

REF:NS:SEC:

17th September, 2022

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.

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

Agreement(s) for Partial Divestment of stake held by Mahindra Holdings Limited ("MHL"), a wholly owned subsidiary of the Company, in Mahindra Susten Private Limited, wholly owned subsidiary of MHL and of the Company and related transactions

With reference to the captioned subject, we would like to inform you that Mahindra Holdings Limited ("MHL") a wholly owned subsidiary of the Company, Mahindra Susten Private Limited ("MSPL") a wholly owned subsidiary of MHL and of the Company, and 2452991 Ontario Limited ("2OL"), a wholly owned subsidiary of Ontario Teachers' Pension Plan Board, have today entered into a Share Purchase Agreement and Shareholders' Agreement ("Agreements"). The terms of the Agreements *inter alia* provide for the following:-

- ✓ Sale of 30% of the Paid-Up Equity Share Capital of MSPL by MHL to 2OL ;
- ✓ Sale of an additional 9.99% of the Paid-Up Equity Share Capital of MSPL by MHL to any other investor(s) or 2OL or any of its affiliates ("Ontario Teachers' ") by 31st May, 2023 ; and
- ✓ Subject to applicable laws and regulations, formation of an Infrastructure Investment Trust ("InvIT") with MSPL and Ontario Teachers' as Sponsors, which will own identified operational assets housed in Special Purpose Vehicles ("Project SPVs").

This will enable the Mahindra Group to unlock value in the Renewable Energy Sector and it will continue to invest along with Ontario Teachers' to help realise its twin objectives of accelerated growth and global leadership in ESG.

Consequent to the sale of stake by MHL in MSPL, MSPL would cease to be a wholly owned subsidiary of MHL. However, with MHL holding more than 50% of the equity share capital of MSPL, it would continue to be a subsidiary of MHL and in turn of the Company.

The details as required under the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are given in Annexures A and B to this letter. Please also find enclosed a Press Release being issued in this regard.

Yours faithfully,

For MAHINDRA & MAHINDRA LIMITED

NARAYAN SHANKAR
COMPANY SECRETARY

Encl: as above

Annexure A

Sale of Stake in Mahindra Susten Private Limited ("MSPL") by Mahindra Holdings Limited ("MHL"), a wholly owned subsidiary of the Company

| Sr. No. | Details of Events that need to be provided | Information of such events(s) |
|---------|---|---|
| a. | The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year; | <p>Mahindra Susten Private Limited ("MSPL")</p> <ul style="list-style-type: none"> ➤ The Revenue from Operations of MSPL for the year ended 31st March, 2022 was Rs. 595.48 Crores which contributed 0.66% to the Consolidated Revenue from Operations of the Company. ➤ The Net Worth of MSPL as on 31st March, 2022 was Rs. 997.67 Crores which contributed 2.12% of the Consolidated Net Worth of the Company. |
| b. | Date on which the agreement for sale has been entered into; | 17 th September, 2022 |
| c. | The expected date of completion of sale/disposal; | Around December, 2022 |
| d. | Consideration received from such sale/disposal; | <ul style="list-style-type: none"> ➤ Mahindra Holdings Limited ("MHL") has agreed to sell part of its shareholding in MSPL i.e. 30% of the paid-up equity share capital of MSPL to 2452991 Ontario Limited ("2OL") for a cash consideration of Rs. 711 Crores at an equity valuation of Rs. 2,371 Crores, subject to closing adjustments. ➤ Sale of additional 9.99% of the Paid-Up Equity Share Capital of MSPL by MHL to any other investor(s) or 2OL or any of its affiliates ("Ontario Teachers' ") by 31st May, 2023 for such consideration as may be mutually agreed by the parties. |
| e. | Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof; | <p>Buyer - 2OL</p> <p>2OL is a subsidiary of Ontario Teachers' Pension Plan Board (OTPP) which is a global investor with net assets of CAD \$242.5 billion that invests in more than 50 countries in a broad array of assets including public and private equities, fixed income, credit, commodities, natural resources, infrastructure, real estate and venture growth to deliver retirement income for 333,000 working members and pensioners.</p> <p>The Buyer does not belong to the promoter/promoter group/ group companies of the Company.</p> |
| f. | Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"; | The aforesaid transaction would not fall within the ambit of related party transactions. |
| g. | Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/ merger, shall be disclosed by the listed entity with respect to such slump sale; | Not Applicable |

