

TECH MAHINDRA LIMITED

Registered Office: Gateway Building, Apollo Bunder, Mumbai - 400 001, India
Corporate Office: Sharda Centre, Off. Karve Road, Erandawane, Pune – 411 004, India
Website: www.techmahindra.com • **E-mail:** investor.relations@techmahindra.com
• **CIN:** L64200MH1986PLCO41370 • **ISIN :** INE669C01036
Phone: +91 22 6879 5500 / +91 20 6601 8100

NOTICE OF POSTAL BALLOT

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

To,
The Members of Tech Mahindra Limited,

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), General circular nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 09/2023 dated 25 September 2023 and 09/2024 dated 19 September 2024 read with other relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) read with SEBI circular no. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6 October 2023 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 (“SEBI Circulars”), the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (“SS-2”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), and subject to other applicable laws and regulations, the Ordinary Resolution appended below is proposed to be approved by the Members of the Company by way of Postal Ballot only through electronic voting (“remote e-voting”).

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

This Postal Ballot is being initiated in compliance with the MCA Circulars and the SEBI Circulars. Accordingly, this Postal Ballot Notice is being sent only through electronic mode (by e-mail) to all those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), Members who have registered their e-mail addresses with the Company or Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company (“Link Intime”) or the Depository Participant(s) and other persons entitled to receive this notice, as on **25 October 2024 (“cut-off date”)**. Physical copy of this Notice, the Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and the Members are requested to communicate their assent or dissent only through the remote e-voting system.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, as amended from time to time and the provisions of Regulation 44 of the SEBI Listing Regulations, the

Company is pleased to provide remote e-voting facility to all its Members to enable them to cast their votes electronically on the Resolution set forth in this Postal Ballot Notice. The Company has engaged the services of NSDL for the said purpose.

The remote e-voting shall commence on Friday, 1 November 2024, at 9:00 a.m. (IST) and shall end on Saturday, 30 November 2024, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or dematerialised form as on Friday, 25 October 2024, the Cut-Off Date may cast their votes electronically.

Members are requested to peruse the proposed Resolution along with the Explanatory Statement and accord their assent or dissent by remote e-voting facility provided by the Company not later than 5:00 p.m. (IST) on Saturday, 30 November 2024, failing which it will be considered that no reply has been received from the Members. Members desiring to exercise their votes are requested to carefully read the Notes section of this Notice.

The Board of Directors of the Company, at its meetings held on 18 and 19 October 2024, has appointed Mr. Jayavant B. Bhawe, Practicing Company Secretary (FCS: 4266 CP: 3068) and proprietor of M/s. J. B. Bhawe & Co., Company Secretaries as Scrutinizer to scrutinize the postal ballot process and votes cast (through remote e-voting) in a fair and transparent manner.

On completion of the scrutiny of the remote e-voting, the Scrutiniser will submit his report to the Chairman of the Company or any other person of the Company duly authorised by him within prescribed timelines. The results of the Postal Ballot will be declared within stipulated timelines on or before **Monday, 2 December 2024, 5:00 p.m. (IST)** and on declaration will be displayed along with the Scrutiniser's Report at the registered office as well as the corporate office of the Company, will be communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), where equity shares of the Company are listed in accordance with the SEBI Listing Regulations and will be uploaded on the Company's website: www.techmahindra.com and on the website of NSDL: <https://www.evoting.nsdl.com>. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

SPECIAL BUSINESS

ITEM NO. 1

To consider and approve the appointment of Mr. Puneet Renjhen (DIN: 09498488) as a Non-Executive Director of the Company

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 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Puneet Renjhen (DIN: 09498488), who was appointed as an Additional Director (Non-Executive) of the Company, with effect from 1st October, 2024 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of the next Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a

Member under Section 160 of the Act proposing his candidature for the office of Non-Executive Director of the Company, being eligible, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps including to settle any questions, difficulties or doubts as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

Ruchie Khanna
Company Secretary
Membership No.: A24922

Registered Office: Gateway Building,
Apollo Bunder, Mumbai - 400 001, India.
Website: www.techmahindra.com
E-mail: investor.relations@techmahindra.com

Date: 19 October 2024 (IST)
Place: Boston, USA

NOTES TO NOTICE:

a. Explanatory Statement

The Explanatory Statement pursuant to Sections 102 and 110 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 under Item No. 1 of the accompanying Notice is Annexed hereto.

b. Dispatch of notice through electronic means only

In terms of the Ministry of Corporate Affairs ("MCA") Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, read with Circular No. 09/2024 dated 19 September 2024 ("MCA Circulars") and the SEBI circular no. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6 October 2023 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 ("SEBI Circulars"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members / Register of Beneficial Owners as on **Friday, 25 October 2024 ("Cut-Off Date")** received from the National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories), Members whose e-mail address is registered with the Company / Registrar and Share Transfer Agent ("RTA") / Depository Participants / Depositories and other persons entitled to receive this notice. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent for this Postal Ballot.

