

April 22, 2019

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

Sub: Buyback of equity shares of face value of Rs. 5/- each ("Equity Shares") by Tech Mahindra Limited (the "Company") through the tender offer route in accordance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 ("Buyback Regulations") ("Buyback")

Re: Extinguishment of Equity Shares pursuant to Buyback.

Dear Sir,

In accordance with the provisions of Regulation 11 (iii) of the Buy-Back Regulations, the following are the details of the Equity Shares bought back and extinguished/ destroyed by the Company for the Buyback:

Reconciliation of Equity Share Capital of the Company (Pre and Post extinguishment)		
Particulars	No. of Equity Shares	Equity Share Capital (Rs.)
Paid-up Equity Share Capital (Pre Extinguishment) (A)	983,362,470	4,916,812,350
Demat Equity Shares extinguished on April 16, 2019 (B1)	20,584,964	102,924,820
Physical Equity Shares extinguished on April 17, 2019 (B2)	36	180
Total (B = B1+ B2)	20,585,000	102,925,000
Paid-up Equity Share Capital (Post Extinguishment) (A-B)	962,777,470	4,813,887,350

We are enclosing a copy of the certificate dated April 17, 2019 in accordance with the provisions of Regulation 11 of the Buy-Back Regulations, Auditor's certificate dated April 17, 2019 and a confirmation letter dated April 16, 2019 from National Securities Depository Limited relating to the extinguishment of 20,584,964 Equity Shares pursuant to Buyback.

Kindly acknowledge the receipt of the same.

Yours Faithfully,

For Tech Mahindra Limited

Anil Khatri
Anil Khatri
Company Secretary
NBZ



Enclosure: As above.

The Board of Directors
Tech Mahindra Limited
Gateway Building
Apollo Bunder
Mumbai – 400 001

Dear Sirs,

Statutory Auditor's Report in respect of extinguishment of equity shares of Tech Mahindra Limited ('the Company') which were bought-back

1. This report is issued in accordance with the terms of our agreement dated April 12, 2019.
2. The accompanying declaration relating to extinguishment / cancellation of equity shares bought back through tender offer by the Company ('Certificate of Extinguishment') has been prepared by the Company, to be submitted pursuant to the requirements of Regulation 11 of Securities Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (hereinafter referred to as 'the SEBI Buyback Regulations'). We have initialled the Certificate of Extinguishment for identification purposes only.

Management's Responsibility for the Certificate of Extinguishment

3. The preparation of the Certificate of Extinguishment is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Certificate of Extinguishment.
4. The Management is responsible for extinguishment / cancellation of shares bought back through tender offer for the period from March 25, 2019 to April 5, 2019 as set out in the Certificate of Extinguishment.
5. The Management is also responsible for ensuring extinguishment / cancellation of shares and that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act, 2013 in relation to buy back of equity shares and for providing all the information to the Securities Exchange Board of India.

Auditor's Responsibility

6. Pursuant to the SEBI Buyback Regulations, it is our responsibility to examine and inspect the books and other records of the Company as at April 17, 2019 and certify that the shares bought back and extinguished / cancelled as detailed in the Certificate of Extinguishment are in agreement with the unaudited books and other records of the Company as at April 17, 2019.



Statutory Auditor's Report in respect of extinguishment of equity shares of Tech Mahindra Limited which were bought-back

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7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
 - i. Inspected the share cancellation certificate to verify if the physical shares which were bought-back were destroyed by the Company in accordance with the SEBI Buyback Regulations;
 - ii. Verified the share extinguishment confirmation received by the Company from National Securities Depository Limited (NSDL) with respect to the shares held in dematerialised form which were bought back;
 - iii. Examined the report from the share transfer agent on the shares outstanding before and after buy-back;
 - iv. Examined the resolutions passed by the Board of Directors / Buyback Committee of the Company relating to extinguishment of shares which were bought-back; and
 - v. Obtained appropriate representations from the management of the Company.
8. We conducted our examination of the Certificate of Extinguishment in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ('the Guidance Note'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination and inspection as above, and the information and explanations, we certify that, to the best of our knowledge, the shares bought back through tender offer have been extinguished / cancelled as detailed in the accompanying Certificate of Extinguishment, is in agreement with the unaudited books and records of the Company as at April 17, 2019 and the extinguishment is in compliance and in accordance with the provisions of Regulation 11 of the SEBI Buyback Regulations.



