

29th June, 2022

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: Notice of 35th Annual General Meeting (AGM), Integrated Annual Report for the Financial Year 2021-22 & Book Closure for AGM and Dividend.

Dear Sir/Madam,

This is to inform you that the 35th AGM of the members of the Company is scheduled on Tuesday, the 26th day of July, 2022 at 3.30 p.m. (IST) through Video Conference/Other Audio Visual Means.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find attached a copy of Integrated Annual Report for the financial year 2021-22 along with notice of the AGM for your information and records which is circulated to the shareholders through electronic mode.

Pursuant to Regulation 42 of SEBI Listing Regulations, Register of Members and Share Transfer Books will remain closed from Saturday, July 23, 2022 to Tuesday, July 26, 2022 (both days inclusive) for the purpose of Annual General Meeting and Payment of Dividend.

The above information is also available on the website of the Company at <https://www.techmahindra.com/en-in/investors/>

This is for your information and records.

Thanking you,

For Tech Mahindra Limited


Anil Khatri
Company Secretary



Encl: as above

TECH MAHINDRA LIMITED
CIN: L64200MH1986PLC041370**Regd. Office:** Gateway Building, Apollo Bunder, Mumbai - 400 001**Tel.:** +91 22 6897 5500 **Fax.:** +91 022 2202 8780 **E-mail:** investor.relations@techmahindra.com**Website:** www.techmahindra.com**NOTICE**

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the members of Tech Mahindra Limited will be held on Tuesday, the 26th day of July, 2022 at 3.30 p.m. IST through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Financial Statements**

To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.

2. Adoption of Consolidated Financial Statements

To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Report of the Auditors thereon.

3. Declaration of Dividend

To confirm the Interim (Special) Dividend paid on Equity Shares and to declare a Final Dividend (including Special Dividend) on Equity Shares for the financial year ended 31st March, 2022.

4. Appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Director liable to retire by rotation

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.

5. Appointment of Statutory Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. B S R & Co. LLP, Chartered Accountants, [ICAI Firm's Registration No. 101248W/W-100022] be and are hereby appointed as the Statutory Auditors of the Company, for a further term of five (5) consecutive years to hold office from the conclusion of this Annual General Meeting, until the conclusion of the Annual General Meeting of the Company for the financial year 2026-27 on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

SPECIAL BUSINESS:**6. Appointment of Ms. Penelope Fowler (DIN: 09591815) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules framed thereunder, Ms. Penelope Fowler (DIN: 09591815), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th May, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, read with Schedule IV of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Penelope Fowler (DIN: 09591815), who qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, commencing from 26th July, 2022.

7. Re-Appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Managing Director and CEO of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with Schedule V to the Companies Act, 2013 and pursuant to Article 115 of the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee Mr. C. P. Gurnani (DIN: 00018234) be and is hereby re-appointed as Managing Director and CEO of the Company (MD & CEO), for the period from 10th August 2022 to 19th December, 2023 on the terms and conditions including remuneration as detailed hereunder with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination & Remuneration Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Remuneration

Compensation consisting of a fixed compensation and a variable commission as follows:

- (1) **Fixed Compensation:** A monthly fixed compensation of ₹ 58,33,333/- [Yearly compensation ₹ 7,00,00,000/- (Rupees Seven Crore)] will be paid in accordance with the Company's normal payroll procedures. The fixed compensation will include the costs of perquisites valued on a cost to company basis.
- (2) **Variable Commission based on Performance:** The MD & CEO will be eligible to receive a commission up to ₹ 3,00,00,000/- (Rupees Three Crore) annually, as determined by the Company's Nomination & Remuneration Committee in its sole discretion, based on performance of the MD & CEO against agreed annual goals. The Nomination & Remuneration Committee in its sole discretion may decide to pay higher variable commission subject to limits on overall compensation laid down in Schedule V to the Companies Act, 2013. The variable commission for the period 10th August 2023 to 19th December 2023 will be paid on pro rata basis.

