

**TECH MAHINDRA LIMITED****CIN: L64200MH1986PLC041370****Regd. Office:** Gateway Building, Apollo Bunder, Mumbai - 400 001**Tel.:** +91 22 2289 5500 **Fax.:** +91 022 2202 8780 **E-mail:** [investor.relations@techmahindra.com](mailto:investor.relations@techmahindra.com)**Website:** [www.techmahindra.com](http://www.techmahindra.com)**NOTICE**

**NOTICE** is hereby given that the Thirty Third Annual General Meeting of the members of Tech Mahindra Limited will be held on Tuesday, the 28<sup>th</sup> day of July, 2020 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 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March, 2020 and the Report of the Auditors thereon.

**3. Declaration of Dividend**

To confirm the interim dividend paid on Equity Shares and to declare Final dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2020.

**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.

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

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, Dr. Anish Shah (DIN: 02719429), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10<sup>th</sup> September, 2019 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, liable to retire by rotation.

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

**Place: Mumbai  
Date: 15<sup>th</sup> June 2020**

**Anil Khatri  
Company Secretary**

**Notes:**

- a. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under item no. 5 of the Notice is Annexed hereto.
- 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") Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular 14/2020 dated 8<sup>th</sup> April, 2020, Circular 17/2020 dated 13<sup>th</sup> April, 2020 ("MCA Circulars") and Securities Exchange Board of India (SEBI) Circular dated 12<sup>th</sup> May, 2020, physical presence of the Members at common venue the 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 Act, 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 Act.
- f. In line with the MCA Circulars and SEBI Circular dated 12<sup>th</sup> May 2020, the Notice calling the AGM and Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2019-20 will also be made available on the Company's website at [www.techmahindra.com](http://www.techmahindra.com), websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- g. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 25<sup>th</sup> July, 2020 to Tuesday, 28<sup>th</sup> July, 2020 (both days inclusive) for the purpose of AGM and payment of Final Dividend to be declared.
- h. The Board of Directors has recommended Final Dividend of ₹ 5 per Equity Share for the year ended 31<sup>st</sup> March, 2020 that is proposed to be paid by 7<sup>th</sup> August, 2020, subject to the approval of shareholders. Interim dividend of ₹ 10 per equity share was paid on 9<sup>th</sup> March, 2020. If the final dividend is approved, the aggregate dividend to shareholders for FY 2019-20 would be ₹ 15 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 with Link Intime India Private Limited (RTA) at [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) or through their web site [www.linkintime.co.in](http://www.linkintime.co.in) > Investor Services > E mail / Bank Registration > select '(Name of your company)' and follow the registration process as guided therein by 24<sup>th</sup> July, 2020 (upto 6.00 p.m. IST) along with scan copy in PDF or JPEG format (up to 1 MB) 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 digit 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, AADHAR Card

On submission of the shareholder's details, an OTP will be received by the shareholder, which needs to be entered in the link for verification.

For queries related to updation of email ID and bank account details members may contact at [pune@linkintime.co.in](mailto:pune@linkintime.co.in)

- Members holding shares in Demat form, please update your Electronic Bank Mandate through 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 at the earliest once the normalcy is restored.
- k. Pursuant to Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with Registrar and Transfer Agents (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 20-21 does not exceed ₹ 5000/-.

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 at Company's RTA at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by 24<sup>th</sup> July, 2020 (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 sending to Company's RTA at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The said declarations need to be submitted by 24<sup>th</sup> July, 2020 (upto 6.00 p.m. IST).

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 [tmtaxexemption@linkintime.co.in](mailto:tmtaxexemption@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.

- i. The Company's Registrar and Transfer Agents for its share registry work (Physical and Electronic) are 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. 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, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> 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 Registrar and Transfer Agents viz., Link Intime India Private Limited, Pune (Tel. No. 020 26160084) for assistance, if any, in this regard.
- o. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.
- p. 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.
- q. 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 Registrar and Transfer Agent.
- r. Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid / unclaimed dividend, unclaimed sale proceeds of fractional shares 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.

As per 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](http://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 2012-13 onwards are requested to lodge their claims with RTA immediately. It may be noted that the unclaimed Final Dividend for the financial year 2012-13 declared by the Company on 26<sup>th</sup> September, 2013 can be claimed by the Members up to 31<sup>st</sup> October, 2020.

- s. 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 [umesh.sharma@linkintime.co.in](mailto:umesh.sharma@linkintime.co.in) immediately to receive copies of Annual Report in electronic mode.
- t. Shareholders may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor.relations@TechMahindra.com](mailto:investor.relations@TechMahindra.com). The same will be replied by the company suitably.
- u. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 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 and the business may be transacted through e-Voting Services provided by National Securities Depository Limited ("NSDL").

