

BRIEF HIGHLIGHTS OF THE SCHEME

As a measure to consolidate the software and related businesses and form a single entity providing services in this sector, to reduce overall cost and attain efficiencies, synergy and benefits, Venturbay Consultants Private Limited ("**Venturbay**"), Satyam Computer Services Limited ("**Mahindra Satyam**"), C&S System Technologies Private Limited ("**C&S System**"), CanvasM Technologies Limited ("**CanvasM**") and Mahindra Logisoft Business Solutions Limited ("**Mahindra Logisoft**") are merging with Tech Mahindra Limited ("**TechM**" or "**Transferee Company**") by way of a court approved scheme of arrangement and amalgamation under sections 391 to 394 read with sections 78, 100 to 104 and other applicable provisions of the Companies Act, 1956 (the "**Scheme**") that has been approved by the relevant Courts as discussed below.

Venturbay, Mahindra Satyam, C&S System, CanvasM and Mahindra Logisoft are collectively referred to as the "**Transferor Companies**". C&S System is a wholly-owned subsidiary of Mahindra Satyam. Venturbay, CanvasM and Mahindra Logisoft are wholly-owned subsidiaries of TechM. Venturbay presently holds 42.63% of the paid-up share capital of Mahindra Satyam.

The amalgamation of the Transferor Companies with TechM would *inter alia* have the following benefits:

- i) Creation of a single 'go-to-market' strategy, benefit of scale, enhanced depth and breadth of capabilities, translating into increased business opportunities and reduced expenses;
- ii) Greater integration and greater financial strength and flexibility for the amalgamated entity and strengthening position in the industry, in terms of the asset base, revenues, product and service range, production volumes;
- iii) Improved organizational capability and leadership, arising from the combination of human capital who collectively have diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry;
- iv) The combination of all the businesses would increase the long term value for shareholders and investors and would result in creating revenue growth impact and positive operating margin impact. This, in turn, would benefit all the stakeholders;
- v) Benefits of operational synergies in terms of economies of scale, sourcing benefits, vendor rationalization, more focused operational efforts, rationalisation, standardisation and simplification of business processes and productivity improvements;
- vi) Greater efficiency of cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business and structure which can be deployed efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.

For sake of convenience the Scheme has been divided into the following parts:

Part A dealing with definitions and share capital; Part B dealing with amalgamation of Venturbay with TechM; Part C dealing with amalgamation of Mahindra Satyam with TechM; Part D dealing with amalgamation C&S System, CanvasM and Mahindra Logisoft with TechM and Part E dealing with general terms and conditions. Part B, C and D of the Scheme are interdependent and not severable. The various parts of the Scheme will be deemed to have taken effect in the following sequence:



- i) Firstly, Part B of the Scheme (relating to amalgamation of Venturbay into TechM) will be deemed to have taken effect, prior to Part C or Part D of the Scheme;
- ii) Thereafter, Part C of the Scheme (relating to amalgamation of Mahindra Satyam into TechM) will be deemed to have taken effect, after Part B of the Scheme, and prior to Part D of the Scheme; and
- iii) Lastly, Part D of the Scheme (relating to amalgamation of C&S System, CanvasM and Mahindra Logisoft into TechM) shall be deemed to have taken effect, after Part B and Part C of the Scheme.

The other key features of the Scheme are as follows:

1. The Appointed date of the merger is with effect from April 1, 2011.
2. The entire undertaking of the Transferor Companies including all their assets and liabilities will get transferred to TechM.
3. All litigations by or against the Transferor Companies will get transferred to TechM.
4. All contracts of the Transferor Companies will get transferred to TechM.
5. All the employees of the Transferor Companies will become the employees of TechM without any break or interruption in service as a result of the transfer and on terms and conditions not less favourable than those on which they are engaged by the Transferor Companies.
6. 204,000,000 equity shares of Rs. 2/- each of Mahindra Satyam vested with TechM pursuant to amalgamation of Venturbay with TechM (under Part B of this Scheme) will be deemed to be vested in the board of trustees of an irrevocable trust to hold such shares in trust together for the benefit of TechM.
7. All equity shares of Venturbay (vested with TechM pursuant amalgamation of Venturbay with TechM under Part B of this Scheme) except the shares vested in the board of trustees, will stand cancelled.
8. TechM will issue and allot 2 equity share of Rs. 10/- each fully paid up in its capital in respect of every 17 equity shares of Rs. 2/- each fully paid up in the equity share capital of Mahindra Satyam to the equity shareholders of Mahindra Satyam whose names appear in the register of members of Mahindra Satyam (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of TechM) as on the Record Date to be fixed by the Board of Directors of TechM or a duly constituted committee of such Board of Directors ('New Equity Shares'). In the event of any shareholder of Mahindra Satyam having a shareholding such that such shareholder becomes entitled to a fraction of the New Equity shares, all the fractional entitlements of the shareholders will be aggregated and without any further act, deed or thing to be done, such consolidated New Equity Shares will stand vested in trustees of a trust to be set up by the Board of TechM. Such trustees will dispose off the aggregate of all such fractional holdings and distribute the net proceeds (after deduction of expenses incurred and taxes, if any) to the respective shareholders of Mahindra Satyam in proportion to their respective fractional entitlement. In other words, by way of illustration, for every 17 equity shares of Rs. 2/- of Mahindra Satyam held by any shareholder of Mahindra Satyam as on the Record Date, such

shareholder will be issued and allotted 2 equity shares of Rs. 10/- each of TechM. Therefore, a shareholder of Mahindra Satyam holding 100 shares of Rs. 2/- each as on the Record Date, will be issued and allotted 11 equity shares of Rs. 10/- each of TechM.

