

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

Notice is hereby given that the Thirty-Ninth Annual General Meeting ("AGM") of the Members of Tech Mahindra Limited will be held on **Friday, July 17, 2026 at 3:30 p.m.** (IST) through Video Conferencing / any Other Audio-Visual Means to transact the following businesses.

The proceedings of the AGM shall be deemed to be conducted at the registered office of the Company at Gateway Building, Apollo Bunder, Mumbai - 400 001.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and the Statutory Auditors thereon**

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

- 2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the report of the Statutory Auditors thereon**

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

RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the report of the Statutory Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.

- 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 March 31, 2026**

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

RESOLVED THAT Interim Dividend of ₹ 15/- per equity share of ₹ 5/- each fully paid-up (300% on face value) declared by the Board of Directors and paid to the Members of the Company in November 2025, be and is hereby confirmed;

RESOLVED FURTHER THAT as recommended by the Board of Directors, Final Dividend of ₹ 36/- per equity share of ₹ 5/- each fully paid-up (720% on face value) for the financial year 2025-26, be and is hereby declared and the same be paid to the Members of the Company whose names appear in the Register of Members/List of Beneficial Owners of the Company as on July 3, 2026."

- 4. To approve re-appointment of Dr. Anish Shah as a Non-Executive Director, liable to retire by rotation**

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

RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. Anish Shah (DIN: 02719429), Non-Executive Director, who retires by rotation at this 39th Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.



SPECIAL BUSINESS

5. Shareholder's notice for appointment of Director under Section 160 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment

and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Krishnam Parasramka (DIN: 07632711), in respect of whom the Company has received a notice under Section 160 of the Act from Café Network Limited, Shareholder of the Company, be and is hereby appointed as a Director of the Company."

**By Order of the Board
For Tech Mahindra Limited**

**Ruchie Khanna
Company Secretary
(Membership No.: ACS24922)**

Registered Office:

Gateway Building, Apollo Bunder,
Mumbai - 400 001, India

Website: www.techmahindra.com

E-mail: investor.relations@techmahindra.com

CIN: L64200MH1986PLCO41370

Tel.: +91 20 40109111

Place : Pune

Date : April 22, 2026

NOTES AND SHAREHOLDER INFORMATION

A. CONVENING OF ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING OR ANY OTHER AUDIO-VISUAL MEANS FACILITY

1. Convening of Meeting: The Ministry of Corporate Affairs ("MCA") vide Circular No. 20/2020 dated May 5, 2020, read with Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circulars"), have permitted convening of Annual General Meeting ("AGM") through Video Conferencing ("VC") or any Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. In compliance with the said MCA and SEBI Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 39th AGM of the Company is being conducted through VC/OAVM facility provided by National Securities Depository Limited ("NSDL").

The facility of joining the AGM through VC/OAVM facility shall be open for all Members of the Company 30 minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice.

2. Webcast: Pursuant to Regulation 44(6) of SEBI Listing Regulations, the Company will also be providing live webcast of proceedings of AGM. The proceedings of the AGM can be viewed by logging on to the e-voting website of NSDL at <https://www.evoting.nsdl.com> using their remote e-voting credentials.

3. Venue: The Registered Office of the Company as stated in the Notice, shall be the deemed venue of the AGM.

4. Route Map: Since the AGM will be held through VC/OAVM facility, Route Map with prominent landmark of the venue of the Meeting is not required to be annexed to the Notice.

5. Quorum and Attendance Slip: Pursuant to the aforesaid MCA Circulars, physical attendance of the Members is not required at the AGM. Members attending the AGM through VC/OAVM facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Accordingly, attendance slip is not annexed to this Notice.

6. Proxy: Pursuant to provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her/their behalf and a proxy need not be a Member. In terms of the MCA Circulars read with the SEBI Listing Regulations, physical attendance of Members has been dispensed with and requirement of sending proxy forms is not applicable for meetings held only through electronic mode.

In view of the above, the facility for appointment of proxy(ies) by the Members under Section 105 of the Act, will not be available for the AGM and hence, the Proxy Form is not annexed to this Notice.

7. Participation by Corporate/Institutional Shareholders: Corporate/Institutional Shareholders are encouraged to participate and vote in the AGM through VC/OAVM facility. Corporate/Institutional Shareholders are requested to send a certified scanned copy of the board resolution/authorization letter/power of attorney, etc. authorizing its representative(s) to attend, participate and vote at the AGM through VC/OAVM facility, to the Scrutinizer at jbhhave@gmail.com with a copy marked to NSDL at evoting@nsdl.com and the Company at investor.relations@techmahindra.com or upload the same on the e-voting portal by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login, pursuant to Section 113 of the Act.



8. Registration as Speaker Shareholder for AGM: Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request at investor.relations@techmahindra.com by mentioning their name, DP ID and Client ID/Folio number, e-mail id, PAN, mobile number latest by Friday, July 3, 2026. Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members are requested to keep their queries brief and restrict their speaking time to 5 (five) minutes, to give all speakers an opportunity to participate as well as complete the AGM proceedings within the specified time frame.
9. Transcript of AGM: The transcript and proceedings of the AGM will be made available on the website of the Company which can be accessed at the weblink: <https://www.techmahindra.com/investors/annual-reports-filings/> and the proceedings will also be uploaded on the website of the stock exchanges where equity shares of the Company are listed, viz. BSE Limited and National Stock Exchange of India Limited, within the statutory timelines.

B. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT

1. Electronic dispatch: In terms of the MCA Circulars and SEBI Circulars, the Integrated Annual Report for the financial year ("FY") 2025-26 comprising of the Audited Financial Statements, reports of the Board of Directors and Statutory Auditors' thereon and other documents required to be attached therewith including the Notice of the 39th AGM of the Company are being dispatched through electronic mode to those Shareholders whose e-mail address(es) are registered with the Company or the Depositories or the Depository Participant(s) ("DPs") or with MUFG Intime India Private Limited (Formerly Link Intime India Private

Limited) ("MUFG Intime"), the Registrar to an Issue & Share Transfer Agent ("RTA") of the Company.