- (3) In addition to the above, the appointee shall be entitled to 1,70,819 Stock Options which would be granted on 10th August, 2022 in accordance with the ESOP 2018 Scheme of the Company. The Nomination and Remuneration Committee, based upon the performance of Mr. C. P. Gurnani over the last 10 years and considering his retirement on 19th December, 2023 and in terms of the authority pursuant to Clause 3 of the ESOP 2018 Scheme, has reduced the vesting period of the Stock Options granted to Mr. C. P. Gurnani and the vesting schedule as under:

Vesting No.	Vesting Period	Number of Options	Period of Expiry
I	One year from the date of Grant (09 th August, 2023)	42,705	18 th June, 2024
II	On 19 th December, 2023	1,28,114	

- (4) Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, Gratuity as per the rules of the Fund/ Scheme in force from time to time would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (5) Encashment of earned leave at the end of the tenure as per the rules of the Company shall not be included in the computation of ceiling on remuneration

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary and commission payable to the Managing Director & CEO shall not exceed the limits prescribed under the Companies Act, 2013, and the rules made there under or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

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

**Place: Mumbai
Date: 13th May, 2022**

**Anil Khatri
Company Secretary**

Notes:

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under item no. 6 & 7 of the Notice is Annexed hereto. Further, additional information with respect to item no. 5 is also annexed hereto as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ('the Listing Regulations').
- b. In view of the outbreak of COVID-19 pandemic, social distancing measures are a pre-requisite and in terms of Ministry of Corporate Affairs ("MCA") in continuation to previous Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021, further extended the relaxation vide Circular dated 5th May 2022 ("MCA Circulars") and The Securities and Exchange Board of India ("SEBI") has also issued circular in continuation to previous Circular dated 12th May, 2020, further extended the relaxation vide Circular dated 15th January, 2021 and 13th May, 2022, which does not require physical presence of the Members at common venue. In view of this, the thirty fifth Annual General Meeting (AGM) is being conducted through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"). The deemed venue for the AGM shall be the Registered Office of the Company.
- c. A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- d. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis.
- e. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- f. 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, 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
- g. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 23rd July, 2022 to Tuesday, 26th July, 2022 (both days inclusive) for the purpose of AGM and payment of Final Dividend (Including Special Dividend) to be declared.
- h. The Board of Directors has recommended Final Dividend of ₹ 30/- (Including Special Dividend of ₹15/-) per Equity Share for the year ended 31st March, 2022 that is proposed to be paid by 9th August, 2022, subject to the approval of shareholders. This is in addition to Interim Dividend (Special dividend of ₹ 15/- per equity share paid on 22nd November, 2021). If the special and final dividend is approved, the aggregate dividend to shareholders for the financial year 2021-22 would be ₹45/- per share.
- i. Further in order to receive dividend in a timely manner, Members who have not updated their mandate for receiving dividends directly in their bank accounts through Electronic Clearing Service or any other means can register their Electronic Bank Mandate to receive dividends by following the below process:-
 - Members holding shares in Physical mode may visit and update the details at https://linkintime.co.in/EmailReg/Email_Register.html along with required supporting documents by Wednesday, 20th July, 2022 (upto 6.00 p.m. IST) along with scan copy of following details / documents:-

- A signed request letter mentioning your name (as recorded on the share certificate), folio number, complete address, scanned copy of the share certificate (front and back), along with:-
 1. Name and Branch of Bank and Bank Account Type
 2. Bank account Number allotted by your Bank after implementing Core Banking Solutions
 3. 11 digits IFSC Code
 4. 9 digit MICR Code Number
 5. Self-attested scan copy of cancelled cheque bearing the name of the Member or First Holder
 6. Self-attested scan copy of PAN and AADHAAR Card.

