

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

Tel: +91 20 4225 0000
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techmahindra.com
connect@techmahindra.com

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

CIN L64200MH1986PLC041370

March 11, 2015

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 intimation dated 30th January 2015 and 5th February 2015 informing you that the Company proposed to seek the approval of the shareholders of the Company by Postal Ballot and e-voting as per Section 110 and applicable provisions, if any of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the Rules) 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 for the purpose of issue of Bonus shares in the ratio of 1:1 and stock split of Equity Shares from the existing face value of Rs. 10/- per Equity Share to Rs. 5/- per Equity Share.

The Board approved the issuance of bonus shares and Stock Split in its meeting held on 30th January 2015 subject to approval of the shareholders of the Company.

Further thereto, the Company has conducted a Postal Ballot and E-Voting seeking approval of the shareholders to the said bonus issue and stock split.

The Board of Directors in compliance with Rule 22 of the Rules appointed Mr. Jayavant B. Bhawe, Practicing Company Secretary, (FCS: 4266 CP:3068) and Partner of M/s. JDNASSA & Associates, Company Secretaries, as a Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report dated 11th March, 2015 to the Company Secretary.



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On the basis of the report received from Scrutinizer, the Company Secretary today i.e. 11th March, 2015 declared that the said Resolutions have been approved with the requisite majority by the shareholders.

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.

You are requested to kindly take the same on record.

Thanking you,
For Tech Mahindra Limited



Anil Khatri
Joint 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: Item 1 – Issue of bonus shares in the ratio of one equity share for every one equity share held by the member by capitalisation of free reserves.

Sr. No.	Agenda	Resolution type (Ordinary/ Special)	Mode of voting (Show of hands/ Poll/ Postal Ballot/ E-voting)
1.	Special resolution for issue of bonus shares in the ratio of one equity share for every one equity share held by the member by capitalisation of free reserves.	Special Resolution	Postal Ballot/ E-voting. The resolution was passed by requisite majority.

Details of result for the said Resolution:

Promoter /Public	Number of Shares held (1)	No. of valid votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]* 100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	88173378	64062176	72.6548	64062176	0	100.0000	0.0000
Public Institutional Holders	119351702	88867720	74.4587	88867720	0	100.0000	0.0000
Public-Others	32482504	1907931	5.8737	1898366	9565	99.4987	0.5013
Total(A)	240007584	154837827	64.5137	154828262	9565		
Mode of Voting: (Poll)							
Promoter and Promoter Group	88173378	24050476	27.2763	24050476	0	100.0000	0.0000
Public Institutional Holders	119351702	1075306	0.9010	1075306	0	100.0000	0.0000
Public-Others	32482504	185564	0.5713	185177	387	99.7914	0.2086
Total(B)	240007584	25311346	28.7486	25310959	387		
Result (A+B)	240007584	180149173	93.2623	180139221	9952		



Item 2 – Sub-division of each equity share of the face value of Rs. 10/- each into two (2) equity shares of the face value of Rs.5/- each.

Sr. No.	Agenda	Resolution type (Ordinary/Special)	Mode of voting (Show of hands/ Poll/ Postal Ballot/ E-voting)
2.	Ordinary resolution for sub-division of each equity share of the face value of Rs. 10/- each into two (2) equity shares of the face value of Rs.5/- each.	Ordinary Resolution	Postal Ballot/ E-voting The resolution was passed by requisite majority.

Details of result for the said Resolution:

Promoter /Public	Number of Shares held (1)	No. of valid votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]* 100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]* 100	% of Votes Against on Votes polled (7)=[(5)/(2)]* 100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	88173378	64062176	72.6548	64062176	0	100.0000	0.0000
Public Institutional Holders	119351702	88867720	74.4587	88867720	0	100.0000	0.0000
Public-Others	32482504	1907905	5.8736	1898425	9480	99.5031	0.4969
Total(A)	240007584	154837801	64.5137	154828321	9480		
Mode of Voting: (Poll)							
Promoter and Promoter Group	88173378	24050476	27.2763	24050476	0	100.0000	0.0000
Public Institutional Holders	119351702	1075306	0.9010	1075306	0	100.0000	0.0000
Public-Others	32482504	185445	0.5709	184629	816	99.5600	0.4400
Total(B)	240007584	25311227	28.7482	25310411	816		
Result (A+B)	240007584	180149028	93.2619	180138732	10296		



Item 3 – To amend the Capital clause (Clause V(a)) of the Memorandum of Association.

Sr. No.	Agenda	Resolution type (Ordinary/ Special)	Mode of voting (Show of hands/ Poll/ Postal Ballot/ E-voting)
3.	Special resolution to amend the Capital clause (Clause V(a)) of the Memorandum of Association.	Special Resolution	Postal Ballot/ E-voting The resolution was passed by requisite majority.

Details of result for the said Resolution:

Promoter /Public	Number of Shares held (1)	No. of valid votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]* 100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]* 100	% of Votes Against on Votes polled (7)=[(5)/(2)]* 100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	88173378	64062176	72.6548	64062176	0	100.0000	0.0000
Public Institutional Holders	119351702	88818397	74.4174	88818397	0	100.0000	0.0000
Public-Others	32482504	1906194	5.8684	1896423	9771	99.4874	0.5126
Total(A)	240007584	154786767	64.4924	154776996	9771		
Mode of Voting: (Poll)							
Promoter and Promoter Group	88173378	24050476	27.2763	24050476	0	100.0000	0.0000
Public Institutional Holders	119351702	1075306	0.9010	1075306	0	100.0000	0.0000
Public-Others	32482504	185470	0.5710	184969	501	99.7299	0.2701
Total(B)	240007584	25311252	28.74828642	25310751	501		
Result (A+B)	240007584	180098019	93	180087747	10272		



Item 4 – Special resolution to amend the Capital clause (Article 3) of the Articles of Association.

Sr. No.	Agenda	Resolution type (Ordinary/ Special)	Mode of voting (Show of hands/ Poll/ Postal Ballot/ E-voting)
4.	Special resolution to amend the Capital clause (Article 3) of the Articles of Association.	Special Resolution	Postal Ballot/ E-voting The resolution was passed by requisite majority.

Details of result for the said Resolution:

Promoter /Public	Number of Shares held (1)	No. of valid votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]* 100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	88173378	64062176	72.6548	64062176	0	100.0000	0.0000
Public Institutional Holders	119351702	88818397	74.4174	88818397	0	100.0000	0.0000
Public-Others	32482504	1906188	5.8684	1896397	9791	99.4864	0.5136
Total(A)	240007584	154786761	64.4924	154776970	9791		
Mode of Voting: (Poll)							
Promoter and Promoter Group	88173378	24050476	27.2763	24050476	0	100.0000	0.0000
Public Institutional Holders	119351702	1075306	0.9010	1075306	0	100.0000	0.0000
Public-Others	32482504	185587	0.5713	185090	497	99.7322	0.2678
Total(B)	240007584	25311369	28.7487	25310872	497		
Result (A+B)	240007584	180098130	93.2411	180087842	10288		

For Tech Mahindra Limited



Anil Khatri
Anil Khatri

Joint Company Secretary