2. In compliance with Regulation 36(1) of the SEBI Listing Regulations, a letter providing the web-link including the exact path, where complete details of the Integrated Annual Report and related documents for the FY 2025-26 are available, is being sent to those Member(s) who have not registered their email address(es) with the Company/RTA/DPs.
3. Members may further note that the Notice and Integrated Annual Report for FY 2025-26 will also be available electronically at the following links:
 - Company's website: www.techmahindra.com,
 - Websites of Stock Exchanges: www.bseindia.com and www.nseindia.com,
 - Website of NSDL: <https://www.evoting.nsdl.com/>
4. Physical copy of the Integrated Annual Report for FY 2025-26 and Notice of 39th AGM will be dispatched only to those Shareholders who submit a written request for the same at the Company's investor desk at investor.relations@techmahindra.com or to the RTA of the Company at investor.helpdesk@in.mpms.mufg.com.
5. **Members are also requested to register/update their e-mail address with their DPs/RTA to enable sending the Annual Reports/Communications in future through electronic means.** In compliance with the MCA Circulars, the Company has published a public notice by way of advertisements made on May 26, 2026 in Financial Express (in English) - all editions and Navshakti (in Marathi) - Mumbai Edition, respectively, *inter-alia*, advising Members on the manner in which they can register/ update their e-mail address at the earliest with the Company/RTA or the DPs, as the case may be.

C. DIVIDEND RELATED INFORMATION

Interim Dividend paid in FY2025-26	Final Dividend for FY 2025-26 recommended by the Board	Ex-Dividend/ Record date for Final Dividend	Book Closure date	Dividend payment date	Mode of payment
₹ 15/- per equity share of ₹ 5/- each (300%) in November 2025	₹ 36/- per equity share of ₹ 5/- each (720%)	Friday, July 3, 2026	From Wednesday, July 1, 2026 to Friday, July 3, 2026 (both days inclusive)	On or before Friday, August 14, 2026	Electronic Mode Only: Electronic Clearing Services (ECS) / National Electronic Clearing Services (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit, etc.*

- If the recommended Final Dividend is approved by the Shareholders at the AGM, the aggregate Dividend payout for the FY 2025-26 by the Company would be ₹ 51/- per equity share of ₹ 5/- each fully-paid (1020%).
- *SEBI vide Notification No. SEBI/LADNRO/GN/2025/273 dated November 18, 2025, has mandated that all the payments to Shareholders with respect to Dividends shall be made in electronic mode only and no 'payable at par' warrants or cheques or drafts shall be issued towards dividend payouts. In the absence of ECS facilities or failure of electronic transfer of dividend, the Company
- will withhold the dividends until all the KYC related details are registered/updated by the Members with the Company's RTA (in case of physical shares) and with their respective DP (in case of demat shares).
- To receive dividends electronically directly into the bank accounts in a timely manner, Members are requested to keep their PAN (Aadhaar seeded), Bank Account Details, Mobile Number, Postal Address and Specimen Signature registered/updated well before Friday, July 3, 2026 (up to 6.00 p.m. (IST)), by following the below process:**

Members holding equity shares in physical form

Submit duly filled-in and signed ISR-1 and ISR-2, along with the following supporting documents to RTA of the Company

- A signed request letter mentioning name (as recorded on the share certificate), folio number, complete address, scanned copy of the share certificate (front and back);
- Copy of cancelled cheque bearing 11 digits IFS Code, 9 digit MICR Code Number and the name of the Sole holder or First Holder; and
- Self-attested scan copy of PAN and Address proof.

Members holding equity shares in demat form

Please contact your DP and register/update the said details in your demat account, as per the process advised by your DP.

The Company will not entertain any direct request from Members holding shares in Demat mode for deletion of/change in such bank account details.

D. TAX DEDUCTIBLE AT SOURCE / WITHHOLDING TAX (TDS) ON DIVIDEND

- As per provisions of the Income- tax Act, 2025 as amended from time to time ("the IT Act") dividend(s) paid by a company is taxable in the hands of shareholders. Therefore, the Company is required to deduct taxes at

source ("TDS") at the prescribed rates (plus surcharge and cess), as applicable to various categories of Shareholders as on the record date i.e., Friday, July 3, 2026. The TDS rates vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.



Category	TDS rate (plus surcharge and cess as applicable)
For Resident Shareholders	
- PAN not registered by the Shareholder	20%*
- PAN registered by the Shareholder	10%*
Individual Resident Shareholder having registered PAN and final dividend payable (on PAN clubbed basis) is less than ₹ 10,000/- per financial year	Nil
Individual Resident Shareholder with PAN registered and submitting Form 121	Nil
Resident Insurance Companies, Resident Mutual Funds, Category I and II Alternate Investment Fund, Recognised Provident Fund, Approved Superannuation Fund, Approved Gratuity Fund, New Pension System and Trusts	Nil
For Non-Resident Shareholders	20%**

*Kindly note Nil/Lower TDS will be deducted subject to submission of self-attested copy of PAN and other documents by the Member, as under:

