

26th July, 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: Outcome of 35th Annual General Meeting
Ref.: Regulation 30 & 44(3) of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 & Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate the following details with regard to the voting results for the resolutions passed by the members at the 35th Annual General Meeting of the Company through Video Conferencing (VC)/ Other Audio Video Means (OAVM).

Date of the AGM : July 26, 2022

Book Closure Date : July 23, 2022 to July 26, 2022 (Both days inclusive)

Total number of shareholders on cut-off date (19th July, 2022): 9,40,288

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

No. of Shareholders attended the meeting through video conferencing:
Promoters and Promoter Group: 4
Public: 138

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

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

This is for your information and record.

Thanking you,

For Tech Mahindra Limited


Anil Khatri
Company Secretary



Encl.: As above

RESULTS OF THE MEETING

Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1	To consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2022 and the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority
2	To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2022 and the Report of the Auditors thereon.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority
3	To confirm the interim (special) dividend paid on Equity Shares and to declare Final dividend (including special dividend) on Equity Shares for the financial year ended 31 st March, 2022.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority
4	To appoint a Director in place of Mr. C. P. Gurnani (DIN: 00018234), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority
5	Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for a further term of five (5) consecutive years until the conclusion of the Annual General Meeting of the Company for the financial year 2026-27.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority
6	Appointment of Ms. Penelope Fowler (DIN: 09591815) as an Independent Director of the Company.	Special	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority
7	Re-Appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Managing Director and CEO of the Company for the period from 10 th August, 2022 to 19 th December, 2023.	Ordinary	Remote e-voting prior and e-voting during the AGM	Passed with requisite majority



Tech Mahindra Limited								
Resolution Required : (Ordinary)			1 - Adoption of Financial Statements for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	342699332	342699332	100.0000	342699332	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		342699332	100.0000	342699332	0	100.0000	0.0000
Public Institutions	E-Voting	497628595	436019391	87.6194	435402792	616599	99.8586	0.1414
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		436019391	87.6194	435402792	616599	99.8586	0.1414
Public Non Institutions*	E-Voting	132444489	18338241	13.8460	18336933	1308	99.9929	0.0071
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18338241	13.8460	18336933	1308	99.9929	0.0071
Total		972772416	797056964	81.9366	796439057	617907	99.9225	0.0775

*11,65,842 shares held by IEPF Authority and no voting rights are available on these shares.



Tech Mahindra Limited								
Resolution Required : (Ordinary)			2 - Adoption of Consolidated Financial Statements for the financial year ended 31st March, 2022 and the Report of the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	342699332	342699332	100.0000	342699332	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		342699332	100.0000	342699332	0	100.0000	0.0000
Public Institutions	E-Voting	497628595	436019391	87.6194	435402792	616599	99.8586	0.1414
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		436019391	87.6194	435402792	616599	99.8586	0.1414
Public Non Institutions*	E-Voting	132444489	18337650	13.8455	18335805	1845	99.9899	0.0101
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18337650	13.8455	18335805	1845	99.9899	0.0101
Total		972772416	797056373	81.9366	796437929	618444	99.9224	0.0776

*11,65,842 shares held by IEPF Authority and no voting rights are available on these shares.



Tech Mahindra Limited								
Resolution Required : (Ordinary)			3 - Confirm the Interim (Special) Dividend paid on Equity Shares and to declare Final Dividend (Including Special Dividend) on Equity Shares for the financial year ended 31st March, 2022.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	342699332	342699332	100.0000	342699332	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		342699332	100.0000	342699332	0	100.0000	0.0000
Public Institutions	E-Voting	497628595	440029831	88.4254	440029831	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		440029831	88.4254	440029831	0	100.0000	0.0000
Public Non Institutions*	E-Voting	132444489	18337331	13.8453	18336128	1203	99.9934	0.0066
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18337331	13.8453	18336128	1203	99.9934	0.0066
Total		972772416	801066494	82.3488	801065291	1203	99.9998	0.0002

*11,65,842 shares held by IEPF Authority and no voting rights are available on these shares.



Tech Mahindra Limited								
Resolution Required : (Ordinary)			4 - Appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Director liable to retire by rotation					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	342699332	342699332	100.0000	342699332	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		342699332	100.0000	342699332	0	100.0000	0.0000
Public Institutions	E-Voting	497628595	440029831	88.4254	438787006	1242825	99.7176	0.2824
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		440029831	88.4254	438787006	1242825	99.7176	0.2824
Public Non Institutions*	E-Voting	132444489	18328417	13.8386	18217049	111368	99.3924	0.6076
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18328417	13.8386	18217049	111368	99.3924	0.6076
Total		972772416	801057580	82.3479	799703387	1354193	99.8309	0.1691

*11,65,842 shares held by IEPF Authority and no voting rights are available on these shares.