The Postal Ballot Notice is also uploaded on the Company's website <https://www.techmahindra.com/investors/shareholder-information> and on the website of National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com> and can also be accessed on the website of Stock Exchanges viz. www.bseindia.com and www.nseindia.com.

c. Instructions for voting through electronic means (remote e-voting):

Cut-off date:

Members whose names appear in the Register of Members/the List of Beneficial Owners as on cut-off date i.e. Friday, 25 October 2024 will be considered for the purpose of voting in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat the Notice for information purpose only.

Members are requested to exercise their voting rights through remote E-voting only. No other means is permitted. Members cannot exercise their votes through proxy on Postal Ballot. Once the vote on a resolution is cast by a Member, the Member will not be allowed to change it subsequently or cast the vote again.

NSDL Evoting facility:

The Company is pleased to provide all Members with the facility to exercise their right to vote by electronic means on the ordinary resolution set forth in this Postal Ballot notice, through e-voting services provided by National Securities Depository Limited ("NSDL").

Remote E-voting period:

The remote e-voting period commences on Friday, 1 November 2024 (at 9:00 a.m. IST) and ends on Saturday, 30 November 2024 (at 5:00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 25 October

2024, may cast their vote electronically. The remote e-voting module shall be disabled/blocked by NSDL for voting thereafter.

Resolution passed by the Members through this Postal Ballot (through remote e-voting), if approved by requisite majority, shall be deemed to have been passed, as if it has been passed at a General Meeting of the Members, on the last date of remote e-voting i.e. Saturday, 30 November 2024.

Process to vote electronically using NSDL e-Voting system

Members can cast their votes electronically on NSDL e-Voting system through an easy “Two-Step Process” as mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or

	<p>e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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 Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders 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 Shareholders 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) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
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 log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of the Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jayavantbhav@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-Voting” tab in their login.
2. 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?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

Helpdesk for technical queries or assistance for e-voting

In case of any queries or grievances relating to the remote e-voting, the Members are requested to refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or contact Mr. Sagar Gudhate, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013 at toll free no. 1800 1020 990 / 1800 224 430 or +91 22 4886 7000 or send e-mail request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@techmahindra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@techmahindra.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

d. Nomination Facility

Members are requested avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013 ("Act"). Members desiring to avail of this facility may send their nomination in the prescribed form SH-14 duly filled-in to Link Intime at the following address. Form SH-14 is also available on the website of the Company and can be accessed at the weblink:

<https://insights.techmahindra.com/investors/form-sh-14-form-of-nomination.pdf>

Members holding shares in dematerialised mode are requested to contact their respective Depository Participant (DP) for availing this facility.

e. Request to claim unpaid and unclaimed dividend

Members who have not encashed their dividend(s) so far in respect of the dividends declared by the Company, are requested to make their claim to Link Intime on pune@linkintime.co.in at the earliest and well in advance of the last dates for claiming such unclaimed and unpaid dividends. The Company has uploaded the Member-wise details of said unpaid and unclaimed amounts lying with the Company as on 31 March 2024 on the website of the Company at the weblink: <https://www.techmahindra.com/investors/shareholder-information/>.

Pursuant to the provisions of Section 124 of the Act read with the read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), as amended from time to time, all dividend(s) which are unpaid and unclaimed for a period of seven years

from date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund (“IEPF”) administered by the Central Government. Further the equity shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.

Once unclaimed dividend and shares are transferred to IEPF, Members are entitled to claim the same from IEPF authorities by submitting online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending duly signed original documents enumerated therein along with Form IEPF- 5, to the Company at the below address for verification of claim.

f. Request to furnish/update PAN, Bank Account, KYC details

Members are informed that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024 issued to all registered RTAs, has mandated all Members holding shares in physical mode to furnish their PAN, Nomination and KYC details (Contact Details, Bank Account Details & Specimen Signature) with companies. Further, linking of PAN and Aadhaar is also mandated by the CBDT. The detailed process for submission/updation of PAN and other KYC details, updation of signature, nomination related matters with respect to physical shares is available on the website of the Company and can be accessed at the weblink: <https://www.techmahindra.com/investors/shareholder-information/>

g. Request for dematerialisation of shares

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/ 2022/8 dated 25th January, 2022 has mandated that all investor service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition, in dematerialised form only.

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

By order of the Board

Ruchie Khanna
Company Secretary
Membership No.: A24922

Registered Office: Gateway Building,
Apollo Bunder, Mumbai - 400 001, India.
Website: www.techmahindra.com
E-mail: investor.relations@techmahindra.com

Date: 19 October 2024 (IST)
Place: Boston, USA

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

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the business mentioned at Item No. 1 of the accompanying Notice dated 19 October 2024 should be taken as forming part of this Notice.

