

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING (“AGM”) OF TECH MAHINDRA BUSINESS SERVICES LIMITED IS SCHEDULED TO BE HELD ON FRIDAY, THE 30TH DAY OF JULY, 2021 AT 1.30 P.M. IST THROUGH VIDEO CONFERENCE (“VC”)/OTHER AUDIT VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the interim dividend of Rs. 900/- per equity share on the face value of Rs. 10/- each of the Company paid during the year, as final dividend on the equity shares for the financial year ended 31st March, 2021.
3. To appoint a Director in place of Mr. Birendrakumar Sen (DIN: 07956092), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

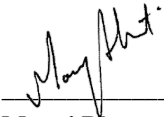
4. **Appointment of Ms. Kunal Jesrani (DIN: 0009234267) as a Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, Ms. Kunal Jesrani (DIN: 0009234267), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20th July, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**By Order of the Board
For Tech Mahindra Business Services Limited**

Place: Mumbai
Date : 20th July, 2021



Manoj Bhat
Director



Birendra Sen
Director

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out material facts concerning the business under item no. 3 of the notice is annexed hereto.
2. The login credentials to attend the meeting through VC/OAVM shall be shared at registered emails id of Members.
3. In view of COVID-19 pandemic, social distancing norms to be followed and the continuing restrictions on movement of persons at several places in the country and in terms of Ministry of Corporate Affairs (“MCA”) General Circular No. 20/2020 dated 5th May, 2020 read with General Circular 14/2020 dated 8th April, 2020, General Circular 17/2020 dated 13th April, 2020 and General Circular No. 02/2021 dated 13th January, 2021 (“MCA Circulars”), the 16th AGM of the Company is being conducted through VC/OAVM which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, and Circular No. 20/2020 dated May 05, 2020 issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Corporate members intending to authorize their authorized representatives to attend the meeting through video conferencing are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
6. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice.
7. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.
9. The registers of Directors and KMP along with their shareholding maintained under Section 170 of the Companies Act, 2013, will be available on demand for the inspection by the members at the Annual General Meeting. The copies of such records shall be shared with them on their registered email ids.
10. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above - Meeting Id/Password/Email Address) and Join the Meeting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the Webex Facility/Microsoft Teams. Members may login by using their credentials.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3 Appointment of Ms. Kunal Jesrani (DIN: 0009234267) as a Director

The Board, at its meeting held on 20th July, 2021, appointed Ms. Kunal Jesrani as Additional Director with effect from 20th July, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article No. 112 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Kunal Jesrani will hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms. Kunal Jesrani for the office of a Director.

The Company has received from Ms. Kunal Jesrani, consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Brief Profile of Ms. Kunal Jesrani and information in terms of Secretarial Standard on General Meetings is given in the annexure which forms part of this notice. Accordingly, the resolution at item no. 3 is put up for the approval of the members.

Ms. Kunal Jesrani is interested in the resolution as set out at item no. 3 of the Notice with regard to her appointment.

The relatives of Ms. Kunal Jesrani may be deemed to be interested in the resolution set out at item no. 3 of the Notice.

Save and except the above, none of the other Directors of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Resolution as set out at item no. 3 of the Notice for approval by the shareholders.

DETAILS PURSUANT TO SECRETARIAL STANDARD-2 ON GENERAL MEETINGS IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.

Mr. Birendrakumar Sen (DIN: 07956092)

Birendra leads Tech Mahindra Business Services (TechMBS), a wholly owned subsidiary of Tech Mahindra providing Customer Management Services to Fortune-100 companies. He also leads Marketing, Technology, Analytics and service lines like CX, Service Desk & TAC for the BPS business of Tech Mahindra. He has spent 17 years in the organization, managing multiple portfolios.

Birendra is passionate about pushing the limits in driving fantastic people, customer and shareholder experiences. He has led large transformation programmes for customer that have led to significant improvement in Customer Experience. Reduced Costs and Increased Profitability for our clients.

Birendra is passionate about driving digital transformation in the customer world and making TechMBS a great place to work. He incubated Carexa, Tech M's proprietary Customer Management Framework which is loved by our customers. Under his stewardship, the organization has been recognized as one of the world's greatest places to work by Gallup.

For his outstanding contribution to the overall business, Birendra has been awarded the Tech Mahindra Associate of the year in 2015.

He has 21 years of work experience spanning industries like Financial Institutions, IT, ITes and Telecom. He is a Bachelor in Engineering from NIT, Bhopal, MBA in Marketing and Strategy from IIM Lucknow and has undergone and exec development programme from Harvard University.

Mr. Birendrakumar Sen is deemed to be interested in this proposed resolution.

Ms. Kunal Jesrani (DIN: 0009234267)

Kunal Dayal Jesrani is the Senior Vice President for Operations Support at Tech Mahindra Business Services. She has over 20 years of experience in Operational Planning, Design and Delivery in the customer relationship management industry.

Kunal is responsible for all the support departments which are a primary interface between the operations and our clients.

She oversees the seamless delivery of support capabilities comprising of Solutions design and implementation, Programme Management Office, Business Intelligence, Business Finance, Risk assurance, Work Force Management, Business Readiness Testing & Systems, Monitoring and Continuous Improvements as well as Learning.

Having joined the organization in 2002, her blend of people management skills and operational excellence has delivered proven results to the business. In her personal time, Kunal is a food connoisseur and enjoys globetrotting with her husband and son. She is passionate about running and of late, is huge on Instagram with her cooking escapades.

Ms. Kunal Jesrani is deemed to be interested in this proposed resolution.