Category of Shareholder	Exemption provided under	Documentation
Mutual Funds	Schedule VII (Table: Sl. No. 20 or 21) r.w.s 393(5) of Income Tax Act, 2025 ("IT Act")	Self-declaration that they are specified Mutual Funds under Section 11 of the IT Act and has full beneficial interest with respect to shares along with the self-attested copy of PAN and SEBI Registration certificate may be voluntarily submitted.
Insurance Companies	Section 393(1) of the IT Act	Self-declaration that it qualifies as 'Insurer' as per Section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to shares owned and self-attested copy of PAN and Insurance Regulatory and Development Authority (IRDAI)/LIC/GIC; registration certificate may be voluntarily submitted.
Category I and II Alternate Investment Fund ("AIF")	exemption Schedule V (Table: Sl. No 1).	Self-declaration that income is exempt under Section 11 of the IT Act and self-attested copy of PAN and SEBI Registration AIF certificate may be voluntarily submitted.
Recognized Provident Fund/ Approved Superannuation Fund/ Approved Gratuity Fund	Circular 18/2017 of the IT Act	Self-attested copy of PAN and valid order/approval of commissioner as per Circular No. 18/2017 issued by Central Board of Direct Taxes ("CBDT").
New Pension System ("NPS") Trust or any other authorities as mentioned under Section 10 of the IT Act	Schedule II (Table: S. No. 1) of IT Act	Self-declaration that it qualifies as NPS Trust and income is eligible for exemption under Section 11 of the IT Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN.
IFSC Units of a Finance Company, Finance unit and Broker Dealer opting to claim deduction u/s 80LA(1A)/ 80LA (2) of the IT Act	Section 395(2) of the IT Act	Self-attested copy of PAN and Self-declaration in Form 1 in accordance with the notification no. 28/2024 dated March 7, 2024 issued by CBDT.
Any other Resident Non-Individual Shareholder	-	Valid self-attested documentary evidence substantiating exemption from deduction of TDS needs to be submitted along with self-attested copy of the PAN.

** Non-Resident Shareholders have an option to claim and be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the Country of tax residence of the Shareholder, if they are more beneficial to them. In order to avail tax treaty benefits, Non-Resident Shareholders are required to submit all of the below documents:

- Self-attested copy of Tax Residency Certificate ("TRC") for the financial year (April 1, 2026 to March 31, 2027) or calendar year (January 1, 2026 to December 31, 2026), as may be applicable, obtained from the tax authorities of the country of which the Shareholder is a resident;
 - Self-declaration in Form 41 - It is mandatory to file Form 41 electronically on the Indian Income Tax web portal for non-resident shareholders having PAN in India or required to obtain PAN in India;
 - Self-attested copy of the PAN, if allotted by the Indian Income Tax authorities.
 - Self-declaration (on letterhead) in the format prescribed by the Company available at the Company's website at weblink <https://www.techmahindra.com/investors/shareholder-information/>, certifying, *inter-alia*, the following points:
 1. Shareholder is a tax resident of the country of its residence during the financial year;
 2. Shareholder is eligible to claim the beneficial DTAA rate for the purpose of withholding tax on dividend declared by the Company;
 3. Shareholder has no reason to believe that his/her/their claim for the benefits of the DTAA is impaired in any manner;
 4. Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during Tax year 2026-27. In any case, the amounts paid/ payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
 5. Shareholder is the ultimate beneficial owner of his/her/their shareholding in the Company and dividend receivable from the Company;
 - 6. Non-resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective April 1, 2020 (if applicable);
 - 7. Self-declaration by the Shareholder regarding the satisfaction of the Place of Effective Management ("POEM"), Principal Purpose Text, General Anti-Avoidance Rule ("GAAR"), Simplified Limitation of Benefit Test (wherever applicable), as regards the eligibility to claim recourse to concerned DTAA.
- In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate.
2. It is recommended that Members should independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident Member.
 3. In terms of Section 390 of the IT Act, if dividend income on which tax will be deducted at source is assessable in the hands of a person other than the registered Member as on the record date, then the registered Member is required to submit a signed declaration (on letterhead) containing the name, address, PAN, residential status/category of the person to whom TDS credit is to be given and reasons for giving credit to such person, on or before Friday, July 3, 2026. Format of the same is available on the Company's website at weblink <https://www.techmahindra.com/investors/shareholder-information/>.
 4. Members holding shares of the Company under multiple accounts, under different status/ category and single PAN, may note that higher of the tax, as applicable to the status in which shares held under the PAN will be considered on their entire holding in different accounts.



5. For all self-attested documents, Members must mention on the document "certified true copy of the original". For all documents being uploaded by the Member, the Member undertakes to send the original document(s) on request by the Company.
6. The Company would deduct tax on dividend at a higher rate in case of absence of receipt of aforementioned documents/incompleteness/ discrepancy in documents without any further communication. In such cases, the Member would still have an option to file the return of income and claim appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
7. Application of TDS rate is subject to necessary verification by the Company of the details as available with the Company/RTA.
8. In case of joint holders, the Member named first in the Register of Members/benpos is required to furnish the requisite documents for claiming any applicable beneficial tax rate.
9. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy, or omission of information provided/to be provided by the Member, such Member will be responsible to indemnify the Company and, provide the Company with all information/ documents and co-operation in any appellate proceedings.
10. The Company is obligated to deduct TDS based on records available with the RTA on the record date and no request will be entertained for revision of TDS return.
11. The tax credit can be viewed by Members in Form 168/Annual Tax Statement by logging in with their credentials at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the e-filing website of the Income Tax department of India <https://www.incometax.gov.in/iec/foportal>.

E. INFORMATION ON UNPAID AND UNCLAIMED DIVIDENDS

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 as on March 31, 2026 are given hereunder:

Financial Year	Type	Date of declaration	Dividend declared per equity share (Amount in ₹)	Dividend lying unpaid/unclaimed with the Company (Amount in ₹ Mn.)	Number of shares on which Dividend is lying unpaid/unclaimed with the Company (in Mn.)	Due date of transfer to IEPF
2018-19	Final Dividend	July 31, 2019	14	32.51	2.31	September 04, 2026
2019-20	Interim Dividend	February 24, 2020	10	25.83	2.72	March 30, 2027
2019-20	Final Dividend	July 28, 2020	5	12.17	2.60	September 01, 2027
2020-21	Special Dividend	November 12, 2020	15	32.59	2.48	December 17, 2027
2020-21	Final Dividend	July 30, 2021	30	45.45	1.74	September 03, 2028