Tech Mahindra Limited								
Resolution Required : (Ordinary)			5 - Appointment of M/s. B S R & Co. LLP, Chartered Accountants, for a further term of five (5) consecutive years					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100
Promoter and Promoter Group	E-Voting	342699332	342699332	100.0000	342699332	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		342699332	100.0000	342699332	0	100.0000	0.0000
Public Institutions	E-Voting	497628595	440029831	88.4254	429541582	10488249	97.6165	2.3835
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		440029831	88.4254	429541582	10488249	97.6165	2.3835
Public Non Institutions*	E-Voting	132444489	18332538	13.8417	18322455	10083	99.9450	0.0550
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18332538	13.8417	18322455	10083	99.9450	0.0550
Total		972772416	801061701	82.3483	790563369	10498332	98.6894	1.3106

*11,65,842 shares held by IEPF Authority and no voting rights are available on these shares.



Tech Mahindra Limited								
Resolution Required : (Special)			6 - Appointment of Ms. Penelope Fowler (DIN: 09591815) as an Independent Director of the Company w.e.f. 26th July, 2022					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	342699332	342699332	100.0000	342699332	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		342699332	100.0000	342699332	0	100.0000	0.0000
Public Institutions	E-Voting	497628595	439723079	88.3637	431353699	8369380	98.0967	1.9033
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		439723079	88.3637	431353699	8369380	98.0967	1.9033
Public Non Institutions*	E-Voting	132444489	18326831	13.8374	18315010	11821	99.9355	0.0645
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18326831	13.8374	18315010	11821	99.9355	0.0645
Total		972772416	800749242	82.3162	792368041	8381201	98.9533	1.0467

*11,65,842 shares held by IEPF Authority and no voting rights are available on these shares.



Tech Mahindra Limited								
Resolution Required : (Ordinary)			7 - Re-Appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Managing Director and CEO of the Company for the period from 10th August, 2022 to 19th December, 2023					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	342699332	342699332	100.0000	342699332	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		342699332	100.0000	342699332	0	100.0000	0.0000
Public Institutions	E-Voting	497628595	440029831	88.4254	436231912	3797919	99.1369	0.8631
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		440029831	88.4254	436231912	3797919	99.1369	0.8631
Public Non Institutions*	E-Voting	132444489	18333622	13.8425	18211730	121892	99.3351	0.6649
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		18333622	13.8425	18211730	121892	99.3351	0.6649
Total		972772416	801062785	82.3484	797142974	3919811	99.5107	0.4893

*11,65,842 shares held by IEPF Authority and no voting rights are available on these shares.



Jayavant B. Bhavé

B.Com. LL.B. Dip.IRPM,FCS

J. B. Bhavé & Co
Company Secretaries

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd
Off Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

26th July, 2022

To,

Tech Mahindra Limited

Gateway Building, Apollo Bunder,

Mumbai 400 001

Kind Attn: Mr. Anil Khatri- Company Secretary

Sub: Report of Scrutinizer on Remote e-voting and e-voting conducted at the 35th Annual General Meeting (AGM) held through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM")

Dear Mr. Anil Khatri

I refer to my appointment as Scrutinizer to scrutinize the voting Process (including Remote E-voting and e-voting at the AGM) in respect of the following resolutions contained in the Notice of Thirty Fifth Annual General Meeting of your company held on Tuesday, 26th July, 2022 through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM"):

A. Ordinary Business

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and the Report of the Auditors thereon.
3. To confirm the Interim (Special) Dividend paid on Equity Shares and to declare Final Dividend (Including Special Dividend) on Equity Shares for the financial year ended 31st March, 2022.
4. To appoint a Director in place of Mr. C. P. Gurnani (DIN: 00018234), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider the appointment of the Statutory Auditor of the company for a period of five consecutive years till the conclusion of the Annual General Meeting of the company for the F.Y.2026-27.



B. Special Business

6. Appointment of Ms. Penelope Fowler (DIN: 09591815) as an Independent Director of the Company.
7. Re-appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Managing Director and CEO of the Company.

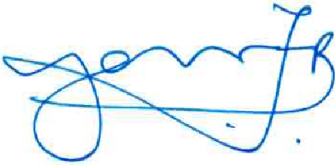
I now enclose the following:

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

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

Thanking you

Yours faithfully



Jayavant B. Bhave
FCS 4266 CP 3068

Scrutinizer appointed for the
Voting process by the Board of Directors
Place: Pune

Jayavant B. Bhavé

B.Com. LL.B. Dip.IRPM,FCS

J. B. Bhavé & Co
Company Secretaries

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd
Off Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

Consolidated Report of Scrutinizer on E-voting Process

[Remote e-voting and e-voting conducted at the 35th Annual General Meeting (AGM) held through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM")]

[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014; further read with various circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time.]

