

SML Mahindra Limited
Trucks & Buses

Regd. Office & Works:
Village Asron, Distt. Shahid Bhagat Singh
Nagar (Nawanshahr) Punjab – 144533
Tel +91 1881 270155

SML/SEC/2026-27-041
Date: 29th July 2026

Dy. General Manager- Corporate Relationship Department BSE Limited Corporate Services, PJ Towers, Dalal Street, Fort, Mumbai- 400001	The Secretary, National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai-400051
Scrip Code: 505192	Scrip Code: SMLMAH

Sub: Acquisition of Mahindra & Mahindra's Truck and Bus Division by the Company on a Slump Sale basis under Business Transfer Agreement

Ref: Intimation under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

Dear Sir/Ma'am,

This is to inform that the Board of Directors of SML Mahindra Limited ("**Company**") at its meeting held today, i.e., 29th July, 2026, based on the recommendation of the Audit Committee, approved the acquisition of the Truck and Bus Division together with its employees, assets, intellectual property, licenses, permits, insurance policies, contracts, interests, rights, and liabilities ("**MTBD Business Undertaking**") of Mahindra & Mahindra Limited ("**M&M**"), a holding company of the Company, as a going concern on a slump sale basis, under a Business Transfer Agreement ("**BTA**"), for a consideration of Rs. 525 crore, subject to working capital adjustments as set out in BTA.

The aforesaid transaction shall be undertaken pursuant to the terms and conditions set out in the BTA, proposed to be executed on or before 7th August 2026 between the Company and M&M.

The above approval is subject to receipt of the requisite shareholders' approval under Regulation 23 of the LODR Regulations and / or any other applicable provisions of the Companies Act, 2013 ("Companies Act") or the LODR Regulations.

The Board meeting of the Company commenced at 01:35 PM and concluded at 01:50 PM today.

The details as required under the LODR Regulations read with LODR Master Circular are attached as '**Annexure A**' to this letter.

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We also enclose herewith the Press Release being issued in this regard as **Annexure B**.

This intimation is also available on the website of the Company at <https://smlmahindra.com/>.

The above is for your information and records.

Yours faithfully,

**For SML Mahindra Limited
(Formerly SML Isuzu Limited)**

PARVESH MADAN
Company Secretary
pmadan@smlmahindra.com
ACS-31266

Enclosure: Annexure A & B

Annexure A

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S. No.	Particulars	Details
1.	Name of the target division, details in brief such as size, turnover etc.	The Board of Directors of the Company has approved the acquisition of truck and bus division of Mahindra & Mahindra Limited (“M&M”) together with its employees, assets, intellectual property, licenses, permits, insurance policies, contracts, interests, rights, and liabilities (“MTBD Business Undertaking”), as a going concern on a slump sale basis, under a Business Transfer Agreement (“BTA”). During the Financial Year 2025-26, MTBD Business Undertaking sold 14832 vehicles and posted a turnover of Rs. 2989 crore.
2.	Brief details of seller and whether any of the seller belong to the promoter/ promoter group/group companies. If yes, details thereof;	Mahindra & Mahindra Limited is a public limited company listed on the stock exchanges and is a holding company and promoter of the Company and holds 58.97% of the issued and paid-up equity share capital of the Company. Mahindra Truck and Bus is a division of Mahindra & Mahindra Limited, offering a comprehensive portfolio of light, intermediate, and heavy commercial trucks and buses for cargo and passenger transportation. The business is focused on delivering fuel-efficient, technologically advanced, and reliable transportation solutions. The same is being acquired on a going concern basis by way of a slump sale.
3.	Whether the acquisition of target division / transaction would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity from which of target division is being acquired? If	M&M is a holding company and promoter of the Company and holds 58.97% of the issued and paid-up equity share capital of the Company. Thus, the Company is a subsidiary of M&M in terms of Section 2(87) of the Companies Act, 2013. The equity shares of M&M are also listed on the BSE and NSE.

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S. No.	Particulars	Details
	yes, nature of interest and details thereof and whether the same is done at “arm’s length”.	The acquisition of MTBD Business Undertaking is a related party transaction. The acquisition is done on an arm’s length basis.
4.	Area of business of the entity(ies);	Seller: Mahindra & Mahindra Limited is primarily engaged in the business of mobility products and farm solutions. The Company offers a wide range of products and solutions ranging from SUVs, pick-ups, commercial vehicles and tractors to farm machinery, gensets and construction equipment. Buyer: SML is a listed company with well-recognized brands, strong heritage and pan-India presence in the ‘Trucks & Buses’ segment. The company has a market leading position in the ‘ILCV [Intermediate and Light Commercial Vehicles] Buses segment.
5.	Industry to which the entity being acquired belongs.	Not applicable.
6.	Rational / Objects and impact of acquisition of target division (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).	The acquisition is a strategic step towards creating a unified Truck & Bus business in Mahindra group with a comprehensive presence across light, intermediate and heavy commercial vehicles. The combined business is expected to benefit from enhanced scale, broader market coverage, a strengthened product portfolio and improved operational efficiencies. Overall, the transaction is expected to create a comprehensive, future-ready organization equipped with the scale, capabilities, and agility needed to drive sustainable long-term growth.
7.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
8.	Indicative time period for completion of the acquisition of target division.	The acquisition is proposed to be consummated on or before 31 st January, 2027, or such later date as may be mutually agreed upon by the parties, subject to SML shareholders’ approval and satisfactory fulfilment of the conditions precedent, in accordance with the terms of the BTA.

