

REF: NS: SEC:
27th March, 2015

The Secretary
National Stock Exchange of India Ltd.,
Exchange Plaza, 3rd Floor,
Plot No.3-1, "G" Block, I.F.B.Centre,
Bandra-Kurla-Complex, Bandra(East),
Mumbai 400051.

Dear Sir,

Sub.: Disclosure in terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("the Regulations")

The Company has on 26th March, 2015 received an intimation that Tech Mahindra Limited ("TML") has credited 12,81,24,352 equity shares to Mahindra & Mahindra Limited pursuant to issue of Bonus shares by TML in the ratio of 1:1. As such, there is no change in the voting rights held by the Company.

Although the aforesaid credit of Bonus shares by TML does not require any disclosure under Regulation 29(2) of the Regulations, the Company out of abundant caution, is submitting herewith disclosure under Regulation 29(2).

Kindly acknowledge receipt.

Yours faithfully,
For Mahindra & Mahindra Limited


 NARAYAN SHANKAR
COMPANY SECRETARY

Encl: a/a

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Tech Mahindra Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mahindra & Mahindra Limited Persons Acting in Concert: 1. Mahindra - BT Investment Company (Mauritius) Limited ^S 2. TML Benefit Trust (Through Mr. Ulhas Yargop, Trustee) [@] 3. Mahindra Holdings Limited [#]		
Whether the acquirer belongs to Promoter/Promoter group	Mahindra & Mahindra Limited is a Promoter		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share / voting capital of the TC(**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights			
1. Mahindra & Mahindra Limited	12,81,24,352 [#]	26.675 [#]	26.675 [#]
2. Mahindra - BT Investment Company (Mauritius) Limited	1,21,452 [#]	0.025 [#]	0.025 [#]
3. TML Benefit Trust (Through Mr. Ulhas Yargop, Trustee)	4,80,00,000 [#]	9.993 [#]	9.993 [#]
4. Mahindra Holdings Limited	1,00,952 [#]	0.021 [#]	0.021 [#]
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	17,63,46,756 [#]	36.714 [#]	36.714 [#]

^S Member of the Promoter Group and disclosed pursuant to Regulation 2(q)(2)(i) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

[@] Member of the Promoter Group and disclosed pursuant to Regulation 2(q)(2)(iv) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

[#] Post Sub-division of Equity Shares of face value of Rs.10 each into 2 (two) Equity Shares of face value of Rs. 5 each.



8

Details of acquisition/sale				
a)	Shares carrying voting rights acquired-/sold			
1.	Mahindra & Mahindra Limited	12,81,24,352	13.337^	13.337^
2.	Mahindra - BT Investment Company (Mauritius) Limited	1,21,452	0.013^	0.013^
3.	TML Benefit Trust (Through Mr. Ulhas Yargop, Trustee)	4,80,00,000	4.997^	4.997^
4.	Mahindra Holdings Limited	1,00,952	0.010^	0.010^
b)	VRs acquired /sold otherwise than by shares	-	-	-
c)	Warrants / convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d)	Shares encumbered /invoked /released by the acquirer	-	-	-
e)	Total (a+b+c+/-d)	17,63,46,756	18.357^	18.357^
After the acquisition/sale, holding of:				
a)	Shares carrying voting rights			
1.	Mahindra & Mahindra Limited	25,62,48,704	26.675	26.675
2.	Mahindra - BT Investment Company (Mauritius) Limited	2,42,904	0.025	0.025
3.	TML Benefit Trust (Through Mr. Ulhas Yargop, Trustee)	9,60,00,000	9.993	9.993
4.	Mahindra Holdings Limited	2,01,904	0.021	0.021
b)	Shares encumbered with the acquirer	-	-	-
c)	VRs otherwise than by shares	-	-	-
d)	Warrants /convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	-	-	-
e)	Total (a+b+c+d)	35,26,93,512	36.714	36.714
Mode of acquisition /— sale (e.g. open market / off-market / public issue /rights issue/ preferential allotment / inter-se transfer etc).		The shareholding of the Company in TC stands augmented on account of issue of Bonus Shares by TC in the ratio 1:1.		

^ Percentages are calculated after taking the post bonus issue equity share capital.



Date of ~~acquisition / sale of shares / VR~~ or date of receipt of intimation of allotment of shares, whichever is applicable	Date of Intimation - 26 th March, 2015 The Bonus shares of Rs.5 each were credited on 25 th March, 2015.
Equity share capital /total voting capital of the TC before the said acquisition ~~/sale~~	23,99,79,616 Equity Shares of Rs.10 each - 31 st December, 2014 48,03,23,154 Equity shares of Rs.5 each (Pre bonus issue Equity Share Capital).
Equity share capital/total voting capital of the TC after the said acquisition ~~/sale~~	96,06,46,308 Equity shares of Rs.5 each
Total diluted share/voting capital of the TC after the said acquisition.	96,06,46,308 Equity shares of Rs.5 each

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(**) Diluted share/voting capital does not include ESOPs granted.

For MAHINDRA & MAHINDRA LIMITED


NARAYAN SHANKAR
COMPANY SECRETARY

Place: Mumbai

Date : 27th March, 2015