Statutory Auditor's Report in respect of extinguishment of equity shares of Tech Mahindra Limited which were bought-back

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Restriction on use

11. This report has been issued at the request of the Company solely for use of the Board of Directors of the Company and for submission to the Securities Exchange Board of India pursuant to the SEBI Buyback Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other party to whom our report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For **B S R & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 101248W/W-100022



Ashish Gupta

Partner

Membership No. 215165



Place: Pune

Date: April 17, 2019

UDIN: 19215165AAAAAP2917

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY
TECH MAHINDRA LIMITED ("the Company")**

This certificate is being issued in compliance with the requirements of Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

Pursuant to the Public Announcement issued on 23 February 2019, Corrigendum to the Public Announcement dated 5 March 2019 and the Letter of Offer dated 13 March 2019, the Company commenced the tendering period from 25 March 2019 to 5 April 2019 for Buy Back of 20,585,000 Equity Shares of the face value of Rs 5/- each fully paid up from its shareholders. The following are the details of the equity shares so bought back and extinguished:

A. SHARES IN DEMATERIALISED FORM EXTINGUISHED:

Name of the Depository	Name of the Depository Participant and DP ID No	Company's A/C No	Date of Extinguishment	Number of Equity Shares Extinguished
National Securities Depository Limited	Ventura Securities Limited DP ID: IN303116	IN303116-12860558	April 16, 2019	20,584,964

B. SHARES IN PHYSICAL FORM EXTINGUISHED AND DESTROYED:

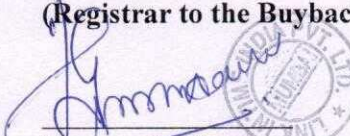
Registered Folio No	Certificate No	Distinctive No of Shares	No of Equity Shares Extinguished
0003115	6013	894425-894435	11
0002841	6015	847699-847709	11
0002072	6018	480894149-480894162	14

C. TOTAL NO OF EQUITY SHARES EXTINGUISHED:

TOTAL NO OF EQUITY SHARES EXTINGUISHED (A+B)	20,585,000
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It is certified that the above equity shares of **Tech Mahindra Limited** were extinguished in compliance with and according to the provisions of Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye laws framed there under.

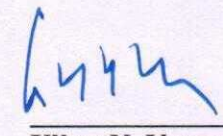
**For Link Intime India
Private Limited
(Registrar to the Buyback)**


**Dnyanesh Gharote
Vice President**

For Tech Mahindra Limited


**CP Gurnani
Managing Director & CEO**

For Tech Mahindra Limited


**Ulhas N Yargop
Director**



Place: Mumbai

Date: April 17, 2019

Enclosed: Confirmation from the depository dated April 16th 2019 for extinguishment of Equity Shares in dematerialized format.



CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK
BY TECH MAHINDRA LIMITED ("the Company")

for **B S R & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 101248W/W-100022

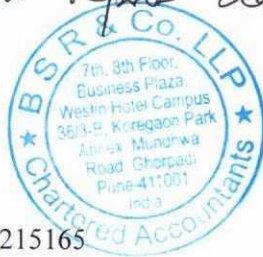
As per our report dated April 17, 2019



Ashish Gupta

Partner

Membership No. 215165



Place: Pune

Date: April 17, 2019

[Signature page to extinguishment certificate dated April 17, 2019 in relation to the buyback of equity shares by Tech Mahindra Limited]

National Securities Depository Limited



Ref: II/CA/COM/19089/2019

April 16, 2019

The Company Secretary
Tech Mahindra Limited
Sharda Centre Off Karve Road
Erandwana
Deccan Gymkhana
Pune - 411004

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Link Intime India Private Limited, Mumbai , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE669C01036	TECH MAHINDRA LIMITED EQ NEW FV RS. 5/-	Debit	1	20,584,964.000	16/Apr/2019

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Asst.Vice President

Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date: 16/04/2019 13:01:44
Reason: Authentication
Location: NSDL, Mumbai