

REF: SEC: NS  
6<sup>th</sup> April, 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.

**Sub: Disclosure of shareholding in terms of Regulation 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

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Dear Sir,

A disclosure as required under Regulation 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of shares held by the Company in Tech Mahindra Limited as on 31<sup>st</sup> March, 2015 is enclosed herewith.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,  
For MAHINDRA & MAHINDRA LIMITED

  
NARAYAN SHANKAR  
COMPANY SECRETARY

Encl: a/a

**Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of Shareholdings**

|    |                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                           |                                                           |                                                    |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|
| 1. | Name of the Target Company (TC)                                                                                                                                                                                                                                                                  | Tech Mahindra Limited                                                                                                                                                                                                     |                                                           |                                                    |
| 2. | Name(s) of the stock exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                           | 1. BSE Limited<br>2. National Stock Exchange of India Limited                                                                                                                                                             |                                                           |                                                    |
| 3. | Particulars of the shareholder(s) :                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                           |                                                           |                                                    |
| a. | Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. |                                                                                                                                                                                                                           |                                                           |                                                    |
|    | or                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                           |                                                           |                                                    |
| b. | Name(s) of promoter(s), member of the promoter group and PAC with him.                                                                                                                                                                                                                           | Mahindra & Mahindra Limited<br><br>Persons Acting in Concert:<br>1. Mahindra - BT Investment Company (Mauritius) Limited\$<br>2. TML Benefit Trust (Through Mr. Ulhas Yargop, Trustee)@<br>3. Mahindra Holdings Limited\$ |                                                           |                                                    |
| 4. | Particulars of the shareholding of person(s) mentioned at (3) above                                                                                                                                                                                                                              | Number of shares                                                                                                                                                                                                          | % w.r.t. total share / voting capital wherever applicable | % of total diluted share/ voting capital of TC (*) |
|    | As of March 31 <sup>st</sup> , 2015 <del>(of the year)</del> , holding of:                                                                                                                                                                                                                       |                                                                                                                                                                                                                           |                                                           |                                                    |
|    | a) Shares                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                           |                                                           |                                                    |
|    | 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>Sub-total</b>                                                                                                                                                                                                                                                                                 | <b>35,26,93,512</b>                                                                                                                                                                                                       | <b>36.714</b>                                             | <b>36.714</b>                                      |
|    | b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                      | N.A.                                                                                                                                                                                                                      | N.A.                                                      | N.A.                                               |



|              |                                                                                 |                     |               |               |
|--------------|---------------------------------------------------------------------------------|---------------------|---------------|---------------|
| c)           | Warrants,                                                                       | N.A.                | N.A.          | N.A.          |
| d)           | Convertible Securities                                                          | N.A.                | N.A.          | N.A.          |
| e)           | Any other instrument that would entitle the holder to receive shares in the TC. | N.A.                | N.A.          | N.A.          |
| <b>Total</b> |                                                                                 | <b>35,26,93,512</b> | <b>36.714</b> | <b>36.714</b> |

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

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