26th July, 2022

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

Sub: Consolidated Report of Scrutinizer on E-voting Process [Remote e-voting and e-voting conducted at the 35th Annual General Meeting (AGM) held through VC/ OAVM conducted pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 further read with the MCA Circulars and the SEBI Circulars and in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015.]

Dear Sir,

The Board of Directors of Tech Mahindra Limited ('the Company') have vide resolution passed on 13th May, 2022, decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice of Thirty Fifth Annual General Meeting ('AGM') held on 26th July 2022 through VC/ OAVM, by way of remote e-voting and e-voting conducted at the AGM.

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



I, Jayavant B. Bhave, Company Secretary in Whole time Practice having Membership Number: FCS 4266 and Certificate of Practice Number: 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 13th May, 2022 as required under Section 108 and 109 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the E-Voting Process; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 35th AGM of the Company held on Tuesday, the 26th July, 2022 through VC/OAVM and the same are reproduced herein below:

Ordinary Business

1. 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. 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. To confirm the Interim (Special) Dividend paid on Equity Shares and to declare Final Dividend (Including Special Dividend) on Equity Shares for the financial year ended 31st March, 2022.
4. To appoint a Director in place of Mr. C. P. Gurnani (DIN: 00018234), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider the appointment of the Statutory Auditor of the company for a period of five consecutive years till the conclusion of the Annual General Meeting of the company for the F.Y.2026-27.

Special Business

6. Appointment of Ms. Penelope Fowler (DIN: 09591815) as an Independent Director of the Company.
7. Re-appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Managing Director and CEO of the Company.

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



The Notice of AGM dated 13th May, 2022 convening the Thirty Fifth Annual General Meeting of the Company to be held through VC/OAVM, on Tuesday, 26th July, 2022 at 3.30 p.m. IST, was sent through electronic mode to the members of the Company on Wednesday, 29th June, 2022 and the members of the Company holding shares on the cut-off date i.e. Tuesday, 19th July, 2022 were entitled to vote on the above-mentioned resolutions proposed as set out in the Notice of Thirty Fifth Annual General Meeting.

In this regard, I submit my report as under:

1. The remote E-voting period commenced from Friday, 22nd July, 2022 (9:00 a.m. IST) and ended on Monday, 25th July, 2022 (5:00 p.m. IST).
2. After the conclusion of AGM on 26th July, 2022, I have downloaded, scrutinized and counted the Votes cast through remote e-voting and e-voting at the AGM, for the purpose of this report.
3. I have unblocked the electronic votes cast through remote e-voting and e-voting at the AGM in the presence of the witnesses not in the employment of the Company from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. The consolidated results of the e-voting process are as follows:

Resolution No. 1- To consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors and Auditors thereon

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
3722	796439057	99.9225

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
35	617907	0.0775

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No. 2- 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

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
3718	796437929	99.9224

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
34	618444	0.0776

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 3- To confirm the Interim (Special) Dividend paid on Equity Shares and to declare Final Dividend (Including Special Dividend) on Equity Shares for the financial year ended 31st March, 2022.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
3722	801065291	99.9998

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
33	1203	0.0002

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No. 4- Appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Director liable to retire by rotation.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
3618	799703387	99.8309

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
125	1354193	0.1691

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 5- To consider the appointment of the Statutory Auditor of the company for a period of five years till the conclusion of the Annual General Meeting of the company for the F.Y.2026-27.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
3613	790563369	98.6894

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
128	10498332	1.3106

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No.6- Appointment of Ms. Penelope Fowler (DIN: 09591815) as an Independent Director of the Company.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
3591	792368041	98.9533

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
141	8381201	1.0467

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

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

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
3595	797142974	99.5107

Votes Against of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
153	3919811	0.4893

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0



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

Result:

All the seven resolutions have secured requisite majority of votes.

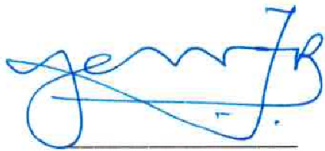
Resolution Nos. 1 to 5 and 7 are passed as Ordinary Resolutions and Resolution No. 6 is passed as Special Resolution.

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

Thanking You.

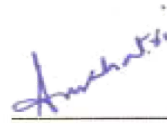
Yours faithfully,

For J B Bhave & Co.



