

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a shareholder(s) of Punjab Tractors Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement, Form of Withdrawal and Transfer Deed to the member of the stock exchange through whom the said sale was effected.

Mahindra and Mahindra Limited

a company incorporated under the Indian Companies Act, 1913
(Registered Office: Gateway Building, Apollo Bunder, Mumbai - 400001
Tel: +91 22 2202 1031 Fax: +91 22 2287 5485)

AND

Mahindra Holdings & Finance Limited

a company incorporated under the Companies Act, 1956
(Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400018
Tel: +91 22 2493 1441 Fax: +91 22 2497 5081)

MAKE A CASH OFFER AT Rs. 360/- PER FULLY PAID UP EQUITY SHARE TO ACQUIRE
12,151,140 fully paid up equity shares of Rs. 10 each representing 20% of the voting equity capital of

Punjab Tractors Limited

a company incorporated under the Companies Act, 1956
(Registered Office: Phase IV, Industrial Area, Sahibzada Ajit Singh Nagar, Mohali, Punjab -160055
Tel: +91 172 2271620-27 Fax: +91 172 2272731)

Note:-

- This Offer is being made pursuant to and in accordance with Regulations 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, and subsequent amendments thereof.
- This Offer is not subject to a minimum level of acceptance by shareholders of Punjab Tractors Limited.
- The Offer is subject to the statutory and regulatory approvals and clearances from Central Government of India and RBI required to acquire Shares tendered pursuant to this Offer (described in Section VI).
- If there is any upward revision of the Offer Price by the Acquirers till the last permitted date for revision viz. June 7, 2007 or withdrawal of the Offer, the same would be informed by way of a public announcement in the same newspapers in which the original Public Announcement had appeared. Such revised Offer Price would be payable for all the Shares tendered anytime during the Offer and accepted under the Offer.
- Shareholders, who have accepted the Offer by tendering the requisite documents, in terms of the Public Announcement/ Letter of Offer, can withdraw the same up to three working days prior to the closure of the Offer viz. June 13, 2007.
- **If there is a competitive bid: (i) the public offers under all the subsisting bids shall close on the same date; (ii) As the Offer Price cannot be revised during seven working days prior to the closing date of the offers / bids, it would therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.**
- **There has been no competitive bid.**
- A copy of the Public Announcement and this Letter of Offer (including the Form of Acceptance cum Acknowledgement and the Form of Withdrawal) is expected to be available on SEBI's website (www.sebi.gov.in).

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
	Kotak Mahindra Capital Company Limited Bakhtawar, 3rd floor, 229, Nariman Point, Mumbai 400 021 Tel: +91 22 6634 1110 Fax: +91 22 2284 0492 Contact Person: Chandrakant Bhole Email: ptl.offer@kotak.com For investor complaints: kmccredressal@kotak.com		Sharepro Services (India) Private Limited Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai 400 099 Tel: +91 22 2821 5168 Fax: +91 22 2837 5646 Contact Person: V Kumaresan Email: ptloffer@shareproservices.com

Activity	Original Schedule		Revised Schedule	
	Date	Day	Date	Day
Issue of Public Announcement	12-Mar-07	Monday	12-Mar-07	Monday
Specified Date	12-Mar-07	Monday	12-Mar-07	Monday
Last date for a competitive bid, if any	2-Apr-07	Monday	2-Apr-07	Monday
Last date by which Letter of Offer will be dispatched to the Shareholders	23-Apr-07	Monday	24-May-07	Thursday
Offer Opening Date	3-May-07	Thursday	28-May-07	Monday
Last date for revising the Offer Price/ Offer Size	11-May-07	Friday	07-Jun-07	Thursday
Last date for withdrawing acceptance of the Offer	17-May-07	Thursday	13-Jun-07	Wednesday
Offer Closing Date	22-May-07	Tuesday	16-Jun-07	Saturday
Date by which the acceptance / rejection would be intimated and the corresponding payment for the acquired Shares and / or the share certificate(s) / demat delivery instruction for the rejected Shares will be dispatched / issued	5-Jun-07	Tuesday	30-Jun-07	Saturday

RISK FACTORS:

- **Risks related to the Offer:-**

- The Offer along with any obligation to make payment for, or purchase the shares tendered and accepted is subject to the statutory and regulatory approvals and clearances from Central Government and RBI required to acquire Shares tendered pursuant to this Offer. In the event that either the Central Government or the RBI does not grant approval, the Offer would stand withdrawn in terms of the Regulations (as defined herein). For further details see paragraph 88 of this Letter of Offer.
- In the event that either (a) a regulatory approval is not received in a timely manner (b) there is a litigation leading to stay on the Offer or (c) SEBI instructs the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of the Target Company whose Shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirers may be delayed.
- The Shares tendered in the Offer will lie to the credit of a designated escrow account, till the completion of the Offer formalities. The Acquirers make no assurance with respect to the market price of the Shares both during the Offer period and upon completion of the Offer, and disclaim any responsibility with respect to any decision by shareholders on whether or not to participate in this Offer.

- **Risks related to association with the Acquirers**

- The Acquirers make no assurances with respect to the financial performance of the Target Company.

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KEY DEFINITIONS

Acquirers	M&M and MHFL as defined herein below
Agreement	On March 8, 2007, the Acquirers entered into a Share Purchase Agreement ("SPA") with (a) South Asia Regional Fund, CDC-PTL Holdings Ltd., CDC Financial Services (Mauritius) Ltd. ("Actis Group") and (b) Vic Enterprises Pvt. Ltd., Acee Enterprises, Puran Associates Pvt. Ltd. and Mohit Burman ("Burman Family") (Actis Group together with Burman Family the "Sellers") to acquire 26,325,370 fully paid up equity shares representing 43.3% of total issued and fully paid up equity capital of Punjab Tractors Limited ("PTL")("Target Company") at a price of Rs. 360/- (Rupees Three Hundred and Sixty only) ("Negotiated Price") per fully paid up equity share. The total consideration payable in cash for the above transaction is Rs. 947,71,33,200 (Rupees Nine Hundred Forty Seven Crore Seventy One Lakh Thirty Three Thousand and Two Hundred only) (the "Agreement").
BSE	Bombay Stock Exchange Limited, Mumbai
FEMA	Foreign Exchange Management Act 1999
Form	Form of Acceptance-cum-Acknowledgement attached to this Letter of Offer
Letter of Offer	This Letter of Offer dated May 21, 2007
M&M	Mahindra and Mahindra Limited, a company incorporated under the Indian Companies Act, 1913 (Registered Office: Gateway Building, Apollo Bunder, Mumbai - 400 001 Tel: +91 22 2202 1031 Fax: +91 22 2287 5485)
Manager to the Offer	Kotak Mahindra Capital Company Limited, the merchant bankers appointed by the Acquirers pursuant to regulation 13 of the Regulations, having its registered office at Bakhtawar, 3rd Floor, 229 Nariman Point, Mumbai – 400021
MHFL	Mahindra Holdings & Finance Limited, a company incorporated under the Companies Act, 1956 (Registered Office: Mahindra Towers, P.K.Kurane Chowk, Worli, Mumbai – 400018 Tel: +91 22 2493 1441 Fax: +91 22 2497 5081)
NSE	The National Stock Exchange of India Limited
Offer	Offer being made by the Acquirers for 12,151,140 Shares to the public shareholders of the Target Company at the Offer Price payable in cash
Offer Price	Price of Rs. 360/- (Rupees Three Hundred and Sixty only) per Share
Offer Size	12,151,140 Shares representing 20% of the voting equity capital of the Target Company

Persons eligible to participate in the Offer	All shareholders/bona-fide beneficial owners (registered or otherwise) of Shares of the Target Company, except the Acquirers and the parties to the Agreement
PTL / Target Company	Punjab Tractors Limited, a company incorporated under the Companies Act, 1956 (Registered Office: Phase IV, Industrial Area, Sahibzada Ajit Singh Nagar, Mohali, Punjab-160055 Tel: +91 172 2271620-27 Fax: +91 172 2272731)
Public Announcement/PA	Announcement of this Offer made on behalf of the Acquirers to the shareholders of the Target Company published on March 12, 2007 which appeared in all editions of Financial Express except Chandigarh, all editions of Jansatta, Mumbai edition of Navshakti and Jalandhar edition of Ajit. The PA appeared in Chandigarh edition of Financial Express on March 13, 2007.
RBI	The Reserve Bank of India
Registrar to the Offer	Sharepro Services (India) Private Limited, the registrar appointed by the Acquirers having their registered office at Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai 400 099
Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto
SEBI	Securities and Exchange Board of India
Share	Fully paid up equity share of Target Company having a face value of Rs. 10 each
Shareholders	Shareholders of the Target Company
SPA	Share Purchase Agreement between the Acquirers and the Sellers for the Acquisition
Specified Date	March 12, 2007 being the date for the purpose of determining the names of the Shareholders to whom the Letter of Offer will be sent
Stock Exchanges	BSE and NSE
Voting Capital	Equity share capital comprising 60,755,700 Shares of the Target Company as on date of PA (i.e. March 12, 2007)

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the Regulations.

I. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF PUNJAB TRACTORS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER (S), PACs OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER (S) IS (ARE) PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER (S) DULY DISCHARGES ITS (THEIR) RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 22, 2007 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 1997 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER (S) FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.

II. DETAILS OF THE OFFER

Background of the Offer

1. This open offer ("Offer") is being made by the Acquirers in compliance with regulations 10 and 12 of the Regulations. This Offer is subject to the receipt of certain approvals as more fully set forth in the section entitled "Statutory Approvals".
2. On March 8, 2007, the Acquirers entered into a Share Purchase Agreement ("SPA") with (a) South Asia Regional Fund (Address: 4th Floor, Les Cascades, Edith Cavell Street, Port Louis Mauritius, Phone: +230 212 9800, Fax: +230 212 9833), CDC-PTL Holdings Ltd. (Address: 4th Floor, Les Cascades, Edith Cavell Street, Port Louis Mauritius, Phone: +230 212 9800, Fax: +230 212 9833), CDC Financial Services (Mauritius) Ltd. (Address: 4th Floor, Les Cascades, Edith Cavell Street, Port Louis Mauritius, Phone: +230 212 9800, Fax: +230 212 9833) ("Actis Group") and (b) Vic Enterprises Pvt. Ltd., (Address: 4th Floor, Les Cascades, Edith Cavell Street, Port Louis Mauritius, Phone: +230 212 9800, Fax: +230 212 9833) Acee Enterprises (Address: 4th Floor Punjabi Bhavan 10 Rouse Avenue, New Delhi -110002, Phone: +91 11 42786000, Fax: +91 11 23222051), Puran Associates Pvt. Ltd (Address: 4th Floor Punjabi Bhavan 10 Rouse Avenue, New Delhi -110002, Phone: +91 11 42786000, Fax: +91 11 23222051) and Mohit Burman (Address: 4th Floor Punjabi Bhavan 10 Rouse Avenue, New Delhi -110002, Phone: +91 11 42786000, Fax: +91 11 23222051) ("Burman Family") (Actis Group together with Burman Family the "Sellers") to acquire 26,325,370 fully paid up equity shares representing 43.3% of total issued and fully paid up equity capital of Punjab Tractors Limited ("PTL") ("Target Company") at a price of Rs. 360/- (Rupees Three Hundred and Sixty only) ("Negotiated Price") per fully paid up equity share. The total consideration payable in cash for the above transaction is Rs. 947,71,33,200 (Rupees Nine Hundred Forty Seven Crore Seventy One Lakh Thirty Three Thousand and Two Hundred only)(the "Agreement").

The total consideration payable to the Sellers under SPA and duly executed forms ("Instruction Slips") for the purpose of the transfer of shares under SPA to the Acquirers shall lie in an escrow account subject to receipt of all necessary governmental and/ or regulatory authorizations, approvals, orders, consents or filings in India including obtaining the approvals set out in paragraph 88 of this Letter of Offer and completion of the Acquirers' obligations under the Regulations. The SPA is not to be acted upon by the Acquirers or the Sellers unless all provisions of the Regulations are complied with by the Acquirers.

The Sellers are not part of the promoter group of the Target Company.

3. The Acquirers have deposited in an account with Kotak Mahindra Bank Limited, 36-38A, Nariman Bhavan, 227 Nariman Point, Mumbai – 400 021, an amount of Rs. 437,44,10,400 (Rupees Four Hundred Thirty Seven Crore Forty Four Lakh Ten Thousand and Four Hundred only) in cash, amounting to 100% of the consideration payable to the shareholders assuming full acceptance under the Offer. Hence in accordance and in compliance with regulation 22(7) of the Regulations, the Acquirers are entitled to appoint their nominees on the board of directors of the Target Company after a period of 21 days from the date of PA. The Acquirers intend to nominate, subject to vacancies, two persons for appointment as directors on the board of directors of the Target Company in its board meeting to be held on May 22, 2007. The Acquirers have an ability under regulation 22(7) of the Regulations to nominate such further directors as may be possible, and may in future appoint such

directors in accordance with the Companies Act and the Articles of Association of the Target Company.

4. The Acquirers and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the SEBI Act, 1992. Since the date of the Public Announcement to the date of this Letter of Offer, the Acquirers have not acquired any Shares.
5. M&M has neither acquired nor have been allotted any share of the Target Company in the 12 months period prior to date of the PA. MHFL has acquired 788,655 Shares of the Target Company in the 12 months period prior to date of this PA. The highest price paid for the acquisition during this period was Rs. 259.87 / share and the average price for the acquisition was Rs. 248.47 / share.
6. As on date of the PA, M&M does not hold any Shares in the Target Company and MHFL holds 793,655 Shares representing 1.3% of the voting equity capital of the Target Company

Details of the proposed Offer

7. In accordance with regulation 14(4) of the Regulations, the Acquirers have made a Public Announcement on March 12, 2007, being within four working days from the date of signing of the SPA of the Agreement viz. March 8, 2007, which appeared in all editions of Financial Express except Chandigarh, all editions of Jansatta, Mumbai edition of Navshakti and Jalandhar edition of Ajit. The PA appeared in Chandigarh edition of Financial Express on March 13, 2007. The corrigendum to PA on May 3, 2007, corrigendum to PA on May 18, 2007 and corrigendum to PA on May 21, 2007, appeared in all editions of Financial Express, all editions of Jansatta, Mumbai edition of Navshakti and Jalandhar edition of Ajit. A copy of the Public Announcement and copies of the corrigendum to PA and this Letter of Offer (including the Form of Acceptance cum Acknowledgement and the Form of Withdrawal) is expected to be available on SEBI's website (www.sebi.gov.in).
8. Pursuant to this Offer, the Acquirers propose to acquire 12,151,140 Shares of the Target Company representing 20% of the Voting Capital of the Target Company at a price of Rs. 360/- (Rupees Three hundred and Sixty only) for each Share to be paid in cash in accordance with the Regulations. This Offer is not conditional upon any minimum level of acceptance or any differential pricing.
9. To the extent of the Offer Size, all the Shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by the Acquirers.
10. The Shares to be acquired under this Letter of Offer are to be free from all liens, charges and encumbrances and will be acquired together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
11. The Letter of Offer is being sent to those Shareholders of the Target Company whose name(s) appeared in the Register of Members of the Target Company at the close of business hours on March 12, 2007, being the Specified Date, as required under the Regulations.
12. This Offer is made to all Shareholders of the Target Company except the Acquirers and the parties to the SPA.
13. There are no outstanding convertible instruments in the Target Company.

Object of the acquisition / Offer

14. The Offer to the shareholders of the Target Company, as explained in paragraph 2 above, is being made pursuant to regulations 10 & 12 of the Regulations involving substantial acquisition of Shares or voting rights accompanied with a change in control / management of the Target Company.
15. M&M is into manufacture and marketing of tractors, utility vehicles and light commercial vehicles while MHFL is engaged in business of investing in and lending to companies including group companies, providing fund support and earning dividend and/or interest. The Target Company manufactures agricultural tractors, power tillers, agricultural machinery & implements, forklifts and engineering equipment. The Acquirers and the Target Company have a common line of business as manufacturing tractors. The potential benefits to M&M are in the form of increased economies of scale and productivity. M&M also plans to optimally utilize the capacity of PTL in respect of tractors, forklifts, combine harvesters as well as the foundry.