Financial Year	Type	Date of declaration	Dividend declared per equity share (Amount in ₹)	Dividend lying unpaid/unclaimed with the Company (Amount in ₹ Mn.)	Number of shares on which Dividend is lying unpaid/unclaimed with the Company (in Mn.)	Due date of transfer to IEPF
2021-22	Special Dividend	October 25, 2021	15	15.29	1.18	November 29, 2028
2021-22	Final Dividend	July 26, 2022	30	34.23	1.30	August 30, 2029
2022-23	Special Dividend	November 01, 2022	18	20.93	1.33	December 06, 2029
2022-23	Final Dividend	July 27, 2023	32	26.59	0.94	August 31, 2030
2023-24	Interim Dividend	October 25, 2023	12	11.14	1.08	November 29, 2030
2023-24	Final Dividend	July 26, 2024	28	27.65	1.20	August 30, 2031
2024-25	Interim Dividend	October 19, 2024	15	13.61	1.07	November 23, 2031
2024-25	Final Dividend	July 17, 2025	30	31.15	1.19	August 21, 2032
2025-26	Interim Dividend	October 14, 2025	15	14.70	1.77	November 18, 2032

3. The Company has uploaded the Member-wise details of the unpaid/unclaimed amounts lying with the Company as on March 31, 2026 on the website of the Company at the weblink: <https://www.techmahindra.com/investors/shareholder-information/>.
4. Members are requested to note that the due date for claiming dividends for FY 2018-19 is September 4, 2026. All concerned Members are requested to make an application to the Company's RTA or the Company by August 21, 2026 with a request for claiming unclaimed dividends for the FY 2018-19 and onwards to enable processing of claims before the due date. In case, no valid claim in respect of unclaimed dividends is received from concerned Members by August 21, 2026, the Company shall, in compliance with the requirements set out in the IEPF Rules, initiate transfer of the shares to the IEPF Authority.
5. All Members are requested to verify the status of their dividends on the website of the Company at above mentioned link. Once unclaimed dividend or shares are transferred to IEPF Authority, Members

can claim the same by making an online application to the IEPF Authority.

6. 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

F. VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended



by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEB Listing Regulations and MCA Circulars, the Company is pleased to provide Members, the facility to exercise their right to vote during the AGM by electronic means on all the Resolutions set forth in the notice through e-Voting Services provided by NSDL.

2. Members are eligible to cast vote electronically on agenda items tabled at the meeting only if they are holding shares (in physical or in dematerialized 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 e-voting	Commencement of remote e-voting	End of remote e-voting	E-voting at the AGM
Friday, July 10, 2026	Monday, July 13, 2026 (9:00 a.m. (IST) onwards)	Thursday, July 16, 2026 (up to 5:00 p.m. (IST))	Friday, July 17, 2026

3. The remote e-voting module shall be disabled by NSDL for remote e-voting on Thursday, July 16, 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. 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., Friday, July 10, 2026.
6. A member may participate in the AGM even after exercising his/her/their voting rights through remote e-voting but shall not be allowed to vote again at the AGM.
7. In case of joint holders attending the AGM, only such joint holder(s) who is/are first in the order of names will be entitled to vote.

8. 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 during the AGM through electronic means.
9. Members acquiring shares of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, July 10, 2026 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
10. A person who is not a 'Member' as on cut-off date should treat this Notice for information purposes only.
11. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the AGM i.e., Friday, July 17, 2026.
12. For any technical or other assistance or any queries or grievance regarding e-voting or electronic participation in the AGM, Members can contact NSDL at their designated e-mail address evoting@nsdl.com or call on 022 4886 7000. Members are requested to kindly quote their name, DP ID and Client ID and the Company's E-voting Event Number ("EVEN") 139583 in all communications. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <https://www.evoting.nsdl.com/>
13. Mr. Jayavant B. Bhavé, Practicing Company Secretary (FCS: 4266 CP: 3068) and Proprietor M/s. J B Bhavé & Co., Company Secretaries, failing him, Ms. Ruchi Bhavé, Practicing Company Secretary (FCS: 13324 CP: 27019), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
14. The voting results (remote e-voting and e-voting at the AGM) shall be declared within prescribed timelines. The declared results along with the Scrutinizer report shall be placed on the website of the Company at the weblink: <https://www>

techmahindra.com/investors/annual-reports-filings/, on the website of NSDL at <https://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.

G. PROCESS AND MANNER OF REMOTE E-VOTING AND E-VOTING AT THE AGM

STEP I: ACCESS TO E-VOTING SYSTEM

In terms of SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 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 in order to access e-voting facility.

A. For Individual Members holding securities in demat mode:

Login method is given below

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	A. NSDL IDeAS facility
	<p>User already registered with IDeAS facility</p> <ol style="list-style-type: none"> 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 or joining virtual meeting and e-voting during the meeting. <p>User not registered for IDeAS facility</p> <ol style="list-style-type: none"> 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.



Type of Members	Login Method
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B. E-voting website of NSDL

1. Open URL: <https://www.evoting.nsd.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 or joining virtual meeting and e-voting during the meeting.

NSDL Mobile App is available on



C. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

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 or joining virtual meeting and voting during the meeting. 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 also able to directly access the system of all e-voting service providers.
-

Type of Members	Login Method
Individual Members logging-in through their demat accounts	<ol style="list-style-type: none"> 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. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 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 or joining virtual meeting and e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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 022 - 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:

Login method is given below:

Step 1	Click on the link: https://www.evoting.nsdl.com/
Step 2	Once the home page is launched, click on "Login" which is available under 'Shareholder/Member' section.
Step 3	A new screen will open. 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.
Step 4	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 2 i.e. Cast your vote electronically.

Login using your credentials as given below:

Your User ID is:

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*****.

Your password is:

- 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.



Your User ID is:**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)

Your password is:**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 AGM 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.

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 139583.

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 also "Confirm" when prompted.
8. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

E-VOTING AT THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
2. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
3. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same.
4. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolution(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
5. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through remote e-voting or voting during the AGM.

H. ADDITIONAL INFORMATION AND EXPLANATORY STATEMENT

Additional information with respect to Item No. 4 is annexed hereto.

