

February 24, 2020

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001
Scrip Code : 532755

**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: Approval of proposal for acquisition of 100% stake in Zen3 Infosolutions (America) Inc.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we wish to inform that the Board of Directors of the Company has approved the proposal to acquire 100% stake in Zen3 Infosolutions (America) Inc. directly and through its wholly owned subsidiary viz. Tech Mahindra (Americas), Inc.

In this regard, please find enclosed herewith, Disclosure containing the details pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 as Annexure 1.

This is for your information and record.

Please acknowledge receipt of the same.

Thanking you,

For Tech Mahindra Limited


Anil Khatri
Company Secretary

Encl.: As stated above



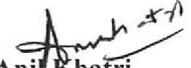
Annexure I

Sr. No.	Items for Disclosure	Description
1	Name of the target entity, details in brief such as size, turnover etc.;	<p>The target entity is a US-based company Zen3 Infosolutions (America) Inc. Zen3 is a leading software solution group with expertise in Software Product Engineering, DevOps testing, Machine learning and AI & Analytics with offices in Seattle, Dublin, Bengaluru, Hyderabad, and Vishakhapatnam. The company has more than 1300 employees.</p> <p>Revenue for the financial year ended 31-Dec-2018 was US\$38 mn. Revenue for the 6 month period ending 30-June-2019 was US\$ 25 mn.</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length";	No
3	Industry to which the entity being acquired belongs;	IT Services
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>The acquisition brings with it strong capabilities in AI enablement services, AI Speech solutions, Cloud engineering, software product engineering and DevOps. It helps Tech Mahindra in bolstering its enterprise application practice and capabilities</p> <p>Tech Mahindra Limited will acquire the Indian subsidiary of Zen Group viz., ZEN3 Infosolutions Private Limited and Tech Mahindra (Americas), Inc. to acquire Zen3 Infosolutions (America) Inc. along with remaining entities in the Group.</p>
5	Brief details of any governmental or regulatory approvals required for the acquisition;	None
6	Indicative time period for completion of the acquisition;	The transaction is expected to close by 1 st April 2020.
7	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash



8	Cost of acquisition or the price at which the shares are acquired;	\$42mn will be paid at closing. Another \$22mn will be paid over 3 years linked to financial performance.
9	Percentage of shareholding / control acquired and / or number of shares acquired;	100%
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Zen3 is a US-based company with a strong strong capabilities in AI enablement services, AI Speech solutions, Cloud engineering, Software product engineering and DevOps.. The company was founded in the year 2013. The company has more than 1300 employees across offices in Seattle, Dublin, Bengaluru, Hyderabad and Vishakhapatnam.</p> <p>Revenue for the financial year ended 31-Dec 2016 was US\$21.2 mn, for year ended 31-Dec 2017 was US\$ 28.4 mn, for year ended Dec-2018 was US\$38 mn. Revenue for the 6 month period ending 30-June-2019 was US\$ 25 mn.</p>

For Tech Mahindra Limited


 Anil Khatri
 Company Secretary