III. BACKGROUND OF THE ACQUIRERS (INCLUDING DISCLOSURE UNDER REGULATION 21(3))

16. As described in paragraph 2 above, on March 8, 2007, the Acquirers entered into a Share Purchase Agreement ("SPA") with Actis Group and Burman Family to acquire 26,325,370 fully paid up equity shares representing 43.3% of total issued and fully paid up equity capital of Punjab Tractors Limited ("PTL") at a price of Rs. 360/- (Rupees Three Hundred and Sixty only).

DETAILS OF M&M

17. The details of M&M are provided in the table below

Name	Mahindra and Mahindra Limited
Address of the registered office	Gateway Building, Apollo Bunder, Mumbai – 400001(Tel: +91 22 2202 1031 ; Fax: +91 22 2287 5485)
Address of the corporate office	Mahindra Towers, P.K.Kurke Chowk, Worli, Mumbai – 400018(Tel: +91 22 2493 1441; Fax: +91 222497 5081)
Listing status	The equity shares of the company are currently listed on the BSE, NSE and the Calcutta Stock Exchange Association Limited. Application has been made to delist the equity shares from the Calcutta Stock Exchange Association Limited. The Global Depository Receipts of the company are listed on the Luxembourg Stock Exchange and the Foreign Currency Convertible Bonds are listed on the Singapore Exchange Securities Trading Limited
Promoters	Mr. Keshub Mahindra and Mr. Anand Mahindra are the promoters of M&M
Group	M&M is part of Mahindra Group
Relationship with MHFL	MHFL is a wholly owned subsidiary of M&M
Primary business	M&M is into manufacture and marketing of tractors, utility vehicles and light commercial vehicles
Experience	M&M was incorporated on October 2, 1945 as a private limited company under the Indian Companies Act, 1913 with the name Mahindra and Mohammed Limited. The name of the company was changed to Mahindra and Mahindra Limited on January 13, 1948. It was converted into a public limited company on June 15, 1955.

History and Major Areas of Operation:

18. M&M's main business is the manufacture and sale of tractors, utility vehicles, light commercial vehicles and three-wheelers. In the year ended March 31, 2006, M&M sold 147,591 vehicles and 85,029 tractors through its extensive dealer network in India and through exports. M&M has two main operating divisions:

- The Automotive Division, which designs, manufactures and sells UVs, LCVs and three-wheelers and their spare parts and accessories.
- The Tractor Division, which makes agricultural tractors and implements that are used in conjunction with tractors. The Tractor Division also sells tractor spare parts through its dealer and spare parts stockist network. This division has also ventured into the industrial engines business in order to leverage its design and manufacturing expertise.

M&M has eight state-of-the-art manufacturing facilities in India.

In November 2003, in recognition of its global competitiveness in terms of cost and quality, M&M received the Deming Prize awarded by the Japanese Union of Scientists & Engineers. M&M is the first tractor manufacturer in the world to receive this prize.

M&M is expanding its reach globally. It has set up a 100% subsidiary in USA to assemble tractors and has a joint venture with French auto giant Renault to manufacture Logan, their new sedan in India. M&M also has a tie-up with USA based International Truck & Engine Corporation to manufacture trucks in India. Besides the USA, M&M exports its products to several countries in Africa, Asia, Europe and Latin America.

19. The details of the Board of Directors of M&M are given below:

Name	Date of Appointment	Designation	Residential Address
Mr. Keshub Mahindra	23rd February, 1948	Chairman (Promoter)	9-10 St. Helen's Court, Dr. Gopalrao Deshmukh Marg, Mumbai 400026
Mr. Anand Mahindra	23rd November, 1989	Vice Chairman and Managing Director (Promoter)	Goolistan, 1st Floor, 65, Napean Sea Road, Mumbai – 400 006.
Mr. Deepak S. Parekh	29th August, 1990	Independent Director	9, Darbhanga Mansion, 12, Carmichael Road, Mumbai – 400026
Mr. Nadir B. Godrej	28th August, 1992	Independent Director	40D, B. G. Kher Marg, Malabar Hill, Mumbai – 400 026
Mr. M. M. Murugappan	28th August, 1992	Independent Director	"Coromandal House", 14, Boat Club Road, R. A. Puram, Chennai - 600 028
Mr. Bharat N. Doshi	28th August, 1992	Executive Director	8, St. Helen's Court, Dr. Gopalrao Deshmukh Marg, Mumbai – 400 026
Mr. A. K. Nanda	28th August, 1992	Executive Director	3, St. Helen's Court, Dr. Gopalrao Deshmukh Marg, Mumbai - 400 026
Mr. Narayanan Vaghul	31st October, 1996	Independent Director	Flat No.3, Sudharsan Apartments, New No.63, 1 Main Road, R. A. Puram, Chennai - 600 028
Dr. A. S. Ganguly	21st August, 1997	Independent Director	N6 PEMINO, Altamount Road, Mumbai - 400 026
Mr. R. K. Kulkarni	21st August, 1997	Independent Director	"SAMRUDDHI", Flat No.2, 1st Floor, TPS VI, Plot No.19, Relief Road, Santacruz (West), Mumbai - 400 054
Mr. Anupam Puri	30th January, 2001	Independent Director	17 East 16 Street (Apartment II), New York, N.Y. 10003-3147, U.S.A.
Mr. Thomas Mathew T.	29th May, 2006	Nominee of LIC	A-1, Jeevan Jyot, Setalvad Lane, Napean Sea Road, Mumbai – 400 026

None of these Directors is on the Board of Directors of the Target Company.

20. The details of experience and qualifications of the Board of Directors of M&M are given below:

Mr. Keshub Mahindra, Chairman

Mr. Keshub Mahindra has been the Chairman of the Board since 1963. A B.Sc. graduate from Wharton, University of Pennsylvania, he joined the Company as a Director in 1948. Mr. Mahindra is Chairman of the Board of Governors of Mahindra United World College of India, Vice-Chairman of Housing Development Finance Corporation Limited and Director of United World Colleges International (UK) Limited amongst other companies. Mr. Mahindra is associated with several committees. He is a member of the Prime Minister's Council on Trade & Industry, New Delhi, member of the Apex Advisory Council of ASSOCHAM, a Member of the Governing Board of Bombay First and President of the Governing Council of the University of Pennsylvania Institute for the Advanced Study of India, among others.

Mr. Mahindra was the President of the Bombay Chamber of Commerce and Industry, ASSOCHAM, the Indo-American Society and the Employers' Federation of India. He was also the Chairman of Indian Institute of Management, Ahmedabad, and was appointed by the Government to serve on a number of high level Committees including the Sachar Commission on Company Law & MRTP and the Central Advisory Council of Industries. Mr. Mahindra has received several national and international awards for his contribution to public life and industry, including the Chevalier De La Legion D'honneur, the Businessman of the Year 1989 of Business India Award, The Sir Jehangir Ghandy Medal for Industrial Peace 1994 of XLRI, Jamshedpur, the IMC Diamond Jubilee Endowment Trust Award in 1998, Dadabhai Naoroji International Award for Excellence & Lifetime Achievement, All India Management Association Lifetime Achievement Award for Management in 2003 and the "Lakshya Business Visionary Award 2006" instituted by NITIE and Indian Business School (IBS) Kolkata Lifetime Achievement Award presented by the Institute of Chartered Financial Analysts of India (ICFAI) in 2007.

Mr. Anand Mahindra, Vice Chairman and Managing Director

Mr. Anand Mahindra is Vice Chairman and Managing Director of Mahindra & Mahindra Ltd. After graduating from Harvard College and earning an MBA degree from the Harvard Business School, he returned to India and joined Mahindra Ugine Steel Company Ltd (MUSCO), the country's foremost producer of specialty steel, as Executive Assistant to the Finance Director. He rose to become President and Deputy Managing Director of MUSCO in 1989. During his stint at MUSCO, he initiated the Mahindra Group's diversification into the new business areas of real estate development and hospitality management. In 1991, he was appointed Deputy Managing Director of Mahindra & Mahindra Ltd., the flagship company of the Mahindra Group, and the country's dominant producer of off-road vehicles and agricultural tractors. In April 1997, he was appointed Managing Director of Mahindra & Mahindra Ltd and in January 2001 given the additional responsibility of Vice Chairman. His focus in Mahindra and Mahindra has been to drive a comprehensive change programme that has transformed the company and the Group into an efficient and aggressive competitor in the new liberalised economic environment in India.