Agenda Item No. 5 is unavoidable in nature and hence included as Special Business in this AGM.

The Explanatory Statement in respect of Item No. 5 in terms of Section 102 of the Companies Act, 2013 (the "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 business of the accompanying Notice is Annexed hereto.

I. 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.
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.
5. In accordance with the SEBI Listing Regulations, specified service requests such as issue of duplicate share certificates, transmission, transposition,



consolidation, split or renewal of share certificates are processed only in dematerialised form upon processing service requests. Concerned shareholders can submit requests in Form ISR-4 in this regard.

J. INSPECTION OF DOCUMENTS

1. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and all the relevant documents referred to in this Notice of AGM and explanatory

statement will be available electronically for inspection without any fee by the members during the AGM. Members seeking to inspect such documents can send an email to investor.relations@techmahindra.com.

2. The Secretarial Auditor of the Company has reviewed and certified that the ESOP Schemes of the Company have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") and the resolutions passed by the Members for the respective Schemes. The said certificate will be available for inspection electronically during the AGM.

**By Order of the Board
For Tech Mahindra Limited**

**Ruchie Khanna
Company Secretary
(Membership No.: ACS24922)**

Registered Office:

Gateway Building, Apollo Bunder,

Mumbai - 400 001, India

CIN: L64200MH1986PLC041370

Website: www.techmahindra.com

E-mail: investor.relations@techmahindra.com

CIN: L64200MH1986PLC041370

Tel.: +91 20 40109111

Place : Pune

Date : April 22, 2026

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 4

Item No. 4: To approve re-appointment of Dr. Anish Shah as a Non-Executive Director, liable to retire by rotation

Dr. Anish Shah (DIN: 02719429) is appointed as the Non-Executive Director of Company, liable to retire by rotation, with effect from September 10, 2019. The Shareholders of the Company had at the 33rd Annual General Meeting held on July 28, 2020, approved the said appointment.

As part of the terms of his appointment and the provisions of Section 152 of the Companies Act, 2013 ("the Act"), Dr. Anish Shah is liable to retire by rotation at this Annual General Meeting ("AGM") of the Company and being eligible, has offered himself for re-appointment.

Dr. Anish Shah is not disqualified from being appointed as Director in terms of Sections 164 and 165 of the Act and has given his consent to act as a Director of the Company. He is not debarred or disqualified from holding the office as Director of the Company pursuant to any order of the Securities and Exchange Board of India / Ministry of Corporate Affairs or any other such authority. Further he is not inter-se related to any Director or Senior Management Personnel of the Company.

Brief profile and expertise of Dr. Anish Shah:

Dr. Anish Shah is the Group CEO and Managing Director of the Mahindra Group. His role as Group CEO includes oversight of all Group businesses, which employ 300,000+ associates across 20 industries and 100+ countries. His primary focus is on nurturing a purpose-driven organization, establishing tech leadership in each industry and driving value creation across businesses.

Dr. Anish Shah has driven value creation with exponential growth across businesses, that has resulted in an increase in M&M's market cap of 1.2x since April 2020. Anish believes that "purpose drives profits". He is the custodian of Mahindra's Rise philosophy, of driving positive change in the lives of our communities to enable them to Rise and he champions the Mahindra Group's efforts to play a leadership role in Women Empowerment and Sustainability.

Prior to joining the Mahindra Group, Dr. Anish Shah was President and CEO of GE Capital India from 2009-14, where he led the transformation of the business, including a turnaround of its SBI Card

joint venture. His career at GE spanned 14 years, during which he held several leadership positions at GE Capital's US and global units. He has also led Bank of America's US Debit Products business and worked with Bain & Company in Boston and Citibank in Mumbai.

Dr. Anish Shah has been recently appointed as a member of the revamped 'Board of Trade' by the Government of India, a panel chaired by the Commerce and Industry Minister to boost manufacturing and exports. He was the President of FICCI in 2024, leading one of India's oldest and largest industry associations. Currently, he co-Chairs the India-Australia CEO Forum and the India Alliance of CEOs for Climate Change. He is a member of the Executive Committee of the International Business Council at the World Economic Forum, the India-Singapore Business Roundtable and the NITI Frontier Tech Hub Expert Council for AI. He was the Chair of the Automotive Governors Council at the World Economic Forum from 2022-24 and a member of UK Investment Council from 2021-24.

He has worked closely with key government leaders, both in his FICCI and Mahindra roles, to provide thought leadership from a policy perspective, with the primary purpose of creating a stronger economy that can meet India's goals for a Viksit Bharat.

Under his leadership, the Mahindra Group has earned significant global and national recognition. It was ranked #44 in TIME World's Best Companies 2026 and #5 in the TIME-Statista Asia-Pacific Best Companies 2026. The Group was named "Outstanding Company of the Year" at the CNBC-TV18 India Business Leadership Awards 2025 and received the 'Company of the Year' award from The Economic Times in 2024.

Dr. Anish Shah has also been widely recognised for his leadership - winning 'CEO of the Year' at the Forbes India Leadership Awards 2026, being named India's Best CEO in Manufacturing & Retail at Business Today India's Best CEOs 2025, honoured as 'Entrepreneurial CEO' at the EY Entrepreneur of the Year Awards 2024, and featured as one of Fortune India's Best CEOs in 2023.

Dr. Anish Shah holds a Ph.D. from Carnegie Mellon's Tepper School of Business and a Post-Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. His interests include sports, reading and travel.