The fractional entitlement of 0.7647 share will be aggregated with the fractional entitlements of other shareholders and such consolidated New Equity Shares will stand vested in trustees of a trust to be set up by the Board of TechM. Such trustees will dispose off the aggregate of all such fractional holdings and distribute the net proceeds (after deduction of expenses incurred and taxes, if any) to the respective shareholders of Mahindra Satyam in proportion to their respective fractional entitlement.

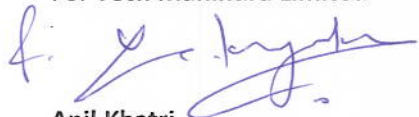
9. Where New Equity Shares of TechM are to be allotted to heirs, executors or administrators, as the case may be, to successors of deceased equity shareholders or legal representatives of the equity shareholders of Mahindra Satyam, the concerned heirs, executors, administrators, successors or legal representatives will be obliged to produce evidence of title satisfactory to the Board of Directors of TechM.
10. The New Equity Shares of TechM so allotted and issued, will be listed and/or admitted to trading on the relevant Stock Exchanges, where the equity shares of TechM are listed and/or admitted to trading as on the Effective Date. The New Equity Shares of TechM will however be listed subject to TechM obtaining the requisite approvals from all the relevant regulatory authorities pertaining to the listing of the New Equity Shares of TechM.
11. Upon the Scheme becoming effective and upon the New Equity Shares of TechM being allotted and issued by it to the shareholders of Mahindra Satyam whose names appear on the Register of Members of Mahindra Satyam on the Record Date or whose names appear as the beneficial owners of the equity shares of the said company in the records of the Depositories or Register of Members as the case may be as on the Record Date to be fixed by the Board of Directors of TechM or a duly constituted committee of such Board of Directors, the equity shares of Mahindra Satyam, both in electronic form and in the physical form, will be deemed to have been automatically cancelled and be of no effect on and from the Record Date. Wherever applicable, TechM may, instead of requiring the surrender of the share certificates of Mahindra Satyam, directly issue and dispatch the new share certificates of TechM in lieu thereof.
12. The New Equity Shares of TechM to be allotted and issued to the shareholders of Mahindra Satyam will be subject to the provisions of the Memorandum and Articles of Association of TechM and will rank *pari-passu* in all respects with the equity shares of TechM after the Effective Date including in respect of dividend, if any, that may be declared by TechM on or after the Effective Date.
13. The New Equity Shares will be issued in dematerialized form to those equity shareholders who hold shares of Mahindra Satyam in dematerialized form, provided all details relating to account with depository participant are available with TechM. All those equity shareholders who hold equity shares of Mahindra Satyam in physical form, will be issued New Equity Shares in TechM in physical or electronic form, at the option of such shareholders to be exercised by them on or before the Record Date, by giving a notice in writing to TechM.
14. In respect of stock options granted by Mahindra Satyam under its Associate Stock Option Plan (ASOP), TechM will issue stock options to the eligible employees taking into account the share exchange ratio and on terms and conditions not less favourable than those provided under the



ASOP.

15. Since Venturbay, CanvasM and Mahindra Logisoft are wholly-owned subsidiaries of TechM, no consideration will be payable by TechM pursuant to the amalgamation of these companies and the equity shares held by TechM in Venturbay, CanvasM and Mahindra Logisoft will stand cancelled.
16. No consideration will be payable by TechM pursuant to the amalgamation of C&S System and the equity shares held by TechM in C&S System (after the merger of Mahindra Satyam with TechM) will stand cancelled.
17. There will be a consequent reorganization of Securities Premium Account of TechM under the Scheme whereby the debit balances in reserves and the profit & loss account of TML, as well as certain costs and expenses in relation to the amalgamation, will be adjusted against the securities premium account of TML (including securities premium recorded in TML pursuant to amalgamation of the Transferor Companies). The application and reduction of the securities premium account of TML will be effected as an integral part of the Scheme and the same would not involve either diminution of liability in respect of unpaid share capital or payment of paid up share capital.
18. Inter company balances, if any, will stand extinguished.
19. The Transferor Companies will get dissolved without being wound up.
20. The Companies had filed necessary notice/ applications/ petitions with the Competition Commission of India, Hon'ble High Court of Bombay and Andhra Pradesh under the applicable laws. The Competition Commission of India vide its order dated April 26, 2012 has passed an order approving the merger. The Hon'ble Bombay High Court vide its orders dated September 28, 2012, October 8, 2012 and October 20, 2012 and the Hon'ble Andhra Pradesh High Court vide its order dated June 11, 2013 have sanctioned the Scheme.
21. The Scheme has become effective on obtaining all approvals as mentioned in the Scheme and upon filing of the final order with the concerned Registrar of Companies on June 24, 2013.

For Tech Mahindra Limited



Anil Khatri

Company Secretary & Compliance Officer