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S. No.	Particulars	Details
9.	Consideration - whether cash consideration or share swap or any other form and details of the same.	The consideration shall be in the form of cash. The MTBD Business Undertaking will be acquired for a cash consideration of Rs. 525 crore, subject to working capital adjustments as set out in BTA. The consideration amount payable for the transaction has been derived based on the valuation report obtained by the Company from BDO Valuation Advisory LLP.
10.	Cost of acquisition of target division and/or the price at which the shares are acquired.	Please refer to point no. 9 above
11.	Percentage of shareholding / control acquired and / or number of shares acquired.	Not Applicable
12.	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)	Not Applicable
13.	Brief details of change in shareholding pattern (if any) listed entity;	Since the transaction involves only the acquisition of MTBD Business Undertaking, the shareholding pattern of the Company will not be changed due to this transaction.

SML Mahindra Board Approves Acquisition of Mahindra Truck & Bus Division, Creating a Unified Truck & Bus Business

- Consolidates Mahindra Group's truck and bus businesses under a single focused entity
- Creates a comprehensive commercial vehicle portfolio across light, intermediate and heavy trucks, as well as buses
- Simplified operating structure expected to drive greater scale, synergy, sharper market focus and improved competitiveness
- Transaction is expected to be completed during FY2027

Mumbai, July 29, 2026: The Board of Directors of **SML Mahindra Limited ("SML")** has approved the acquisition of **Mahindra Truck and Bus Division ("MTBD")** from **Mahindra & Mahindra Limited ("M&M")** on a **slump sale basis**. The transaction is expected to be completed during FY2027.

The acquisition marks a significant milestone in SML's growth journey and represents a strategic step for Mahindra Group towards creating a **unified Truck & Bus business** with a comprehensive presence across light, intermediate and heavy commercial vehicles, as well as buses in the >3.5T CV segment.

Following M&M's acquisition of a **58.97% stake in SML Mahindra Limited (formerly SML Isuzu Limited)** from Sumitomo Corporation and Isuzu Motors Limited on August 1, 2025, and the subsequent mandatory open offer, the proposed transfer of MTBD to SML is a natural next step in creating a simplified operating model with sharper market focus, enhanced scale and improved competitiveness.

Dr. Anish Shah, Group CEO & MD, Mahindra Group, said, *"The transaction simplifies Mahindra Group's commercial vehicle business structure by consolidating truck and bus operations under SML Mahindra, creating a single focused entity dedicated to growth and leadership in the commercial vehicle sector. This is an important step towards our aspiration of building a leading position in the Truck & Bus segment and creating long-term value for all stakeholders."*

Mr. Rajesh Jejurikar, Executive Director and CEO, Auto and Farm Sector, Mahindra & Mahindra Ltd., said, *"This partnership is about unlocking the best of both organisations. By combining strengths of SML and Mahindra Truck & Bus, we can drive meaningful synergies across operations, technology and customer-facing domains while preserving the unique heritage and market positioning of both brands. Together, the two brands will be better placed to expand customer reach, enhance offerings and create greater value for all stakeholders."*

Mr. Vinod Sahay, Executive Chairman of SML, said, *"This acquisition is a transformative step in the evolution of SML Mahindra. By bringing together SML and Mahindra Truck & Business under one unified commercial vehicle platform, we are creating a stronger business with greater scale, broader market coverage and a more comprehensive product portfolio. The combination leverages the complementary strengths of both organizations and is expected to unlock significant commercial and operational synergies. We believe this transaction will enhance our competitiveness, improve operational effectiveness and create sustainable long-term value for our customers, employees, partners and shareholders."*

By bringing together the complementary strengths of SML and MTBD, the combined business is expected to benefit from enhanced scale, broader market coverage, a strengthened product portfolio and improved operational efficiencies. The transaction will create a stronger platform to serve customers across multiple applications and segments while enhancing the Company's ability to compete in an increasingly dynamic and consolidated commercial vehicle market.

As part of the transaction, the Company will acquire the Mahindra Truck & Bus business as a going concern on a slump sale basis. Manufacturing of Mahindra branded trucks and buses will continue to be undertaken by M&M under a contract manufacturing arrangement, ensuring continuity of supply and operational stability.

About Mahindra Group

Founded in 1945, the Mahindra Group is one of the largest and most admired multinational federation of companies with 324000 employees in over 100 countries. It enjoys a leadership position in farm equipment, utility vehicles, information technology and financial services in India and is the world's largest tractor company by volume. It has a strong presence in renewable energy, agriculture, logistics, hospitality and real estate.

The Mahindra Group has a clear focus on leading ESG globally, enabling rural prosperity and enhancing urban living, with a goal to drive positive change in the lives of communities and stakeholders to enable them to Rise.

Learn more about Mahindra on www.mahindra.com / Twitter and Facebook: @MahindraRise/ For updates subscribe to <https://www.mahindra.com/news-room>

About SML Mahindra Limited (Formerly SML Isuzu Limited)

SML, established in 1983, is a listed company with well-recognized brands, strong heritage and pan-India presence in the 'Truck & Bus' segment. The company has a market leading position in the 'ILCV [Intermediate and Light Commercial Vehicles] Buses segment.

About Mahindra Truck and Bus Division ("MTBD")

Mahindra Truck and Bus is a division of Mahindra & Mahindra Limited, offering a comprehensive portfolio of light, intermediate, and heavy commercial trucks and buses for cargo and passenger transportation. The business is focused on delivering fuel-efficient, technologically advanced, and reliable transportation solutions.

For media queries:

Swati Khandelwal

SVP & Head – Group Communications
Mahindra Group

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