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Dear Mr. / Mrs.,

Sub: Your Appointment as an Independent Director of Tech Mahindra Business Services Limited (TMBSL)

I am pleased to inform you of your appointment as an Independent Director on the Board of Tech Mahindra Business Services Limited (TMBSL) with effect from 18th March 2015 for a term of 5 (Five) years in accordance with the approval given by the shareholders in its Annual General Meeting held on 28th July 2015.

This appointment letter sets out the terms and conditions of your appointment as given below in compliance with the applicable provisions of the Companies Act 2013. (the Act)

- As an Independent Director, you shall be governed by the Code for Independent Directors as laid down in Schedule IV to the Act, as given in **Annexure I** read with Section 149(8) of the Act.
- As a Member of the Board you shall also comply with the Company's Code of Ethical Business Conduct policy as enclosed to this letter as **Annexure II**.
- The Company has various Sub Committees of the Board viz.,, The Board of Directors may appoint you as Chairman / Member of one or more of the Committees. Currently you are the Member of the following Committee(s).

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- The Independent Directors of the Company periodically hold exclusive Meetings without the attendance of Non-Independent Directors and Members of management; You shall strive to be present at such meetings.
- You may note that Mahindra & Mahindra Ltd has taken a Group level D&O Policy and all the Directors of TMBSL are beneficiaries of the Policy.
- The Board of Directors in its meeting held on May 25, 2015, approved the payment of sitting fees in accordance with the provisions of Section 197 (5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment & Remuneration) Rules, 2014 upto Rs. 10,000/- per board meeting attended and upto Rs. 5,000/- per meeting

of the Committee of the Board of Directors attended by each Independent Directors of the Board for the financial year starting 2015-16.

- The resignation or removal of an Independent Director shall be in the same manner as provided in Sections 168 and 169 of the Act.

Kindly return the duly signed copy of this letter of appointment in token of acknowledgement.

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With regards,

Yours Sincerely,

For Tech Mahindra Business Services Limited

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Director

Encl: As above