The remote e-voting period commences on Thursday, 23<sup>rd</sup> July, 2020 (9:00 a.m. IST) and ends on Monday, 27<sup>th</sup> July, 2020 (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, 21<sup>st</sup> July, 2020, 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, 21<sup>st</sup> July, 2020.

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 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](mailto: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.

Mr. Jayavant B. Bhawe, Practicing Company Secretary (FCS: 4266 CP: 3068) and Proprietor M/s. J B Bhawe & 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 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](http://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 ARE AS UNDER:-**

The details of the process and manner for remote e-voting are explained below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

**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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details 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.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [jbbhave@gmail.com](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone nos. + 91-22-24994545

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to RTA at [umesh.sharma@linkintime.co.in](mailto:umesh.sharma@linkintime.co.in)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self -attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA at [umesh.sharma@linkintime.co.in](mailto:umesh.sharma@linkintime.co.in)

3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

#### **w. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



x. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com/shareholders/members> login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, email id, mobile number at [investor.relations@TechMahindra.com](mailto:investor.relations@TechMahindra.com) between 22<sup>nd</sup> July 2020 (9.00 a.m. IST) to 24<sup>th</sup> July 2020 (5.00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

**Place: Mumbai  
Date: 15<sup>th</sup> June, 2020**

**Anil Khatri  
Company Secretary**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 5 Appointment of Dr. Anish Shah as a Director**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Dr. Anish Shah (DIN: 02719429) as an Additional Director with effect from 10<sup>th</sup> September, 2019. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") Dr. Anish Shah 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 Dr. Anish Shah, for the office of Director of the Company.

Dr. Anish Shah is currently the Deputy Managing Director and Group CFO for the Mahindra Group, with responsibility for the Group Corporate Office and full oversight of all businesses other than the Auto and Farm Sectors. The Board of Directors of Mahindra & Mahindra Limited ("M&M") appointed him as the Managing Director and CEO designate for the Mahindra Group, effective April 2, 2021. His prior role in M&M was Group President (Strategy), where he led strategy development; built capabilities such as digitisation and data sciences; enabled synergies across Group companies and managed the Risk and performance review organisations.

Brief Profile of Dr Anish Shah and information in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings is mentioned in the annexure which forms part of this notice.

Dr. Anish Shah would bring with him vast experience to the Company in the field of strategy development; digitization, synergies across Group companies; international growth and corporate governance. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors considered that his rich experience would be of immense benefit to the company and recommends the resolution as set out in item no. 5 of the Notice for the approval of members who would be liable to retire by rotation.

Dr. Anish Shah and his 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 in this resolution.

**DETAILS PURSUANT TO REGULATION 26(4) AND 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.**

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

Mr. C P Gurnani, age 61 years is currently the Managing Director & CEO of Tech Mahindra Limited.

An accomplished business leader with extensive experience in international business development, start-ups and turnarounds, joint ventures, mergers and acquisitions. Mr. C P Gurnani led Tech Mahindra's transformation journey, and one of the biggest turnarounds of Indian Corporate History - the acquisition and merger of Satyam.

His 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. One of his many noticeable achievements in the past year has been an ambitious, company-wide initiative aimed at reskilling Tech Mahindra employees to ensure they have the skills and knowledge to remain competitive and survive the age of digital transformation.

In a career spanning 39+ years, Mr. C P Gurnani has held several leading positions with Hewlett Packard Ltd, Perot Systems (India) Ltd. and HCL Corporation Ltd. Mr. C P Gurnani has also served as a Chairman of NASSCOM for the year 2016-17.

Mr. Gurnani is an ardent supporter of Individual Social Responsibility, and often prods people to invest their time towards betterment of humanity and society, at large. He is an active member of the Tech Mahindra Foundation that was launched in 2006 to help the underprivileged children. He also founded 'Titliyan', a NGO that spearheads spreading quality education and developing life and social skills of more than 240 under privileged children.

A chemical engineering graduate from the National Institute of Technology, Rourkela, he is a distinguished and active alumnus of the Institute. Mr. C P Gurnani has also been felicitated with an honorary Doctorate degree by Veer Surendra Sai University of Technology and Sharda University. His passion in the field of education even resonates today.

Mr. C P Gurnani has also been featured in a Harvard Case Study on 'Tech Mahindra and the Acquisition of Satyam Computers'.

Mr. C P Gurnani endeavours are self-explanatory which won him numerous accolades that include Business Today 'Best CEO' Awards 2019 in the IT & ITES category, Corporate Leader of the Year' Award - 14<sup>th</sup> (I-ACE) awards 2018, winning Gold at the CEO of the year for his Organization Wide Reskilling Initiative. His clinical leadership strategies have always been honored at various platforms over the years counting in the 'Asia One Global Indian of the Year - Technology' in 2016, 'Listed among the top 100 global CEOs as part of The Wall Street Journal CEO Council 2016, Best CEO of the Year' at the Forbes India Leadership Awards in 2015, Business Standard 'CEO of the Year' in 2014, Ernst and Young 'Entrepreneur of the Year, CNBC Asia's 'India Business Leader of the Year' in 2014, Dataquest 'IT person of the Year' - in 2013.

