

ANNEXURE 9

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation of Tech Mahindra BPO Limited and New vC Services Private Ltd with Tech Mahindra Limited

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

| S. No. | Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 | Whether Complied or not & How |
|---|---|-------------------------------|
| 1. | Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI. | Yes. DSE is BSE Ltd |
| Compliance as per Part A, Annexure I to the Circular | | |
| 2. | Documents to be submitted: | |
| 2.a | Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc. | Yes. Annexure 2 |
| 2.b | Valuation Report from Independent Chartered Accountant | Yes. Annexure 4A |
| 2.c | Report from the Audit Committee recommending the Draft Scheme | Yes. Annexure 3 |
| 2.d | Fairness opinion by merchant banker | Yes. Annexure 4B |
| 2.e | Pre and post amalgamation shareholding pattern of unlisted company | Not Applicable |
| 2.f | Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company; | Yes. Annexure 6A, 6B, and 6C |
| 2.g | Compliance with Clause 49 of Listing Agreement | Yes. Annexure 7 |
| 2.h | Complaints Report | Yes. Annexure 8 |



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| 3. | The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 | Not applicable |
| 4. | At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity. | Not applicable |
| 5. | The transferee entity will not issue/reissue any shares, not covered under the Draft scheme. | Not applicable |
| 6. | As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised. | Not applicable |
| 7. | The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period. | Not applicable |

For TECH MAHINDRA LIMITED


G. Jayaraman
Company Secretary

Date: 12th June, 2015

~~Managing Director~~ Company Secretary

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