

REF:NS:SEC
7th April, 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 400 001.

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.

Dear Sirs,

Sub: **Update – Cessation of SsangYong Motor Company and its subsidiaries as Subsidiaries of the Company**

We refer to our announcement dated 11th January, 2022 (Annexure 1) intimating inter-alia, the following:

- The Receiver of SsangYong Motor Company, a material subsidiary of the Company ("SYMC") had informed us that a consortium led by South Korean Electric Busmaker Edison Motors Co has agreed to acquire the debt-ridden SYMC for 304.858 billion won (equivalent to approx. USD 254.65 million or Rs 1,882 crores) through a primary equity investment in SYMC. The Court has also approved SYMC and Edison Motors signing a merger and acquisition (M&A) investment contract.
- Subject to a rehabilitation plan reflecting the terms of the Edison Motors Co's investment being approved at an interested parties' meeting of SYMC which is expected to take place in some months from now and pursuant to primary investment by Edison Motors Co. and certain expected capital restructuring undertaken as part of the rehabilitation process of SYMC, the Company's holding in SYMC will reduce. The Company understands from SYMC that Edison led Consortium has asked for a stake of 95% in SYMC against their investment and SYMC has agreed to make best efforts to meet the said request of Edison led Consortium.

Based on our enquiry, the Receiver of SYMC had informed us today that the Agreement as mentioned above between a consortium led by Edison Motors Co and SYMC to acquire the debt-ridden SYMC through a primary equity investment in SYMC has been terminated by Ssangyong, after consultation with the Seoul Bankruptcy Court, due to Edison's inability to deposit the bid amount as per the terms of the investment agreement. We are also informed that the Edison Consortium has appealed against the termination of the agreement.

You are requested to kindly note the same.

Yours faithfully,
For MAHINDRA AND MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY
Encl: aa



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REF:NS:SEC
11th January, 2022

National Stock Exchange of India Limited
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Bandra (East), Mumbai - 400051.

BSE Limited
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10 Paternoster Square
London EC4M 7LS.

Dear Sirs,

Sub: **Agreement pertaining to Cessation of SsangYong Motor Company and its subsidiaries as Subsidiaries of the Company**

We refer to our letter dated 12th September, 2020 intimating that the Shareholders of the Company have approved by way of Postal Ballot, Transfer/Dilution of Stake in SsangYong Motor Company, a material subsidiary of the Company ("SYMC") and/or cessation of control of the Company over SYMC, including inter-alia by way of any restructuring plan through a Court process, undertaken voluntarily by SYMC or otherwise. The Company holds 74.65% in SYMC.

The Company had thereafter on 21st December, 2020, informed that SYMC had intimated Korean Stock Exchange about filing an application for commencement of rehabilitation procedure with the Seoul Bankruptcy Court ("the Court") under the Debtor Rehabilitation and Bankruptcy Act of South Korea. SYMC had also applied for an Autonomous Restructuring Support (ARS) program which is a court designed process. The Company had thereafter also informed that as per the process, the Court had appointed the Receiver to manage the affairs of SYMC.

Based on our enquiry, the Receiver of SYMC have today informed us that a consortium led by South Korean Electric Busmaker Edison Motors Co has agreed to acquire the debt-ridden SYMC for 304.858 billion won (equivalent to approx. USD 254.65 million or Rs 1,882 crores) through a primary equity investment in SYMC. The Court has also approved SYMC and Edison Motors signing a merger and acquisition (M&A) investment contract.

Subject to a rehabilitation plan reflecting the terms of the Edison Motors Co's investment being approved at an interested parties' meeting of SYMC which is expected to take place in some months from now and pursuant to primary investment by Edison Motors Co. and certain

expected capital restructuring undertaken as part of the rehabilitation process of SYMC, the Company's holding in SYMC will reduce. The Company understands from SYMC that Edison led Consortium has asked for a stake of 95% in SYMC against their investment and SYMC has agreed to make best efforts to meet the said request of Edison led Consortium.

In the consolidated financial results, the Company has ceased consolidating SYMC and its subsidiaries, as subsidiaries from 28th December, 2020 and has classified it as discontinued operations. SYMC and its subsidiaries are at present considered as subsidiaries of the Company under the Companies Act, 2013.