Jayavant B. Bhave
FCS 4266 CP 3068
Scrutinizer appointed for the Voting process

For Tech Mahindra Limited



Anil Khatri
FCS 9360
Company Secretary

UDIN: F004266D000690446

PR NO.: 1238/2021

Date: 26th July, 2022

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 6:08 p.m. on Tuesday, 26th July, 2022



Chinmay Lele
Witness



Amey Ketkar
Witness

SUMMARY OF PROCEEDINGS OF THE 35th ANNUAL GENERAL MEETING

The 35th Annual General Meeting (“AGM”) of the members of Tech Mahindra Limited (the “Company”) was held on Tuesday 26th July, 2022 at 3.30 P.M. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA”) and Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India (“SEBI”).

Following Directors were present:-

Sr. No.	Name	Designation	Attended through VC/OAVM from
1.	Mr. Anand G. Mahindra	Chairman	Mumbai
2.	Mr. C. P. Gurnani	Managing Director & CEO	Mumbai
3.	Mr. T. N. Manoharan	Lead Independent Director	Mumbai
4.	Dr. Anish Shah	Non-Executive Director	Mumbai
5.	Mr. Haigreave Khaitan	Independent Director	Mumbai
6.	Ms. M. Rajyalakshmi Rao	Independent Director	Mumbai
7.	Mr. Manoj Bhat	Non-Executive Director	Mumbai
8.	Dr. Mukti Khaire	Independent Director	Mumbai
9.	Ms. Penelope Fowler	Non-Executive Director	Mumbai
10	Shikha Sharma	Independent Director	New York USA

In attendance:-

Sr. No.	Name	Designation	Attended through VC/OAVM from
1.	Mr. Rohit Anand	Chief Financial Officer	Mumbai
2.	Mr. Anil Khatri	Company Secretary	Mumbai
3.	Mr. Venkataramanan Vishwanath	Partner, B S R & Co. LLP, Statutory Auditors	Mumbai
4.	Mr. Makarand Lele	Secretarial Auditors	Pune
5.	Mr. Jayavant B. Bhawe	M/s. J B Bhawe & Co., Company Secretaries - Scrutinizer	Pune

Members present: 142 Members attended through Video conferencing

In terms of the Articles of Association, Mr. Anand G. Mahindra, Chairman took the Chair. He welcomed the members and after ascertaining that the requisite quorum was present conducted the proceedings. He introduced the members of the Board and other officials present at the meeting. The Chairman thereafter requested the Company Secretary to brief the members regarding the regulatory matters and general instructions pertaining to the Annual General Meeting.



Mr. Anil Khatri, Company Secretary welcomed the members of the Company and briefed that in compliance with the Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the meeting is being held through VC/OAVM using NSDL's WebEx platform. It was also informed that the Memorandum & Articles of Association, ESOP Certificate issued by Secretarial Auditors, Statutory Registers as required to be kept under the Companies Act, 2013 are open for inspection on the website of the Company. He further informed the process to participate at the meeting and joining Q&A session by the speaker shareholders and informed that live streaming of the AGM is also being webcast on NSDL website.

Mr. Anil Khatri, Company Secretary briefed that Notice calling the AGM, Directors report and Auditors report be taken as read. The Chairman thereafter delivered his speech.

The Chairman informed that remote e-voting arrangements had been made and the resolutions put to vote are as under:-

1. 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. To consider and adopt Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Report of the Auditors thereon.
3. To confirm the interim (special) dividend paid on Equity Shares and to declare Final Dividend (including special dividend) @Rs. 30/- per share for the financial year ended 31st March, 2022.
4. To appoint a Director in place of Mr. C. P. Gurnani (DIN: 00018234) who retires by rotation and being eligible offer himself for re-appointment.
5. Appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for a further term of five (5) consecutive years until the conclusion of the Annual General Meeting of the Company for the financial year 2026-27.
6. Appointment of Ms. Penelope Fowler (DIN: 09591815) as an Independent Director of the Company.
7. Re-Appointment of Mr. C. P. Gurnani (DIN: 00018234) as a Managing Director and CEO of the Company for the period from 10th August, 2022 to 19th December, 2023.

Chairman informed that Mr. Jayavant B. Bhavé, Proprietor M/s. J B Bhavé & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the votes cast during the meeting and through remote e-voting method.

Chairman thereafter invited registered speaker members who wish to seek clarifications on the financial statements and the proposed resolutions and answered to their queries/questions.

After the Q&A session voting lines were kept open for 15 minutes to the shareholders to vote.

Chairman thereafter informed the members that the meeting is concluded.

