TECH MAHINDRA LIMITED

Registered Office: Gateway Building, Apollo Bunder, Mumbai – 400 001, India
Website: www.techmahindra.com • **E-mail:** investor.relations@techmahindra.com
• **CIN:** L64200MH1986PLC041370 • **ISIN :** INE669C01036

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with applicable Rules made thereunder)

To,
The Members of Tech Mahindra Limited,

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the General circular nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 09/2023 dated 25 September 2023, 09/2024 dated 19 September 2024 and 03/2025 dated 22 September 2025 read with other relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") read with the circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 read with other relevant circulars issued by the SEBI ("SEBI Circulars"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), and subject to other applicable laws and regulations, the Ordinary Resolutions appended below are proposed to be approved by the Members of the Company by way of Postal Ballot through electronic voting only ("remote e-voting").

Pursuant to the provisions of Sections 102, 110 and other applicable provisions of the Act and the SS-2, the explanatory statement pertaining to the Ordinary Resolutions appended below, setting out the rationale, material facts and reasons concerning the proposal and relevant disclosures is annexed to this Postal Ballot Notice for your consideration and forms part of this Notice.

This Postal Ballot is being initiated in compliance with the MCA Circulars and the SEBI Circulars. Accordingly, this Postal Ballot Notice is being sent only through electronic mode (by e-mail) to all those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and who have registered their e-mail addresses with the Company or MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar to an Issue and Share Transfer Agent of the Company ("MUFG Intime" or "RTA") or the Depository Participant(s) and other persons entitled to receive this notice, as on **Friday, 16 October 2026 ("cut-off date")**. Physical copy of this Notice, the Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot in compliance with the MCA Circulars and the SEBI Circulars. Accordingly, Members are requested to communicate their assent or dissent on the Ordinary Resolutions contained herein only through the remote e-voting system.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, as amended from time to time and the provisions of Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide remote e-voting facility to all its

Members to enable them to cast their votes electronically on the Ordinary Resolutions set forth in this Postal Ballot Notice. The Company has engaged the services of NSDL for the said purpose.

The remote e-voting shall commence on Friday, 23 October 2026, at 9:00 a.m. (IST) and shall end on Saturday, 21 November 2026, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or dematerialised form as on Friday, 16 October 2026, the cut-off date, may cast their votes electronically.

Members are requested to peruse the proposed Ordinary Resolutions along with the Explanatory Statement and accord their assent or dissent by remote e-voting facility provided by the Company not later than 5:00 p.m. (IST) on Saturday, 21 November 2026, failing which it will be considered that no reply has been received from the Members. Members desiring to exercise their votes are requested to carefully read the Notes section of this Notice.

The Board of Directors of the Company, at its meeting held on Thursday, 15 October 2026, has appointed Mr. Jayavant B. Bhave, Practicing Company Secretary (Membership No. F4266 and Certificate of Practice No.: 3068) and proprietor of M/s. J. B. Bhave & Co., Company Secretaries or failing him Ms. Ruchi Bhave, Practicing Company Secretary (Membership No.: F13324 and Certificate of Practice No.: 27019), as Scrutiniser to scrutinise the postal ballot process and votes cast (through remote e-voting) in a fair and transparent manner.

On completion of the scrutiny of the remote e-voting, the Scrutiniser will submit his/her report to the Chairman of the Company or any other person of the Company duly authorised by him within prescribed timelines. The results of the Postal Ballot will be declared within the stipulated timelines and on declaration will be communicated to the Stock Exchanges where equity shares of the Company are listed viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), will also be uploaded on the Company's website: www.techmahindra.com and on the website of NSDL: https://www.evoting.nsdl.com and will be displayed along with the Scrutiniser's Report at the Registered Office as well as the Corporate Office of the Company. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.

