

28th July, 2020

CIN: L64200MH1986PLC041370

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

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

Subject: Outcome of 33rd Annual General Meeting
Ref.: Regulation 30 & 44(3) of SEBI (LODR) Regulations, 2015.

Dear Sir,

Pursuant to the provisions of Regulation 30 & Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate the following details with regard to the voting results for the resolutions passed by the members at the 33rd Annual General Meeting of the Company through Video Conferencing (VC)/ Other Audio Video Means (OAVM).

Date of the AGM : July 28, 2020
Book Closure Date : July 25, 2020 to July 28, 2020 (Both days inclusive)
Total number of shareholders on record date / cut-off date: 5,21,125

No. of Shareholders present in the meeting either in person or through proxy:
Not Applicable

No. of Shareholders attended the meeting through video conferencing:
Promoters and Promoter Group: 4
Public: 129

Detail of the Agenda: Agenda item wise details of voting results as approved by the shareholders through remote e-voting prior and e-voting during the AGM is attached along with this letter.

We are also enclosing the report of the Scrutinizer on remote e-voting prior and e-voting during the AGM. The above are also being uploaded on the Company's website www.techmahindra.com and on the website of National Securities Depository Limited www.evoting.nsdl.com.

This is for your information and record.

Thanking you,
For Tech Mahindra Limited

Anil Khatri
Anil Khatri
Company Secretary



MR
Encl.: as above

RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1	To consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2020 and the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority
2	To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2020 and the Report of the Auditors thereon.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority
3	To confirm the interim dividend paid on Equity Shares and to declare Final dividend on Equity Shares for the financial year ended 31 st March, 2020.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority
4	To appoint a Director in place of Mr. C. P. Gurnani (DIN: 00018234), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority
5	Appointment of Dr. Anish Shah (DIN: 02719429) as a Director of the Company.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority



Tech Mahindra Limited

Resolution Required : (Ordinary)		1. Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon for the year ended 31st March, 2020.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	346225425	346225425	100.0000	346225425	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		346225425	100.0000	346225425	0	100.0000	0.0000	0
Public Institutions	E-Voting	509293217	437626638	85.9282	437626638	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		437626638	85.9282	437626638	0	100.0000	0.0000	0
Public Non Institutions*	E-Voting	110719299	17490953	15.7976	17489705	1248	99.9929	0.0071	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17490953	15.7976	17489705	1248	99.9929	0.0071	0
Total		966237941	801343016	82.9343	801341768	1248	99.9998	0.0002	0

*40,226 shares held by IEPF Authority are reduced from the category Public (Non Institutions) and the Total Paid up Capital



Tech Mahindra Limited									
Resolution Required : (Ordinary)			2. Adoption of Consolidated Financial Statements and Reports of the Auditors thereon for the year ended 31st March, 2020.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	346225425	346225425	100.0000	346225425	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		346225425	100.0000	346225425	0	100.0000	0.0000	0
Public Institutions	E-Voting	509293217	437626638	85.9282	437626638	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		437626638	85.9282	437626638	0	100.0000	0.0000	0
Public Non Institutions*	E-Voting	110719299	17490958	15.7976	17489563	1395	99.9920	0.0080	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17490958	15.7976	17489563	1395	99.9920	0.0080	0
Total		966237941	801343021	82.9343	801341626	1395	99.9998	0.0002	0

*40,226 shares held by IEPF Authority are reduced from the category Public (Non Institutions) and the Total Paid up Capital



Tech Mahindra Limited									
Resolution Required : (Ordinary)		3. To confirm the interim dividend paid on Equity Shares and to declare Final dividend on Equity Shares for the financial year ended 31st March, 2020.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
Promoter and Promoter Group	E-Voting	346225425	346225425	100.0000	346225425	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		346225425	100.0000	346225425	0	100.0000	0.0000	0
Public Institutions	E-Voting	509293217	448398255	88.0432	448398255	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		448398255	88.0432	448398255	0	100.0000	0.0000	0
Public Non Institutions*	E-Voting	110719299	17491049	15.7977	17490261	788	99.9955	0.0045	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17491049	15.7977	17490261	788	99.9955	0.0045	0
Total		966237941	812114729	84.0491	812113941	788	99.9999	0.0001	0

*40,226 shares held by IEPF Authority are reduced from the category Public (Non Institutions) and the Total Paid up Capital



