

CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT DATED FEBRUARY 23, 2019, PUBLISHED ON FEBRUARY 25, 2019 FOR THE ATTENTION OF ELIGIBLE SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TECH MAHINDRA LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH A TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This corrigendum dated March 5, 2019 (“**Corrigendum**”) is in continuation of and should be read in conjunction with the public announcement dated February 23, 2019, published on February 25, 2019 in all editions of Business Standard (English National daily), and Business Standard (Hindi National daily) and in the Mumbai edition of Mumbai Lakshadeep (Marathi daily) (“**Public Announcement**”) issued in connection with the buyback approved by the board of directors of the Company at its meeting held on February 21, 2019 (“**Board Meeting**”). Capitalised terms used but not defined in this Corrigendum shall have the meaning assigned to such terms in the Public Announcement.

On February 20, 2019 (i.e. one day prior to the date of the Board Meeting), 19,35,632 equity shares of face value INR 5/- each have been issued and allotted under certain employee stock option plans of the Company *vide* a resolution passed by the Securities Allotment Committee of the Company. Consequently, certain shareholding percentages mentioned in the Public Announcement would have to be revised as a result of the aforesaid allotment. Eligible Shareholders are requested to note the following changes/amendments to the Public Announcement:

1. In Paragraph 1.1 of the Public Announcement the words “(representing 2.10% of the total number of Equity Shares in the paid-up equity share capital of the Company)” shall be substituted for the following:

“(representing 2.10% of the total number of Equity Shares in the paid-up equity share capital of the Company as on December 31, 2018 and representing 2.09% of the total number of Equity Shares in the paid-up equity share capital of the Company as on February 21, 2019, i.e. the date of the Board Meeting)”.

2. The text of the last sentence in Paragraph 1.6 of the Public Announcement stands revised and should be read as follows:

The maximum number of Equity Shares proposed to be bought back by the Company represent 2.09% of the total number of Equity Shares in the paid-up equity share capital of the Company as on February 21, 2019, i.e. the date of the Board Meeting.

3. The text following the header in Paragraph 5 of the Public Announcement stands revised and should be read as follows:

The Company proposes to buy back up to 2,05,85,000 Equity Shares representing up to 2.09% of the total number of Equity Shares in the paid-up equity share capital of the Company as on February 21, 2019, i.e. the date of the Board Meeting.

4. The table below Paragraph 6.1 of the Public Announcement stands revised and should be read as follows:

Sr. No	Name of Shareholder	No. of Equity Shares held	Shareholding Percentage (%)
1	Mahindra & Mahindra Limited	25,62,48,704	26.06
2	TML Benefit Trust	9,60,00,000	9.76
3	Mahindra Holdings Limited	2,01,904	0.02
4	Mahindra-BT Investment Company (Mauritius) Limited	2,42,904	0.02
	Total	35,26,93,512	35.87

5. In the first table below Paragraph 6.2 of the Public Announcement, the shareholding percentage of Mr. C.P. Gurnani (mentioned in serial number 2 of the table) stands revised and should be read as 0.70%.

6. In the first table below Paragraph 6.6 of the Public Announcement, the shareholding percentage of Mr. C.P. Gurnani (mentioned in serial number 2 of the table) stands revised and should be read as 0.70%.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for all the information contained in this Corrigendum and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of **Tech Mahindra Limited**

Sd/-

CP Gurnani

Managing Director & CEO

DIN: 00018234

Sd/-

V S Parthasarathy

Director

DIN: 00125299

Sd/-

Anil Khatri

Company Secretary

Membership No. FCS-9360

Date : March 5, 2019

Place : Mumbai