Directorships and Committee positions:

Details of Directorships and Committee positions of Dr. Anish Shah are as under:

Name of the Company	Category of Directorship	Committee Position held
Tech Mahindra Limited ^(L)	Non-Executive and Non-Independent Director	- Nomination and Remuneration Committee - Member - Investment Committee - Member
Mahindra & Mahindra Limited ^(L)	Managing Director and Chief Executive Office	- Corporate Social Responsibility Committee - Member - Risk Management Committee - Member - Sale of Assets Committee - Member
Mahindra Logistics Limited ^(L)	Chairman, Non-Executive and Non-Independent Director	- Nomination and Remuneration Committee - Member - Capital Allocation Committee - Member
Mahindra & Mahindra Financial Services Limited ^(L)	Chairman, Non-Executive and Non-Independent Director	- Nomination and Remuneration Committee - Member - Strategic Investment Committee - Member
Mahindra Lifespace Developers Limited ^(L)	Non-Executive and Non-Independent Director	- Nomination and Remuneration Committee - Member - Capital Allocation Committee - Member
Mahindra Holidays & Resorts India Limited ^(L)	Non-Executive and Non-Independent Director	Nomination and Remuneration Committee - Member
Mahindra Electric Automobile Limited (unlisted public company)	Non-Executive and Non-Independent Director	Nomination and Remuneration Committee - Member
Tech Mahindra Foundation (section 8 company)	Non-Executive Director and Non-Independent Director	-

(L) - Listed public company.

Resignation as a Director from Listed Entities in the past three years:

Dr. Anish Shah has not resigned as a Director from any listed entity in the past three years.

Attendance at Board and Committee Meetings:

Details of attendance of Dr. Anish Shah at the meetings of the Board and the Committee, of which he is part, held during the financial year 2025-26 is given hereunder:

Forum	No. of Meetings held	No. of Meetings attended
Board of Directors	4	4 (100%)
Nomination and Remuneration Committee	4	4 (100%)

Other disclosures:

Dr. Anish Shah does not hold any equity shares of the Company as on date of this notice.

As part of his terms of appointment, Dr. Anish Shah is entitled to receive commission for each financial year as determined by the Nomination and Remuneration Committee and the Board of the Company, within the overall limits approved by the Members of the Company, from time to time and as permitted by law. The commission payable for the financial year 2025-26 is ₹ 10.05 Mn.

The Board, basis the recommendation of the Nomination and Remuneration Committee, is of the opinion that continuation of Dr. Anish Shah as Director would be in the interest of the Company

and accordingly has at its meeting held on April 22, 2026, recommended the re-appointment of Dr. Anish Shah as Non-Executive Director liable to retire by rotation.

Save and except Dr. Anish Shah, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of the accompanying Notice for approval by the Members of the Company.



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

In conformity with the provisions of Section 102 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 Special Business mentioned under Item No. 5 in the accompanying Notice, should be taken as forming part of this Notice.

Item No. 5: Shareholder's notice for appointment of Director under Section 160 of the Companies Act, 2013

Background:

As per the provisions of Section 160 of the Companies Act, 2013 ("Act"), any person who is not a retiring director (by rotation) has the right to stand for directorship at a general meeting.

In terms of the said provisions, the Company on January 6, 2026, received a notice from Café Network Limited, a Member of the Company holding 59 equity shares of the Company (on January 6, 2026 and as on date of this notice), proposing the candidature of Mr. Krishnam Parasramka (DIN: 07632711) for appointment as a Director of the Company. The notice was accompanied by the statutory deposit of ₹ 1,00,000/- (Rupees one lakh only) as required under the Act.

Pursuant to and in furtherance of Section 178 of the Act and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has adopted a well-defined process and sets of criteria for selection of new directors. The Nomination and Remuneration Committee ("NRC") and the Board evaluate the composition of the Board to ensure that it has the appropriate mix of gender, diversity, skillsets, experience, independence and knowledge for continued effectiveness and to achieve the Company's strategic and commercial objectives. The NRC is vested with the authority to identify candidates for appointment to the Board of Directors.

The NRC, while making its recommendation for board appointments, is guided by the Company's Governance Policies for the Board of Directors,

the Nomination & Remuneration Committee, KMP & Senior Management Appointments, Remuneration & Evaluation ("Appointment and Remuneration Policy"), and gives due weightage to multiple factors such as general understanding of the business, education, professional background, international exposure, and personal achievements including the following criteria for determining qualifications, positive attributes, and independence of a director's appointment on the Company's Board:

- a. The Board should have an appropriate mix of Independent, Non-Executive and Executive Directors to meet the criteria as set out in the Act, and the SEBI Listing Regulations;
- b. All Board appointments should be based on merit, in the context of the skills, experience, independence and knowledge, for the Board as a whole to be effective;
- c. Ability of the candidates to devote sufficient time and attention to his professional obligations as Director for informed and balanced decision making;
- d. Adherence to the prescribed criteria of Independence, if applicable, Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors; and
- e. General understanding of business, education, professional background, personal achievements, individual skills, expertise and competency, knowledge of global business, financial management, strategy and planning, technology, governance, professional ethics and integrity.

In terms of the Appointment and Remuneration Policy of the Company, the provisions of Section 178 of the Act read with applicable rules made thereunder, Regulation 19 of the SEBI Listing Regulations, the terms of reference of the NRC, the NRC at its meeting held on April 21, 2026, considered the notice of candidature received from the nominating shareholder proposing the candidature of Mr. Krishnam Parasramka for appointment as a Director of the Company.

After due consideration of the proposal, the information available in the public domain, including records available with the Ministry of Corporate Affairs, and having regard to the Company's Board composition requirements, succession planning framework, skills matrix and governance requirements, the NRC recommended against the appointment of Mr. Krishnam Parasramka as a Director of the Company for the following reasons:

- The Board currently comprises of directors possessing a broad and complementary mix of skills, experience, industry knowledge and perspectives, enabling effective oversight of the Company's business and affairs. Having regard to the existing composition of the Board and the Company's present requirements, the NRC was of the view that the proposed appointment would not materially enhance the overall effectiveness, diversity, expertise or functioning of the Board. Accordingly, the NRC did not consider the proposed appointment to be warranted at this time.
- The NRC considered the age, experience and professional background of Mr. Krishnam Parasramka. The NRC was of the view that the candidate did not sufficiently demonstrate the breadth of board-level experience and exposure relevant in the context of the Company's scale, complexity and governance requirements. Accordingly, the NRC was not satisfied that the candidate would contribute additional capabilities commensurate with the Company's size and scale of operations.
- The NRC noted that Mr. Krishnam Parasramka's limited directorship experience was associated with his promoter-led entities. The NRC was unable to identify sufficient experience demonstrating oversight of governance, stakeholder management and strategic matters of a nature comparable to those typically encountered by the Board of the Company. Accordingly, it was not persuaded that the proposed appointment would be in the best interests of the Company and its stakeholders.