Mr. Anand Mahindra is a Past President of the Confederation of Indian Industry, and of the Automotive Research Association of India (ARAI). He is also on the Board of the National Stock Exchange of India Limited. Mr. Anand Mahindra is the Co-Chairman of the International Council of the Asia Society, New York, and a member of the 2nd India Advisory Panel of International Enterprise Singapore. He is a member of the Board of Dean's Advisors of Harvard Business School, and also serves on the Advisory Committee of the Harvard University Asia Centre. Mr. Mahindra takes a keen interest in education in India and is on the Governing Board of several educational initiatives.

Mr. Anand Mahindra is the recipient of numerous national and international awards, including the 'Knight of the Order of Merit' by the President of the French Republic, the Rajiv Gandhi Award for outstanding contribution in the business field, the 2005 Leadership Award from the American India Foundation, Person of the Year 2005 by Auto Monitor, CEO of the Year from India Brand Summit 2006, and CNBC Asia Business Leader Award and India Business Leader Award for the year 2006.

Mr. Bharat N. Doshi, Executive Director

Mr. Bharat N. Doshi joined the Company in 1973 as an Executive. He is a fellow member of both the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India and has a Master's Degree in Law from the University of Bombay. He has participated in the Program for Management Development at the Harvard Business School.

In August 1992, he joined the Board as an Executive Director in charge of Finance and Accounts, Corporate Affairs and Information Technology. He has been the President of the Trade and Financial Services Sector since December 1994. Mr. Doshi serves on the Boards of several subsidiaries and associate companies in the Mahindra group and also as an Independent Director in companies outside the Mahindra group. Mr. Bharat N. Doshi is on the Board of Governors of the Mahindra United World College of India and Indian Institute of Management, Kozhikode. Mr. Doshi is a Member of the Managing Committee of Bombay Chamber of Commerce and Industry, the Advisory Board and Think Tank of the BCCI Trust for Economic Management Studies and is a founding member and member of the Governing Council of Indian Association of Corporate CFOs and Treasurers (InAct).

Mr. Doshi was a member of the High Powered Expert Committee constituted by the Ministry of Finance, Government of India, on Making Mumbai an International Financial Centre and is a member of the SEBI (Securities and Exchange Board of India) Committee on Disclosures and Accounting Standards (SCODA).

Mr. Doshi is a Fellow of the Salzburg Seminar on “Asian Economies: Regional and Global Relationships”, held in December 2000. Mr. Bharat N. Doshi was adjudged “India’s Best CFO” by the leading business fortnightly ‘Business Today’ in April 2005. He was also conferred the “CFO of the Year” Award, honouring financial excellence, instituted by IMA India, an associate of The Economist Group, in December 2005.

Mr. A. K. Nanda, Executive Director

Mr. A. K. Nanda holds a Degree in Law from the University of Calcutta, is a fellow member of the Institute of Chartered Accountants of India (FCA) and a fellow member of the Institute of Company Secretaries of India (FCS). He has also participated in a Senior Executive Programme at the London Business School. He joined the Group in 1973. He has held several important positions within the Group and was also the Company Secretary of the Company from 1987 to 2006. He joined the Board in August 1992 and is currently the Executive Director and President, Infrastructure Development Sector which includes areas such as property development, construction, leisure and lifetime holidays, infrastructure privatization projects and engineering consultancy. He has played a pioneering role in building Mahindra World Cities. Mr. Nanda is on the Boards of several subsidiaries and associate companies in the Mahindra Group. He is also on the Board of ABN AMRO Asset Management (India) Limited and is a Member of the Advisory Board for Asia Pacific in Barco Company Limited.

Mr. Nanda is a member of various committees of the Bombay Chamber of Commerce and Industry and Confederation of Indian Industry. He is the President of the Indo-French Chamber of Commerce and a member of the Council of EU Chambers of Commerce in India and a member of the Governing Board of Bombay First. He is the Chairman of “CII National Committee on Water” for 2006-07. He has chaired and spoken at various international conferences organised by the World Bank and UN sponsored agencies.

Mr. Deepak S. Parekh

Mr. Deepak Parekh is a Fellow member of the Institute of Chartered Accountants (England & Wales). He has been a Director of the Company since August 1990. He is the Chairman of the Audit Committee of the Company. He is also the Executive Chairman of the Housing Development Finance Corporation Limited.

Mr. Parekh is renowned in the fields of finance and infrastructure and has been the recipient of several awards, including, the Qimpro Platinum Award for Quality (for his contribution to the services sector), the Businessman of the Year 1996 Award, from Business India, the JRD Tata Corporate Leadership Award, from the All India Management Association, and the Economic Times Lifetime Achievement Award 2003 and most recently i.e. in 2006, been awarded the Padmabhusan by the Government.

Mr. Nadir B. Godrej

Mr. N. B. Godrej joined the Board in 1992. He holds a Master of Science degree in chemical engineering from Stanford University and an MBA from Harvard Business School. He has been a Director of several Godrej companies since 1977 and has developed the animal feed, agricultural inputs and chemicals businesses of Godrej Industries and other associated companies, and has been very active in research. Besides his professional assignments, Mr Godrej was the former President of Oil Technologists’ Association of India, Indo-French Technical Association and the Compound Livestock Feed Manufacturers Association of India. He is currently the President of the Alliance Francaise de Bombay. Mr Godrej is the Chairman of Godrej Agroveter Limited and the Managing Director of Godrej Industries Limited. He is spearheading the Business Process Outsourcing initiative of the Godrej Group.

Mr. R K Kulkarni

Mr. R.K. Kulkarni has been a Director of the Company since 1997. He received a Master of Laws from the University of Bombay. He has been a practicing Advocate and Solicitor, and is currently all India Partner in Khaitan & Co., Advocates & Solicitors. Mr. Kulkarni has been in legal practice for over 35 years and prior to joining Khaitan & Co. was a partner of another leading firm for 26 years. Mr. Kulkarni has vast and hands-on experience in the legal field, with particular emphasis on Corporate and Commercial Law. He has considerable experience in the fields of mergers and acquisitions, joint ventures, capital markets and project finance for infrastructure projects. Mr. Kulkarni has participated in National & International conferences and seminars at which he has read papers on foreign direct investment in India, Infrastructure privatisation and reforms.

Mr. Narayanan Vaghul

Mr. Narayanan Vaghul was appointed to the Board of the Company in 1996. He is currently Chairman of the Board of ICICI Bank Limited. He has been associated with ICICI for several years as its Chairman and CEO, and has also served on the boards of directors of both the Central Bank of India and the Bank of India.

As the Chairman and a member of several committees and task forces, constituted by the Government and the RBI, Mr. Vaghul has been closely associated with policy formulation at a national level. He has worked on several assignments for the Asian Development Bank, the IFC and the World Bank. For a brief period he was the Chairman of the Government's Foreign Investment Advisory Board.

Mr. Anupam Puri

Mr. Anupam Puri was appointed to the Board of the Company in 2001. From 1970 to 2000, he was with McKinsey & Company ("McKinsey"). He worked globally with corporate clients in several industries on strategy and organisational issues, and served several governments and multilateral institutions on public policy. Mr. Puri spearheaded the development of McKinsey's India practice, oversaw the Asian and Latin American offices, and was an elected member of the Board. He is currently a Special Adviser for General Atlantic Partners. Mr. Puri holds an M. Phil in Economics, Nuffield College, Oxford University in 1969, a MA in Economics from Balliol College, Oxford University in 1967 and a BA in Economics from Delhi University, India in 1965.

