

28th May 2019

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:- Clarification- Rationale for amalgamation/ merger

Dear Sir

This is with reference to your email dated 27th May 2019 seeking clarification on Rationale for amalgamation/merger please find below the same for your kind perusal-

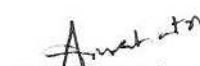
The merger of Transferor Companies (viz Tech Mahindra Growth Factories Limited and Dynacommerce India Private Limited) with Transferee Company (Tech Mahindra Limited) is based on the following rationale:

- (a) The Transferor Companies are wholly-owned subsidiaries of the Transferee Company, so amalgamation will help to consolidate the entities.
- (b) The merger will lead to greater efficiency in the overall combined business including economies of scale, efficiency of operations, operational rationalization, organizational efficiency, cash flow management and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses of the combined entity and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances and to maximize shareholders value.
- (c) The merger will result in reduction in overheads including administrative, managerial and other expenditure, and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs. It will also result in a reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by the Transferor Companies and the Transferee Company.

Please acknowledge receipt of the same.

Thanking you,

For Tech Mahindra Limited


Anil Khatri
Company Secretary

