

## SCRUTINIZER'S REPORT

To,  
Mr. Anand G. Mahindra  
Chairman  
Tech Mahindra Limited  
Gateway Building,  
Apollo Bunder,  
Mumbai 400001

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 13<sup>th</sup> May 2014 has appointed me as the Scrutinizer for conducting the postal ballot voting process and E-voting process for approval of the Scheme of Amalgamation and Arrangement between Mahindra Engineering Services Limited (Transferor Company) with Tech Mahindra Limited (Transferee Company) by public shareholders in accordance with the SEBI Circulars Nos. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.
2. I submit my report as under:
  - 2.1 The company has completed on 24<sup>th</sup> May 2014 the dispatch of postal ballot forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 9<sup>th</sup> May 2014.
  - 2.2 The e-voting commenced from 25<sup>th</sup> May 2014 (00.00 AM) and ended on 24<sup>th</sup> June 2014 at 6.00 PM.



- 2.3 Particulars of all postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
- 2.4 I have downloaded the data of e-voting after the E-voting module was disabled by the Central Depository Services India Limited (CDSL) on 24<sup>th</sup> June 2014 at 6.00 PM.
- 2.5 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 2.6 The ballot boxes were opened on 24<sup>th</sup> June 2014 at 6.00 PM in presence of two (2) witnesses not in the employment of the Company.
- 2.7 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 9<sup>th</sup> May 2014.
- 2.8 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.
- 2.9 All postal ballot forms received on 24<sup>th</sup> June 2014 upto 6.00. P.M., the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
- 2.10 Envelopes containing postal ballot forms received after 6.00 P.M. on 24<sup>th</sup> June 2014 were not considered for my scrutiny.
- 2.11 Envelopes containing postal ballot forms returned from postal authorities for various reasons undelivered aggregated to 6,775.
- 2.12 I did not find any defaced or mutilated ballot paper.



3. A summary of the postal Ballot forms received is given below: -

Sr. No.	Particulars	No. Of postal Ballot forms	No. Of shares	% to the total shares representing valid votes
(a)	1. Total postal Ballot forms received.	465	5,89,99,976	
	2. Total E-voting options received	865	76,55,196	
	<b>Total (1+2)</b>	<b>1330</b>	<b>6,66,55,172</b>	<b>100</b>
(b)	Less: Invalid postal Ballot Forms.	(NIL)	(NIL)	(NIL)
(c)	1. Net valid postal Ballot forms (As per register)	465	5,89,99,976	
	2. Net E-voting options.	865	76,55,196	
	<b>Total (1+2)</b>	<b>1330</b>	<b>6,66,55,172</b>	<b>100</b>
(d)	1. Postal ballot forms with assent for the resolution.	292	3,80,42,333	
	2. E-voting Options with assent for the resolution.	828	71,14,924	
	<b>Total (1+2)</b>	<b>1120</b>	<b>4,51,57,257</b>	<b>67.75</b>
(e)	1. Postal ballot forms with dissent for the resolution.	176*	2,09,57,643	
	2. E-voting Options with dissent for the resolution.	48**	5,40,272	
	<b>Total (1+2)</b>	<b>224</b>	<b>2,14,97,915</b>	<b>32.25</b>
(f)	Postal ballot forms with not voted for / against the Resolution.	0	0	0

\* *Three shareholders have voted both in favour and against.*

\*\* *Eleven shareholders have voted both in favour and against under E-voting Option.*

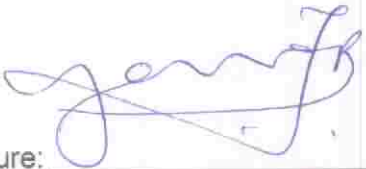


4. The Resolution accordingly stand passed with requisite majority.
5. I have handed over the postal ballot forms and other related papers / Registers and records for safe custody to Shri. G. Jayaraman, Company Secretary & Chief Compliance Officer of the Company who is authorised by the Board to supervise the postal Ballot process and E-voting process.
6. You may accordingly declare the result of voting by postal Ballot and E-voting.

Thanking you,

Place: Pune  
Dated: June 25, 2014



Signature:   
**Name: Jayavant B Bhawe**  
**Company Secretary &**  
**Scrutinizer for the Postal Ballot &**  
**E-Voting Process**