Alternatively, members can send an email to pune@linkintime.co.in
- Members holding shares in Demat form, please update your Electronic Bank Mandate through the Depository Participants.
- j. In case the Company is unable to pay dividend to any Member directly in their bank account through Electronic Clearing Services or any other means due to non-registration of Electronic Bank Mandate, the Company shall dispatch the dividend warrants to such member.
- k. As per Indian Income Tax Act, 1961 dividend paid and distributed by a Company is taxable in the hands of shareholders. Therefore, the Company is required to deduct taxes at source (TDS) at the rates applicable on the amount distributed to the shareholders at prescribed rates. For information on prescribed rates, shareholders requested to refer to the Finance Act, 2020 and subsequent amendments thereof. The shareholders are requested to update their PAN details, tax residential status with Registrar and Transfer Agents (RTA) (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2022-23 does not exceed ₹ 5,000/-. The withholding tax rate (TDS rate) would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.

Further, as per the Finance Act 2021, Section 206AB has been inserted w.e.f. 1st July, 2021 wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a 'Specified Person' defined under the provisions of the aforesaid section.

A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax, members may send duly signed forms to Company's RTA at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or send an email to pune@linkintime.co.in by Friday, 22nd July, 2022 (upto 6.00 p.m. IST). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by updating details at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> alternatively send an email to pune@linkintime.co.in. The said declarations need to be submitted by Friday, 22nd July, 2022 (up to 6.00 p.m. IST).

The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company.

Shareholders who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder.

On the said link, the user shall be prompted to select / share the following information to register their request: -

1. Select the Company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms)
8. Document attachment – 3 (Any other supporting document)

Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communications/ queries in this respect should be addressed to the RTA, by email to tmltaxexemption@linkintime.co.in and Exemption Forms if forwarded to this email id will not be considered for the purpose of processing. Shareholders who have uploaded exemption forms (valid in all respect) on the portal are also required to forward the original form to the Company.

- l. The Company's RTA for its share registry work (Physical and Electronic) is Link Intime India Private Limited.
- m. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
- n. Pursuant to Regulation 44(6) of SEBI Listing Regulations, the Company shall provide live webcast of proceedings of AGM from 3.30 p.m. IST onwards on Tuesday 26th July, 2022 for the shareholders. 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, where the E-voting Event Number ("EVEN") of Company will be displayed.
- o. Members are requested to –
 - i. intimate to the DP, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in dematerialized form.
 - ii. intimate to the Company's RTA, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in physical form (share certificates).
 - iii. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

- iv. dematerialize their Physical Shares to Electronic Form (Demat) as, in terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Dematerialisation of shares would help to eliminate risks associated with Physical Shares. Members can contact RTA viz., Link Intime India Private Limited, Pune (Tel. No. 020 26160084) for assistance, if any, in this regard.
- p. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.
- q. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank account details.
- r. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.
- s. Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid / unclaimed dividend along with underlying shares thereto liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members are requested to refer the website of the Company for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2019.

Pursuant to Section 124(6) of the Act read with the IEPF Rules as amended from time to time, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. In case the dividends are not claimed by the respective shareholders, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF along with dividend remaining unpaid/unclaimed thereon.

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 IEPF authorities by submitting online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending original documents enumerated in Form IEPF-5 duly signed to the Company along with Form IEPF- 5 for verification of claim.

Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2014-15 onwards are requested to lodge their claims with RTA immediately. It may be noted that the unclaimed Final Dividend for the financial year 2014-15 declared by the Company on 28th July, 2015 can be claimed by the Members up to 25th August, 2022.

- t. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the RTA by emailing to pune@linkintime.co.in immediately to receive copies of Annual Report in electronic mode.
- u. Shareholders may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@TechMahindra.com.

- v. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The aforesaid communication is also intimated to the stock exchanges and available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication under the weblink at <https://insights.techmahindra.com/investors/kyc-updation-physical-shareholders.pdf>
- w. 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 the Listed Companies to issue securities in demat form only while processing 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. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the weblink at <https://insights.techmahindra.com/investors/kyc-updation-physical-shareholders.pdf>

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

x. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars, the Company is pleased to provide members 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 National Securities Depository Limited ("NSDL").