SPECIAL BUSINESS

ITEM NO. 1

To consider and approve increase in the authorised share capital and consequent alteration to the capital clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 13, 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules framed thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder, from time to time

(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and basis the recommendation of the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) thereof or any other person(s) authorised by the Board or its Committee in this regard) of the Company, and subject to such other approval(s), permission(s) and sanction(s) as may be necessary from time to time and condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s) ("applicable laws"), approval of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 9,24,30,00,000/- (Rupees nine hundred twenty-four crore and thirty lakhs only) divided into 1,84,86,00,000 (One hundred eighty-four crore eighty-six lakhs) Equity Shares of Rs. 5/- (Rupees five only) each to Rs. 10,00,00,00,000/- (Rupees one thousand crore only) divided into 2,00,00,00,000 (Two hundred crore) Equity Shares of Rs. 5/- (Rupees five only) each, by creation of additional 15,14,00,000 (Fifteen crore fourteen lakhs) Equity Shares of Rs. 5/- (Rupees five only) each and consequently the existing Clause V(a) of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Clause V(a):

V (a) The Authorised Share Capital of the Company is Rs. 10,00,00,00,000/- (Rupees one thousand crore only) divided into 2,00,00,00,000 (Two hundred crore) Equity Shares of Rs. 5/- (Rupees five only) each.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required or deemed fit in this connection including to seek all necessary approvals to give effect to this Resolution, to delegate all or any of the powers vested or conferred herein to any of its Committee(s) or the Director(s) or Officer(s) or Representative(s) of the Company, to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, papers, forms, returns and writings as may be considered necessary, proper, desirable or expedient."

ITEM NO. 2
To consider and approve issue of Bonus Equity Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Foreign Exchange Management Act, 1999 ("FEMA") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable regulations, rules and guidelines issued, from time to time, by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), or the Reserve Bank of India ("RBI"), the relevant provisions of the Memorandum of Association and

Articles of Association of the Company and the recommendations of the Audit Committee and the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee(s) thereof or any other person(s) authorised by the Board or its Committee in this regard) of the Company, subject to such other approval(s), permission(s) and sanction(s) as may be necessary from time to time and condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s) ("applicable laws"), approval of the Members of the Company be and is hereby accorded for capitalisation of amounts standing to the credit of the Securities Premium Account and/or Retained Earnings and/or General Reserves and/or any other permitted Reserves, as per the Standalone Audited Financial Statements of the Company for the financial year ended 31 March 2026, for the purpose of issue and allotment of Bonus Equity Shares of Rs. 5/- (Rupees five only) each, credited as fully-paid Bonus Equity Shares to the eligible Members of the Company whose names appear in the Register of Members/List of Beneficial Owners of the Company received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), as on the Record Date, as may be determined by the Board for this purpose, in the ratio of 1:1, i.e. one (1) new fully paid-up Bonus Equity Share of Rs. 5/- (Rupees five only) each for every one (1) existing fully paid-up equity share of Rs. 5/- (Rupees five only) each and that the new Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in nominal amount of the paid-up equity share capital of the Company held by each such Member;

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT consequent to the Bonus issue, the Board or any Committee thereof be and is hereby authorised to make appropriate adjustments to the Exercise Price and/or the number of equity shares to be issued against the outstanding stock options and number of stock options vested/to be vested under the Employee Stock Option Schemes/Plans of the Company, to the eligible employees of the Company and its subsidiaries, in the same proportion as the Bonus Equity Shares are being issued;

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall be issued and allotted in dematerialised mode only and shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as on the Record Date set for the purpose of Bonus Issue;

RESOLVED FURTHER THAT in the case of Members who hold equity shares in physical form, the Bonus Equity Shares so issued and allotted shall be credited to a new demat suspense account until such Bonus Equity Shares are credited by the Company in dematerialised form to the beneficiary accounts of such Members with their respective Depository Participant(s), subject to the provisions of the Act, SEBI Listing Regulations, SEBI ICDR, FEMA and/or any other applicable laws, regulations, rules and guidelines as may be issued by the MCA, SEBI, RBI or any other authority in this regard, and the voting rights of such Bonus Equity Shares held in the demat suspense account shall remain frozen;

RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to the extent that they relate to Non-Resident Indians, Overseas Corporate Bodies, Foreign Portfolio/ Institutional Investors and other Foreign Investors, shall be subject to the approval, if any of the RBI under FEMA and/or any other regulatory authority;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required or deemed fit in this connection including to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations, SEBI ICDR, and other applicable regulations, rules and guidelines, to seek all necessary approvals to give effect to this Resolution, to delegate all or any of the powers vested or conferred herein to any of its Committee(s) or the Director(s) or Officer(s) or Representative(s) of the Company, to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, papers, forms, returns and writings as may be considered necessary, proper, desirable or expedient."

