

December 14, 2015

To

**The Manager,
Listing Department
Bombay Stock Exchange Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001.
FAX NO. : 022 2272 2037/39/41/61
Scrip Code : 532755

**The Manager,
Listing Department
National Stock Exchange of India Ltd.**
Exchange Plaza, 5th floor,
Plot No. – C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051.
FAX NO. : 022 26598237/38
NSE Symbol : TECHM

Dear Sir(s)

Sub: Outcome of Investment Committee Meeting held on December 14, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we wish to inform that the Investment Committee of the Board of Directors of the Company in its meeting held today approved the proposal to acquire Pininfarina.

In this regard, please find enclosed:

1. Disclosure containing the details pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 as Annexure 1.
2. Press Release on the acquisition as Annexure 2.

This is for your information and record.

Thanking you,

For Tech Mahindra Limited



G. Jayaraman
Company Secretary



Encl.: As above

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are given below:-

Sr. No.	Items for Disclosure	Description
1	Name of the target entity, details in brief such as size, turnover etc.;	Pininfarina S.p.A ("Pininfarina") is an automotive design and engineering services company providing services to global automotive OEMs such as BMW, Fiat, M&M, PSA and others. It had revenues of approximately Euro 86.6 mn. in CY 14. Pininfarina is listed on Milan Stock Exchange, Italy since 1986.
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	The acquisition of shares of Pininfarina is not a related party transaction. The promoter/ promoter group of the Company have no interest in the entity being acquired. The acquisition of shares of Pininfarina would be through a Special Purpose Vehicle (SPV). Tech Mahindra Limited, (Tech Mahindra) an Associate of Mahindra & Mahindra Limited (M&M) will hold 60% in this SPV and balance 40% in this SPV will be held by M & M
3	Industry to which the entity being	Pininfarina is in the Engineering



	acquired belongs;	Services & Automotive Design Industry.
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	This acquisition will broaden the engineering service offering which Tech Mahindra offers to its customers. With Pininfarina's high end designing and engineering capability, Tech Mahindra will be able to offer an end to end offering to its customers. Pininfarina is an iconic brand with a long and illustrious heritage. The high-end design and engineering capabilities of Pininfarina will bring Mahindra closer to its Aspiration of being a top 50 most admired global brand.
5	Brief details of any governmental or regulatory approvals required for the acquisition	The transaction is subject to applicable antitrust approvals, regulatory approvals, stock exchange approvals and approval of shareholders' of Pininfarina as may be required.
6	Indicative time period for completion of the acquisition;	The closing of the transaction is expected to take place within the first semester of 2016.
7	Nature of consideration - whether cash consideration or share swap and details of the same	The consideration would be in cash.



8	Cost of acquisition or the price at which the shares are acquired;	• The cost of acquiring a 76.06% stake in Pininfarina by the SPV would be Euro 25.3 million at a price of Euro 1.1 per share, which would be funded by Tech Mahindra and M&M in the ratio of 60% and 40% respectively. • The SPV would also make an open offer to the public shareholders of Pininfarina for the balance 23.94% stake at the same price of Euro 1.1 per share mentioned above. • The SPV would also infuse an amount of Euro 20 million into Pininfarina by way of a rights issue. • Tech Mahindra and M&M have also signed definitive agreement with the lenders, creditors and lessors of Pininfarina to restructure the existing debt of Pininfarina. • As part of the composite deal Tech Mahindra and M&M shall, on a joint and several basis, provide a corporate guarantee not exceeding Euro 114.5 million to the lenders, creditors and lessors of Pininfarina.
9	Percentage of shareholding /	• Tech Mahindra and M&M



	control acquired and / or number of shares acquired;	(through an SPV which would be held 60% by Tech Mahindra and 40% by M&M) would acquire a 76.06% stake in Pininfarina from Pincar (promoters of Pininfarina). Subsequently, the SPV will make an open offer to acquire additional 23.94% stake held by public shareholders of Pininfarina.
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	- Pininfarina is an independent Italian car design firm. - It was founded by Battista "Pinin" Farina in 1930. - Over the years, Pininfarina has been contracted by a wide variety of automobile manufactures to design vehicles. These firms have included long-established customers such as BMW, Ferrari, Alfa Romeo, Peugeot, Fiat, GM, Lancia, and Maserati.
		Since the 1980s Pininfarina has also designed high-speed trains, buses, trams, rolling stocks, automated light rail cars, people movers, yachts, airplanes, and private jets.



