

Tech Mahindra Limited
Plot No. 1, Rajiv Gandhi Infotech
Park Phase III, Hinjewadi
Pune Special Economic Zone
Pune-411057, Maharashtra, India

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techmahindra.com

Registered Office:
Gateway Building, Apollo Bunder
Mumbai 400 001, India

Corporate Identity Number (CIN)
L64200MH1986PLC041370

25th June, 2014

To
The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Fax No. : 022 2272 3121

The Manager,
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor,
Plot No. – C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051.
Fax No. : 022 26598237/38

BSE Scrip Code: 532755

NSE Scrip Code: TECHM

Dear Sir(s)

Sub: Result of Postal Ballot and E-voting

This is with reference to our letter dated 22nd May 2014 informing you that the Company proposed to seek the approval of the public shareholders of the Company by Postal Ballot and e-voting as per Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement executed by the Company with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited and Circular number CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular number CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities and Exchange Board of India ("SEBI Circulars").

Voting by postal ballot was sought to be initiated for seeking approval from the public shareholders to the proposed Scheme of Amalgamation and Arrangement under Sections 391 to 394 read with Sections 78, 100 to 104 and other applicable provisions of the Companies Act, 1956 of Mahindra Engineering Services Limited with Tech Mahindra Limited and their respective shareholders and creditors ("Scheme"), particulars of which were given in the Postal Ballot Notice posted to the Members.

Further thereto, the Company has conducted a Postal Ballot and E-Voting seeking approval of the public shareholders to the proposed Scheme.

The Board of Directors in compliance with Rule 22(5) of the Rules appointed Mr. Jayavant B. Bhawe, Practising Company Secretary, as a Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report dated 25th June, 2014 to the Chairman.



On the basis of the report received from Scrutinizer, the Chairman today i.e. 25th June, 2014 declared that the said Resolution has been approved as the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.

Please find enclosed the details of voting results of the Postal ballot pursuant to Clause 35A and Clause 35B of the Listing Agreement.

The copy of the Scrutinizer's Report will be available on the Company's website- www.techmahindra.com.

We would also like to draw your kind attention to our earlier communication dated 21st June 2014 intimating the Voting Results as per Clause 35A of the Equity Listing Agreement with the Stock Exchanges of the Court Convened Meeting of the Company convened by the Order of the Hon'ble High Court of Judicature at Mumbai held on June 20th 2014 whereby the shareholders had approved the proposed Scheme of Amalgamation in accordance with the provisions of Sections 391 and 394 read with Sections 78, 100 to 104 and other applicable provisions of the Companies Act, 1956.

Accordingly, we hereby state that the subject Scheme of Amalgamation and Arrangement has been approved in accordance with Sections 391 and 394 read with Section 78, 100 to 104 and the other applicable provisions of the Companies Act, 1956, the Companies Act, 2013 and SEBI Circulars Nos. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.

You are requested to kindly take the same on record.

Thanking you,
For Tech Mahindra Limited


G. Jayaraman
Company Secretary

Encl: A/a



Details of voting results of the Postal Ballot & E-voting pursuant to Clause 35A and 35B of the Listing Agreement

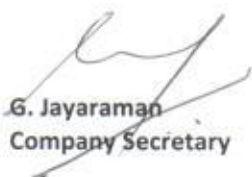
Details of the Agenda:

Sr. No.	Agenda	Resolution type (Ordinary/ Special)	Mode of voting (Show of hands/ Poll/ Postal Ballot/ E-voting)
1.	To Consider and Approve Scheme of Amalgamation and Arrangement under Sections 391 to 394 read with Sections 78, 100 and other applicable provisions of the Companies Act, 1956 of Mahindra Engineering Services Limited (the Transferor Company) with Tech Mahindra Limited (the Transferee Company).	Ordinary Resolution.	Postal Ballot/ E-voting The resolution was passed by requisite majority.

Details of result for the said Resolution:

Promoter/ Public	No. of shares held	No. of valid 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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
Public – Institutional holders	6,51,67,656	6,51,67,656	100.00	4,36,93,222	2,14,74,434	67.05	32.95
Public-Others	14,92,939	14,87,516	99.63	14,64,035	23,481	98.42	1.58
Total	6,66,60,595	6,66,55,172	99.99	4,51,57,257	2,14,97,915	67.75	32.25

For Tech Mahindra Limited


G. Jayaraman
Company Secretary

