657 |
| Total | | 979207885 | 738423440 | 75.4103 | 690039401 | 48384039 | 93.4477 | 6.5523 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Institutions | |
| Public - Non Institutions | |

[Home](#)
[Validate](#)

| Resolution (8) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | | Special | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | No | | | |
| Description of resolution considered | | | | | to consider and approve making provision of money by the Company to Tech Mahindra ESOP Trust to fund the subscription of equity shares of the Company for implementing the employee stock option schemes of the Company. | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 342699332 | 342699332 | 100.0000 | 342699332 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 543529380 | 491609404 | 90.4476 | 444833402 | 46776002 | 90.4851 | 9.5149 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 543529380 | 491609404 | 90.4476 | 444833402 | 46776002 | 90.4851 | 9.5149 |
| Public- Non Institutions | E-Voting | 92979173 | 5428902 | 5.8388 | 5407763 | 21139 | 99.6106 | 0.3894 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | 92979173 | 5428902 | 5.8388 | 5407763 | 21139 | 99.6106 | 0.3894 |
| Total | | 979207885 | 839737638 | 85.7568 | 792940497 | 46797141 | 94.4272 | 5.5728 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | Add Notes | |

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Institutions | |
| Public - Non Institutions | |

Jayavant B. Bhavé

B.Com. LL.B. Dip.IRPM,FCS

J. B. Bhavé & Co
Company Secretaries

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd
Off Bangalore-Mumbai ByPass, Behind Atul Nagar, Warje, Pune 411 058.
E-mail : jbbhave@gmail.com

Consolidated Report of Scrutinizer on E-voting Process

[Remote e-voting and e-voting conducted at the AGM of the Company held through VC/OAVM]

[Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014; further read with various circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") from time to time].

17th July, 2025

To,
Mr. Anand Mahindra
Chairman
Tech Mahindra Limited
Gateway Building, Apollo Bunder,
Mumbai 400001

Sub: Consolidated Report of Scrutinizer on E-voting Process [Remote e-voting and e-voting conducted at the AGM held through VC / OAVM] conducted pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, further read with the relevant MCA and the SEBI Circulars and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Dear Sir,

The Board of Directors of the Company have vide resolution passed on Thursday, 24th April, 2025 decided to provide to the Members of the Company, facility to exercise their voting right on the resolutions as set out in the notice of AGM dated 24th April 2025 and held on Thursday, 17th July, 2025 at 3.30 p.m. (IST) through VC/ OAVM, by way of remote e-voting and e-voting conducted at the AGM.

The MCA and SEBI vide general circulars have allowed companies to convene AGMs through VC/ OAVM. Voting by means of a poll at the AGM by filling physical ballot papers is therefore dispensed with, as no physical AGM is convened. Members who have not voted during remote e-voting period but attended the AGM, are now allowed to cast their vote by e-voting conducted at the AGM.



The e-voting process thus includes the consolidated number of e-votes cast during the remote e-voting period and the e-votes cast at the AGM.

I, Jayavant B. Bhave, Company Secretary in Whole time Practice, having Membership Number: FCS 4266 and Certificate of Practice Number: 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on Thursday, 24th April, 2025 as required under Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of scrutinizing the e-voting process, in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the AGM of the Company and the same are reproduced herein below:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and the Statutory Auditor thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of the Statutory Auditors thereon.
3. To confirm the payment of the Interim Dividend and declare Final Dividend on the equity shares of the Company for the financial year ended 31st March, 2025.
4. To approve re-appointment of Mr. Mohit Joshi as Director, liable to retire by rotation.

Special Business:

5. To approve appointment of Secretarial Auditor of the Company.
6. To consider and approve adoption and implementation of the Tech Mahindra Performance Share Plan 2025 of the Company.
7. To approve grant of Performance Stock Options to the employees of the Subsidiary company(ies) of the Company under the Tech Mahindra Performance Share Plan 2025 of the Company
8. To consider and approve making provision of money by the Company to Tech Mahindra ESOP Trust to fund the subscription of equity shares of the Company for implementing the employee stock option schemes of the Company.



The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder relating to remote e-voting/ e-voting conducted at the AGM. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make the Scrutinizer's Report of the votes cast "in favour" or "against" the above resolutions, based on the reports generated from the e-voting facility provided by the National Securities Depository Limited (NSDL), the authorized agency for conducting remote e-voting/ e-voting at the AGM facility and engaged by the Company for that purpose.

The Notice convening the AGM dated 24th April, 2025 and annexures thereto along with Statement setting out material facts under Section 102 of the Companies Act, 2013, as confirmed by the Company to be held on Thursday, 17th July, 2025 at 3.30 p.m. (IST) through VC/OAVM, was sent through electronic mode to the Members whose e-mail addresses are registered with the Company or MUFG Intime India Private Limited, the Registrar and Share Transfer Agent of the Company or their Depository Participants on Monday, 23rd June, 2025 and a letter providing a web-link and path for accessing the Notice and Integrated Annual Report has been sent to those Shareholders who have not registered their e-mail addresses. The Members of the Company holding shares on the cut-off date i.e. Thursday, 10th July, 2025 were entitled to vote on the above-mentioned resolutions proposed as set out in the Notice of AGM either through remote e-voting or e-voting at the AGM.