		With the 1986 creation of Pininfarina Extra they have been consulted on industrial design, interior design, architecture, and graphic design. Pininfarina Deutschland provides services to German customers, and Pininfarina also has a subsidiary in China. • The key strength of Pininfarina is its designing, engineering and operations business. • In 2014, the revenue of Pininfarina on a consolidated basis was Euro 86.6mn and EBITDA was Euro 7million. Pininfarina currently employs approximately 650 people. • Turnover of Pininfarina for the last three years: CY 2014: € 86,570,643 CY 2013: € 79,758,482 CY 2012: € 68,659,297
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Pininfarina becomes the latest jewel in Tech Mahindra crown



- Legendary styling brand behind Ferrari, Alfa Romeo, Peugeot and others to propel Tech Mahindra into the future of styling
- High-end styling and Engineering Services to complement existing engineering capability of Tech Mahindra
- Synergies to help pursue a larger market pie
- To upsell and cross-sell to the combined client base

December 14, 2015: Tech Mahindra Limited, a leading provider of IT, Networks and Engineering solutions and BPO services, and Mahindra & Mahindra, part of the global \$ 16.9 billion Mahindra Group, have jointly entered into an agreement with Pincar S.r.l., to purchase a controlling stake in Pininfarina S.p.A., an iconic Italian brand in automotive and industrial design.

Pininfarina's legendary brand status will allow Tech Mahindra powerful access to relationships the iconic designer has nurtured with the best in the world over its 85-year history, including with Ferrari, Alfa Romeo, Maserati and Peugeot. This will mean an opportunity for Tech Mahindra to influence product conceptualization and design & styling through Europe's best-in-class design house.

Terms

As part of the agreement, Tech Mahindra and M&M shall purchase 76.06 % of Pininfarina shares from the current controlling shareholder Pincar S.r.l. at a price of Euro 1.1 per share. This investment by Tech Mahindra and M&M shall be done via a joint venture company ("JVCo"), whose ownership shall be held 60 % by Tech Mahindra and 40 % by M&M.

This will be followed by an open offer for all the remaining ordinary shares of Pininfarina, at the same purchase price paid for the shares held by Pincar. A rights issue to infuse funds into the design & styling major will also be executed before the end of 2016.

Pininfarina will continue to remain an independent company, listed on the Milan Stock Exchange, with Mr Paolo Pininfarina continuing as the Chairman of its board.



World of Design

Where Customer eXperience determines the future of business, this acquisition will give Tech Mahindra a critical foothold in key, early-stage conversations in the automotive and other verticals. Tech Mahindra will also benefit from the designer's focused presence in Italy and Germany, the hotbeds of European automotive manufacturing, as well as in the US and an emerging automotive market, China.

For Pininfarina, the acquisition will mean an ability to leverage Tech Mahindra's presence across 90 countries and access to about 780 customers. Tech Mahindra's global delivery model will lend Pininfarina a newly heightened scale to its operations.

Reinforcing Tech Mahindra's vision of a world of Connected Solutions, this combine will enable a strong entry into automotive styling, exclusive vehicles design & development and reinforced body engineering capability. It also augments Tech Mahindra's Transportation, Aerospace & Industrial Design offerings. The synergy will help the duo cross-sell and up-sell their services to existing clients and help attract new ones.

More from the P-I-E

Pininfarina's philosophy of Purity, Innovation and Elegance will find a perfect fit with Tech Mahindra's world of connectedness – where design & styling will, hand in hand with engineering services, go after a larger market.

