MAHINDRA COMPOSITES LIMITED

Registered Office: 145, Nehru Nagar Road, Mumbai-Pune Road, Pimpri, Pune 411018, Maharashtra;
Tel: +91 20 2742 5265; Fax: +91 20 2742 5272

Post Offer Advertisement under Regulation 18(12) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Open Offer ("**Offer**") for acquisition of up to 1,164,616 Equity Shares of Mahindra Composites Limited ("**Target Company**") from the Shareholders of the Target Company by Participaciones Internacionales Autometal Dos, S.L., ("**Acquirer**") along with Autometal S.A., ("**AUTOMETAL**"), and CIE Automotive S.A., ("**CIE**"), hereinafter together referred to as persons acting in concert with the Acquirer ("**PACs**")

This Post Offer Advertisement is being issued by Kotak Mahindra Capital Company Limited (**"Manager to the Offer"**), on behalf of Acquirer and the PACs, pursuant to Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI (SAST) Regulations**") in respect of the Offer to acquire fully paid-up equity shares of ₹ 10 each ("**Equity Shares**") of the Target Company. The detailed public statement (**"DPS"**) with respect to the Offer was made on June 21, 2013 (Friday) in The Financial Express, Jansatta, Loksatta (Pune edition) and Mumbai Lakshadeep (Mumbai edition).

1. Name of the Target Company : Mahindra Composites Limited
2. Name of the Acquirer and PACs : Participaciones Internacionales Autometal Dos, S.L.
Autometal S.A.
CIE Automotive S.A.
3. Name of the Manager to the Offer : Kotak Mahindra Capital Company Limited
4. Name of the Registrar to the Offer : Sharepro Services India Private Limited
5. Offer Details :
   a. Date of Opening of the offer : September 27, 2013
   b. Date of Closure of the offer : October 11, 2013
6. Date of Payment of Consideration : October 22, 2013
7. Details of Acquisition

Sl. No	Particulars	Proposed in Offer Document	Actuals
7.1	Offer Price	₹ 74.70	₹ 74.70
7.2	Aggregate number of shares tendered	1,164,616	1,210,483
7.3	Aggregate number of shares accepted	-	1,164,616
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	₹ 86,996,815.20	₹ 86,996,815.20
7.5	Shareholding of the Acquirers before Agreements/Public Announcement (No. & %)	Nil	Nil
7.6	Shares Acquired by way of Agreements • Number • % of Fully Diluted Equity Share Capital*	 1,561,203 34.85%	 1,561,203 34.85%
7.7	Shares Acquired by way of Open Offer • Number • % of Fully Diluted Equity Share Capital*	 1,164,616 26.00%	 1,164,616 26.00%
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	Nil	Nil
7.9	Post offer shareholding of Acquirer • Number • % of Fully Diluted Equity Share Capital*	 2,725,819 60.85%	 2,725,819 60.85%
7.10	Pre & Post offer shareholding of the Public^ • Number • % of Fully Diluted Equity Share Capital*	Pre-Offer: 2,502,088 (55.86%) Post-Offer: 1,337,472 (29.86%)	Pre-Offer: 2,502,088 (55.86%) Post-Offer: 1,337,472 (29.86%)

** based on Diluted Equity Capital of 4,479,291 Equity Shares as defined in paragraph 84 of the Letter of Offer.*

^ Existing Promoter Group continues to hold 416,000 Equity Shares (9.29% of Fully Diluted Equity Share Capital)

Capitalised terms used but not defined in this Advertisement shall have the meanings assigned to such terms in the Public Announcement and/or the DPS. The Acquirer and the PACs, and their respective directors, accept full responsibility for the information contained in this Post Offer Advertisement and also accepts responsibility for the obligations of the Acquirer and the PACs laid down under the SEBI (SAST) Regulations.

A copy of this Post Offer Advertisement is expected to be available on the website of SEBI (http://www.sebi.gov.in)

Issued by the Manager to the Offer on behalf of the Acquirer and the PACs:

kotak®
Investment Banking

Kotak Mahindra Capital Company Limited
27 BKC, 1st Floor, Plot No. C-27, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051
Tel: +91 22 4336 0000, Fax: +91 22 6713 2445
Contact Person: Mr. Ganesh Rane
Email: project.mclopenoffer@kotak.com

Place: Mumbai
Date : October 25, 2013

PRESSMAN
Ad size: 12x25