Accordingly, the NRC concluded that the proposed appointment was not warranted and unanimously resolved not to recommend the appointment of Mr. Krishnam Parasramka as a Director of the Company.

Having carefully considered the negative recommendation of the NRC and the factors set out above, the Board was also of the view that the proposed candidate does not provide compelling governance, strategic or shareholder value rationale for appointment on the Board of the Company.

The Board believes that any appointment to the Board should enhance the Board's ability to provide effective oversight, contribute to the Company's long-term strategic objectives and support sustainable value creation for all shareholders. Based on its own evaluation of the proposal, the negative recommendation of the NRC and the information available to it, the Board was not satisfied that the proposed appointment would deliver such incremental benefit to the Company.

Accordingly, the Board, at its meeting held on April 22, 2026, unanimously concurred with the NRC and resolved not to recommend the appointment of Mr. Krishnam Parasramka as a Director of the Company.

For the reasons set out above, the NRC and the Board of Directors of the Company do not support the Ordinary Resolution under Item No. 5 and have recommended that Members vote against the Ordinary Resolution set out at Item No. 5 of the Notice.

The disclosures as stipulated under the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India have been compiled on the basis of information provided by the nominating shareholder on April 23, 2026, and information available in the public domain, including records maintained by the Ministry of Corporate Affairs. These disclosures are set out below in compliance with applicable legal requirements.



Name of Candidate seeking appointment	Mr. Krishnam Parasramka
Director Identification Number (DIN)	07632711
Age	28 years
Qualifications	LLB and Bachelor of Business Administration
Brief profile, experience, expertise in specific functional areas	Mr. Parasramka is a qualified Advocate with expertise in corporate law, securities law, and financial regulations. He also leads Parasramka Projects Private Limited, which is empanelled with the State Bank of India and has advisory engagements with CFSL, a subsidiary of Central Bank of India, assisting in the resolution of complex securities entitlement matters and legacy investor issues. Additionally, he advises financial institutions on venture capital and portfolio structures and provides legal counsel to several erstwhile royal families on succession, estate planning, trust structures, and other complex legal and commercial matters.
Terms and conditions of appointment	Appointment in terms of Section 160 of the Companies Act, 2013
Directorships held in other companies*	Promoter Director of the following entities: <ol style="list-style-type: none">1. Parasramka Resources Private Limited2. Amrex Marketing Private Limited3. Dalhousie Holdings Limited4. Suncity Nirman Private Limited5. Parasramka Projects Private Limited6. Courtyard Games Private Limited7. Chirag Vinimay Private Limited8. Café Network Limited
Memberships/Chairmanships of committees of other companies	Details not available with the Company
Number of Equity Shares held in the Company (directly or on beneficial basis)	Mr. Krishnam Parasramka does not directly hold any shares in the Company
Number of meetings of the Board attended during the year	Not Applicable
Last drawn remuneration (up to date of this notice)	Not Applicable
Details of remuneration sought to be paid	If appointed, Mr. Parasramka would be entitled to sitting fees and such remuneration, including commission, as may be approved by the NRC, the Board and the Members of the Company from time to time, in accordance with applicable law.
Relationship with other Directors and KMP of the Company	None

The notice of candidature of Mr. Krishnam Parasramka is placed on the website of the Company and can be accessed at the weblink: <https://www.techmahindra.com/investors/annual-reports-filings/>.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The proposing Member, Café Network Limited, may be deemed to be interested in the resolution to the extent of its shareholding in the Company.

All relevant documents and papers relating to Item No. 5 shall be open for inspection by the Members of the Company from the date of circulation of this Notice up to the date of AGM. Members can request inspection of such documents by sending an e-mail to investor.relations@techmahindra.com.

FAQS FOR SHAREHOLDERS

Q1. How to attend the AGM through VC/OAVM facility?

- a. Members can join the AGM through smartphone/laptops/desktops/notepads/tablets with front camera. It is recommended to use high speed internet Wi-Fi or LAN Connection to avoid any disturbance during the AGM and have a seamless experience.
- b. The VC/OAVM facility will be live 30 minutes before the scheduled time of the commencement of the AGM and will be available to participate throughout the proceedings of the AGM.
- c. Members can participate in and attend the AGM through VC/OAVM facility by successfully logging-in through any of the below links:

For all Members through NSDL Portal	https://www.evoting.nsd.com/
For Individual Members holding shares in dematerialised ("demat") mode with NSDL	https://eservices.nsd.com
For Individual Members holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")	https://www.cdslindia.com/

- d. After successful login, Members will see the active e-voting cycles/events. The EVEN of Company 139583 will be displayed.
- e. Click link of "VC/OAVM" placed under "Join meeting" menu against company name - Tech Mahindra Limited.
- f. Please note that the Members who do not have the User ID and Password or have forgotten the User ID and Password may retrieve the same by following instructions given in the Notes to AGM Notice to avoid last minute hassle.

Q2. How to register e-mail address to receive the Notice, the Integrated Annual Report and other communications electronically?

- a. To register for e-communication:

Members holding shares in demat form	Members holding shares in physical form
Please register/update your e-mail address as per the process advised by your respective DPs.	Please register/update your e-mail address by submitting duly filled-in and signed Form ISR-1 to the Company's RTA along with self-attested scan copy of PAN and Address proof.

