

REF: NS: SEC:

17th December, 2018

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 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 signed a Share Subscription Agreement with Sampo Rosenlew Oy, Finland, an Associate of the Company ("Sampo") and has agreed to subscribe to 822 Equity Shares and 192 Compulsorily Convertible Preference Shares. Pursuant to this, the voting rights of the Company in Sampo would increase from 35% to upto 49.04%.

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.

This is for your information.

Kindly acknowledge receipt.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY

Encl.: a/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.;	<p>Sampo Rosenlew Oy, Finland, is an Associate of the Company ("Sampo"), and is a leading player in combine harvesters market.</p> <p>Sampo is a European combine harvester company, well-known for mid-sized combine harvesters in the markets of Europe, Eurasian countries and North Africa and is also a joint venture partner for combine harvesters in Algeria.</p> <p>Together with its existing strategy in the core markets, Sampo is developing a new range of combine harvesters for developing markets and for specialty crops. The Company and Sampo will jointly focus on the combine & specialty harvester business in Asia, Africa and Eurasian Economic Union countries and Latin America.</p> <p>Sampo had a total revenue of Euro 52 million during the period October, 2017 – September, 2018.</p>
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 Sampo is an Associate of the Company and as such a Related Party. Consequently, the proposed acquisition of 822 Equity Shares and 192 Compulsorily Convertible Preference Shares ("CCPS") is a Related Party Transaction and would be done at an arm's length basis.</p> <p>None of the promoter / promoter group / group companies of the Company have any interest in Sampo, except to the extent of Sampo being an associate of the Company.</p>
c)	industry to which the entity being acquired belongs;	Farm Equipment Sector
d)	objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its	The Investment is intended to consolidate our presence in combine harvesters in the global markets, which is in furtherance to the main line of business of the Company.



	business is outside the main line of business of the Company);	Post-acquisition of Shares, Sampo would continue to remain an Associate of the Company.
e)	brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
f)	indicative time period for completion of the acquisition;	Around 4 weeks.
g)	nature of consideration - whether cash consideration or share swap and details of the same	Cash
h)	cost of acquisition or the price at which the shares are acquired;	Total acquisition cost is Euro 46,59,534 (equivalent to around Rs.37.74 crores at the foreign exchange rate of Rs.81 per Euro), as under: <ul style="list-style-type: none"> • 822 Equity Shares at Euro 3,333 per share; and • 192 CCPS at Euro 9,999 per CCPS.
i)	percentage of shareholding / control acquired and / or number of shares acquired;	The Company has agreed to acquire 822 Equity Shares and 192 CCPS pursuant to which, the voting rights of the Company in Sampo, would increase from 35% to upto 49.04%. The CCPS are convertible into equity at the option of the Company from the date of making the investment till 10 years and would be compulsorily converted into equity at the anniversary of 10 th year based on Fair Market Value.
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)	Sampo was founded in 1853 and is based out of Pori, Finland. Sampo is a manufacturer of combine harvesters and forest machinery with market presence in Europe, CIS and Algeria. Turnover details: <ul style="list-style-type: none"> • Year ended 30th September, 2016: Euro 53 million • Year ended 30th September, 2017: Euro 40 million • Period 1st October 2017 to 30th September, 2018: Euro 52 million