In this regard, I submit my report as under:

1. The remote e-voting period commenced from Sunday, 13th July, 2025 at 9:00 A.M. (IST) and ended on Wednesday, 16th July, 2025 at 5:00 P.M. (IST).
2. The Company had also provided e-voting facility of NSDL to the Members who were present at the AGM held through VC / OAVM and who had not cast their votes through remote e-voting. The e-voting was opened during the AGM and remained opened until the conclusion of the AGM.
3. After the conclusion of AGM on Thursday, 17th July, 2025, I have downloaded, scrutinized and counted the Votes cast through remote e-voting and e-voting at the AGM, for the purpose of this report.
4. I have unblocked the electronic votes cast through remote e-voting and e-voting at the AGM in the presence of the witnesses not in the employment of the Company from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
5. The consolidated results of the e-voting process are as follows:



Resolution No. 1 - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and the Statutory Auditor thereon - **Ordinary Resolution.**

(i) Votes in Favour of the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 2683 | 838580534 | 99.9615 |

(ii) Votes Against the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 28 | 322750 | 0.0385 |

(iii) Votes Invalid:

| Number of Members whose votes were declared invalid | Number of invalid votes cast |
|---|------------------------------|
| - | - |

Resolution No. 2 - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of the Statutory Auditors thereon – **Ordinary Resolution.**

(i) Votes in Favour of the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 2678 | 838580081 | 99.9615 |

(ii) Votes Against the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 28 | 322750 | 0.0385 |

(iii) Votes Invalid:

| Number of Members whose votes were declared invalid | Number of invalid votes cast |
|---|------------------------------|
| - | - |



Resolution No. 3 - To confirm the payment of the Interim Dividend and declare Final Dividend on the equity shares of the Company for the financial year ended 31st March, 2025 – **Ordinary Resolution.**

(i) Votes in Favour of the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 2689 | 839747724 | 99.9998 |

(ii) Votes Against the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 18 | 1340 | 0.0002 |

(iii) Votes Invalid:

| Number of Members whose votes were declared invalid | Number of invalid votes cast |
|---|------------------------------|
| - | - |

Resolution No. 4 - To approve re-appointment of Mr. Mohit Joshi as Director, liable to retire by rotation – **Ordinary Resolution.**

(i) Votes in Favour of the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 2634 | 838496247 | 99.8522 |

(ii) Votes Against the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 70 | 1240908 | 0.1478 |

(iii) Votes Invalid:

| Number of Members whose votes were declared invalid | Number of invalid votes cast |
|---|------------------------------|
| - | - |



Resolution No. 5 - To approve appointment of Secretarial Auditor of the Company – **Ordinary Resolution**.

(i) Votes in Favour of the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 2670 | 839627980 | 99.9979 |

(ii) Votes Against the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 31 | 17832 | 0.0021 |

(iii) Votes Invalid:

| Number of Members whose votes were declared invalid | Number of invalid votes cast |
|---|------------------------------|
| - | - |

Resolution No. 6 - To consider and approve adoption and implementation of the Tech Mahindra Performance Share Plan 2025 of the Company – **Special Resolution**.

(i) Votes in Favour of the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 2474 | 790606231 | 94.1932 |

(ii) Votes Against the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 236 | 48739072 | 5.8068 |

(iii) Votes Invalid:

| Number of Members whose votes were declared invalid | Number of invalid votes cast |
|---|------------------------------|
| - | - |



Resolution No. 7 - To approve grant of Performance Stock Options to the employees of the Subsidiary company(ies) of the Company under the Tech Mahindra Performance Share Plan 2025 of the Company – **Special Resolution**.

(i) Votes in Favour of the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 2427 | 690039401 | 93.4477 |

(ii) Votes Against the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 250 | 48384039 | 6.5523 |

(iii) Votes Invalid:

| Number of Members whose votes were declared invalid | Number of invalid votes cast |
|---|------------------------------|
| - | - |

Resolution No. 8 - To consider and approve making provision of money by the Company to Tech Mahindra ESOP Trust to fund the subscription of equity shares of the Company for implementing the employee stock option schemes of the Company – **Special Resolution**.

(i) Votes in Favour of the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 2470 | 792940497 | 94.4272 |

(ii) Votes Against the resolution:

| Number of Members voted | Number of valid votes cast | % of total number of valid votes cast |
|-------------------------|----------------------------|---------------------------------------|
| 246 | 46797141 | 5.5728 |

(iii) Votes Invalid:

| Number of Members whose votes were declared invalid | Number of invalid votes cast |
|---|------------------------------|
| - | - |



6. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the Minutes of AGM of the Company and the same will be handed over to the Company Secretary thereafter.

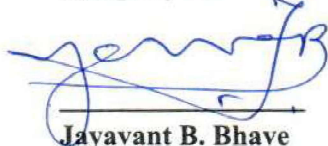
7. **Result:**

All the eight resolutions have secured requisite majority of votes. Resolution Nos. 1 to 5 are passed as Ordinary Resolutions and Resolutions Nos. 6 to 8 are passed as Special Resolutions.

The Chairman of the AGM or Company Secretary of the Company may accordingly declare the voting result.

Thanking You.

Yours faithfully,
For J. B. Bhawe & Co.
Company Secretaries



Jayavant B. Bhawe
FCS: 4266 CP: 3068
Scrutinizer appointed for the Voting process
UIN: S1999MH025400



For Tech Mahindra Limited

Ruchie Khanna
Digitally signed
by Ruchie
Khanna
Date: 2025.07.17
21:46:33 +05'30'

Ruchie Khanna
ACS: 24922
Company Secretary

PR No.: 1238/2021
UDIN: F004266G000805583

Date: 17th July, 2025

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 5:37 p.m. IST on Thursday, 17th July, 2025.



Karina Suryawanshi
Witness



Ishaan Kelkar
Witness