By order of the Board

Ruchie Khanna
Company Secretary
Membership No.: A24922

Registered Office:
Gateway Building, Apollo Bunder,
Mumbai - 400 001, India.
Website: www.techmahindra.com
E-mail: investor.relations@techmahindra.com
CIN: L64200MH1986PLC041370
Tel.: +91 20 40109111

Place : New Delhi
Date : 15 October 2026

NOTES TO NOTICE:

A. DISPATCH OF POSTAL BALLOT NOTICE THROUGH ELECTRONIC MEANS ONLY

1. Electronic dispatch: In terms of the Ministry of Corporate Affairs ("MCA") Circular nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, read with Circular nos. 09/2023 dated 25 September 2023, 09/2024 dated 19 September 2024 and 03/2025 dated 22 September 2025 ("MCA Circulars") and the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 ("SEBI Circulars"), this Postal Ballot Notice is being dispatched through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 16 October 2026 ("Cut-Off Date")** received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (Depositories) and whose e-mail address is registered with the Company/Registrar to an Issue and Share Transfer Agent ("RTA")/Depository Participants ("DPs")/Depositories and other persons entitled to receive this notice. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent for this Postal Ballot in compliance with the aforementioned MCA Circulars and SEBI Circulars.

2. The Postal Ballot Notice will also be available electronically at the following links:
   - Company's website: www.techmahindra.com
   - Websites of the Stock Exchanges: www.bseindia.com and www.nseindia.com
   - Website of NSDL: www.evoting.nsdl.com

3. Members are also requested to register their e-mail address with their DPs/RTA to enable sending of Notices/Letters/Communications/Annual Reports in future through electronic means.

B. REMOTE E-VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the MCA Circulars and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), the Company is pleased to provide Members the facility to exercise their right to vote on all the Ordinary Resolutions set forth in this Postal Ballot Notice, by electronic means through e-Voting Services provided by NSDL.

2. Members are eligible to cast vote electronically on agenda items proposed in this Postal Ballot Notice only if they are holding shares (in physical form or in dematerialised form) as on the cut-off date and in proportion to their shares in the paid-up equity share capital of the Company on the said date.

Cut-off date for remote e-voting	**Commencement of remote e-voting**	**End of remote e-voting**
Friday, 16 October 2026	**Friday, 23 October 2026 (9:00 a.m. (IST) onwards)**	**Saturday, 21 November 2026 (up to 5:00 p.m. (IST))**

3. The remote e-voting module shall be blocked/disabled by NSDL thereafter on Saturday, 21 November 2026 at 5:00 p.m. (IST). Members shall not be allowed to vote through remote e-voting beyond the said date and time.

4. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

5. A Member need not use all his/her/its/their votes nor does he/she/it need to cast all his/her/its/their votes in the same way.

6. Members cannot exercise votes by proxy on Postal Ballot.

7. A person, whose name is recorded in the Register of Members or in the List 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.

8. A person who is not a 'Member' as on cut-off date should treat this Notice for information purposes only.

9. Subject to receipt of requisite number of votes, the Ordinary Resolutions placed in this Postal Ballot Notice shall be deemed to have been passed by the Members, as if they have been passed at a General Meeting of the Members, on the last date of remote e-voting i.e. Saturday, 21 November 2026.

