

April 12, 2012

To

**The Manager,
Listing Department
Bombay Stock Exchange Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001.
FAX NO. : 022 2272 2037/39/41/61
Scrip Code : 532755

**The Manager,
Listing Department
National Stock Exchange of India Ltd.**
Exchange Plaza, 5th floor,
Plot No. – C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051.
FAX NO. : 022 26598237/38
NSE Symbol : TECHM

Sub: Submission of shareholding pattern under Clause 35

Dear Sir,

With reference to the Clause 35 of the Listing Agreement, please find enclosed the shareholding pattern of the Company for the quarter ended 31st March, 2012.

Pursuant to the Clause 52 of the Listing Agreement, we will also upload the same through corpfiling website.

Request you to take the same on record.

Yours truly,
For Tech Mahindra Limited


**Anil Khatri
Company Secretary**

Encl. a/a



(I)(a) Statement showing Shareholding Pattern

Name of the Company: TECH MAHINDRA LIMITED

Scrip Code, Name of the scrip, class of security:- 532755, TECHM, EQUITY

Quarter ended: 31st March 2012

Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company
Held by Promoter/ Promoter Group	NIL	NIL	NIL
Held by Public	NIL	NIL	NIL
Total	NIL	NIL	NIL
Outstanding convertible securities:-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the Company, assuming full conversion of the convertible securities
Held by Promoter/ Promoter Group	NIL	NIL	NIL
Held by Public	NIL	NIL	NIL
Total	NIL	NIL	NIL
Warrants:-	No. of warrants	As a % of total no. of warrant	As a % of total no. of shares of the Company, assuming full conversion of Warrants
Held by Promoter/ Promoter Group	NIL	NIL	NIL
Held by Public	NIL	NIL	NIL
Total	NIL	NIL	NIL
Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities	127486541 of Rs. 10 each		

For Tech Mahindra Limited


Anil Khatri
Company Secretary



(I)(a) STATEMENT SHOWING SHAREHOLDING PATTERN

Name of the Company: TECH MAHINDRA LIMITED

Scrip Code, Name of the scrip, class of security:- 532755, TECHM, EQUITY

Quarter Ended: 31/03/2012

Category Code	Category of Shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of Shares	As a percentage (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals / Hindu Undivided Family							
(b)	Central Government / State Government(s)							
(c)	Bodies Corporate	1	60676252	60676252	47.59	47.59	0	0.00
(d)	Financial Institutions / Banks							
(e)	Any Other							
	Sub-Total (A)(1)	1	60676252	60676252	47.59	47.59	0	0.00
(2)	Foreign							
(a)	Individuals (NRIs / Foreign Individuals)							
(b)	Bodies Corporate	2	29607649	29607649	23.22	23.22	0	0.00
(c)	Institutions							
(d)	Any Other							
	Sub-Total (A)(2)	2	29607649	29607649	23.22	23.22	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	3	90283901	90283901	70.82	70.82	0	0.00
(B)	Public Shareholding						NA.	NA.
(1)	Institutions							
(a)	Mutual Funds / UTI	14	528628	528628	0.41	0.41		
(b)	Financial Institutions / Banks	36	18307918	18307918	14.36	14.36		
(c)	Central Government / State Government(s)							
(d)	Venture Capital Funds							
(e)	Insurance Companies							
(f)	Foreign Institutional Investors	58	7284179	7284179	5.71	5.71		
(g)	Foreign Venture Capital Investors							
(h)	Any Other							
	Sub-Total (B)(1)	108	26120725	26120725	20.49	20.49		
(2)	Non-institutions							
(a)	Bodies Corporate	1090	667042	667042	0.52	0.52		
(b)	Individuals							
(1)	Individual shareholders holding nominal share capital up to Rs. 1 Lakh	129068	7506477	7425698	5.89	5.89		
(2)	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	23	2172727	2172727	1.70	1.70		
(c)	Others							
(1)	Clearing Members	276	225715	225715	0.18	0.18		
(2)	Market Maker	42	10641	10641	0.01	0.01		
(3)	Foreign Nationals	6	58905	38680	0.05	0.05		
(4)	Non Resident Indians (Repatriate)	1159	298780	260635	0.23	0.23		
(5)	Non Resident Indians (Non Repatriate)	327	104596	104076	0.08	0.08		
(6)	Hindu Undivided Families	825	36895	36895	0.03	0.03		
(7)	Trusts	3	137	137	0.00	0.00		
	Sub-Total (B)(2)	132819	11081915	10942246	8.69	8.69		
	Total Public Shareholding (B)=(B)(1)+(B)(2)	132927	37202640	37062971	29.18	29.18		
	TOTAL (A)+(B)	132930	127486541	127346872	100.00	100.00		
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0.00		
	GRAND TOTAL (A)+(B)+(C)	132930	127486541	127346872	100.00	100.00	0	0.00