In case if the investment of Edison led consortium results into the stake of the Company in SYMC falling below 50%, SYMC will cease to be a subsidiary of the Company. Consequently, the following subsidiaries of SYMC would also cease to be subsidiaries of the Company:

- SsangYong Australia Pty Limited (100% owned by SYMC)
- SsangYong European Parts Center B.V (100% owned by SYMC)
- SsangYong Motor (Shanghai) Co., Ltd (100% owned by SYMC)
- SY Auto Capital Co., LTD (51% owned by SYMC)

The details for cessation of SYMC and its subsidiaries 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 Annexures A1 and A2 respectively to this letter.

You are requested to kindly note the same.

Yours faithfully,
For MAHINDRA AND MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY

Cessation of subsidiaries of the Company:

Annexure A1 - SsangYong Motor Company ("SYMC")

Sr. No.	Details of Events that need to be provided	Information of such events(s)
a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	In the consolidated financial results, the Company has ceased consolidating SYMC as a subsidiary from 28 th December, 2020 and has classified it as discontinued operations.
b)	Date on which the agreement for sale has been entered into;	<p>The Receiver of SYMC has informed the Company today that a consortium led by South Korean Electric Busmaker Edison Motors Co has agreed to acquire the debt-ridden SYMC for 304.858 billion won (equivalent to USD [254.65] million or Rs 1,882 crores) through primary investment in SYMC.</p> <p>The Company has been informed today that the investment agreement was executed on 10th January, 2022.</p>
c)	The expected date of completion of sale/disposal;	<p>Subject to a rehabilitation plan reflecting the terms of the Edison Motors Co's investment being approved at an interested parties' meeting of SYMC which is expected to take place in some months from now and pursuant to primary investment by Edison Motors Co. and certain expected capital restructuring undertaken as part of the rehabilitation process of SYMC, the Company's holding in SYMC will reduce.</p> <p>The Court has also approved SYMC and Edison Motors signing a merger and acquisition (M&A) investment contract.</p>

Sr. No.	Details of Events that need to be provided	Information of such events(s)
		<p>The Company understands from SYMC that Edison led Consortium has asked for a stake of 95% in SYMC against their investment.</p> <p>The investment agreement executed on 10th January, 2022 does not specify any Completion Date.</p>
d)	Consideration received from such sale/disposal;	The Company will not receive any consideration on account of the proposed primary investment being made by a consortium led by South Korean Electric Busmaker Edison Motors Co in SYMC.
e)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	<p>Buyer Consortium led by Edison Motors Co, South Korea</p> <p>The buyer does not belong to the promoter / promoter group / group companies.</p>
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;	The transaction does not fall within related party transactions.
g)	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not applicable

Annexure A2 – Cessation of Subsidiaries as mentioned in point a) below

Sr. No.	Details of Events that need to be provided	Information of such events(s)
a)	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	<p>In the consolidated financial results, the Company has ceased consolidating SYMC and its following subsidiaries, as subsidiaries from 28th December, 2020 and has classified it as discontinued operations:</p> <ul style="list-style-type: none"> • SsangYong Australia Pty Limited (100% owned by SYMC) • SsangYong European Parts Center B.V (100% owned by SYMC) • SsangYong Motor (Shanghai) Co., Ltd (100% owned by SYMC) • SY Auto Capital Co., LTD (51% owned by SYMC)
b)	Date on which the agreement for sale has been entered into;	<p>The Receiver of SYMC has informed the Company today that a consortium led by South Korean Electric Busmaker Edison Motors Co has agreed to acquire debt-ridden SYMC for 304.858 billion won (equivalent to USD [254.65] million or Rs 1,882 crores) through primary investment in SYMC.</p> <p>The Company has been informed today that the investment agreement was executed on 10th January, 2022.</p>
c)	The expected date of completion of sale/disposal;	Subject to a rehabilitation plan reflecting the terms of the Edison Motors Co’s investment being approved at an interested parties’ meeting of SYMC which is expected to take place in some months from now and pursuant to primary

Sr. No.	Details of Events that need to be provided	Information of such events(s)
		<p>investment by Edison Motors Co. and certain expected capital restructuring undertaken as part of the rehabilitation process of SYMC, the Company's holding in SYMC will reduce.</p> <p>The Court has also approved SYMC and Edison Motors signing a merger and acquisition (M&A) investment contract.</p> <p>The Company understands from SYMC that Edison led Consortium has asked for a stake of 95% in SYMC against their investment.</p> <p>The investment agreement executed on 10th January, 2022 does not specify any Completion Date.</p>
d)	Consideration received from such sale/disposal;	Not applicable
e)	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Not applicable
f)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	Not applicable
g)	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not applicable