10. For any technical or other assistance or any queries or grievance regarding remote e-voting, the Members are requested to refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or contact Mr. Sagar S. Gudhate, Assistant Vice President, NSDL, 301, G-Block, Plot No. C-32, Naman Chambers, 3rd Floor, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, 400051at tel. no. +91 22 4886 7000 or send e-mail request to evoting@nsdl.com. Members are requested to kindly quote their name, DP ID and Client ID/ Folio No. and the Company's E-voting Event Number ("EVEN") 143362 in all communications.

11. The Board has appointed Mr. Jayavant B. Bhave, Practicing Company Secretary (Membership No. F4266 and Certificate of Practice No.: 3068) and proprietor of M/s. J. B. Bhave & Co., Company Secretaries or failing him Ms. Ruchi Bhave, Practicing Company Secretary (Membership No.: F13324 and Certificate of Practice No.: 27019), as the Scrutiniser to scrutinise the remote e-voting process in a fair and transparent manner. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.

12. The remote e-voting results shall be declared by the Company within prescribed timelines. The declared results along with the Scrutiniser report shall be placed on the website of the Company at the weblink: www.techmahindra.com/investors on the website of NSDL at www.evoting.nsdl.com, the websites of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and shall also be displayed at the Registered Office as well as the Corporate Office of the Company.

C. EXPLANATORY STATEMENT

The special business matters proposed at agenda item nos. 1 and 2 are unavoidable in nature and hence included as special business in this Postal Ballot.

The Explanatory Statement in respect of agenda item nos. 1 and 2 of this notice, in terms of Section 102 of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder and the Secretarial Standard-2 on General Meetings issued by the Institute of Company

Secretaries of India ("SS-2") setting out material facts concerning the special businesses of the accompanying Notice is Annexed hereto.

D. PROCESS AND MANNER OF REMOTE E-VOTING

STEP I: ACCESS TO THE REMOTE E-VOTING SYSTEM

In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January 2026 read with other applicable Circulars issued by SEBI on e-voting facility provided by listed companies, Individual Members holding securities in demat mode are allowed to vote through single login credentials of their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email Id in their demat accounts to access the remote e-voting facility.

A. For Individual Members holding securities in demat mode:

Login method is given below

<table>
<tr><th>Type of Members</th><th>Login Method</th></tr>
<tr><td rowspan="3">Individual Members holding securities in demat mode with NSDL</td><td>A. NSDL IDeAS facility
User already registered with IDeAS facility
1. Visit URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile.
2. Click on the "Beneficial Owner" icon under "Login" under "IDeAS" section.
3. On the new page enter User ID and Password. After successful authentication, you will be able to see e-voting services.
4. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page.
5. Click on options available against the Company name or e-voting service provider - NSDL and you will be redirected to NSDL e-voting website for casting your vote during the remote e-voting period.
User not registered for IDeAS facility
1. Option to register is available at https://eservices.nsdl.com.
2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.
3. Proceed with completing the required fields.
4. Please follow steps given in above-mentioned para, to use the IDeAS facility.</td></tr>
<tr><td>B. E-voting website of NSDL
1. Open URL: https://www.evoting.nsdl.com/.
2. Click on the icon "Login" which is available under 'Shareholder/Member' section.
3. Enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. On successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
NSDL Mobile App is available on
App Store Google Play</td></tr>
<tr><td>C. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned above for seamless voting experience.</td></tr>
</table>

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	**A. Existing user already opted for Easi/Easiest** 1. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login/ or URL: www.cdslindia.com and click on New System Myeasi Login to My Easi option under Quick Login. 2. Enter your username and password for accessing Easi/Easiest. 3. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. **B. User not registered for Easi/Easiest** 1. Option to register is available at https://web.cdslindia.com/. 2. Click on login & New System Myeasi Tab and then click on registration option. 3. Proceed with completing the required fields. 4. Follow the steps given in point A. **C. Alternatively, the user can directly access e-Voting website of CDSL** 1. Visit URL www.cdslindia.com. 2. Click on e-voting tab and provide your demat account number and PAN. 3. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. 4. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and able to directly access the system of all e-voting service providers.
Individual Members logging-in through their demat accounts	1. Individual Members holding shares of the Company in demat mode can access e-voting facility provided by the Company using login credentials of their demat account (online accounts) through their respective demat accounts/websites of DPs registered with NSDL/CDSL. 2. Once logged in, you will be able to see e-voting option. 3. Once you click on e-voting option, after successful authentication, you will be redirected to websites of NSDL/CDSL wherein e-voting feature will be visible 4. Click on options available against Company name or e-voting service provider – NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e., NSDL and CDSL