Tech Mahindra Limited									
Resolution Required : (Ordinary)			4 - Appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Director liable to retire by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	346225425	346225425	100.0000	346225425	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		346225425	100.0000	346225425	0	100.0000	0.0000	0
Public Institutions	E-Voting	509293217	445495561	87.4733	444517786	977775	99.7805	0.2195	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		445495561	87.4733	444517786	977775	99.7805	0.2195	0
Public Non Institutions*	E-Voting	110719299	17474140	15.7824	17447494	26646	99.8475	0.1525	5.599
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17474140	15.7824	17447494	26646	99.8475	0.1525	5.599
Total		966237941	809195126	83.7470	808190705	1004421	99.8759	0.1241	5.599

*40,226 shares held by IEPF Authority are reduced from the category Public (Non Institutions) and the Total Paid up Capital



Tech Mahindra Limited									
Resolution Required : (Ordinary)			5 - Appointment of Dr. Anish Shah (DIN: 02719429) as a Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	346225425	346225425	100.0000	346225425	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		346225425	100.0000	346225425	0	100.0000	0.0000	0
Public Institutions	E-Voting	509293217	443216807	87.0259	423813756	19403051	95.6222	4.3778	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		443216807	87.0259	423813756	19403051	95.6222	4.3778	0
Public Non Institutions*	E-Voting	110719299	17474090	15.7823	17469107	4983	99.9715	0.0285	5.579
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		17474090	15.7823	17469107	4983	99.9715	0.0285	5.579
Total		966237941	806916322	83.5111	787508288	19408034	97.5948	2.4052	5.579

*40,226 shares held by IEPF Authority are reduced from the category Public (Non Institutions) and the Total Paid up Capital



28th July, 2020

To

Tech Mahindra Limited

Gateway Building, Apollo Bunder,

Mumbai 400 001

Kind Attn: Mr. Anil Khatri- Company Secretary

Sub: Report of Scrutinizer on Remote e-voting and e-voting conducted at the 33rd Annual General Meeting (AGM) held through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")

Dear Mr. Anil Khatri

I refer to my appointment as Scrutinizer to scrutinize the voting Process (including Remote E-voting and e-voting at the AGM) in respect of the following resolutions contained in the Notice of Thirty Third Annual General Meeting of your company held on 28th July, 2020 through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"):

A. Ordinary Business

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon
2. To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and the Report of the Auditors thereon
3. To confirm the interim dividend paid on Equity Shares and to declare Final dividend on Equity Shares for the financial year ended 31st March, 2020.
4. To appoint a Director in place of Mr. C. P. Gurnani (DIN: 00018234), who retires by rotation and being eligible, offers himself for re-appointment.

B. Special Business

5. Appointment of Dr. Anish Shah (DIN: 02719429) as a Director of the Company.



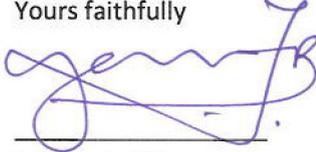
I now enclose the following:

- a. My report to the Chairman of the Company on the result of the remote e-voting and e-voting at the AGM
- b. The register showing the particulars of the e-votes registered on the National Securities Depository Limited (NSDL) (for remote e-voting and at the AGM) and the consolidated results of voting.

You are requested to take the same on record and acknowledge.

Thanking you

Yours faithfully



Jayavant B Bhave

FCS 4266 CP 3068

Scrutinizer appointed for the

Voting process by the Board of Directors

Place: Pune



Consolidated Report of Scrutinizer on E-voting Process

[Remote e-voting and e-voting conducted at the 33rd Annual General Meeting (AGM) held through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")]

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 further read with General Circular nos. 20/2020, 17/2020 and 14/2020 issued by The Ministry of Corporate Affairs (MCA), Government of India]

28th July 2020

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

Dear Sir,

Sub: Consolidated Report of Scrutinizer on E-voting Process [Remote e-voting and e-voting conducted at the 33rd Annual General Meeting (AGM) held through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")] conducted pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 further read with General Circular nos. 20/2020, 17/2020 and 14/2020 issued by The Ministry of Corporate Affairs (MCA), Government of India.

The Board of Directors of Tech Mahindra Limited ('the Company') have vide resolution passed on 15th June 2020, decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice of Thirty Third Annual General Meeting ('AGM') held on 28th July 2020 through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"), by way of remote e-voting and e-voting conducted at the AGM.

