

Date: February 18, 2025

To
Listing Department BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.
Scrip Code : 532755

Listing Department
National Stock Exchange of India Ltd. Exchange
Plaza, 5th floor, Plot No. - C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051.
NSE Symbol : TECHM

Sub: Intimation of Plan of Merger of wholly-owned subsidiaries under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), we wish to inform that a Plan of Merger of Tech Mahindra Cerium Systems Inc., wholly-owned subsidiary of the Company with Tech Mahindra (Americas) Inc., wholly-owned material subsidiary of the Company, has been approved by the Board of Directors of the respective companies on February 17, 2025 at 6:15 p.m **PST** (*i.e.*, February 18, 2025 at 07:45 a.m IST).

The intimation of the same was received by the Company at 8.03 a.m. (IST) on February 18, 2025.

The merger is subject to regulatory approvals in the country of incorporation. The appointed date of merger is February 20, 2025.

In this regard, please find enclosed herewith the disclosure containing details as required under Regulation 30(6) read with clause (1) of Para A of Part A of Schedule III of the SEBI Listing Regulations and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023, as Annexure 'A'.

The above information is also available on the website of the Company at www.techmahindra.com

This is for your information and records.

Thanking you,

For Tech Mahindra Limited

Ruchie Khanna
Company Secretary

Encl.: As above

Annexure A

Details under Regulation 30(6) read with clause (1) of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023

Plan of Merger of wholly-owned subsidiaries

Sr. No.	Items for Disclosure	Description
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>Tech Mahindra Cerium Systems Inc. ("TMCS") – Transferor Company is incorporated in USA in the year 2014. It is a wholly-owned subsidiary of the Company.</p> <p>Tech Mahindra (Americas) Inc. ("TMA") - Transferee Company is incorporated in USA in the year 1993. It is a wholly-owned material subsidiary of the Company.</p> <p>The turnover of TMCS and TMA for the financial year ended 31st March, 2024 is USD 2.7 million and USD 1,153.28 million respectively.</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>Yes.</p> <p>The transaction is between two wholly-owned subsidiaries of the Company. Therefore, it is exempted as per Regulation 23(5)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
3	Area of business of the entity(ies)	<p>TMCS is engaged into providing design services in semi-conductor industry and embedded software services. TMCS is currently a non-operating entity.</p> <p>TMA provides computer consulting, programming support services and IT Management & Consulting Services to customers in various industries including Healthcare.</p>
4	Rationale for amalgamation/ merger	<p>The consolidation of these entities will result in reducing the number of entities in the group, optimization of operational cost and reduction in the compliance risk.</p>

5	In case of cash consideration – amount or otherwise share exchange ratio.	Both the Transferor and Transferee companies are wholly- owned subsidiaries and hence there will be no cash consideration or issue of new shares involved under the Plan of Merger. The investment of the Company in TMCS will get cancelled on the merger becoming effective.
6	Brief details of change in shareholding pattern (if any) of listed entity	Not applicable. The Company is not a party to the Plan of Merger and the shareholding pattern of the Company remains unchanged.