Dr. A. S. Ganguly

Dr. A. S. Ganguly was appointed to the Board of the Company in 1997. Dr. Ganguly is currently the Chairman of Firstsource Solutions Limited and a Director on the Central Board of the Reserve Bank of India, since November 2000. Dr. Ganguly's principal professional career spanned 35 years with Unilever Plc/N.V. Dr. Ganguly graduated with distinction from the Bombay University and has obtained the M.S. and Ph.D. degrees from the University of Illinois, USA. Over the years, Dr. Ganguly has been a member of several government committees, including the Science Advisory Committee to the Prime Minister of India. He is presently a member of the Prime Minister's Council on Trade and Industry as well as the Investment Commission. More recently, he has been appointed a member of the National Knowledge Commission to the Prime Minister. Dr. Ganguly is also the recipient of the International Alumni Award for Exceptional Achievement for the academic year 2003-04, from the University of Illinois. In 2006, Dr. Ganguly was awarded the CBE (Hon) by the United Kingdom.

Mr. M. M. Murugappan

Mr. Murugappan has been a Director of the Company since August 1992. He holds a Bachelor of Technology degree in Chemical Engineering from the University of Madras and has a Master of Science in Chemical Engineering from the University of Michigan. He is a member of the Supervisory Board of the Murugappa Group of companies. He is the Chairman of Carborundum Universal Ltd. and Tube Investments of India Ltd. Apart from his many interests in business, Mr. Murugappan takes a keen interest in the development of various citizenship initiatives, particularly in education and health care. He serves on the Board of Governors of IIT Madras.

Mr. Thomas Mathew T., Nominee of LIC

Mr. Thomas Mathew T., Managing Director, LIC of India, is a Post-Graduate in Economics, Graduate in Law, Post-Graduate Diploma in Management (Marketing) and also an Associate of the Insurance Institute of India. He joined Life Insurance Corporation of India (LIC) in December 1977 as a Direct Recruit Officer. He took over charge as Managing Director of LIC on 24th March, 2006. Mr. Thomas Mathew has held various important assignments in LIC. He was the Zonal Manager of Western Zone of LIC, Chief (Marketing and International Operations) and Sr. Divisional Manager-in-Charge of 3 major Divisions. Mr. Mathew has attended various seminars and training sessions related to Insurance in India and abroad.

21. The total paid up capital of M&M is Rs. 24,537 Lakh, the face value of the shares is Rs. 10 per share and the market price of the share is Rs. 738.25 as of closing prices of date of PA (March 12, 2007)
22. The standalone financial details of M&M are as follows:

Financials for the years ending March 31, FY04, FY05 and FY06 are based on audited standalone financials of M&M and standalone financials for nine-months ended December 31, 2006 have been certified by the auditors in accordance with Clause 41 of the Listing Agreement.

Profit & Loss Statement

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06	Nine months ending December 31, 2006
Net Sales	488,546	653,074	798,877	700,434
Income from Operations and Other Income	17,198	23,831	33,777	45,807
Net Income	505,745	676,905	832,654	746,241
Total Expenditure	(442,853)	(588,962)	(725,466)	(635,337)
Profit before Depreciation, Interest, Amortization, Exceptional Items, Contingencies and Tax	62,892	87,944	107,188	110,904
Depreciation / Amortisation	(16,520)	(18,405)	(20,001)	(14,864)
Interest, Commitment and Finance Charges (Net)	(5,159)	558	1,840	4,695
Profit before Tax, Contingencies and Exceptional Items	41,213	70,096	89,028	100,735
Provision for Contingencies	(342)	(34)	(78)	-
Exceptional Items	2,948	1,355	21,001	11,384
Provision for Tax	(8,965)	(20,150)	(24,240)	(28,885)
Profit After Tax	34,854	51,267	85,710	83,234
Profit After Tax excluding Exceptional Items	31,906	49,912	64,709	71,850

Details of Exceptional Items

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Profit on sale of long-term investments	2,674	582	16,758
Profit on transfer of rights to carry on LCV business			4,840
Amortisation of retirement benefits under Voluntary Retirement Schemes	(239)	(526)	(597)
Benefit on early repayment of sales tax loan	2,558	2,125	
Provision for diminution in the value of certain assets substantially retired from active use	(1,307)	(826)	
Premium received on early redemption of certain long term investments	460		
Charge on account of opening balance of product launch expenses recognised as an expense	(1,200)		
Total	2,948	1,355	21,001

Balance Sheet

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Sources of Funds			
Paid up share capital	11,601	11,165	23,340
Employee Stock Options Outstanding	-	211	159
Reserves and Surplus (excluding revaluation reserves)	164,415	185,846	266,055
Networth	176,016	197,221	289,554
Secured Loan	48,523	33,682	21,668
Unsecured Loan	24,458	71,580	66,671
Deferred Tax Liability (Net)	20,325	18,975	14,675
Total	269,321	321,458	392,567
Uses of Funds			
Net fixed assets (including Capital WIP)	137,672	146,057	154,111
Investments	111,115	118,979	166,909
Net current assets	19,569	53,985	69,741
Total misc. expenditure not written off	964	2,438	1,805
Total	269,321	321,458	392,567

Other Financial Information

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06	Nine months ending December 31, 2006
Dividend (%)	90	130	100	-
Earning Per Share (Basic) (Rs.)	15.0	23.0	38.1	35.2
Earning Per Share (Diluted) (Rs.)	15.0	20.7	34.9	32.2
Return on Networth ^[1] (%)	19.8	26.0	29.6	-
Book Value Per Share ^[2] (Rs.)	150.9	174.5	123.3	-

^[1] Return on Networth calculated as: Profit After Tax / Closing Networth

^[2] Book Value per Share calculated as: Closing Networth after reducing Miscellaneous Expenditure / Total No. of shares outstanding

23. An analysis of the financial performance of M&M for the last three years is given below:

FY 2005-06

Reasons for improvement in sales:

- A more than 8% GDP growth during the year
- Good monsoons
- The continued good showing of Scorpio and the introduction of the New Scorpio with 43 additional customer centric features
- Continued thrust on Vehicle exports with the export of vehicles across the globe in Europe, South America, South-East Asia, Middle-East and Africa
- The further consolidation and growth of Engine business by 120%

Reasons for improvement in profits:

- a. Improvement in contribution margins arising out of increase in volumes
- b. Increase in Spare Parts and Overseas operations
- c. Reduction in interest costs
- d. The successful IPO of Mahindra & Mahindra Financial Services Ltd – a company subsidiary

FY 2004-05**Reasons for improvement in sales:**

- a. Low interest rates and easy access to financing continued to boost both Vehicle & Tractor volumes
- b. Good performance of the Indian economy with a healthy GDP growth of around 8%
- c. Good monsoons
- d. The continued good performance of Scorpio, Bolero and Maxx variants
- e. A 90% growth in the export of vehicles with the company commencing its international operations in South Africa, Uruguay, Malaysia and Middle-East
- f. The nascent Engine business of the company's Farm Equipment sector grew by 268%

Reasons for improvement in profits:

- a. The increase in sales and the resulting economies of scale
- b. Reduction in interest costs
- c. Increased dividend from subsidiaries, profit from sale of certain properties and benefits arising from early repayment of certain sales tax loans

FY 2003-04**Reasons for improvement in sales:**

- a. Reduction in interest rates and the consequent improvement in vehicle/ tractor financing
- b. The monsoon during the year was not only normal but also better distributed
- c. The success of Scorpio and the launch of Maxx pick-up, DI Engine and Soft-top versions of Bolero and improved version of Commander 650

Reasons for improvement in profits:

- a. Increased volumes and the consequent improvement in contribution
 - b. Steep decrease in interest costs due to buy-back and prepayment of certain long-term high cost debt
 - c. Benefits arising out of early repayment of certain sales tax loans
 - d. Profit on sale of certain long-term investments
24. Earlier acquisitions in Target Company made by M&M

M&M has neither acquired nor have been allotted any share of the Target Company in the 12 months period prior to date of the PA. As on date of the PA, M&M does not hold any Shares in the Target Company.

