

REF:NS:SEC:
3rd September, 2020

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 today signed (i) a Share Purchase Agreement for purchase of additional 1,825 Equity Shares, 4,480 Seed Compulsory Convertible Cumulative Participating Preference Shares (Seed CCCPS) and 589 Series A Compulsory Convertible Cumulative Participating Preference Shares (Series A CCCPS) of **Carnot Technologies Private Limited ("Carnot")**, an Associate of the Company, from its existing Shareholders ("**Secondary Purchase**") and (ii) a Share Subscription and Shareholders Agreement for subscription of 2,298 Series B Compulsory Convertible Cumulative Participating Preference Shares (Series B CCCPS) of Carnot ("**Primary Infusion**").

The Company holds approximately 6.48% of the equity share capital (22.91% of the share capital on a fully diluted basis) of Carnot and post completion of the above transaction, the Company will hold approximately 15.60% of the equity share capital (48.05% of the share capital on a fully diluted basis) of Carnot.

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.

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. 17.3 crores for the Financial Year ended 31 st March, 2020.
b)	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? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	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. However, the Secondary Purchase(s) is/are not a Related Party Transaction. 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.
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;	On or Before 30 th September, 2020
g)	nature of consideration - whether cash consideration or share swap and details of the same	The consideration will be paid in cash.
h)	cost of acquisition or the price at which the shares are acquired;	Approximately Rs. 12 crores comprising of: (i) Primary Infusion of approximately Rs.3 crore (subscription of 2,298 Series B CCCPS of Rs. 100 each at a premium of Rs. 12,954.42 per CCCPS) and (ii) Secondary Purchase of approximately Rs.9 crore (purchase of 1,825 Equity Shares of Rs.10 each at a premium of Rs. 13,044.42 per Equity Share, 4,480 Seed CCCPS of Rs.100 each at premium of Rs. 12,954.42 per CCCPS and 589 Series A CCCPS of Rs.100 each at premium of Rs. 12,954.42 per CCCPS).
i)	percentage of shareholding / control acquired and / or number of shares acquired;	The Company currently holds approximately 6.48% of the equity share capital (22.91% of the share capital on a fully diluted basis) of Carnot and post these transactions (Primary Infusion and Secondary Purchase), the shareholding of the Company will enhance to approximately 15.60% of the equity share capital (i.e. 48.05% 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"> ○ FY20: Rs.17.3 crore ○ FY19: Rs.3.3 crore ○ FY18: Rs.2.4 crore