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. For all other Members (including physical shareholders):

Login method is given below:

<table>
<tr><td>Step 1</td><td>Click on the link: https://www.evoting.nsdl.com/</td></tr>
<tr><td>Step 2</td><td>Once the home page is launched, click on “Login” which is available under ‘Shareholder/Member’ section.</td></tr>
<tr><td>Step 3</td><td>A new screen will be opened. You will have to enter your User ID, your Password/OTP, the Verification Code as shown on the screen and tick on Agree to “Terms and Conditions” by selecting on the check box.</td></tr>
<tr><td>Step 4</td><td>Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login.
Once you log-in to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step II i.e. Cast your vote electronically.

Login using your credentials as given below:

<table>
<tr><th>Your User ID is:</th><th>Your password is:</th></tr>
<tr><td>For NSDL demat account holders:
8 Character DP ID followed by 8 Digit Client ID#
Eg: if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

For CDSL demat account holders:
16 Digit Beneficiary ID
Eg: If your Beneficiary ID is 12**********, then your user ID is 12**********
#Client ID is the last 8 Digits of your demat account Number
(Kindly procure your details from your demat statement)</td><td>▪ For Registered Users: Use your existing password to login and cast your vote
▪ For First Time Users: Enter the ‘initial password’ which was communicated to you as under. Once you enter your ‘initial password’, the system will ask you to change password.

How to retrieve your ‘initial password’?
Your ‘initial password’ is communicated to you on your e-mail id (If your email ID is registered in your demat account or with the Company).

Trace the top up e-mail sent to you from NSDL on or around the date of receipt of the Postal Ballot Notice by you. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.
If your e-mail address is not registered, please follow steps given in the Notes below.

Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.</td></tr>
</table>
</td></tr>
</table>

How to procure user ID and password, if e-mail ID is not registered with DPs/RTA?

Members are requested to send a request to evoting@nsdl.com for procuring user id and password for e-voting and provide DP ID-Client ID (16-digit DP ID + Client ID or 16-digit Beneficiary ID), Name, Client Master or Copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).

How to reset password if you are unable to find or have not received the "Initial password" or have forgotten your existing password?
a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on https://www.evoting.nsdl.com/.
b. If you are still unable to get the password by aforesaid option, you can send a request for password at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" option available on https://www.evoting.nsdl.com/ to reset the password.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, you can proceed with the steps below to cast your vote electronically.

STEP II: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

1. After successful login at Step I, you will be able to see the home page of e-voting.
2. Click on e-voting then click on "Active Voting Cycles".
3. After clicking "Active Voting Cycles" you will be able to see "EVEN" of all the companies in which you are holding shares and whose voting cycle is in active status.
4. Select "EVEN" of Tech Mahindra Limited, which is 143362.
5. Now you are ready for e-Voting as the Voting page opens.
6. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote.
7. Vote and click on "Submit" and "Confirm" when prompted.
8. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

E. REQUEST FOR DEMATERIALISATION OF SHARES

Members may please note that SEBI vide its Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6 February 2026 has mandated that all investor service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition, shall be processed in dematerialised form only.

Accordingly, Shareholders holding equity shares in physical form desirous of placing any of the above-mentioned requests can do so by submitting Form ISR-4, only after the folio is KYC Compliant as per SEBI circular. Form ISR-4 is available on the Company's website at the weblink: www.techmahindra.com/investors/shareholder-information/.

F. REQUEST FOR UPDATION OF KYC AND NOMINATION DETAILS

1. Shareholders are requested to update their PAN, KYC details (name, address, email address, mobile number and bank account details) and nomination details with their respective Depository Participant (for shares held in dematerialised form) or with the Company's RTA (for shares held in physical form), in compliance with the mandates issued by SEBI.

