
**CERTIFIED COPY OF THE RESOLUTION PASSED BY THE MEMBERS THROUGH POSTAL BALLOT /
ELECTRONIC VOTING (E-VOTING) ON MARCH 10, 2015**

Item no. 1 – Approval for the Issue of Bonus Shares

"RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs. 10/- (Rupees ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 1 (one) equity share for every 1 (one) existing equity share held by the Members.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Company under ESOP 2000, ESOP 2006, ESOP 2010, ESOP 2014, ESOP-A, TML ESOP-B 2013, TML RSU and TML ESOS of the company whether administered by the company or through a Trust pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'record date' (as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on 'record date' (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit."

For Tech Mahindra Limited


J.G. Jayaraman
Company Secretary

Date: 11.03.2015

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Item no. 2 - Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Rs. 5/- per share

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 Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized Share Capital of the Company be sub-divided into 2 (Two) Equity Shares having a face value of Rs. 5/- each.

RESOLVED FURTHER THAT, upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make appropriate adjustments due to sub-division of shares as aforesaid after adjusting for the issue of Bonus shares, to the outstanding options granted to the employees of the Company under ESOP 2000, ESOP 2006, ESOP 2010, ESOP 2014, ESOP-A, TML ESOP-B 2013, TML RSU and TML ESOS of the company whether administered by the company or through a Trust pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'record date' (as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on 'record date' (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT, the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

For Tech Mahindra Limited


G. Jayaraman
Company Secretary

Date: 11.03.2015

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Item no. 3 – Alteration of the Capital Clause in the Memorandum of Association

"RESOLVED THAT, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V(a) of the Memorandum of Association of the Company be and is hereby amended and substituted by the following :

V(a). The authorized Share Capital of the Company is Rs. 6,341,000,000/- (Rupees six thousand three hundred forty one million only) divided into 1,268,200,000 (One thousand two hundred sixty eight million two hundred thousand only) equity shares of Rs.5/- (Rupees Five) each.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

For Tech Mahindra Limited


J.G. Jayaraman
Company Secretary

Date: 11.03.2015

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Item no. 4 – Alteration of the Capital Clause of the Articles of Association

“RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 3 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

3. The authorized share capital of the Company shall be as stated in Clause V(a) of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s)."

For Tech Mahindra Limited


G. Jayaraman
Company Secretary

Date: 11.03.2015

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF TECH MAHINDRA LIMITED IN ITS MEETING HELD ON 30TH JANUARY, 2015 AT CAPITOL ROOM (BOARD ROOM), 2ND FLOOR, GATEWAY BUILDING, APOLLO BUNDER, MUMBAI 400 001

RESOLVED THAT pursuant to the Article 164 of the Articles of Association of the Company, provisions of Section 63 of the Companies Act, 2013 & Rules made there under, and subject to the approval of shareholders, and the Guidelines prescribed by the Securities and Exchange Board of India (SEBI) in this behalf, and such other applicable authorities, the consent of the Board of Directors be and is hereby accorded for the capitalization of such of the free reserves of the Company as may be considered necessary for the issue of bonus shares and accordingly the aggregate of such sums are hereby set free for distribution among the eligible holders of the existing equity shares of Rs 10/- each whose names stand on the Register of Members on such date as may be fixed after obtaining necessary approvals from the applicable authorities, and that the same be applied against such number of new equity shares of Rs 10/- each to be allotted and distributed as fully paid bonus shares to and amongst the said members in the proportion of ONE new equity share (bonus share) for every ONE existing equity share held by such member(s).

RESOLVED THAT pursuant to Article 9 of the Articles of Association of the Company and subject to the approval of shareholders, the applicable provisions of the Companies Act, 2013 and such other applicable provisions, if any, the consent of the Board of Directors be and is hereby accorded for split of the par value of each share of Rs.10/- each to TWO shares of par value of Rs.5/- each after effecting the Bonus issue contemplated herein above to the members whose names stand on the Register of Members on the date as may be fixed as the Record Date for issue of Bonus shares.

RESOLVED FURTHER THAT, Mr. Jayavant B. Bhawe, Practicing Company Secretary (FCS: 4266 CP: 3068) and Partner of M/s. JDNASSA & Associates, Company Secretaries, be appointed as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

RESOLVED FURTHER THAT Mr Vineet Nayyar, Executive Vice Chairman, Mr CP Gurnani, Managing Director & Chief Executive Officer, Mr Milind Kulkarni, Chief Finance Officer and Mr G Jayaraman, Company Secretary be and are hereby severally authorized to take all required steps to implement the above resolutions.

For Tech Mahindra Limited


G. Jayaraman
Company Secretary

Date: 11.03.2015

