

REF: NS: SEC:

18<sup>th</sup> September, 2019

**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: Cessation of Subsidiary**

The Company has received an intimation from Mahindra Defence Systems Limited, an unlisted wholly owned subsidiary of the Company ("MDSL"), that the Mumbai Bench of the National Company Law Tribunal ("NCLT") has sanctioned the Scheme of Amalgamation (Merger by Absorption) of Mahindra Defence Naval Systems Limited (Formerly Mahindra Defence Naval Systems Private Limited), a wholly owned subsidiary of MDSL ("MDNSL"), with MDSL and their respective Shareholders and Creditors ("the Scheme").

The Certified Copy of this Order sanctioning the Scheme has been filed electronically by MDSL and MDNSL with the Registrar of Companies, Maharashtra, Mumbai on 18<sup>th</sup> September, 2019 and the Scheme has become effective from 18<sup>th</sup> September, 2019.

Pursuant to the said Scheme being made effective, MDNSL has ceased to be a subsidiary of MDSL and in turn of Company with effect from 18<sup>th</sup> September, 2019.

The details 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.

## Cessation of Subsidiary

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>1. <b>Mahindra Defence Naval Systems Limited</b> (Formerly Mahindra Defence Naval Systems Private Limited) ("MDNSL" or "Transferor Company")</p> <p><u>Turnover for the year ended 31<sup>st</sup> March, 2019:</u> Rs. 2,552.19 Lakhs.</p> <p>2. <b>Mahindra Defence Systems Limited</b> ("MDSL" or "Transferee Company")</p> <p><u>Turnover for the year ended 31<sup>st</sup> March, 2019:</u> Rs. 25,948.73 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>MDNSL being a subsidiary of MDSL which in turn is a subsidiary of the Company, are related parties to each other and to the Company. However, the Company is not a party to the Scheme and as such this is not a Related Party transaction for the Company.</p> <p>None of the promoter/ promoter group/ group companies have any interest in this transaction, except to the extent shareholding held by the Company in MDSL.</p> <p>Pursuant to the said Scheme being made effective, MDNSL has ceased to be a subsidiary of the MDSL and in turn of Company with effect from 18<sup>th</sup> September, 2019.</p>
c)	Areas of Business of the Entities.	<p>The Transferor Company is engaged in manufacturing and selling of launchers and other components meant for defence purposes which are primarily used by navy. The Transferee Company is engaged in design, development, manufacture, supply, dealing, operating, trading, overhaul, repair, maintenance and service of all kinds of defence vehicle and other defence equipment including training to armed forces people through specific equipment.</p>

d)	Rationale for amalgamation/merger	<p>The Scheme of Amalgamation of the Transferor Company with the Transferee Company is aimed at achieving the following primary benefits:</p> <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 rationalization.</li> </ul>
e)	In case of cash Consideration –amount or otherwise share exchange ratio.	Since the Transferor Company is wholly owned subsidiary of the Transferee Company, neither any consideration will be paid nor will any shares be issued by the Transferee Company to the shareholders of Transferor Company.
f)	Brief Details of change in shareholding pattern (if any) of listed entity.	No Change.