For Tech Mahindra Limited


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(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr.	Name of the	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
No.	shareholder										
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	MAHINDRA & MAHINDRA LIMITED	60676252	47.59	0	0.00	0.00	0.00	0.00	0.00	0.00	
2	BRITISH TELECOMMUNICATIONS PLC	29546923	23.18	0	0.00	0.00	0.00	0.00	0.00	0.00	
3	MAHINDRA BT INVESTMENT COMPANY (MAURITIUS) LIMITED	60726	0.05	0	0.00	0.00	0.00	0.00	0.00	0.00	
TOTAL		90283901	70.82	0	0.00	0.00	0	0	0	0	0

(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

For Tech Mahindra Limited


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Company Secretary



(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	LIFE INSURANCE CORPORATION OF INDIA (THRU VARIOUS SCHEMES)	18029149	14.14	0	0	0	0	
TOTAL		18029149	14.14	0	0	0	0	0

For Tech Mahindra Limited


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(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category “Public” and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	LIFE INSURANCE CORPORATION OF INDIA (THRU VARIOUS SCHEMES)	18029149	14.14	0	0	0	0	0
TOTAL		18029149	14.14	0	0	0	0	0

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Sr. No.	Name of the shareholder	Category of Shareholders (Promoters/ Public)	Number of locked-in-shares	Locked-in-shares as a percentage of total number of shares { ie., Grand Total (A) + (B) + (C) indicated in Statement at para (I)(a) above}
NIL				
TOTAL				

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares { ie., Grand Total (A) + (B) + (C) indicated in Statement at para (I)(a) above}
	Not Applicable			
TOTAL				

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares { i.e., Grand Total (A) + (B) + (C) indicated in Statement at para (I)(a) above}
	Not Applicable			
TOTAL				


Anil Khatri
Company Secretary



(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.							
Category	Category of Shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights	Total Voting rights i.e. (VI)	
		Class X	Class Y	Class Z	(III + IV + V)	As a percentages of (A + B) (VII)	As a percentages of (A + B + C) (VIII)
(I)	(II)	(III)	(IV)	(V)	(VI)		
(A)	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals/Hindu Undivided Family						
(b)	Central Government/ State Government(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions/Banks						
(e)	Any Other (specify)						
	Sub-Total (A)(1)						
(2)	Foreign						
(a)	Individuals (Non Resident)						
(b)	Individuals/ Foreign Individuals)						
(c)	Bodies Corporate						
(d)	Institutions						
(e)	Any Other (specify)						
	Sub-Total (A)(2)						
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)						
(B)	Public Shareholding						
(1)	Institutions						
(a)	Mutual Funds/UTI						
(b)	Financial Institutions/Banks						
(c)	Central Government/ State Government(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional						
(g)	Foreign Venture Capital						
(h)	Investors						
(i)	Any Other (specify)						
	Sub-Total (B)(1)						
(2)	Non-Institutions						
(a)	Bodies Corporate						
(b)	Individuals -						
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.						
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.						
(c)	Any Other (specify)						
	Sub-Total (B)(2)						
	Total Public Shareholding (B) = (B)(1)+(B)(2)						
	TOTAL (A)+(B)						
(C)	and against which Depository Receipts have been issued						
	GRAND TOTAL (A)+(B)+(C)						

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