The MCA vide its general circulars has allowed companies to convene AGM through VC/ OAVM during the present times of Covid-19 Pandemic crisis. Voting by means of a poll at the AGM by filling physical ballot papers is therefore dispensed with as no physical AGM is convened. Members who have not voted during remote e-voting period but attending the AGM, are now allowed to cast their vote by e-voting conducted at the AGM. The e-voting process thus includes the consolidated number of e-votes cast during the remote e-voting period and the e-votes cast at the AGM.

I, Jayavant B. Bhave, Company Secretary in Whole time Practice having Membership Number: FCS 4266 and Certificate of Practice Number: 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 30th April 2020 as required under Section 108



and 109 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the E-Voting Process; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 33rd AGM of the Company held on 28th July 2020 through VC/OAVM and reproduced herein below:

A. Ordinary Business

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon
2. To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and the Report of the Auditors thereon
3. To confirm the interim dividend paid on Equity Shares and to declare Final dividend on Equity Shares for the financial year ended 31st March, 2020.
4. To appoint a Director in place of Mr. C. P. Gurnani (DIN: 00018234), who retires by rotation and being eligible, offers himself for re-appointment.

B. Special Business

5. Appointment of Dr. Anish Shah (DIN: 02719429) as a Director of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to Remote E-voting/ E-voting at the AGM. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" the above resolutions, based on the reports generated from the E-Voting System provided by the National Securities Depository Limited (NSDL), the authorized agency to provide Remote E-voting/ E-voting at the AGM facilities and engaged by the company for that purpose.

The Notice of AGM dated 15th June 2020 convening the Thirty Third Annual General Meeting of the Company to be held through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"), on Tuesday, 28th July 2020 at 3.30 p.m. IST, was sent through electronic mode to the members of the Company and the members of the Company holding shares on the cut-off date i.e. Tuesday, 21st July 2020 were entitled to vote on the above-mentioned resolutions proposed as set out in the Notice of Thirty Third Annual General Meeting.

In this regard, I submit my report as under:

1. The remote E-voting period commenced from Thursday, 23rd July 2020 (9:00 a.m. IST) and ended on Monday, 27th July 2020 (5:00 p.m. IST).



2. After the conclusion of AGM on 28th July 2020, I have downloaded, scrutinized and counted the Votes cast through remote e-voting and e-voting at the AGM, for the purpose of this report.
3. I have unblocked the electronic votes cast through remote e-voting and e-voting at the AGM in the presence of the witnesses not in the employment of the Company from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. The consolidated results of the e-voting process are as follows:

Resolution No. 1- To consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1977	801341768	99.9998

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
23	1248	0.0002

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution No. 2- To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and the Report of the Auditors thereon

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1977	801341626	99.9998

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
23	1395	0.0002

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil



Resolution No. 3- To confirm the interim dividend paid on Equity Shares and to declare Final dividend on Equity Shares for the financial year ended 31st March 2020.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1997	812113941	99.9999

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
19	788	0.0001

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Resolution No. 4- To appoint a Director in place of Mr. C. P. Gurnani (DIN: 00018234), who retires by rotation and being eligible, offers himself for re-appointment.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1940	808190705	99.8759

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
63	1004421	0.1241

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
1	5.599

Resolution No. 5- Appointment of Dr. Anish Shah (DIN: 02719429) as a Director of the Company

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1860	787508288	97.5948



Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
136	19408034	2.4052

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
1	5.579

5. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of Thirty Third Annual General Meeting and the same will be handed over to the Company Secretary thereafter.

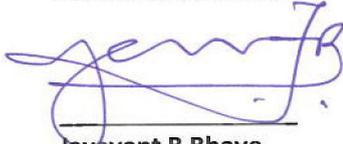
Result:

All the five resolutions have secured requisite majority of votes and therefore, passed as Ordinary Resolutions.

The Chairman of Annual General Meeting or Company Secretary of the Company may accordingly declare the result of voting.

Thanking You,
Yours faithfully,

For J B Bhavé & Co.



Jayavant B Bhavé
FCS 4266 CP 3068
Scrutinizer appointed for the Voting process
UDIN: F004266B000518780
PR NO. : 486/2016



For Tech Mahindra Limited



Anil Khatri
FCS 9360
Company Secretary

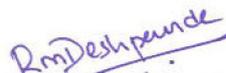


Date: 28th July 2020

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 5:45 P.M. on Tuesday, 28th July 2020



Ruchi Bhavé
Witness



Ruchita Deshpande
Witness