Mr. C P Gurnani is a member of Stakeholders Relationship Committee, Investment Committee and Securities Allotment Committee and Chairman of Corporate Social Responsibility Committee of the Company. He is a Non-Executive Director of Mahindra & Mahindra Limited w.e.f. 1<sup>st</sup> April 2020.

He is a Director of Comviva Technologies Limited and also a member of Nomination and Remuneration Committee. He is also a Director in Mahindra Educational Institutions, Tech Mahindra Foundation, T-Hub Foundation, Pininfarina Spa., and is a Chairman of Indian Institute of Management, Nagpur.

He is a Managing Director & Chief Executive Officer of the Company liable to retire by rotation. He was first appointed on 10th August 2012. Being Executive Director, he received remuneration of ₹ 285.73 million for FY 2019-20. Commission payable for FY 2019-20 will be ₹6.08 million. During FY 2019-20, he attended all 5 Board Meetings.

He 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 and holds 7,014,059 shares in the Company either in individual capacity or on a beneficial basis.

## **2. Dr. Anish Shah (DIN: 02719429)**

Dr. Anish Shah, age 50 years is currently the Deputy Managing Director and Group CFO for the Mahindra Group, with responsibility for the Group Corporate Office and full oversight of all businesses other than the Auto and Farm sectors. The Board of M & M has appointed him as the Managing Director and CEO designate for the Mahindra Group, effective April 2, 2021. He is also a Member of Risk Management Committee.

His prior role in the Mahindra Group was Group President (Strategy), where he led strategy development; built capabilities such as digitisation and data sciences; enabled synergies across Group companies and managed the Risk and performance review organisations.

Dr. Shah was President and CEO of GE Capital India from 2009-14, where he led the transformation of the business, including a turnaround of its SBI Card joint venture. His career at GE spanned 14 years, during which he held several leadership positions at GE Capital's US and global units. As Director, Global Mortgage, he worked across 33 countries to drive growth and manage risk. As Senior Vice President (Marketing and Product Development) at GE Mortgage Insurance, he led various growth initiatives and played a key role in GE. In his initial years with GE, Dr. Shah also led Strategy, eCommerce and Sales Force Effectiveness and had the unique experience of running a dot-com business within GE. Dr. Shah also received GE's prestigious Lewis Latimer Award for outstanding utilisation of Six Sigma in developing a "Digital Cockpit."

Dr. Shah also has diverse experience with global businesses beyond GE. He led Bank of America's US Debit Products business, where he launched an innovative rewards program, led numerous initiatives in payment technology and worked closely with various teams across the Bank to enhance value for the customer.

As a strategy consultant at Bain & Company in Boston, he worked across multiple industries, including banking, oil rigs, paper, paint, steam boilers and medical equipment. His first role was with Citibank in Mumbai, Assistant Manager, Trade Services.

Dr. Shah holds a Ph.D from Carnegie Mellon's Tepper School of Business where his doctoral thesis was in the field of Corporate Governance. He also received a Masters degree from Carnegie Mellon and has a post-graduate diploma in Management from the Indian Institute of Management, Ahmedabad. He has received various scholarships, including the William Latimer Mellon Scholarship, Industry Scholarship at IIMA, National Talent Search and Sir Dorabji Tata Trust.

Dr. Shah is a Non-Executive Director of Mahindra and Mahindra Financial Services Limited and is a member of Audit Committee, Nomination and Remuneration Committee, and Strategic Investment Committee.

Dr. Shah is a Non-Executive Director of Mahindra Life Space Developers Limited and is a member of Audit Committee, Loans and Investment Committee and Nomination and Remuneration Committee. He is also a Non-Executive Director in Mahindra Holidays and Resorts India Limited.

Dr. Shah is a Director of Mahindra Trucks and Buses Limited, and is also a member of Federation of Indian Chambers of Commerce and Industry (FICCI) and Confederation of Indian Industry (CII).

Dr. Shah was first appointed on 10<sup>th</sup> September, 2019 in the Company. During the year 5 Board Meetings were held and Dr. Shah has attended 3 meetings. Dr. Anish Shah is a member of Investment Committee and Risk Management Committee of the Company.

He is a Non-Executive Director of the Company liable to retire by rotation and will be entitled for commission out of profits of the Company. Commission payable for FY 2019-20 will be ₹ 4.22 million.

Dr. Shah 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.

Dr. Shah is not related to any other Directors of the Company or Key Managerial Personnel or their relatives and does not hold any shares in the Company either in individual capacity or on a beneficial basis.