- b. To receive the Integrated Annual Report for FY 2025-26 and Notice of the 39th AGM electronically after dispatch:

Please follow the below process:

1. Click on link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
2. Select company name - Tech Mahindra Limited from the dropdown.
3. Enter the details populated online: Folio No. (Physical holding)/DP ID & Client ID (Demat holding), Share Certificate No., Shareholder Name, Permanent Account Number ("PAN") details, mobile number and e-mail address.
4. Click on Continue
5. An OTP will be received by the registered Member for verification.
6. The system will then request re-confirmation of the e-mail address
7. After successful registration, the Company will arrange to e-mail a copy of Notice of the 39th AGM and Integrated Annual Report for FY 2025-26

Please note that the registration of e-mail address through above process will be temporary and limited for the purpose of this AGM.



Q3. How to receive direct electronic credit of dividend/update bank account details for electronic credit of dividend?

Members who have not updated their bank account details/mandates, are requested to do so well before the record date for dividend payment, i.e., Friday, July 3, 2026 for receiving the dividends directly in their bank accounts through Electronic Clearing Services or any other electronic means

Members holding shares in demat form	Members holding shares in physical form
Please contact your DP and register the bank details/update the Electronic Bank Mandate in your demat account, as per the process advised by your DP.	<p>Please Submit duly filled-in and signed ISR-1 and ISR-2, along with the following supporting documents to RTA of the Company</p> <ul style="list-style-type: none"> • A signed request letter mentioning name (as recorded on the share certificate), folio number, complete address, scanned copy of the share certificate (front and back); • Copy of cancelled cheque bearing 11 digits IFS Code, 9 digit MICR Code Number and the name of the Sole holder or First Holder • Self-attested scan copy of PAN and Address proof.

Please note that SEBI vide Notification No. SEBI/LADNRO/GN/2025/273 dated November 18, 2025, has mandated that all the payments to Shareholders with respect to Dividends to be in electronic mode only and no 'payable at par' warrants or cheques or drafts shall be issued towards dividend payouts. Members are requested to update their bank account mandates well before Friday, July 3, 2026 to receive dividends directly into their bank accounts, in the manner given below and also detailed in the Notice of the AGM.

Q4. How to submit TDS exemption forms to the Company?

Members can submit their tax exemption forms and supporting documents as mentioned herein above along with the self-attested copy of PAN through the following

modes to enable the Company to determine and deduct appropriate tax, on or before record date, i.e., Friday, July 3, 2026:

- Through Online Portal provided by the Company through RTA:
<https://web.in.mpms.mufig.com/formsreg/submission-of-Form-121-41.html>
- By e-mail to
investor.relations@techmahindra.com

No communication on tax determination/tax deduction/request to pass on credit to person other than registered Member, shall be entertained post Friday, July 3, 2026.

Q5. How to claim unclaimed dividends from the Company?

In case the dividend is unclaimed/unpaid with the Company, kindly lodge a claim with RTA well in advance of the last dates for claiming dividends mentioned above.

Members can send a duly signed request letter to the RTA by e-mail at investor.helpdesk@in.mpms.mufig.com or courier quoting their DP ID & Client ID, with the following documents:

- Self-attested copy of the Demat Account Client Master (You will get this from the Bank/DP with whom you have a demat account);
- Self-attested copy of PAN card;
- Original cancelled cheque, bearing the name of the registered Member/copy of bank passbook/statement attested by the bank.

On receipt of your written request, RTA will verify the documents submitted and request the Dividend Banker to credit the unclaimed/unpaid dividend amount electronically (through NEFT/ECS) to your registered bank account, if the Dividend shows unpaid in the records of the Company. Members can also refer the FAQs in this regard uploaded on the website of the Company at the weblink: https://insights.techmahindra.com/investors/FAQs_investor-relations.pdf.

Q6. How do I update my KYC and Nomination details?

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.

Members holding shares in demat form	Members holding shares in physical form
Please contact your DP and register/update KYC and Nomination details in your demat account, as per the process advised by your DP.	Please submit duly filled and signed 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 to the Company's RTA.

Q7. What is Saksham Niveshak Campaign and how can I benefit from it?

Saksham Niveshak is a 100-day Campaign launched by IEPF Authority which aims to encourage eligible shareholders to update their KYC and other requisite details, thereby facilitating direct receipt of dividends electronically and reducing the likelihood of transfer of unclaimed dividends and corresponding shares to the IEPF.

The 2nd Saksham Niveshak Campaign is live now from April 1, 2026 to July 9, 2026.

All concerned Shareholders who have not claimed their dividend(s) for any financial years from FY 2018-19 to FY 2025-26 are requested to update their KYC, if not updated, and claim their unclaimed dividend(s) latest by July 9, 2026 to support this Campaign. Further details in this regard can be accessed on the website of the Company at the weblink: <https://insights.techmahindra.com/investors/saksham-niveshak-100-day-campaign-2026.pdf>

Q8. What is the Special Window for transfer and dematerialisation of physical shares?

SEBI vide its Circular dated January 30, 2026, opened a Special Window to facilitate transfer and dematerialisation ("demat") of physical securities which were executed prior to April 1, 2019. The special window is open from February 5, 2026 to February 4, 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>.

Q9. What is the Helpline for resolving technical issue or grievance related to for e-voting?

Particulars	Helpdesk details
NSDL	Members facing any technical issue or grievance related to e-voting or login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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

Q10. What are the contact details of the RTA?

The Company's Registrar to an issue and Share Transfer Agent ("RTA") is MUFG Intime India Private Limited (Formerly Link Intime India Private Limited). Contact details of the RTA are as under -

Address: Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune - 411001

Contact Person: Mr. Umesh Sharma

Telephone: 1800 1020 878
(Toll-free number) or +91 20 2616 1629 / 0084

Email: investor.helpdesk@in.mpms.mufg.com

Website: <https://in.mpms.mufg.com/>

Dedicated Self-Service Portals:

- For raising service request - https://web.in.mpms.mufg.com/helpdesk/Service_Request.html
- To know regarding the outstanding dividend(s) - <https://swayam.in.mpms.mufg.com/>
- For KYC updation - kyc@in.mpms.mufg.com