

REF:NS:SEC:  
16<sup>th</sup> March, 2022

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

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400001.

**Bourse de Luxembourg**  
Societe de la Bourse de Luxembourg  
Societe Anonyme/R.C.B. 6222,  
B.P. 165, L-2011 Luxembourg.

**London Stock Exchange Plc**  
10 Paternoster Square  
London EC4M 7LS.

**Sub: Intimation of Acquisition - under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the captioned subject, we would like to inform you that the Company has today signed (i) a Share Purchase Agreement ("Secondary Purchase") and (ii) a Share Subscription and Shareholders Agreement ("Primary Infusion") with Carnot Technologies Private Limited ("Carnot"), an Associate of the Company.

Pursuant to the Secondary Purchase and Primary infusion the Company will acquire 7,423 Equity Shares from its existing Shareholders and also subscribe to 1,613 Series C Compulsory Convertible Cumulative Participating Preference Shares (Series C CCCPS), respectively of Carnot.

Upon completion of these transactions the shareholding of the Company in Carnot will increase from 15.60% of the equity share capital (48.05% of the share capital on a fully diluted basis) to approximately 52.69% of equity share capital (68.97% of the share capital on a fully diluted basis) of Carnot and it will become a Subsidiary of the Company.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015 are given in Annexure A to this letter.

Kindly acknowledge receipt.

Yours faithfully,  
For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR  
COMPANY SECRETARY

Encl.: a/a

## Annexure A

### Acquisition (including agreement to acquire):

Sr. No.	Details of Events that need to be provided	Information of such events(s)
a)	name of the target entity, details in brief such as size, turnover etc.;	Carnot Technologies Private Limited (“ <b>Carnot</b> ”) is an Indian company, which provides products and services related to internet connected devices for monitoring performance of vehicles and equipment. It had a turnover of Rs.6.5 crores for the Financial Year ended 31 <sup>st</sup> March 2021.
b)	whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?  If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	Yes, as mentioned above, Carnot is an Associate of the Company and as such a Related Party. Consequently, the Primary Infusion in Carnot is a Related Party Transaction and is at arm’s length basis.  However, the Secondary Purchase(s) is/are not a Related Party Transaction(s).  None of the promoter / promoter group / group companies of the Company have any interest in Carnot, except to the extent of Carnot being an Associate of the Company which will become a Subsidiary of the Company upon completion of Primary Infusion and Secondary Purchase.
c)	industry to which the entity being acquired belongs;	Precision Agriculture
d)	objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company);	Carnot is expected to support Company’s strategy by developing information technology solutions for its products, customers and businesses.
e)	brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable

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f)	indicative time period for completion of the acquisition;	The transaction is expected to be completed by around 31 <sup>st</sup> March 2022.
g)	nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration
h)	cost of acquisition or the price at which the shares are acquired;	Approximately Rs.14 crores, comprising of: (i) <b>Primary Infusion</b> of approximately Rs.2.5 crore (subscription of 1,613 Series C CCCPS of Carnot of Rs.100 each at a premium of Rs. 15,391.65 per CCCPS); and (ii) <b>Secondary Purchase</b> of approximately Rs.11.5 crore (purchase of 7,423 Equity Shares of Rs.10 each at a premium of Rs.15,481.65 per Equity Share).
i)	percentage of shareholding / control acquired and / or number of shares acquired;	The Company currently holds 15.60% of the equity share capital (48.05% of the share capital on a fully diluted basis) of Carnot and upon completion of these transactions (Primary Infusion and Secondary Purchase), the shareholding of the Company will stand enhanced to approximately 52.69% of the equity share capital (i.e. 68.97% of the share capital on a fully diluted basis) of Carnot.
j)	brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<ul style="list-style-type: none"> <li>• Incorporated in August 2015, Carnot is engaged in the business of research, development, manufacturing and retail of products and providing services in the field of information technology and technology enabled applications in different fields.</li> <li>• Turnover Details: <ul style="list-style-type: none"> <li>○ FY21: Rs.6.5 crore</li> <li>○ FY20: Rs.17.3 crore</li> <li>○ FY19: Rs.3.3 crore</li> </ul> </li> </ul>