Mahindra

Mahindra & Mahindra Ltd.
Mahindra Towers,
Dr. G. M. Bhosale Marg, Worli,
Mumbai 400 018, India

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Regd. Office:
Gateway Building, Apollo Bunder,
Mumbai 400 001, India

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March 6, 2013

The Managing Director
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Dear Sirs,

Subject: Announcement of the floor price for the proposed offer for sale of equity shares of Mahindra Holidays & Resorts India Limited by its Promoter, Mahindra & Mahindra Limited, pursuant to the SEBI circular number CIR/MRD/DP/18/2012 dated July 18, 2012 as amended through circular no. CIR/MRD/DP/04/2013 dated January 25, 2013

Mahindra & Mahindra Limited (the "**Seller**"), the promoter of Mahindra Holidays & Resorts India Limited ("**Company**"), proposes to sell an aggregate of 3,400,000 equity shares of Rs. 10 each (such equity shares referred to as the "**Sale Shares**") representing 4.02% of the equity share capital of the Company on the separate window provided by the stock exchanges for this purpose (such sale referred to hereinafter as the "**Sale**") in terms of the circular number CIR/MRD/DP/18/2012 dated July 18, 2012 as amended through circular no. CIR/MRD/DP/04/2013 dated January 25, 2013, issued by Securities and Exchange Board of India ("**SEBI**") on "Comprehensive guidelines on Offer For Sale of Shares by Promoters through the Stock Exchange Mechanism" (the "**SEBI OFS Guidelines**") and the notice number 20120222-34 dated February 22, 2012, notice number 20120228-30 dated February 28, 2012, notice number 20120727-26 dated July 27, 2012 and notice number 20130129-23 dated January 29, 2013 issued by Bombay Stock Exchange Limited (the "**BSE**") and the circular reference number 52/2012 dated August 2, 2012 and circular reference number 005/2013 dated January 30, 2013 issued by the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**").

In this regard, the Seller has submitted a notice dated March 5, 2013 ("the **Notice**") to the BSE and the NSE, a copy of which is set out in Annexure 1. As set out in paragraph 10 of the Notice, the Seller has opted to disclose the "Floor Price" for the Sale Shares.

Pursuant to clause 5(c)(i) of the Circular number CIR/MRD/DP/18/2012 dated July 18, 2012 and paragraph 10 of the Notice, the Seller now wishes to declare that "Floor Price" for the Sale Shares shall be Rs.270 (Rupees Two Hundred Seventy only) per equity share of the Company. The Seller requests you to disseminate the "Floor Price" to the market in accordance with the SEBI OFS Guidelines.

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Important Information

The Sale is personal to each prospective buyer (including individuals, funds or otherwise) registered with the brokers of the Stock Exchanges who makes a bid (each a "**Bidder**") and neither the Sale nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted or filed with any regulatory authority within or outside India.

The Sale is being carried out in accordance with the SEBI OFS Guidelines and subject to the circulars, rules and regulations of the Stock Exchanges. This is not public offer of the Sale Shares in India under the Companies Act, 1956, as amended (the "**Companies Act**") or any other jurisdiction. Accordingly, no documents have been or will be prepared as a "prospectus" or an offer document under the Companies Act, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, or registered or submitted for approval with the Registrar of Companies, the SEBI, the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in India or any other jurisdiction. The information/ commitments given to buyers are given solely on the basis of publicly available information together with the information contained in this Notice, and any information available on the stock exchanges or with SEBI previously published by the Company. The Sale is subject to the further terms set forth in the contract note to be provided to the prospective successful bidders.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in such Other Jurisdiction. Prospective purchaser should seek appropriate legal advice prior to participating in the Sale.

This Notice is not for publication or distribution in the United States and is not an offer for sale within the United States of any equity shares or other securities of the Company. Securities may not be offered or sold in the United States in the absence of registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), unless exempt from registration under the Securities Act. The Sale Shares will be offered only outside the United States in offshore transactions pursuant to Regulation S under the Securities Act ("**Regulation S**"). Purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with an available exemption from the registration requirements under U.S. securities laws.

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By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, (c) represented, agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be, (i) the beneficial owner of such Sale Shares, (ii) located outside the United States (within the meaning of Regulation S), (iii) purchasing such Sale Shares in an offshore transaction pursuant to Regulation S, and (iv) not a promoter/part of the promoter group of the Company or an affiliate of the Company or a person acting on behalf of such an affiliate.

By submitting a bid on behalf of a Bidder in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates or any person acting on its or their behalf (a) has offered or will offer and sell the Sale Shares in the United States, or (b) has engaged or will engage in any directed selling efforts with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares.

Yours sincerely,

For Mahindra & Mahindra Limited

Narayan Shankar
Company Secretary