ITEM NO. 1

To consider and approve the appointment of Mr. Puneet Renjhen (DIN: 09498488) as a Non-Executive Director of the Company

Pursuant to provisions of Section 152 of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder, the Board of Directors of the Company (“Board”), basis the recommendation of the Nomination and Remuneration Committee (“NRC”) of the Board, had approved the appointment of Mr. Puneet Renjhen (DIN: 09498488), as an Additional Director (Non-Executive and Non-Independent) on the Board of the Company with effect from 1 October 2024, liable to retire by rotation, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder, Mr. Puneet Renjhen being an Additional Director, holds office up to the date of the next Annual General Meeting (“AGM”) of the Company or the last date on which the AGM of the Company should have been held, whichever is earlier. Further, as per the Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing the candidature of Mr. Puneet Renjhen as a Non-Executive Director of the Company.

Mr. Puneet Renjhen holds a Masters’ Degree in Business Administration from the Indian School of Business in Hyderabad and has completed executive education courses at the Harvard Business School and London Business School.

With an overall work experience of over 20 years, Mr. Puneet Renjhen has spent two decades in investment banking with Kotak Mahindra Capital, Lazard, Citibank and Standard Chartered, and worked in their London, Singapore and Mumbai offices. Mr. Puneet Renjhen has advised on and raised capital in excess of USD 25bn for both global and Indian corporates.

Mr. Puneet Renjhen is a member of the Group Executive Board of the Mahindra Group and leads Partnerships and Alliances (P&A) for all group companies. In addition, he serves on the Board of various companies.

Key areas of expertise of Mr. Puneet Renjhen include understanding of global business, financial management, strategy, planning and technology, governance, diversity, leadership and sustainability expertise to help organization in achieving its goals on the ESG and Sustainability front.

The Board is of the view that skills, proficiency, expertise and competency possessed by Mr. Puneet Renjhen are in alignment with the skills and expertise identified by the NRC and Board, for the Directors of the Company and his association and expertise, in particular his understanding of global businesses, governance, strategy and planning, will be of immense benefit and value to the Company in achieving the Company's strategic objectives of integrating and rationalising of its subsidiaries.

Mr. Puneet Renjhen is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Puneet Renjhen to the effect that he is not debarred or disqualified from being appointed as director of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or such other statutory authority. He does not hold any equity shares directly or on beneficial basis for any other person in the Company as on date of this Notice.

Other disclosures and information pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India in respect of appointment of Mr. Puneet Renjhen are as follows:

Sr. No.	Particulars	Details
1.	Date of first appointment on the Board	1 October 2024
2.	Tenure with the Company (up to date of this notice)	30 days
3.	Capacity/Position	Non-Executive Non-Independent Director
4.	Brief Resume, Qualification, Nature of Expertise, terms & conditions of appointment	As stated in the explanatory statement above
5.	Nationality	Indian
6.	Age (as on 31 March 2024)	46 years
7.	List of Directorships held as on date of this notice (other than the Company)	Swaraj Engines Limited (Listed) Brainbees Solutions Limited (Listed) Mahindra Susten Private Limited Mahindra Holdings Limited Sustainable Energy Infra Investment Managers Private Limited Smartshift Logistics Solution Private Limited
8.	Committees position held (date of this notice)	Swaraj Engines Limited - Audit Committee (Member) Mahindra Holdings Limited - Finance and Accounts Audit Committee (Member) - CSR Committee (Chairperson) Mahindra Susten Private Limited - Environmental, Social, Governance and Health Committee (Member) - Project Investment Committee (Member) - Nomination and Remuneration Committee (Member) Sustainable Energy Infra Investment Managers Private Limited - Stakeholders' Relationship Committee (Member) - InvIT Committee (Member)

Sr. No.	Particulars	Details
		- Investment Committee (Member) Smartshift Logistics Solution Private Limited - Remuneration Committee (Internal Committee) (Member)
9.	Listed companies from which the Director has resigned in the past three years	None
10.	Shareholding in the Company (as on date of this notice)	NIL
11.	Number of meetings attended from date of appointment up to date of this notice	One
12.	Last drawn remuneration (including sitting fees and commission) from the Company (up to date of this notice)	Nil

Mr. Puneet Renjhen is not related to any Director, Senior Management Personnel or Key Managerial Personnel of the Company.

As part of his terms of appointment, Mr. Puneet Renjhen would be entitled to remuneration including sitting fees and commission as determined for each financial year by the NRC and the Board, within the limits approved by the Members of the Company, from time to time and as permitted by law.

The Board of Directors, basis the recommendation of the NRC, recommends the Ordinary Resolution as set out in Item No. 1 of the Notice for the approval of Members.

Save and except the above, Mr. Puneet Renjhen and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

All relevant documents and papers relating to Item No. 1 and referred to in this Notice and Explanatory Statement, shall be open for inspection electronically by the Members of the Company. Members seeking to inspect the same can send an email to investor.relations@techmahindra.com.

By order of the Board

Ruchie Khanna
Company Secretary
Membership No.: A24922

Registered Office: Gateway Building,
Apollo Bunder, Mumbai - 400 001, India.
Website: www.techmahindra.com
E-mail: investor.relations@techmahindra.com
Date: 19 October 2024 (IST) Place: Boston, USA