

January 16, 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 December, 2011.

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 December 2011

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	127347561 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: 31/12/2011

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	47.65	47.65	0	0.00
(d)	Financial Institutions / Banks							
(e)	Any Other							
	Sub-Total (A)(1)	1	60676252	60676252	47.65	47.65	0	0.00
(2)	Foreign							
(a)	Individuals (NRIs / Foreign Individuals)							
(b)	Bodies Corporate	2	29607649	29607649	23.25	23.25	0	0.00
(c)	Institutions							
(d)	Any Other							
	Sub-Total (A)(2)	2	29607649	29607649	23.25	23.25	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	3	90283901	90283901	70.90	70.90	0	0.00
(B)	Public Shareholding						NA.	NA.
(1)	Institutions							
(a)	Mutual Funds / UTI	12	1029727	1029727	0.81	0.81		
(b)	Financial Institutions / Banks	26	12990054	12990054	10.20	10.20		
(c)	Central Government / State Government(s)							
(d)	Venture Capital Funds							
(e)	Insurance Companies	3	5364651	5364651	4.21	4.21		
(f)	Foreign Institutional Investors	49	6261078	6261078	4.92	4.92		
(g)	Foreign Venture Capital Investors							
(h)	Any Other							
	Sub-Total (B)(1)	90	25645510	25645510	20.14	20.14		
(2)	Non-institutions							
(a)	Bodies Corporate	1267	723406	723406	0.57	0.57		
(b)	Individuals							
(1)	Individual shareholders holding nominal share capital up to Rs. 1 Lakh	135213	7517132	7429998	5.90	5.90		
(2)	Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	26	2641526	2641526	2.07	2.07		
(c)	Others							
(1)	Clearing Members	274	35450	35450	0.03	0.03		
(2)	Market Maker	50	10776	10776	0.01	0.01		
(3)	Foreign Nationals	6	58905	38680	0.05	0.05		
(4)	Non Resident Indians (Repatriate)	1188	300640	262495	0.24	0.24		
(5)	Non Resident Indians (Non Repatriate)	336	91877	91357	0.07	0.07		
(6)	Hindu Undivided Families	856	38301	38301	0.03	0.03		
(7)	Trusts	3	137	137	0.00	0.00		
	Sub-Total (B)(2)	139219	11418150	11272126	8.97	8.97		
	Total Public Shareholding (B)=(B)(1)+(B)(2)	139309	37063660	36917636	29.10	29.10		
	TOTAL (A)+(B)	139312	127347561	127201537	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)	139312	127347561	127201537	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 shareholder	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	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	MAHINDRA & MAHINDRA LIMITED	60676252	47.65	0	0.00	0.00	0.00	0.00	0.00	0.00	
2	BRITISH TELECOMMUNICATIONS PLC	29546923	23.20	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	70.90	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	7114140	5.59	0	0	0	0	
2	LIC OF INDIA MARKET PLUS - 1	4162374	3.27	0	0	0	0	
3	LIC OF INDIA MONEY PLUS	3585101	2.81	0	0	0	0	
4	LIC OF INDIA - MARKET PLUS	1644285	1.29	0	0	0	0	
TOTAL		16505900	12.96	0	0	0	0	0

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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	7114140	5.59	0	0	0	0	0
TOTAL		7114140	5.59	0	0	0	0	0

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<u>(I)(d) Statement showing details of locked-in-shares</u>				
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				

(II)(a) Statement showing details of Depository Receipts (DRs)
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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				

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'promoter/ promoter group' are in excess of 1% of the total number of shares

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			


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(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						
	Individuals (Non Resident)						
(a)	Individuals/ Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	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						
	Foreign Venture Capital						
(g)	Investors						
(h)	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)						
	and against which Depository Receipts have been issued						
(C)	GRAND TOTAL (A)+(B)+(C)						

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