Tech Mahindra's well-entrenched Integrated Engineering Solutions (IES) business will complement Pininfarina's range of offerings. It is now equipped to pursue bigger opportunities in the outsourced Automotive Engineering Services industry that totals around USD 10 Billion with a CAGR of 8 per cent. The IES offering will be able to compete better with traditional western players, with styling, design and prototyping.

Brand with a History

Pininfarina is a styling company best known for its stunning designs of famous car brands – including Ferrari, GM, Peugeot and the Alfa Romeo. Started 85-years ago by founder Battista 'Pinin' Farina, the company is the Italian symbol for jaw-dropping car designs. It has designed almost 1,000 cars across brands over the years.

The company's enduring relationship with Ferrari began when 'Pinin' Farina and Enzo Ferrari met in 1951. Farina designed the first Ferrari, the 212, followed by the tremendously popular 250 GT. Farina's breath-taking designs took Hollywood by storm, too, inspiring the film 'Sabrina' starring Audrey Hepburn, William Holden and Humphrey Bogart, along with the Spider that Farina designed.

Mr. Anand Mahindra, Chairman of the Mahindra Group, commenting on Pininfarina joining the Mahindra family, said, "Pininfarina will add enormous value to Tech Mahindra's portfolio of engineering services. But just as important is the fact that the legendary high-end design credentials of Pininfarina will significantly enhance the design capabilities of the entire



Mahindra Group. Given the increasing design sensibilities of today's consumers, product design will greatly influence customer choice and experience, and hence our success".

"Our clients want more from us, consistently. Adding Pininfarina's legendary design skills to our Integrated Engineering Solutions enables a strong entry into Automotive styling, design & development and reinforces our body engineering capabilities. Further, Pininfarina's 25-year design expertise in industries beyond Automotive will give us that winning edge in areas such as Aerospace, Consumer Electronics, Architecture & Interiors and Transportation where we already have a strong footprint," according to CP Gurnani, CEO & Managing Director, Tech Mahindra.

Paolo Pininfarina, Chairman Pininfarina S.p.A. added, "In a globalized world, entrepreneurship and capital do not need a passport. We are joining hands with a \$ 3.9 Billion Technology & Global partner, and part of the \$ 16.9 billion global Mahindra Group, which will not only strengthen our Italian identity but will open more doors. Tech Mahindra's global presence and global delivery model will allow us to compete for a larger pie of the business."

About Tech Mahindra

Tech Mahindra represents the connected world, offering innovative and customer-centric information technology services and solutions, enabling Enterprises, Associates and the Society to Rise™. We are a USD 3.9 billion company with 105,200+ professionals across 90 countries, helping over 780+ global customers including Fortune 500 companies. Our innovation platforms and reusable assets connect across a number of technologies to deliver tangible business value to our stakeholders. Tech Mahindra is also amongst the Fab 50 companies in Asia as per the Forbes 2014 List.

We are part of the USD 16.9 billion Mahindra Group that employs more than 200,000 people in over 100 countries. The Group operates in the key industries that drive economic growth, enjoying a leadership position in tractors, utility vehicles, after-market, information technology and vacation ownership.

About Pininfarina

Pininfarina S.p.A. is an independent Italian car design company, founded and run by the Pininfarina family since 1930. Over the years, Pininfarina has designed vehicles for world renowned manufacturers like Ferrari, Alfa Romeo, Peugeot, M&M, Fiat, GM, Lancia, Maserati and Hyundai, among others. Pininfarina S.p.A. has also designed high-speed trains, buses, trams, rolling stocks, automated light rail cars, people movers, yachts, airplanes, and private jets. In addition, Pininfarina consults on industrial design, interior design, architecture, and graphic design.



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Certain statements in this release concerning the future prospects of Tech Mahindra Limited ("the Company" or "TechM") are forward-looking statements. These statements by their nature involve risks and uncertainties that could cause the Company's actual results differ materially from such forward looking statements. The Company, from time to time, makes written and oral forward-looking statements based on information available with the management of the Company and the Company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the Company