The remote e-voting period commences on Friday, 22nd July, 2022 (9:00 a.m. IST) and ends on Monday, 25th July, 2022 (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., Tuesday, 19th July, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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. Tuesday, 19th July, 2022.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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.

Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login id and password by sending a request to evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company

after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, 19th July, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

Further, pursuant to SEBI Circular dated 9th December, 2020, to eradicate the hardship caused to the shareholders of remembering login credentials of various e-voting service providers (ESPs), the SEBI has mandated to provide the facility of using single login credentials with various ESPs. This means shareholders can avail the e-voting facility of various ESPs through their single login credentials, this will help in non-creation of login credentials again and again.

Mr. Jayavant B. Bhave, Practicing Company Secretary (FCS: 4266 CP: 3068) and Proprietor M/s. J B Bhave & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who will be not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.techmahindra.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. Simultaneously the results shall also be forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 22nd July, 2022 (9:00 a.m. IST) and ends on Monday, 25th July, 2022 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 19th July, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 19th July, 2022.

How do I vote electronically using NSDL e-Voting system




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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"> 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 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 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 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.
	<ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store ▶ Google Play </div> <div style="text-align: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	<ol style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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</p>

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.

- c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) 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.
4. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 jbhhave@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a 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 email 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), Aadhaar (self attested scanned copy of Aadhaar Card) by email to investor.relation@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), Aadhaar (self attested scanned copy of Aadhaar Card) to investor.relations@techmahindra.com If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**Anil Khatri
Company Secretary**

**Place: Mumbai
Date: 13th May, 2022**

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 / EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS, PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 5 Appointment of Statutory Auditors**

The members of the Company at 30th Annual General Meeting (AGM) held on 1st August, 2017 had appointed M/s. B S R & Co. LLP, Chartered Accountants [ICAI Firm's Registration No. 101248W/W-100022], (hereinafter referred to as "BSR") as the Statutory Auditors of the Company to hold office from the conclusion of 30th AGM until the conclusion of the 35th AGM of the Company. Accordingly, the present term of BSR as Statutory auditors of the Company shall conclude at the 35th AGM.

Pursuant to Section 139 (2) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (Rules), a Listed Company shall not appoint or reappoint an individual as auditor for more than one term of 5 consecutive years and an audit firm as auditor for more than two terms of 5 consecutive years.

Since, BSR will be completing their present term of 5 years at the conclusion of the 35th AGM, the Board of Directors based on the recommendation of the Audit Committee, at their meeting held on 13th May, 2022 considered the matter relating to re-appointment of the Statutory Auditors and have unanimously recommended appointment of M/s. B S R & Co. LLP (ICAI Firm's Registration No. 101248W/W-100022) as statutory auditors of the Company to hold office for a consecutive term of 5 years from the conclusion of the 35th Annual General Meeting of the Company till the conclusion of the 40th Annual General Meeting, in accordance with the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

M/s. B S R & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that, they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- a) Proposed fees payable to the statutory auditor(s):** The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the AGM, have approved to pay a fee of ₹ 48.9 million plus applicable taxes and re-imbursalment of the out of pocket expenses, outlays and taxes, as may be incurred by the Auditors during the course of Audit/Limited Review for the financial year ended 31st March, 2023. The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure.

The fees for other services not prohibited by the provisions of Section 144 of the Companies Act, 2013 shall be mutually agreed between the Company and Statutory Auditors.

The Board of Directors of the Company (including the Audit Committee of the Board or any officer of the Company authorised by the Board) in consultation with the Statutory Auditors, are authorised to alter and vary the terms and conditions including remuneration of the Statutory Auditors arising out of increase in scope of work, amendments to Accounting Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc.

- b) Terms of appointment:** The appointment of the Statutory Auditors shall be from the conclusion of the 35th AGM up to conclusion of the 40th AGM. The Letter of Engagement specifying the detailed

terms of appointment shall be finalized by the Audit Committee of the Board or any officer of the Company pursuant to the Authority given by the Board of Directors of the Company and such terms shall specifically include the conditions as mentioned in para 6(A) and 6(B) of the SEBI circular dated 18th October, 2019 bearing reference no. CIR/ CFD/CMD1/114/2019 and such other conditions as may be specified by applicable law in force.