2. Shareholders holding shares in physical form are requested to use SEBI notified forms viz. Form ISR-1 for registering or updating PAN and KYC contact details, Form ISR-2 for banker attestation of signatures, and Form SH-13 for registration or updation of Nomination or Form ISR-3 for declaration to opt out of nomination. The said forms are available on the Company's website at the weblink: www.techmahindra.com/investors/shareholder-information/

3. Shareholders are also requested to register/update their email addresses with their respective DP (for demat holding) or the Company's RTA (for physical holding) to receive the Annual Report, Dividend credit intimations and other communications electronically and to support the Company's green initiative.

4. Shareholders holding shares in physical form are encouraged to consolidate multiple folios, register nomination details, and convert their holdings into dematerialised form to facilitate efficient servicing and to mitigate risks associated with physical share certificates.

G. REQUEST TO CLAIM UNCLAIMED/UNPAID DIVIDEND(S)

1. Pursuant to Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, all the dividends which have remained unpaid/unclaimed for seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, if the dividends remain unpaid/unclaimed for seven consecutive years, the shares in respect of such dividends are also liable to be transferred to the demat account of the IEPF Authority.

2. The details of dividends declared by the Company in the past years and lying unpaid and unclaimed are uploaded on the website of the Company at the weblink: www.techmahindra.com/investors/shareholder-information/.

3. All Members are requested to verify the status of their dividends on the website of the Company at above mentioned link.

4. 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 the IEPF Authority by submitting online application in the prescribed Form IEPF-5 available on the website of the MCA and sending original documents enumerated in Form IEPF-5 duly signed to the Company along with Form IEPF-5 for verification of claim on below address of the Nodal Officer of the Company

   Kind Attention: Ms. Ruchie Khanna
   Nodal Officer, Tech Mahindra Limited,
   Sharda Centre, Off Karve Road,
   Erandwane, Pune – 411004, Maharashtra, India
   E-mail to investor.relations@techmahindra.com

H. SPECIAL WINDOW FOR TRANSFER AND DEMATERIALISATION OF PHYSICAL SHARES

SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30 January 2026, has opened a Special Window to facilitate transfer and dematerialisation ("demat") of physical securities which were executed prior to 1 April 2019. The special window is open from 5 February 2026 to 4 February 2027. Shareholders are encouraged to use this opportunity by furnishing the necessary documents to the Company/its RTA. Further details in this regard can be accessed on the website of the Company at the weblink: https://insights.techmahindra.com/investors/special-window-for-transfer-and-dematerialisation-of-physical-securities.pdf

By order of the Board

Ruchie Khanna
Company Secretary
Membership No.: A24922

Registered Office:
Gateway Building, Apollo Bunder,
Mumbai - 400 001, India
Website: www.techmahindra.com
E-mail: investor.relations@techmahindra.com
CIN: L64200MH1986PLC041370
Tel.: +91 20 40109111

Place : New Delhi
Date : 15 October 2026

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the business mentioned at Item nos. 1 and 2 of the accompanying Postal Ballot Notice dated 15 October 2026 should be taken as forming part of this Notice.

ITEM NOS. 1 AND 2

The Equity Shares of the Company are listed and actively traded on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE').

Article 142 of the Articles of Association of the Company permits capitalisation of reserves standing to the credit of the Company's undistributed profits, share premium account, capital redemption reserve account, or any other permissible reserve account(s) for distribution to the Shareholders.

The Company has consistently maintained a profitable track record, has also achieved several significant milestones and witnessed substantial growth in its business and the industry in which it operates. Further, the year 2026 marks the 40th Anniversary of the Company since its incorporation, making it a significant milestone in the Company's journey.

