

REF:NS:SEC:

10<sup>th</sup> November, 2017

**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.

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

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

Tel: +91 22 24901441  
Fax: +91 22 24975081

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

**Sub: Recommendation of Issue of Bonus Ordinary (Equity) Shares**

Dear Sirs,

This is to inform you that the Board of Directors of the Company at its Meeting held today has recommended issue of Bonus Ordinary (Equity) Shares in the proportion of 1:1, i.e. 1 (One) Bonus Ordinary (Equity) Share of Rs.5 each for every 1 (One) fully paid-up Ordinary (Equity) Share of Rs.5 each held as on Record date, subject to necessary approvals.

The Company would be seeking approval of the Members for the aforesaid by a Postal Ballot in accordance with Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014. The Board has fixed 10<sup>th</sup> November, 2017 as the cut-off date for reckoning the voting rights of the Members.

In terms of Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we would like to inform that the Board at its Meeting held today has fixed 23<sup>rd</sup> December, 2017 as the Record date for the purpose of determining Members who would be entitled to the Bonus Ordinary (Equity) Shares as stated above.

Further, the details as required under SEBI Listing Regulations 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.

The Meeting of the Board of Directors of the Company commenced at 10.30 a.m. and concluded at 2.00 p.m.

This is for your information.

Kindly acknowledge receipt.

Yours faithfully,  
For MAHINDRA & MAHINDRA LIMITED

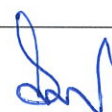
  
NARAYAN SHANKAR  
COMPANY SECRETARY

Encl.: as above



## Annexure A

Sr. No.	Details of Events that need to be provided	Information of such events(s)
1.	Type of security proposed to be issued	Ordinary (Equity) Shares of Rs.5 each
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Bonus Issue
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Rs.310,79,81,360 divided into 62,15,96,272 Ordinary (Equity) Shares of Rs.5 each
4.	Whether bonus is out of free reserves created out of profits or share premium account;	The Bonus Shares would be issued out of the Securities Premium Account/General Reserves of the Company available as at 31 <sup>st</sup> March, 2017.
5.	Bonus ratio;	1:1, i.e. 1 (One) Bonus Ordinary (Equity) Share of Rs.5 each for every 1 (One) fully paid-up Ordinary (Equity) Share of Rs.5 each held in the Company as on the Record date.
6.	Details of share capital - pre and post bonus issue;	<p><b><u>Pre-Bonus Issue paid-up Share Capital:</u></b></p> <p>Rs.310,79,81,360 divided into 62,15,96,272 Ordinary (Equity) Shares of Rs.5 each</p> <p><b><u>Post-Bonus Issue paid-up Share Capital:</u></b></p> <p>Rs.621,59,62,720 divided into 124,31,92,544 Ordinary (Equity) Shares of Rs.5</p>
7.	Free reserves and/ or share premium required for implementing the bonus issue	Rs.310,79,81,360. The actual amount will be determined based on the paid-up share capital as on the Record Date.
8.	Free reserves and/ or share premium available for capitalization and the date as on which such balance is available	<p>As on 31<sup>st</sup> March, 2017:</p> <p>Securities Premium Account : Rs. 2383.59 Crores Free Reserves :Rs.22731.81 Crores</p>



Sr. No.	Details of Events that need to be provided	Information of such events(s)
9.	Whether the aforesaid figures are audited	Yes, the figures at Item 8 are audited.
10.	Estimated date by which such bonus shares would be credited/ dispatched	On or before 9 <sup>th</sup> January, 2018, i.e. within two months from the date of Meeting of the Board of Directors of the Company.