25. Significant accounting policies of M&M

(A) Fixed Assets :

- (a) All Fixed Assets are carried at cost less depreciation except Land & Buildings which were revalued as at 31st October 1984.
- (b) (i) Leasehold land is amortised over the period of the lease.
- (ii) Depreciation on assets is calculated on Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956, except for some assets for which a higher depreciation based on their useful lives is charged.
- (iii) Depreciation charge for each year is after deducting the Depreciation on the amount of revaluation of Land & Buildings.

(B) Intangible Assets :

All Intangible Assets are initially measured at cost and amortised so as to reflect the pattern in which the asset's economic benefits are consumed.

(C) Investments :

All long term investments are carried at cost less provision, if any, for decline other than temporary, in value of such investments. Current investments are valued at the lower of cost and fair value, determined by category of investment.

(D) Inventories :

Inventories are stated at cost or net realisable value, whichever is lower. Cost is arrived at on a weighted average method and includes, where appropriate, manufacturing overheads and excise duty. Long term contracts in progress are valued at cost.

(E) Miscellaneous Expenditure (to the extent not written off or adjusted)

Miscellaneous Expenditure (to the extent not written off or adjusted) include Finance Charges which are amortised over the period of borrowing and Separation Costs which are amortised over 5 years.

(F) Foreign Exchange Transactions :

All foreign currency monetary items are translated at the relevant rates of exchange prevailing at the year end with a contra charge to P&L account except where they are for acquisition of Fixed Assets from abroad in which case they are capitalised.

(G) Revenue Recognition :

Sales of products and services are recognised when the products are shipped or services rendered. Dividend from investments are recognised when the right to receive payment is established.

(H) Property Development Activity :

The Company accounts for income on the percentage to completion basis.

(I) Government Grants :

In view of the uncertainty in respect to the collection of these grants, such grants are accounted for as and when the disbursements are received.

(J) Retirement Benefits :

Retirement Benefits in respect of gratuity and leave encashable at retirement/cessation are provided for based on valuations, as at the Balance Sheet date, made by independent actuaries.

(K) Redemption Premium

Premium payable on redemption of Bonds / Debentures is fully provided and charged to Securities Premium Account in the year of issue.

(L) Product Warranty :

In respect of warranties given by the Company on sale of certain products, the estimated costs of these warranties are accrued at the time of sale. The estimates for accounting of warranties are reviewed and revisions are made as required.

(M) Taxes on Income :

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised, subject to consideration of prudence, on timing differences.

26. Status of Corporate Governance

M&M is in compliance with the Clause 49 of the Listing Agreement.

27. Compliance with Chapter II of Regulations

Chapter II of the Regulations are not applicable to M&M with respect to the Target Company.

28. Pending litigation matters if any

Cases filed against M&M

1. Civil Cases (other than described in the subsequent paras)

- a. M&M has 56 civil cases instituted against it. The aggregate amount claimed, in these cases is approximately Rs. 1,424.1 lakhs. These cases are filed by dealers alleging breach of dealer contract and claiming damages and compensation; wrongful termination of the dealership and restraining M&M from invoking the bank guarantees given by them as the case may be.
- b. Further there are 48 miscellaneous cases pending against M&M, whereunder an approximate amount of Rs. 866.9 lakhs has been claimed on the ground inter alia of non delivery of vehicles and compensation, replacement of defective vehicle; termination of dealership contract, money claims.

2. Employee Related Cases

- a. M&M has 355 cases filed by its suspended employees, ex-employees, contract workmen workmen and officers against M&M before labour courts and civil courts alleging ground such as illegal termination, suspension and claiming permanency and/ or for payment of back wages; insufficient or non-payment of voluntary retirement scheme compensation. The total claim in these cases aggregates to Rs 1,754.2 lakhs.
- b. Ten cases where Unions of employees at M&M's factory has filed cases against it claiming wages during the strike period and in another case claiming wrongful termination of its member employee, seeking permanency, stay on disciplinary actions, termination of services, transfer of employees, violating long terms settlements, committing unfair labour practices and restraining the shifting of manufacturing activity. The total claim involved in these cases aggregates to Rs. 675 lakhs.
- c. In another case M&M subcontractor's employees union has filed a case before Industrial Court claiming for a declaration for the employment in M&M and its business associates and claiming further for duty hours, payment of statutory dues viz. bonus, ESIC, PF etc.
- d. There is also another case where employees of another company have made M&M a formal party in a civil case, where no monetary claim has been made against M&M.
- e. Employees State Insurance Authority has claimed Rs 13.2 lakhs together with interest thereon from M&M for non payment of contributions toward persons who are alleged to be employees of M&M. M&M has challenged the claim and the Petition is pending hearing before the high court at Kolkata.

3. Property Related Cases

M&M has eight property related cases pending against it. The sum involved in these legal actions is about Rs. 151 lakhs; the nature of cases inter alia involve eviction and seeking return of possession of certain premises occupied by M&M; illegal erection of structures in property and encroachment in forest land and inadequate payment of stamp duty on the sale deed.

4. Consumer Cases

M&M has 965 cases filed by its customers against M&M, before various consumer courts such as District Forum, State Forum and National Forum, alleging deficiency in service, defects in the vehicle/tractor, delay in delivery etc., and claiming replacement of the tractors and vehicles and/or compensation. The total claim involved in these cases amounts to Rs. 1,314.9 lakhs.

5. Insurance Related cases/ Workmen's compensation cases

M&M is involved in 419 cases, where various claims have been made against M&M before the motor accidents claims tribunal (MACT) and or the commissioner of workmen's' compensation, along with the insurance companies or M&M. All insurance claims are by survivors or their heirs, third party claims, personal injury, fatal accidents occurring during the transit of the vehicles. Out of the above cases 374 cases are where M&M has been joined only as a necessary party.

6. Tax related litigation

a. Income Tax Cases

M&M has 55 unresolved income tax related cases before various authorities The amount claimed under the appeals aggregates to Rs. 16,286.4 lakhs.

b. Sales Tax

M&M has 44 sales tax related matter pending against it. The aggregate amount involved in the matters is approximately Rs. 1,020 lakhs.

c. Excise related Claims

M&M has 38 excise related matters pending against it, the aggregate amount involved in the matters is Rs. 38,579.8 lakhs.

Amongst the aforesaid cases, there is a dispute raised by the excise dept. for Rs. 30,411 lakhs in connection with the classification of M&M's Commander range of vehicles. M&M has contested this demand before the Appellate Tribunal and filed a Stay Application. On initial hearing of the stay application, the Tribunal directed M&M to pay Rs. 5,400 lakhs and to execute a bank guarantee of like amount. Since, a co-ordinate bench of the Tribunal had held in another proceeding that M&M had appropriately classified the vehicles,

M&M approached the Mumbai High Court, seeking to review the order of the Tribunal. The High Court has accepted M&M's plea and has remanded back the matter to the Appellate Tribunal for deciding it afresh and the same is now pending before the Appellate Tribunal. M&M, based on the legal advice, believes that the excise department's claim, is unsustainable in law, especially in the light of the favourable order received by M&M in respect of the same vehicle.

7. Criminal cases

There are 20 criminal cases pending against M&M before various courts and authorities in India filed by its dealers, customers and those under the Factories Act, 1948; IPC, Central Excise Act 1944, the Standing Orders Act, National Holiday Act and Contract Labour Act.

The aggregate of all the quantifiable amounts in relation to all the abovementioned claims is approximately Rs. 61,410 lakhs. There is no likely adverse impact on the Offer if any of the above matters are adversely held against M&M.

Cases filed by M&M

M&M has filed 47 cases before several authorities and courts involving inter alia civil matter relating to bouncing of cheques; recovery of money claim under various contractual arrangements; immovable property, specific performance and trademarks involving an aggregate sum of Rs. 3,718.8 lakhs.

29. Relevant details of any merger/ demerger / spin offs in last three years

M&M had entered into a Joint Venture (JV) with International Truck and Engine Corporation (ITEC) for manufacture of commercial vehicles in India.

Pursuant to the approval of the shareholders of M&M in July 2005, the Light Commercial Vehicle business was transferred by M&M to Mahindra International Private Limited (now Mahindra International Limited). In the future, this company will enter the Medium and Heavy Commercial Vehicles segment and participate to a larger extent in the Indian commercial vehicles market.

