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Mahindra

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REF:NS:SEC:
4th September, 2015

National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400051.

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

Bourse de Luxembourg
Societe de la Bourse de Luxembourg
Societe Anonyme/R.C.B. 6222,
B.P. 165, L-2011 Luxembourg.

London Stock Exchange Plc
10 Paternoster Square
London EC4M 7LS.

Dear Sirs,

Sub: Telephonics Corporation to increase equity stake in Mahindra Telephonics from 26% to 49%

Please find enclosed a Press Release issued by the Company.

Kindly take the above on record.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED

NARAYAN SHANKAR
COMPANY SECRETARY

Encl: a/a

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Mahindra TELEPHONICS

Press Release

For Immediate Dissemination

Telephonics Corporation to increase equity stake in Mahindra Telephonics from 26% to 49%

- The Foreign Investment Promotion Board, India (FIPB) has approved an increase in Telephonics USA shareholding in MTIS from 26% to 49%
- The joint venture has already started manufacturing weather radars in India.

September 4, 2015, Mumbai: Mahindra Telephonics Integrated Systems (MTIS) has recently received approval on August 14, 2015 from the Foreign Investment Promotion Board, India (FIPB) for Telephonics Corporation to increase its equity stake in MTIS from 26% to 49%. Steps are being taken by both the partners to implement the transaction.

The US$ 16.9 billion Mahindra Group and Telephonics Corporation (USA) a, subsidiary of Griffon Corporation (NYSE:GFF), formed their joint venture, Mahindra Telephonics Integrated Systems Ltd. (MTIS) in March 2013. At that time, Mahindra Defence Systems (MDS) took a 74% stake in the JV with Telephonics taking the remaining 26%.

Mahindra Telephonics was the first Defence Aerospace joint venture company to address the growing need for defence electronics & RF Systems in India with a particular focus on airborne radars. MTIS has a state of the art production facility near Faridabad in Haryana where it currently manufactures airborne weather radars systems.

Commenting on this development **Mr. S P Shukla, Group President – Aerospace & Defence Sector, Mahindra Group and Chairman of MTIS** said, "We are delighted to announce that MTIS has transitioned successfully into an operational defence electronics company. This latest development is a reflection of Telephonics confidence in the JV and will enhance our access to world class innovation and technologies."

According to **Mr. Joseph Battaglia, President and Chief Executive Officer, Telephonics Corporation,** "Telephonics is excited about the growth prospects for the aerospace and defense electronics markets in India. We are committed to our joint venture, MTIS, which is crucial to our continued efforts to expand and service this key growth market with our proven mission critical radar and electronic communications products."

About Telephonics

Telephonics' high-technology engineering and manufacturing capabilities provide integrated information, communication and sensor system solutions to military and commercial markets worldwide. Telephonics specializes in aircraft intercommunication systems, wireless communication systems, radars, identification friend or foe products, integrated security systems, air traffic management systems, aerospace electronics, and the performance of threat and radar system analyses.

About Griffon Corporation

Griffon Corporation, headquartered in New York, N.Y., is a diversified management and holding company that conducts business through wholly-owned subsidiaries. The Company oversees the operations of its subsidiaries, allocates resources among them and manages their capital structures. The Company

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Mahindra TELEPHONICS

provides direction and assistance to its subsidiaries in connection with acquisition and growth opportunities as well as in connection with divestitures. Griffon also seeks out, evaluates and, when appropriate, will acquire additional businesses that offer potentially attractive returns on capital to further diversify itself.

About Mahindra Aerospace and Defence Sector

Mahindra Aerospace has led the Mahindra Group's foray into utility aircraft and aerostructure manufacturing since 2008. Its utility aircraft business, based in Australia, currently produces the Airvan 8, the most capable, rugged and versatile utility aircraft in its class. Certified in 38 countries, over 200 are in service. Mahindra Aerospace is also developing a 10-seat turboprop, the Airvan 10, which is scheduled for certification in 2015.

Mahindra Defence has companies engaged in catering to needs of all three wings of Defence forces – Army, Airforce and Navy. Range includes armoured vehicles, underwater warfare equipment, radars and surveillance equipment's.

About Mahindra

The Mahindra Group focuses on enabling people to rise through solutions that power mobility, drive rural prosperity, enhance urban lifestyles and increase business efficiency.

A USD 16.9 billion multinational group based in Mumbai, India, Mahindra employs more than 200,000 people in over 100 countries. Mahindra operates in the key industries that drive economic growth, enjoying a leadership position in tractors, utility vehicles, information technology, financial services and vacation ownership. In addition, Mahindra enjoys a strong presence in the agribusiness, aerospace, components, consulting services, defence, energy, industrial equipment, logistics, real estate, retail, steel, commercial vehicles and two wheeler industries.

In 2014, Mahindra featured on the Forbes Global 2000, a comprehensive listing of the world's largest, most powerful public companies, as measured by revenue, profit, assets and market value. The Mahindra Group also received the Financial Times 'Boldness in Business' Award in the 'Emerging Markets' category in 2013.

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