

REF: NS: SEC:
5th January, 2015

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The Secretary
National Stock Exchange of India Ltd.,
Exchange Plaza, 3rd Floor,
Plot No.3-1, "G" Block, I.F.B.Centre,
Bandra-Kurla-Complex, Bandra(East),
Mumbai 400051.

Dear Sir,

Sub.: Disclosure in terms of Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("the Regulations")

The Company has on 5th January, 2015 received an intimation that the Allotment Committee of Directors of Mahindra CIE Automotive Limited ("Mahindra CIE") at its Meeting held on 2nd January, 2015, has allotted to Mahindra & Mahindra Limited, 6,49,75,298 Equity Shares of Rs.10 each representing 20.13% of the paid-up capital of Mahindra CIE pursuant to the Scheme of Amalgamation of Mahindra Hinoday Industries Limited, Mahindra Ugin Steel Company Limited, Mahindra Gears International Limited, Mahindra Investments (India) Private Limited, Participaciones Internacionales Autometal Tres, S.L. with Mahindra CIE and their respective shareholders and creditors approved by the High Court of Judicature at Bombay on 31st October, 2014. The Effective Date of this Scheme is 10th December, 2014.

Please find enclosed herewith the report under Regulation 10(6) of the Regulations.

Kindly acknowledge receipt.

Yours faithfully,
For Mahindra & Mahindra Limited


NARAYAN SHANKAR
COMPANY SECRETARY
Encl: a/a

C:\Users\207890\Desktop\Disclosures - MCIE\Takeover\Covering Letter - Reg 10(6) - MM_KCO.DOCX

Disclosure under Regulation 10(6) - Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Mahindra CIE Automotive Limited
2.	Name of the acquirer(s)	Mahindra & Mahindra Limited (M&M) #
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited National Stock Exchange of India Limited
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	The shares are allotted pursuant to the Scheme of Amalgamation of Mahindra Hinoday Industries Limited ("MHIL"), Mahindra Ugine Steel Company Limited ("MUSCO"), Mahindra Gears International Limited ("MGIL"), Mahindra Investments (India) Private Limited ("MIPL"), Participaciones Internacionales Autometal Tres, S.L. ("PIA 3") with Mahindra CIE Automotive Limited ("Mahindra CIE") and their respective shareholders and creditors ("Integrated Scheme") approved by the High Court of Judicature at Bombay on 31st October, 2014. The Effective Date of the Integrated Scheme is 10th December, 2014. Mahindra CIE had fixed 24th December, 2014 as the record date for identifying the shareholders of MHIL, MUSCO, MGIL, MIPL and PIA 3 (together referred to as "Transferor Companies") for issuing shares of Mahindra CIE pursuant to the Integrated Scheme. The shares were allotted on 2nd January, 2015 in lieu of M&M's Shareholding in MUSCO, MIPL and MGIL. The ratio under the Integrated Scheme was: a) 284 equity shares of the face value of Rs.10 each of Mahindra CIE for every 100 equity shares of the face value of Rs.10 each held by each shareholder in MUSCO b) 17 equity shares of the face value of Rs.10 each of Mahindra CIE for every 100 equity shares of the face value of Rs.10 each held by each shareholder in MIPL c) 20 equity shares of the face value of Rs.10 each of Mahindra CIE for every 100 equity

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		shares of the face value of EUR 1 each held by each shareholder in MGIL			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	The aforesaid allotment falls under the exemption provided under Regulation 10(1)(d)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011#.			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	N.A.			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller	N.A.		N.A.	
	b. Date of acquisition	N.A.		N.A.	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	N.A.		N.A.	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	N.A.		N.A.	
	e. Price at which shares are proposed to be acquired / actually acquired	N.A.		N.A.	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a. Each Acquirer / Transferee(*)	2,96,109	0.32%	6,52,71,407	20.22%
	b. Each Seller / Transferor	N.A.	N.A.	N.A.	N.A.



Notes:

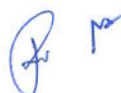
* Shareholding of each entity shall be shown separately and then collectively in a Group.

Mahindra and Mahindra Limited (M&M) and Participaciones Internacionales Autometal, Dos S.L.(PIA3) are Promoters of Mahindra CIE Automotive Limited (Mahindra CIE). PIA3 holds 53.21% in Mahindra CIE. M&M and PIA3 are not acting in concert with each other with regard to Mahindra CIE. Besides the above, Prudential Management and Services Private Limited which has been allotted 1.48%, is also a part of the Promoter Group of Mahindra CIE and is acting in concert with M&M. In aggregate, the Promoters and Promoter Group hold appx. 74.92%.

For MAHINDRA & MAHINDRA LIMITED



**NARAYAN SHANKAR
COMPANY SECRETARY**



Date: 5th January, 2015

Place: Mumbai

