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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF TECH MAHINDRA LIMITED IN ITS MEETING HELD ON MONDAY, 29<sup>TH</sup> OCTOBER 2018 AND ON TUESDAY, 30<sup>TH</sup> OCTOBER 2018 AT CAPITOL ROOM (BOARD ROOM), 2ND FLOOR, GATEWAY BUILDING, APOLLO BUNDER, MUMBAI 400 001**

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**TO CONSIDER AND APPROVE MERGER OF TECH MAHINDRA GROWTH FACTORIES LIMITED WITH TECH MAHINDRA LIMITED**

**RESOLVED THAT** pursuant to the provisions of Sections 230 to 234 and other applicable provisions of the Companies Act, 2013 including any statutory modifications, re-enactment or amendments thereof and subject to the requisite approval of the shareholders/ creditors of the Company and subject to the requisite approvals and/ or any other regulatory body, as the case may be, and the sanction of the jurisdictional National Company Law Tribunal(s) or such other competent authority, as may be applicable, consent is hereby accorded to the Scheme of Merger by Absorption of Tech Mahindra Growth Factories Limited (wholly owned subsidiary of Tech Mahindra Limited) with Tech Mahindra Limited ('the Scheme').

**RESOLVED FURTHER THAT** Mr. C P Gurnani, Managing Director & CEO, Mr. Manoj Bhat, Chief Financial Officer, Mr. Anil Khatri, Company Secretary and Mr. Milind Pendse, Assistant General Counsel be and are hereby severally authorized to take all the necessary steps for-

- a) Consider and approve the certificate received from an independent Chartered Accountant in relation to non-issuance of shares on merger;
- b) Consider and approve Certificate from the Auditors of Tech Mahindra Limited confirming the accounting treatment as required under proviso to Section 230(7) of Companies Act, 2013;
- c) To prepare and sign the Scheme, applications, petitions, affidavits, undertakings, vakalatnamas, declarations, letters, notices, documents, papers and the like on behalf of the Company in consultation with the consultants appointed for the purpose of giving effect to the said Scheme;
- d) Filing the Scheme and/or any other information / details with the concerned Stock Exchanges or any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- e) To file and submit the Scheme, necessary petitions, affidavits, letters, documents, papers and the like with the National Company Law Tribunal Mumbai Bench, Registrar of Companies, Regional Director, Official Liquidator and/or any other authority as may be required pursuant to the relevant provisions and applicable laws, rules and regulations;



- f) Make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Central Government and/ or Stock Exchanges and/ or SEBI and/ or the NCLT Mumbai bench and/ or any other competent authority and/ or any such authority as may be required for approving the Scheme or modify the scheme as may be necessary;
- g) Do all such acts as may be required to be complied with under the NCLT Rules, 2016, including but not limited to finalization and issue of Notice and Explanatory statement under Section 230 to 234 of the Companies Act, 2013, advertisement, appointment of Scrutinizer's etc.;
- h) Evolve, decide upon or bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- i) Declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- j) Obtain approval from such other authorities and parties including the shareholders, creditors, lenders, Registrar of Companies, Regional Director, Income Tax Authorities, Official Liquidator, other Government authorities and/ or as may be considered necessary, to the said Scheme;
- k) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- l) To represent the Company before the NCLT(s) and other regulatory authorities including Central or State Government, Regional Director, Ministry of Corporate Affairs, Registrar of Companies, Official Liquidator and before all Courts of law or tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions and letters, to finalize and execute all necessary applications/ documents/ papers for and on behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid."

**RESOLVED FURTHER THAT** a copy of the above resolution be furnished to the concerned authorities duly certified by Mr. Anil Khatri, Company Secretary of the Company.

**For Tech Mahindra Limited**

  
**Anil Khatri**  
Company Secretary



**November 14, 2018**