

Date: 21<sup>st</sup> June 2014

BSE Limited	The Secretary
Corporate Relationship Dept	National Stock Exchange of India Ltd.
1 <sup>st</sup> Floor, New Trading Wing	Exchange Plaza, 5 <sup>th</sup> Floor
Rotunda Building, PJ Towers	Plot No. C/1, G Block
Dalal Street	Bandra Kurla Complex, Bandra (E)
Mumbai- 400 001	Mumbai- 400 051
Fax: 022- 22722037	Fax: 022- 26598237
Stock Code: 532755	Stock Code: TECHM

Dear Sirs,

**Disclosure of Voting Results as per Clause 35A of the Equity Listing Agreement with the Stock Exchanges of the Court Convened Meeting of the Company convened pursuant to the Order of the Hon'ble High Court of Judicature at Mumbai on June 20<sup>th</sup> 2014.**

This is to inform you that the resolution for approval of the proposed Scheme of Amalgamation and Arrangement of Mahindra Engineering Services Limited, the Transferor Company, with Tech Mahindra Limited, the Transferee Company under Sections 391 and 394 of the Companies Act, 1956 ("Scheme"), was approved by the shareholders at the Court convened meeting held at Mumbai on 20th June 2014 by requisite majority. The results of the poll are attached as Annexure A to this letter.

Kindly note that in accordance with the terms of the SEBI Circulars, the Scheme also needs to be approved by the public shareholders of the Transferee Company such that the votes cast by public shareholders in favour of the Scheme are more than the votes cast by the public shareholders against the Scheme, through postal ballot and e-voting. The results of the postal ballot and e-voting for the resolution for approval of the proposed Scheme of Amalgamation and Arrangement of Mahindra Engineering Services Limited with Tech Mahindra Limited under Sections 391 and 394 of the Companies Act, 1956 would be available on or before 27<sup>th</sup> June 2014 and therefore the resolution remains subject to such approval. Results of the postal ballot/e-voting would be separately disclosed to the stock exchanges.



Date of the Court Convened Meeting	Friday, 20 <sup>th</sup> June 2014
Total Number of shareholders on record date 9 <sup>th</sup> May 2014	4,98,776
No of shareholders present in the meeting either in person or through proxy:	
• Promoter and Promoter Group	3 (Three)
• Public	1542
No of shareholders attending the meeting through video conferencing	Not Applicable

Item No	Agenda	Resolution required (Ordinary / Special)	Mode of voting: (Show of hands/ Poll)	Remarks
1	Consider and Approve Scheme of Amalgamation and Arrangement under Section 391 to 394 read with Sections 78, 100 and other applicable provisions of the Companies Act, 1956 of Mahindra Engineering Services Limited (the Transferor Company) with Tech Mahindra Limited (the Transferee Company).	Resolution in terms of Section 391(2) of the Companies Act, 1956	Poll	The resolution was passed by requisite majority.
2	Consider and Approve for the application and Reduction of the Securities Premium of the Company in accordance with the Scheme of Amalgamation	Special Resolution	Poll	The resolution was passed by requisite majority.

Yours faithfully,  
For Tech Mahindra Limited

  
G. Jayaraman  
Company Secretary

## TECH MAHINDRA LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>RESOLUTION 1</b>							
Promoter and Promoter Group	84,736,978	84,736,978	100.00	84,736,978	Nil	100.00	Nil
Public Institutional Holders	113,973,851	59,317,888	51.72	39,882,582	19,435,306	67.24	32.76
Public-Others	34,835,498	518,658	1.57	491,476	27,182	94.76	5.24
<b>Total (A)</b>	<b>233546327</b>	<b>145117144</b>	<b>53.29</b>	<b>125654656</b>	<b>19462488</b>	<b>86.59</b>	<b>13.41</b>
<b>RESOLUTION 2</b>							
Promoter and Promoter Group	84,736,978	84,736,978	100.00	84,736,978	Nil	100.00	Nil
Public Institutional Holders	113,973,851	59,317,888	51.72	39,969,174	19,348,714	67.38	32.62
Public-Others	34,835,498	518,658	1.57	491,476	27,182	94.76	5.24
<b>Total (B)</b>	<b>233546327</b>	<b>145,117,144</b>	<b>53.29</b>	<b>125741248</b>	<b>19375896</b>	<b>86.65</b>	<b>13.35</b>

Yours faithfully,  
For Tech Mahindra Limited

  
G. Jayaraman  
Company Secretary