- c) Details in relation to and credentials of the Statutory Auditors proposed to be appointed:** B S R & Co. was constituted on 27th March, 1990 as a partnership firm having firm registration no. 101248W. It was converted into limited liability partnership i.e., B S R & Co. LLP on 14th October, 2013 thereby having a new firm registration no. 101248W/W-100022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063. B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi. B S R & Co. LLP has over 3000 staff and 100+ Partners.
- d) Basis of recommendation for appointment:** The Board of Directors and Audit Committee, at their meeting held on 13th May, 2022 considered appointment of BSR and approved and recommended the same unanimously for consideration of the members. While considering the appointment, the Board and the Audit Committee taken into account the qualification and experience of the Auditors and have given due regard to the order or pending proceedings relating to professional matters of conduct against BSR before the Institute of Chartered Accountants of India and before Court of Law and were of the opinion that the qualification and experience of M/s. B S R & Co. LLP is commensurate with the size and requirements of the Company, and accordingly have recommend their re-appointment to the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this item.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

Item No. 6 Appointment of Ms. Penelope Fowler (DIN: 09591815) as an Independent Director

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Penelope Fowler (DIN: 09591815) as an Additional Director with effect from May 13, 2022. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act"), Ms. Fowler holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing under Section 160(1) of the Act, from a member proposing the candidature of Ms. Fowler, for the office of Director of the Company.

Ms. Fowler has rich and diverse experience across various organizations. Brief profile of Ms. Fowler and information in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings in respect of appointment of Ms. Fowler is mentioned in the annexure which forms part of this notice.

The Company has received declaration from Ms. Fowler to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Act read with the rules framed thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and that she is not debarred or disqualified from being appointed or continuing as director of the Company by the SEBI/Ministry of Corporate Affairs or such other statutory authority.

In the opinion of the Board, Ms. Fowler fulfils the condition specified in the Act, the Rules framed thereunder and SEBI Listing Regulations for her appointment as an Independent Director and she is independent of the

management of the Company. Copy of the draft letter for appointment of Ms. Fowler as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on any working day, excluding Saturday and Sunday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Fowler as an Independent Director for a term of 5 (five) consecutive years from 26th July, 2022. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends the resolution as set out in item no. 6 of the Notice for the approval of members.

Ms. Fowler and her relatives may be deemed to be interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are interested financially or otherwise in the resolution set out as Item No. 6.

The Board recommends the Special Resolution as set out in Item No. 6 of this Notice for approval of the Members.

Item No. 7 Re-Appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Managing Director and CEO of the Company

The Members in the 31st Annual General Meeting held on 31st July, 2018 had appointed Mr. C. P. Gurnani as Managing Director & CEO of the Company for a period of 5 Years i.e. from 10th August, 2017 to 9th August, 2022.

The Board of Directors in its Meeting held on 13th May, 2022 on the basis of recommendation of the Nomination & Remuneration Committee considering the performance of Mr. C. P. Gurnani, Managing Director & CEO over the last 10 years & his contribution to the growth of the Company, re-appointed Mr. C. P. Gurnani as Managing Director & CEO of the Company for a period from 10th August 2022 to 19th December, 2023 subject to the approval of the Members in the ensuing Annual General Meeting.

Pursuant to the provisions of Section 160 (1) of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. C. P. Gurnani for the office of Director of the Company.