30. Compliance Officer

Narayan Shankar, Company Secretary, Mahindra Towers, P.K.Kurane Chowk, Worli, Mumbai – 400018, Phone No. : +91 22 2490 5624, Fax: +91 22 2490 0833, email id: narayan.shankar@mahindra.com

31. The Shareholding pattern of M&M as of date of Public Announcement is as follows:

SI No.	Shareholder's Category	No and Percentage of Share Held
1	Promoter and Promoter Group*	56,181,152 (22.90%)
2	Mutual Funds	13,951,570 (5.69%)
3	Banks, Financial Institutions, Insurance Companies	38,439,012 (15.67%)
4	Foreign Institutional Investors (FIIs)*	80,320,947 (32.73%)
5	Private Corporate Bodies	12,148,555 (4.95%)
6	Indian Public	25,007,292 (10.19%)
7	NRIs/ OCBs	2,186,593 (0.89%)
8	Bank of New York – Depository	17,136,144 (6.98%)
	Total	245,371,265** (100.00%)

*Foreign Institutional Investors does not include shareholding aggregating 117.50 lacs shares representing 4.79% of the paid-up share capital of the Company held by Aranda Investment (Mauritius) Pte Limited as the same is included under the category of Promoter and Promoter Group

** This refers to the total number of shares outstanding as of the date of the Public Announcement. This includes shares issued to the ESOP Trust. After 31/03/2006, the paid-up share capital has also increased due to allotment of shares on conversion of Foreign Currency Convertible Bonds.

DETAILS OF MHFL

32. The details of MHFL are provided in the table below

Name	Mahindra Holdings & Finance Limited
Address of the registered/ corporate office	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018 (Tel: +91 22 2493 1441; Fax: +91 22 2497 5081)
Listing Status	Unlisted
Group	MHFL is a part of Mahindra Group
Relationship with M&M	MHFL is a wholly owned subsidiary of M&M
Primary Business	It is registered as Non Banking Financial Company under Reserve Bank of India Act, 1934 and is engaged in business of investing in and lending to companies including group companies, providing fund support and earning dividend and/or interest
Experience	Mahindra Holdings and Finance Limited was incorporated as Eiger Investment & Leasing Pvt. Limited on April 27, 1985 which subsequently became Eiger Investment & Leasing Limited. This name was changed to Mahindra Holdings & Finance Limited on March 1, 1995
Compliance with the applicable provisions of the Regulations/other applicable regulations under the SEBI Act, 1992	Not applicable to MHFL, being an unlisted company

33. Brief History & Major areas of operations

Mahindra Holdings & Finance Ltd., was incorporated as Eiger Investment & Leasing Private Limited on 27th April, 1985 having its Registered Office at Indian Mercantile Insurance Building, 31, Forbes St., Fort, Bombay - 400 023. Eiger Investment & Leasing Private Limited's name was changed to Mahindra Holdings & Finance Ltd., effective 1st March, 1995. Its Registered Office was shifted to Gateway Building, Apollo Bunder, Mumbai - 400 001 effective from 3rd March, 1995 which was again shifted to Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 effective 28th April, 2006.

Mahindra Holdings & Finance Limited is a Non-Banking Finance Company under the Reserve Bank of India Act, 1934 and is engaged in business of investing in and lending to companies including group companies, providing fund support and earning dividend and/or interest.

34. The residential addresses of the Board of Directors of MHFL are given below:

Name	Date of Appointment	Residential Address
Mr. Keshub Mahindra	3rd March, 1995	9-10 St. Helen's Court, Dr. Gopalrao Deshmukh Marg, Mumbai 400026
Mr. Anand Mahindra	3rd March, 1995	Goolistan, 1st Floor, 65, Napean Sea Road, Mumbai – 400 006.
Mr. Bharat N. Doshi	3rd March, 1995	8, St. Helen's Court, Dr. Gopalrao Deshmukh Marg, Mumbai – 400 026
Mr. A. K. Nanda	3rd March, 1995	3, St. Helen's Court, Dr. Gopalrao Deshmukh Marg, Mumbai - 400 026
Mr. U. Y. Phadke	24 th March, 1999	Flat No.13, Neel Tarang, Veer Savarkar Marg, Mahim, Mumbai – 400 016
Mr. M. A. Nazareth	26 th August, 2005	5/1, Colaba Mills Flats, Sohrab Bharucha Road, Mumbai – 400 005.

None of these Directors is on the Board of Directors of the Target Company.

35. The details of experience and qualifications of the Board of Directors of MHFL are given below (Details of Mr. Keshub Mahindra, Mr. Anand Mahindra, Mr. Bharat N. Doshi and Mr. A. K. Nanda are given in details of Board of Directors of M&M):

Mr. U. Y. Phadke

Mr. Uday Phadke joined the Mahindra group in 1973. He is the President – Finance & Legal Affairs of Mahindra & Mahindra Limited and a Member of the Mahindra Group Management Board.

He is a Member of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India besides having a Bachelor's Degree in Commerce & Law.

Mr. Phadke is on the Board of various Mahindra Group companies such as Mahindra & Mahindra Financial Services Limited, Mahindra GESCO Developers Limited, Mahindra Renault Private Limited and Mahindra Holidays & Resorts India Limited. He is also on the Audit Committee of these companies.

Mr. Phadke has been Chairman of the Direct Taxes Committee of the Bombay Chamber of Commerce & Industry. Currently, he is on the Accounting Standards Board of the Institute of Chartered Accountants of India and is also a Member on the 'National Committee on Professional Services' and Committee on Taxation & Company Law of CII.

Mr. Mario A. Nazareth

Mr. Mario A. Nazareth is a Graduate in Commerce, a Fellow Member of the Institute of Chartered Accountants of India and Associate Member of the Institute of Company Secretaries of India. He joined Mahindra & Mahindra Limited in December 1979 and has since been associated within M&M and the Group in the areas of Accounts, Finance, Tax and Secretarial. He is currently Senior Vice President – Corporate Management Services of Mahindra & Mahindra Limited and, in this capacity, is responsible for the Internal Audit function for all Mahindra companies.

Mr. Nazareth has participated in an Eisenhower Fellowship Program in the year 2000, during which he had an opportunity to pursue a study of Corporate Governance practices in the U.S. He has been a Director of Mahindra Holdings since 26th August, 2005 and is on the Boards of several companies.

36. The financial details of MHFL are as follows :

Financials for the years ending March 31, FY04, FY05 and FY06 are based on audited standalone financials of MHFL and standalone financials for nine-months ended December 31, 2006 have been certified by the auditors in accordance with Clause 41 of the Listing Agreement.

Profit & Loss Statement

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06	Nine months ending December 31, 2006
Total Income	595	7,382	10,012	3,057
Total Expenditure	(27)	(1,029)	(33)	(100)
Profit before Depreciation, Interest	568	6,353	9,979	2,957
Depreciation	(5)	(5)	(5)	(4)
Interest	(125)	(90)	(67)	(59)
Profit before Tax	438	6,259	9,908	2,895
Provision for Tax	(58)	(53)	(85)	(262)
Profit After Tax	380	6,205	9,822	2,633

Balance Sheet

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Sources of Funds			
Paid up share capital	12,160	12,160	12,160
Reserves and Surplus (excluding revaluation reserves)	3,988	7,649	17,472
Networth	16,148	19,810	29,632
Secured Loan	-	-	-
Unsecured Loan	3,601	2,710	2,500
Total	19,748	22,520	32,132

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Uses of Funds			
Net fixed assets	439	435	430
Investments	18,435	19,316	21,097
Net current assets	857	2,766	10,605
Total misc. expenditure not written off	17	2	-
Total	19,748	22,520	32,132

Other Financial Information

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06	Nine months ending December 31, 2006
Dividend (%)	-	18.5	-	-
Earning Per Share (Rs.)	0.3	5.1	8.1	2.2
Return on Networth (%) ^[1]	2.4	31.3	33.2	-
Book Value Per Share ^[2] (Rs.)	13.2	16.3	24.4	-

^[1] Return on Networth calculated as: Profit After Tax / Closing Networth

^[2] Book Value per Share calculated as: Closing Networth / Total No. of shares outstanding

37. MHFL is engaged in the business of investing in and lending to companies including group companies, providing fund support. As a result, its revenues and net profit consist of dividend and/ or interest on investments and profit on sale of investments. An analysis of the financial performance of MHFL for the last three years is given below:

FY 2005-06

In FY 2005-06, the revenues and net profit have increased because of profit on sale of shares of Tube Investments and increase in dividend received from Mahindra Ugin Steel Company Limited.

