

REF:NS:SEC:
17th March, 2022

National Stock Exchange of India Limited
"Exchange Plaza", 5th 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: Update on Acquisition - Intimation under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We refer to our letter dated 16th March, 2022, informing that the Company had entered into (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 for acquiring 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 which would increase the shareholding of the Company in Carnot 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 that it will become a Subsidiary of the Company.

In this connection, we would like to inform you that the Company has today completed the acquisition and consequently, Carnot has become a Subsidiary of the Company with effect from 17th March, 2022.

We are enclosing a Press Release being issued by the Company as **Annexure A**.

The details of the above acquisition, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 have already been disclosed in our letter dated 16th March, 2022 and the same is enclosed herewith as **Annexure B** for your ready reference.

Kindly acknowledge receipt.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY

Encl.: a/a

Press Release

Mahindra Group ups stake in Ag-tech startup Carnot to 69%

Mumbai, March 17, 2022: Mahindra Group has increased its stake in Carnot Technologies, an ag-tech startup, to approximately 69%. The group has also affirmed its commitment to its vision of making Krish-e, the group's farming as a service vertical, India's largest ecosystem of digital products and solutions. As part of the round, an attractive ESOP pool for future employees has also been created.

Talking about the investment Sr. Vice President of Farm Equipment Strategy and Head Krish-e Mr. Ramesh Ramachandran said "This investment signals our strategic commitment to Carnot. They have been at the forefront of building for Bharat and innovating specifically for farmers. Since our last investment in late 2020, they have been our partner in leading the digital product and technology vision for Krish-e and in just under 18 months we have built a digital platform with a big Bharat footprint – including 500,000 app users, 4 million rental hours and 4 million acres of farmland. We now deepen the ties and continue building on our strengths".

The Krish-e app is part of Mahindra's digital foray into developing a marketplace that provides a range of services centered around mechanization and advisory. It is one of the fastest growing apps in the agriculture technology space having amassed over 3 million downloads. The app is also integrated with on-ground activities undertaken in Krish-e's 100 centers across 16 states.

Carnot Technologies is a startup founded by IIT Bombay alumni which developed the leading agriculture IoT platform Simha (rebranded to Krish-e Rental) which now has over 25,000 tractors, harvesters and sprayers working on over 3 million acres of land each season. The platform is protected by 5 patents and was awarded the Qualcomm Design in India award for \$100K by then Minister of Cabinet for Information Technology Hon. Ravi Shankar Prasad.

"The team has also developed the Krish-e app which through its unique and intuitive farmer centric design is helping farmers earn upto Rs 15,000 more per acre." **says Pushkar Limaye, Co-founder & CTO at Carnot.** "In the course of our partnership with M&M, we realised that someone had to understand our farmers, and make products that are innovative, highly cost conscious and make sense for our farmers. And if it's not the next generation of engineers and entrepreneurs then who will build them? With this round of investment, we also want to move into top gear, in pursuit of building a great team and a data driven culture within every function."

The team aims to invest more in their technology and people to scale rapidly in the next year.

Carnot CEO and Co-founder Rohan Vadgaonkar added "With our technology and product mindset and Mahindra's strong brand and presence in rural India, we're perfectly poised to build India's largest agri marketplace."

About Mahindra

Founded in 1945, the Mahindra Group is one of the largest and most admired multinational federation of companies with 260,000 employees in over 100 countries. It enjoys a leadership position in farm equipment, utility vehicles, information technology and financial services in India and is the world's largest tractor company by volume. It has a strong presence in renewable energy, agriculture, logistics, hospitality and real estate.

The Mahindra Group has a clear focus on leading ESG globally, enabling rural prosperity and enhancing urban living, with a goal to drive positive change in the lives of communities and stakeholders to enable them to Rise.

Learn more about Mahindra on www.mahindra.com / Twitter and Facebook: @MahindraRise/ For updates subscribe to <https://www.mahindra.com/news-room>

Media contact information

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B.P. 165, L-2011 Luxembourg.

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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 9th 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 (“ Carnot ”) 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 st March 2021. |
| b) | <p>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?</p> <p>If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;</p> | <p>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.</p> <p>However, the Secondary Purchase(s) is/are not a Related Party Transaction(s).</p> <p>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.</p> |
| 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 st 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) Primary Infusion 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) Secondary Purchase 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"> • 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. • Turnover Details: <ul style="list-style-type: none"> ○ FY21: Rs.6.5 crore ○ FY20: Rs.17.3 crore ○ FY19: Rs.3.3 crore |