Annexure B

Share Purchase Agreement and Shareholders' Agreement entered into between Mahindra Susten Private Limited ("MSPL") and Mahindra Holdings Limited ("MHL"), subsidiaries of the Company with 2452991 Ontario Limited

| Sr. No. | Details of Events that need to be provided | Information of such events(s) |
|---------|---|--|
| a) | Name of the entity(ies) with whom agreement/ JV is signed; | The following entities have today entered into a Share Purchase Agreement and Shareholders' Agreement ("Agreements"):- a) Mahindra Holdings Limited ("MHL") a wholly owned subsidiary of the Company; b) Mahindra Susten Private Limited ("MSPL") a wholly owned subsidiary of MHL and in turn that of the Company; and c) 2452991 Ontario Limited ("2OL") a wholly owned subsidiary of Ontario Teachers' Pension Plan Board. |
| b) | Area of agreement/ JV ; | The Agreements <i>inter alia</i> provide for the following :- ✓ Sale of 30% of the Paid-Up Equity Share Capital of MSPL by MHL to 2OL; ✓ Sale of an additional 9.99% of the Paid-Up Equity Share Capital of MSPL by MHL to any other investor(s) or 2OL or any of its affiliates ("Ontario Teachers' ") by 31 st May, 2023; ✓ Subject to applicable laws and regulations, formation of an Infrastructure Investment Trust ("InvIT") with MSPL and Ontario Teachers' as Sponsors, which will own identified operational assets housed in Project SPVs. |
| c) | Domestic/International; | Not Applicable |
| d) | Share exchange ratio JV ratio ; | Not Applicable |
| e) | Scope of business operation of agreement JV ; | The Agreements <i>inter alia</i> provide for the following series of transactions, subject to applicable laws and regulations and upon fulfillment of terms and conditions as laid down in the said Agreements:- ➤ Divestment by MHL of part of its shareholding in MSPL i.e. 30% of the paid-up equity share capital of MSPL to 2OL. ➤ Sale of an additional 9.99% of the Paid-Up Equity Share Capital of MSPL by MHL in the second tranche to any other investor(s) or Ontario Teachers' by 31 st May, 2023. ➤ Divestment by MSPL of its entire stake i.e. 100% of paid up equity share capital held in Mahindra Teqo Private Limited ("TEQO") |

| Sr. No. | Details of Events that need to be provided | Information of such events(s) |
|---------|--|---|
| | | <p>and 51% of paid up equity share capital held in Marvel Solren Private Limited ("Solren"), subsidiaries of MSPL and in turn that of MHL and of the Company, to Mahindra Telecom Energy Management Services Private Limited, a wholly owned subsidiary of the Company.</p> <ul style="list-style-type: none"> ➤ Formation of an Infrastructure Investment Trust ("InvIT") with MSPL and Ontario Teachers' as Sponsors. The Company along with MSPL would effectively hold approximately 35% of the units of InvIT in the aggregate and the balance 65% would be effectively held by Ontario Teachers' and other investors. ➤ Formation of Investment Management company ("IM") by the Company and/or any of its subsidiaries, wherein ultimately 40% shareholding would be held by the Company and/or any of its subsidiaries and the balance 60% would be held by Ontario Teachers'. ➤ Formation of Project Management company as a subsidiary of IM. ➤ Sale/transfer/hiving off of identified operational assets (pertaining to ~360 MWp portfolio) by MSPL to a new company to be incorporated or any other entity ("NewCo"), which would ultimately be transferred/ sold to InvIT to be settled against units of InvIT. ➤ Divestment of entire 100% stake by MSPL in Mahindra Renewables Private Limited ("MRPL") and Mega Suryaurja Private Limited ("MSUPL"), wholly owned subsidiaries of MSPL to InvIT, by way of transfer/ sale of shares to be settled against units of InvIT. ➤ Partial sale of InvIT units by the Company and/or by MSPL to Ontario Teachers' and/or any other investors. ➤ Subsequent to the formation of InvIT, MSPL would repay outstanding Loan(s) of Rs. 575 Crores advanced by the Company as of 31st March 2022, <i>inter alia</i> out of the funds realised by MSPL from partial sale of units of InvIT. ➤ Mahindra Group and Ontario Teachers' have agreed to invest an amount of around Rs. 4,550 Crores to grow MSPL's future portfolio. In addition, there would be contributions by each party to the InvIT. |