

REF:NS:SEC:
28th May, 2021

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: Intimation under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Scheme of Merger by Absorption of Mahindra Engineering and Chemical Products Limited, Retail Initiative Holdings Limited and Mahindra Retail Limited with the Company and their respective Shareholders ("Scheme")

The Board of Directors of Mahindra & Mahindra Limited ("the Company") at its Meeting held on 28th May, 2021, subject to requisite approvals/consents, approved the Scheme of Merger by Absorption of Mahindra Engineering and Chemical Products Limited ("First Transferor Company" or "MECPL"), Retail Initiative Holdings Limited ("Second Transferor Company" or "RIHL") and Mahindra Retail Limited ("Third Transferor Company" or "MRL") (together referred to as 'Transferor Companies'), direct / indirect wholly owned subsidiaries of the Company, with the Company and their respective Shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The salient features of the proposed Scheme are as under:

1. The Appointed Date of the Scheme would be 1st April, 2021 or such other date as may be directed or approved by the NCLT or any other appropriate authority.
2. The entire assets and liabilities of MECPL, RIHL and MRL to be transferred to and recorded by the Company at their carrying values. All inter-company balances and investments amongst MECPL, RIHL, MRL and the Company will stand cancelled as a result of the proposed merger.

3. The entire share capital of the Transferor Companies is held directly/ indirectly by the Company. Upon the Scheme becoming effective, no shares of the Company shall be allotted in lieu or exchange of the holding of the Company in the First Transferor Company or one Transferor Company in another Transferor Company (held directly and jointly with its nominee shareholders) and accordingly, equity shares held in the Transferor Companies shall stand cancelled on the Effective Date without any further act, instrument, or deed.

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

This is for your information and record.

Kindly acknowledge receipt.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY

Encl.: a/a

Amalgamation/ Merger:

Sr. No.	Details of Events that need to be provided	Information of such events(s)																				
a)	name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>The details of MECPL, RIHL and MRL ("Transferor Companies") and Mahindra & Mahindra Limited ("Transferee Company" or "the Company"), are as under:</p> <p style="text-align: right;">As on 31st March, 2021 (Rs. crores)</p> <table border="1" data-bbox="683 621 1455 915"> <thead> <tr> <th>Particulars</th> <th>MECPL</th> <th>RIHL</th> <th>MRL</th> <th>Company</th> </tr> </thead> <tbody> <tr> <td>Paid-up capital</td> <td>117.79</td> <td>20.55</td> <td>961.66</td> <td>621.60</td> </tr> <tr> <td>Net-worth (Standalone)</td> <td>897.83</td> <td>(-)ve 137.25</td> <td>439.00</td> <td>34,170.87</td> </tr> <tr> <td>Turnover* (Standalone)</td> <td>34.36</td> <td>Nil</td> <td>Nil</td> <td>45,040.98</td> </tr> </tbody> </table> <p><i>*Revenue from Operations</i></p>	Particulars	MECPL	RIHL	MRL	Company	Paid-up capital	117.79	20.55	961.66	621.60	Net-worth (Standalone)	897.83	(-)ve 137.25	439.00	34,170.87	Turnover* (Standalone)	34.36	Nil	Nil	45,040.98
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b)	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	<p>Yes. The Transferor Companies are direct/indirect wholly owned subsidiaries of the Transferee Company and as such the said companies are related party to each other.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/ 2014 dated 17th July, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23(5)(b) of the Listing Regulations, the related party transaction provisions are not applicable to the proposed Scheme and the Scheme is also exempted from the provisions of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020.</p>																				
c)	area of business of the entity(ies);	MECPL: It is an unregistered Core Investment Company ("CIC") and a wholly owned subsidiary of the Company. It is engaged in trading of non-core products such as apparels,																				

		<p>stationery items, gift cards, IT products, covid safety products, etc.</p> <p><u>RIHL:</u> It is an unregistered CIC and a wholly owned subsidiary of MECPL. It acts as a holding company for its investments in MRL. Currently, RIHL does not carry any business operations.</p> <p><u>MRL:</u> It is an unregistered CIC and owned by RIHL (~53%) and MECPL (~47%). Currently, MRL does not carry any business operations.</p> <p><u>The Company:</u> The Company is, <i>inter alia</i>, engaged in the business of manufacture and sale of tractors, general-purpose utility vehicles, light commercial vehicles three-wheelers and trucks and buses.</p>
d)	rationale for amalgamation/merger;	<p>a) The merger of the Transferor Companies into the Company will result in operational synergies resulting in cost optimization;</p> <p>b) The Scheme will also achieve rationalization of costs by simplification of management structure leading to better administration and cost savings;</p> <p>c) It is also the intention of the management of the Company to rationalize the group holding structure by way of reduction in the number of entities and streamline the structure of the Company;</p> <p>d) The proposed merger will also simplify the financial reporting to all stakeholders & help evaluate financial results of the Company more meaningfully;</p> <p>e) In addition, the proposed Scheme will result in significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by Transferor Companies;</p> <p>f) The proposed corporate restructuring mechanism by way of a scheme of merger by absorption under the provisions of the Act will be beneficial, advantageous and not prejudicial to the interests of the shareholders, creditors and other stakeholders of MECPL, RIHL, MRL and the Company.</p>

e)	in case of cash consideration - amount or otherwise share exchange ratio;	The entire share capital of the Transferor Companies is held directly/ indirectly by the Company. Upon the Scheme becoming effective, no shares of the Company shall be allotted in lieu or exchange of the holding of the Transferee Company in the First Transferor Company or one Transferor Company in another Transferor Company (held directly and jointly with its nominee shareholders) and accordingly, equity shares held in the Transferor Companies shall stand cancelled on the Effective Date without any further act, instrument, or deed.
f)	brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in the shareholding pattern of the Company pursuant to the Scheme, as no shares are being issued by the Company in connection with the Scheme.