

Ref: NS:SEC:
25th November, 2010

The Secretary
National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400051.

Dear Sirs,

**Sub: Notice under Regulation 3(3) of Securities and Exchange Board of India
(Substantial acquisition of Shares and Takeovers) Regulations, 1997**

This is further to our letter dated November 25, 2010 informing about the acquisition of upto 5.5% of the equity shares of Tech Mahindra Limited ("TM") by the Company from British Telecommunications plc ("BT") over time through an inter-se transfer amongst qualifying promoters.

The notification in the prescribed form under Regulation 3(3) of Securities and Exchange Board of India (Substantial acquisition of Shares and Takeovers) Regulations, 1997 is submitted herewith.

Kindly acknowledge receipt.

Yours faithfully,
For MAHINDRA AND MAHINDRA LIMITED


NARAYAN SHANKAR
COMPANY SECRETARY

Notification to the stock exchanges by Acquirer as required under regulation 3(3)

Name of the target company	Tech Mahindra Limited			
Name of acquirer(s) along with PAC (referred together as "Acquirers" hereinafter)	Acquirer: Mahindra & Mahindra Limited PAC: Mahindra BT Investment Company (Mauritius) Ltd.			
Shareholding details	Before the said proposed acquisition		After the said proposed acquisition	
	No. of shares	% (shares/ voting rights)	No. of shares	% (shares/ voting rights)
Shareholding / voting rights of acquirers in target company before and after the proposed acquisition				
Mahindra & Mahindra Limited	5,37,76,252	42.75	6,06,76,252	48.24
Mahindra BT Investment Company (Mauritius) Ltd.	60,726	0.05	60,726	0.05
Total	5,38,36,978	42.80	60,736,978	48.29
Paid up capital of the target company before and after the proposed acquisition	12,57,78,966	100.00	12,57,78,966	100.00
Type of acquisition (by way of public rights/ <i>inter se</i> transfer)	Inter-se Transfer of Shares			
In case, the acquisition is by way of inter se transfer as per regulations, disclose names of transferors and their shareholding in target company before transfer	British Telecommunications plc, who as on the date of this notification holds 3,77,16,923 equity shares constituting 29.99% of the equity shares of the Target Company			
Number and percentage of shares/voting rights of target company proposed to be acquired through the acquisition	No. of shares: Upto 69,00,000 % of shares: Upto 5.49%			
Acquisition price per share	At a price in accordance with (i) the Securities and Exchange Board of India circular relating to block trades; (ii) the Securities and Exchange Board of India (Substantial acquisition of Shares and Takeovers) Regulations, 1997; and (iii) the Rules of the Stock Exchanges, as applicable			
Date of proposed acquisition	Between December 2, 2010 and March 31, 2011			

For Mahindra & Mahindra Limited



Narayan Shankar
Company Secretary

Place: Mumbai

Date: November 25, 2010