(112)

Mahindra

Mahindra & Mahindra Ltd.
Mahindra Towers, Worli,
Mumbai 400 018 India.
Tel : +91 (022) 2493 1441, 2496 1441
Fax : +91 (022) 2497 5081

REF:NS:SEC:
9th February, 2012

The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

Dear Sir,

Sub: Court Convened Meeting of Equity Shareholders.

We enclose certified true copy of the Resolution passed by the Equity Shareholders at the Court Convened Meeting held on Tuesday, 7th February, 2012 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai – 400 020 approving the arrangement embodied in the Scheme of Arrangement between Mahindra Automobile Distributor Private Limited ("Demerged Company") and Mahindra and Mahindra Limited ("Resulting Company") and their respective Shar

Kindly acknowledge receipt.

Yours faithfully,
For MAHINDRA AND MAHINDRA

NARAYAN SHANKAR
COMPANY SECRETARY

Encl.

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Mahindra

Mahindra & Mahindra Ltd.
Mahindra Towers, Worli,
Mumbai-400 018 India
Tel: +91 (22) [illegible]
Fax: +91 (22) [illegible]

Certified True Copy of the Resolution passed by the Shareholders of Mahindra and Mahindra Limited at the Court Convened Meeting of the Equity Shareholders held on 7th February, 2012, at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai - 400 020

"RESOLVED that the Scheme of Arrangement between Mahindra Automobile Distributor Private Limited ("Demerged Company"/"MADPL") and Mahindra and Mahindra Limited ("Resulting Company"/"M&M") and their respective Shareholders and Creditors pursuant to sections 391 to 394 read with sections 78, 100 to 104 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 ("the Scheme") as placed before the Meeting, be approved.

FURTHER RESOLVED that the Board of Directors (which includes any Committee thereof or any Director or person authorised in this behalf) of the Company be authorised to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implement the arrangement as embodied in the Scheme and to make or accept such modifications or amendments or additions to the Scheme or consent to any conditions or limitations which the Board of Directors of the Company and MADPL may deem fit, accept such modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Bombay and/or by any other authority, while sanctioning the arrangement as embodied in the Scheme and execute all deeds, instruments and documents as are considered necessary or to review the position relating to satisfaction of the conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law) for bringing the Scheme into effect, and/or give such consents as may be required in terms of the Scheme."

CERTIFIED TRUE COPY
For MAHINDRA & MAHINDRA LIMITED

NARAYAN SHANKAR
COMPANY SECRETARY

Place: Mumbai
Date: 09.02.2012