With a view to reward the Shareholders of the Company, increase the market capitalisation of the Company, improve the liquidity of the equity shares and considering the financial parameters and the position of reserves of the Company, the Board of Directors ("Board") at its Meeting held on Thursday, 15 October 2026, basis recommendation of the Audit Committee, and subject to approval of the Members and other Statutory and Regulatory approvals as may be applicable, has recommended capitalisation of amounts standing to the credit of the Securities Premium Account and/or Retained Earnings and/or General Reserves and/or any other permitted Reserves, as per the Standalone Audited Financial Statements of the Company for the financial year ended 31 March 2026, for the purpose of issue and allotment of Bonus Equity Shares in the ratio of 1:1, i.e. 1 (One) new Bonus Equity Share of Rs. 5/- (Rupees five only) each for every 1 (One) existing fully paid-up Equity Share of Rs. 5/- each (Rupees five only) to those Members of the Company whose name appears in the Register of Members maintained by the Company/List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited, as on the Record Date fixed by the Board or Committee thereof for this purpose.

The Company has not defaulted in payment of any statutory dues of the employees. Further, there are no outstanding fixed deposits, debt securities, or partly paid-up equity shares as on the date of this Notice.

As on date of this notice, the Authorised Share Capital of the Company is Rs. 9,24,30,00,000/- (Rupees nine hundred twenty-four crore and thirty lakhs only) comprising of 1,84,86,00,000

(One hundred eighty-four crore eighty-six lakhs) equity shares of Rs. 5/- (Rupees five only) each. The Issued, Subscribed and Paid-up Share Capital of the Company as on the date of this Notice is Rs. 4,90,10,25,200/- (Rupees four hundred ninety crore ten lakhs twenty-five thousand two hundred only) comprising of 98,02,05,040 (Ninety-eight crore two lakhs five thousand and forty) Equity Shares of Rs. 5/- (Rupees five only) each, fully paid-up.

In view of the proposed issue of Bonus Equity Shares, the Authorised Share Capital of the Company is proposed to be increased to Rs. 10,00,00,00,000/- (Rupees one thousand crore only) divided into 2,00,00,00,000 (Two hundred crore) Equity Shares of Rs. 5/- (Rupees five only) each, which would require consequential amendments to the existing Clause V(a) of the Memorandum of Association of the Company.

The Company has granted stock options to the eligible employees of the Company (including the Managing Director & CEO) and its subsidiaries under the Employees Stock Option Scheme 2014, Employees Stock Option Scheme 2018 and TechM Performance Share Plan 2025. Consequent to the issue of Bonus Equity Shares, appropriate adjustments with respect to the Exercise Price and/or the number of equity shares to be issued against the outstanding stock options and number of stock options vested/to be vested as on the Record date under the said Employee Stock Option Schemes/Plans of the Company, shall be made.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new bonus equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, the bonus equity shares of members holding equity shares in physical form shall be credited in dematerialised form to a new demat suspense account till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the Bonus Equity Shares held in the demat suspense account shall remain frozen.

Pursuant to the provisions of Sections 13, 61, 63 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and the Articles of Association of the Company, the increase in the Authorised Share Capital and consequential alteration of the Memorandum of Association of the Company and capitalisation of reserves by way of issue of bonus shares of the Company require approval of the Members. Accordingly, in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the Members is sought through this Postal Ballot instead of transacting the special businesses at a General Meeting.

Accordingly, the Board recommends the special businesses set forth at Item nos. 1 and 2 of this notice to be passed as Ordinary Resolutions by the Members through Postal Ballot.

Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are available for inspection of the Members from the date of dispatch of this Postal Ballot Notice till the last date of remote e-voting i.e. Saturday, 21 November 2026. Members seeking to inspect such documents may send an e-mail to investor.relations@techmahindra.com.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set forth in this Notice except to the extent of their shareholdings and outstanding Employee Stock Options held by them in the Company.

By order of the Board

Ruchie Khanna
Company Secretary
Membership No.: A24922

Registered Office:
Gateway Building, Apollo Bunder,
Mumbai - 400 001, India
Website: www.techmahindra.com
E-mail: investor.relations@techmahindra.com
CIN: L64200MH1986PLC041370
Tel.: +91 20 40109111

Place : New Delhi
Date : 15 October 2026