

REF:NS:SEC:

18<sup>th</sup> October, 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.

**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 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Mumbai Bench of the National Company Law Tribunal ("NCLT") has sanctioned the Scheme of Amalgamation of Defence Land Systems India Limited, a wholly owned subsidiary of Mahindra Defence Systems Limited ("the Transferor Company") with Mahindra Defence Systems Limited, a wholly owned subsidiary of the Company ("the Transferee Company") and their respective Shareholders and Creditors ("the Scheme").

The Certified Copy of this Order sanctioning the Scheme has been filed electronically by the Transferor Company and the Transferee Company with the Registrar of Companies, Maharashtra, Mumbai on 18<sup>th</sup> October, 2017 and the Scheme has become effective from 18<sup>th</sup> October, 2017.

The details of the subsidiaries as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015 is attached to the Annexure to this letter.

This is for your information.

Kindly acknowledge receipt.

Yours faithfully,  
For MAHINDRA & MAHINDRA LIMITED

  
NARAYAN SHANKAR  
COMPANY SECRETARY

Encl: As above.

## 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 amalgamation / merger, details in brief such as size, turnover etc.	<p><b>Defence Land Systems India Limited (Transferor Company)</b> Turnover as on 31<sup>st</sup> March, 2017: Rs.3,279.13 Lakhs.</p> <p><b>Mahindra Defence Systems Limited (Transferee Company)</b> Turnover as on 31<sup>st</sup> March, 2017: Rs.34,644.07 Lakhs.</p>
b)	<p>Whether the transaction 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.</p> <p>The Transferor Company and Transferee Company are Subsidiary and Holding Company and as such related party to each other.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No.30/2014 dated 17<sup>th</sup> July, 2014 that transactions arising out of Compromises, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 1956/Companies Act, 2013, will not attract the requirements of section 188 of the Companies Act, 2013.</p>
c)	Areas of Business of the Entities.	<p><b>Defence Land Systems Limited (Transferor Company):</b></p> <p>To undertake and carry on the business of manufacturing, dealing and trading in all kinds of weapon systems, surveillance communication equipments, armaments, simulators and devices including but not limited to mines, guns &amp; mortars, all kinds of vehicles, whether armoured or un-armoured including prototypes, assemblies, sub-assemblies, parts, components, accessories, fitments to any &amp; all such devices/equipment and integration of vehicles meant for Ministry of Defence, other Ministries, their Departments, including but not limited to Police and Paramilitary forces.</p> <p><b>Mahindra Defence Systems Limited (Transferee Company):</b></p> <p>To undertake and carry on the business of design, development, manufacture, supply, dealing, operating, trading, overhaul, repair, maintenance and service of all kinds of defence and non-defence</p>



		systems; weapon systems, simulators and devices and components or structures thereof for defence and non-defence applications. Integration of systems and subsystems for use by armed forces, Consultancy, training, implementation, management and audit in the areas of Information Security, Physical Security, Homeland Security, Critical Infrastructure Security, IT Systems & Network Security, Applications Security, Web & Software Security, Change Management & Training, Business Continuity, Disaster Recovery, Governance, Loss Prevention, Fraud Risk Management, Forensics, Third Party Assessment and other allied areas with the objective of derisking the business and mitigation of loss arising from such Security Risks.
d)	Rationale for amalgamation/merger	The proposed Scheme of Amalgamation of the Transferor Company with the Transferee Company is aimed at achieving the following primary benefits: <ul style="list-style-type: none"> <li>• Synergy between the Transferee Company and the Transferor Company in order to fulfil various defence contracts;</li> <li>• Operational efficiencies on account of cost rationalisation;</li> <li>• The Transferee Company post-merger would be in a better position to bid/participate for larger defence and homeland security projects.</li> </ul>
e)	In case of cash Consideration -amount or otherwise share exchange ratio.	Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, neither any consideration will be paid nor shall any share be issued by the Transferee Company to the Shareholders of the Transferor Company.
f)	Brief Details of change in shareholding pattern (if any) of listed entity.	No Change.