Brief Terms & Conditions of appointment as Managing Director and CEO –

Remuneration

Compensation consisting of a fixed compensation and a variable commission as follows:

- (1) **Fixed Compensation:** A monthly fixed compensation of ₹ 58,33,333/- [Yearly compensation ₹ 700,00,000/- (Rupees Seven Crore)] will be paid in accordance with the Company's normal payroll procedures. The fixed compensation will include the costs of perquisites valued on a cost to company basis.
- (2) **Variable Commission based on Performance:** The MD & CEO will be eligible to receive a commission up to ₹ 3,00,00,000/- (Rupees Three Crore) annually, as determined by the Company's Nomination & Remuneration Committee in its sole discretion, based on performance of the MD & CEO against agreed annual goals. The Nomination & Remuneration Committee in its sole discretion may decide to pay higher variable commission subject to limits on overall compensation laid down in Schedule V to the Companies Act, 2013. The variable commission for the period 10th August 2023 to 19th December 2023 will be on pro rata basis.
- (3) In addition to the above, Mr. C. P. Gurnani shall be entitled to 1,70,819 Stock Options which would be granted on 10th August, 2022 in accordance with the ESOP 2018 Scheme of the Company. The Nomination and Remuneration Committee, based upon the performance of Mr. C. P. Gurnani over the last 10 years and considering his retirement on 19th December, 2023 and in terms of the authority pursuant to Clause 3 of the

ESOP 2018 Scheme, has reduced the vesting period of the Stock Options granted to Mr. C. P. Gurnani and the vesting schedule is as under:

Vesting No.	Vesting Period	Number of Options	Period of Expiry
I	One year from the date of Grant (09 th August, 2023)	42,705	18 th June, 2024
II	On 19 th December, 2023	1,28,114	

- (4) Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, Gratuity as per rules of the Fund/ Scheme in force from time to time would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- (5) Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration

The brief resume and other details of Mr. C. P. Gurnani as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed to the Notice.

Except for Mr. C.P. Gurnani, who may be deemed to be interested in the resolution to the extent it deals with his appointment, none of the Directors or Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 7 of this Notice for approval of the Members.

DETAILS PURSUANT TO 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.**Ms. Penelope Fowler (DIN: 09591815)**

Ms. Penelope Fowler, age 59 years is an experienced company director who sits on a number of boards across the public, private & not for profit sectors.

Ms. Fowler is Chairman at The Herald and Weekly Times—a role she was appointed to in July 2013. She also acts as News Corp Australia's Community Ambassador. She is deeply and passionately involved in building on the company's legacy of supporting the communities within which we live and work.

Ms. Fowler is Chairman at the Royal Children's Hospital Good Friday Appeal and Deputy Chairman at The Royal Botanic Gardens Victoria. She is also a board member of The Australian Ballet along with Tourism Australia. She is Chair of The National Portrait Gallery. She is also a member of advisory board of Visy/Pratt USA and the Bank of Melbourne Foundation.

Ms. Fowler also acts as News Corp Australia's Community Ambassador. Her involvement in building on the company's legacy of supporting the communities within which we live and work is an area she is passionate about.

A graduate of the Australian Institute of Company Directors, Ms. Fowler holds a Bachelor of Business degree from Monash (Chisholm) University and is a CEW (Chief Executive Women) member.

She was appointed as Director w.e.f. May 13, 2022. Being a Non-Executive Independent Director she will be entitled for commission out of the profits of the Company.

Ms. Fowler is not related to any of the other Directors of the Company or Key Managerial Personnel and does not hold any shares in the Company, either in her individual capacity or on a beneficial basis for any other person.

Ms. Fowler is not holding any directorship in listed entities and has not resigned as Director from any Listed entities.

The Board of Directors considers that her association would be of immense benefit to the Company, and it is recommended to appoint Ms. Fowler as an Independent Non-Executive Director for a term of five consecutive years. Ms. Fowler would bring with her immense experience to the Company in the areas of corporate governance, strategy, sustainability, ESG amongst others.

Mr. C. P. Gurnani (DIN: 00018234)

Mr. C. P. Gurnani is the Managing Director and Chief Executive Officer of Tech Mahindra Limited. A lifelong learner and a disrupter, CP is an accomplished business leader with extensive experience in international business development, start-ups and turnarounds, joint ventures, mergers and acquisitions. He led Tech Mahindra's transformation journey, and one of the biggest turnarounds of Indian corporate history – the acquisition and merger of Satyam, which has also been featured as a case study by Harvard Business.

Mr. C. P. Gurnani's inimitable style of leadership, combined with his sharp focus on customer experience has helped Tech Mahindra emerge as one of the leading digital IT solution providers of India.

In a career spanning over 40 years, Mr. C. P. Gurnani has held several leading positions with Hewlett Packard, Perot Systems (India) and HCL Corporation. Mr. C. P. Gurnani has also served as a Chairman of NASSCOM for the year 2016-2017. He is also on the Board of Mahindra & Mahindra Limited, a promoter of Tech Mahindra. An outstanding people manager, Mr. C. P. Gurnani has an entrepreneurial style of management that is a blend of enthusiasm and dynamism. He has always focused on his team's strength to bring out the best in them. 'Work hard and play hard' is his motto and he applies it to all aspects of his life with complete passion.

A chemical engineering graduate from the National Institute of Technology, Rourkela, Mr. C. P. Gurnani is a distinguished and active alumnus of the Institute. He has also been felicitated with an honorary doctorate degree by Veer Surendra Sai University of Technology and Sharda University. His passion for education is resonated in the various honorary positions he holds. He is on the board of Mahindra Educational Institutions (MEI) and a member of the Board of Management of Mahindra University, a private university promoted by MEI to educate future citizens for and of a better world. He is also Chairman at IIM Nagpur and Founding Trustee at Plaksha University.

Mr. C. P. Gurnani's clinical leadership strategies have always been honoured across various platforms over the years. His endeavours have won him numerous accolades, such as winning Gold at the CEO World Awards 2018 for his organization-wide reskilling initiative, and being conferred the Best CEO Awards 2019 in IT and ITES by Business Today. He has been recognized as the 'Icon of India' by VARINDIA and 'Influential Leader of New India' by CNNNews18 in 2021, 'Asia One Global Indian of the Year - Technology' in 2016, 'Best CEO of the Year' at the Forbes India Leadership Awards in 2015, Business Standard's 'CEO of the Year' in 2014, Ernst and Young's 'Entrepreneur of the Year', CNBC Asia's 'India Business Leader of the Year', Dataquest 'IT person of the Year' in 2013.

Mr. C. P. Gurnani has been conferred with CEO's Choice 'Lifetime Achievement Award' 2021 – the nation's highest independent civilian honour – instituted by SKOCH Group and CEO's Association for Inclusive India (CAII). He was listed among the top 100 global CEOs by The Wall Street Journal CEO Council in 2016, and awarded 'Corporate Leader of the Year' at the 14th (I-ACE) Awards 2018.

Mr. C. P. Gurnani has also been recognized as 'Inspiring CEO' at The Economic Times CEO Conclave, and as 'Leader of the Year' in IT at CEO Today Magazine Middle East Awards in 2021.

Mr. C. P. Gurnani strongly believes in promoting child education. He is on the Board of Tech Mahindra Foundation – launched in 2007 to help the underprivileged children with around 116,000 beneficiaries. CP, along with his wife Anita, have founded 'Titliyan', an NGO located in Noida spreading smiles, happiness and education to more than 240 under privileged children – a dream project for the Gurnanis.

Mr. C. P. Gurnani is 63 years old and holds 73,74,059 shares in the Company.

During the year, four Board Meetings were held and Mr. C. P. Gurnani has attended all the meetings. Mr. C. P. Gurnani is Chairman of Corporate Social Responsibility Committee of the Company and member of Stakeholders Relationship Committee, Investment Committee and Securities Allotment Committee.

Mr. C. P. Gurnani is not debarred or disqualified from being appointed or continuing as director of the Company by the SEBI/Ministry of Corporate Affairs or such other statutory authority.

Mr. C. P. Gurnani is not related to any other Directors of the Company or Key Managerial Personnel or their relatives.