FY 2004-05

In this year, the increase in revenue and profit has been on account of profit due to divestment of part of MHFL's holding in Mahindra Gesco Developers Limited and due to an increase in income from management fees.

FY 2003-04

MHFL reported a normal profit in FY 2003-04 arising from interest and dividend income as compared to a loss in the previous year. The loss in FY 2002-03 was on account of loss on sale of long term investments.

38. Earlier acquisitions in Target Company made by MHFL

MHFL has acquired 5,000 Shares of the Target Company before March 31, 2006. MHFL acquired 788,655 Shares of the Target Company from March 31, 2006 to date of the PA. The highest price paid for the acquisition during this period was Rs. 259.87 / share and the average price for the acquisition was Rs. 248.47 / share.

MHFL holds 793,655 Shares representing 1.3% of the voting equity capital of the Target Company as on date of PA.

39. Significant accounting policies of MHFL

a. Fixed Assets

- Fixed assets are valued at cost less depreciation.
- Depreciation on assets is calculated on straight line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956

b. Investments

- All Long term investments are valued at cost or lower, if written down in case of permanent diminution in value
- Current investments are valued at lower of cost and fair value, determined by category of investments

c. Revenue Recognition

- i. Dividend from investments are recognized in the Profit and Loss Account when the right to receive payment is established
- ii. Interest income is accounted on accrual basis
- iii. Income from services rendered are recognized when the services are rendered
- iv. Income on assets considered to be non-performing assets are recognized when the amounts are realized

d. Miscellaneous Expenditure (to the extent not written off or adjusted)

- i. Registration fee and stamp duty for increase in authorized capital and issue of shares are amortized equally over a period of three financial years, commencing from the year in which the expenditure is incurred

e. Income Taxes

- i. Current tax is determined as the amount of tax payable to the taxation authorities in respect of taxable income for the year
- ii. Deferred tax is recognized, subject to the consideration of prudence, on timing differences between taxable income and accounting income, that originate in one period and are capable of reversal in one or more subsequent periods

40. Compliance with Chapter II of Regulations

Chapter II of the Regulations are not applicable to MHFL with respect to the Target Company

41. Shareholding pattern as of date of Public Announcement

SI No.	Shareholder's Category	No and Percentage of Share Held
1	Promoters	
	M&M	121,600,593 (100.0%)
	Mahindra Intertrade Limited	100 (0.0%)
	Total Paid Up Capital	121,600,693 (100.0%)

DETAILS OF MAHINDRA GROUP

The Mahindra Group is among the top industrial houses in India and was ranked amongst the Top 200 by Forbes. It is a leading manufacturer of tractors and multi-utility vehicles with significant presence in key sectors like infrastructure, information technology, automotive components and financial services. With over 60 years of manufacturing experience, the Mahindra Group has built a strong base in technology, engineering, marketing and distribution which are a key in its evolution as a customer centric organization. The Mahindra group has always been committed to corporate social responsibility. The following are the key sector of the group:

Farm Equipment Sector: M&M's Farm Equipment Sector is the largest manufacturer of tractors in India and has presence across six continents. It is among the top four tractor brands in the world, with manufacturing presence in India and China and assembly plants in USA and Australia. The main business of this sector rests within Mahindra & Mahindra Ltd. The other companies within the sector include Mahindra Gujarat Tractors Ltd., Mahindra USA, Inc. and Mahindra (China) Tractor Company Limited.

Automotive Sector: This sector is one of the largest manufacturers of Multi Utility Vehicles (MUVs) (including Sport Utility Vehicles (SUVs)). It also manufactures Light Commercial Vehicles (LCVs) and three wheelers. This sector has comprehensive manufacturing facilities with high level of vertical integration. This sector has expanded its operation in Europe and South Africa. It also has two major joint ventures with French auto major Renault and International Truck & Engine Corporation; namely Mahindra Renault Private Limited and Mahindra International Limited respectively.

Infrastructure Development Sector: This sector of Mahindra Group has a host of companies operating in real estate, special economic zones, the hospitality industry, infrastructure development, project engineering consultancy and design. The key companies of the sector include Mahindra Gesco Developers Limited, Mahindra Holidays & Resorts India Limited, Mahindra World City Developers Limited, Mahindra Infrastructure Developers Limited and Mahindra Consulting Engineers Limited.

Telecom & Software Sector: This sector constitutes one of the thrust areas of Mahindra Group with companies catering to entire IT services space from software engineering to product based solutions. Apart from India it has presence in several countries like US, Singapore, UK and Germany. Tech Mahindra Limited along with Bristlecone India Limited are the two key companies of this sector.

Trade and Financial Services Sector: Mahindra & Mahindra Financial Services Limited, which is one of the largest NBFCs in India forms part of this sector. This sector also includes other companies engaged in the trading of Steel, Metals, Ferro-Alloys, Application Engineering products, Consumer products and Engineering goods.

Systems & Technologies (Sys-Tech) Sector: This sector has been recently formed in order to strengthen its presence in the automotive component space. Being engaged in the business of automotive engineering & designing to manufacture auto components, the intent of this Sector is to become a "Design to Delivery" supplier. This sector has recently acquired companies in India and overseas, namely Stokes Group Limited in UK; Jeco Holding AG & Schoeneweiss & Co. GmbH in Germany and DGP Hinoday Industries Limited in India.

The Mahindra Group has promoted over 60 companies, of which five companies are listed. The consolidated audited financials of M&M which included financials for the last three three years for all its subsidiaries are given below.

Consolidated Profit & Loss Statement

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Net Sales	562,650	763,666	980,734
Income from Operations and Other Income	140,900	192,886	284,107
Net Income	703,549	956,552	1,264,841
Total Expenditure	(612,630)	(821,086)	(1,060,218)
Profit before Depreciation, Interest, Amortization, Exceptional Items, Contingencies and Tax	90,919	135,466	204,623
Depreciation / Amortisation	(20,937)	(23,910)	(28,331)
Interest, Commitment and Finance Charges (Net)	(16,433)	(13,606)	(21,937)
Profit before Tax, Contingencies and Exceptional Items	53,550	97,950	154,354
Provision for Contingencies	(342)	(34)	(444)
Exceptional Items	3,070	1,503	26,340
Provision for Tax	(14,546)	(30,273)	(40,294)
Profit After Tax	41,733	69,146	139,957
Profit After Tax excluding Exceptional Items	38,663	67,643	113,617
Prior year adjustments	616	(160)	(23)
Share of Profit of Associates for the year	2,764	3,422	467
Balance of profit before Minority Interests	45,112	72,408	140,401

Details of Exceptional Items

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Profit on divestiture of long-term investments	3,257	930	27,579
Amortisation of retirement benefits under Voluntary Retirement Schemes	(239)	(726)	(834)
Benefit on early repayment of sales tax loan	2,558	2,125	
Provision for diminution in the value of certain assets substantially retired from active use	(1,308)	(826)	
Premium on redemption of preference shares			(405)
Charge on account of opening balance of product launch expenses recognised as an expense	(1,200)		
Total	3,070	1,503	26,340

Consolidated Balance Sheet

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Sources of Funds			
Paid up share capital	11,601	11,165	23,340
Employee Stock Options Outstanding	-	211	214
Reserves and Surplus (excluding revaluation reserves)	188,233	225,690	347,275
Networth	199,834	237,066	370,829
Minority Interest	24,853	36,342	85,251
Secured Loan	192,541	275,989	404,221
Unsecured Loan	57,002	103,463	122,914
Deferred Tax Liability (Net)	14,848	13,534	11,566
Deferred Income	12,111	16,031	22,210
Total	501,188	682,425	1,016,990
Uses of Funds			
Net fixed assets (including Capital WIP)	182,129	200,793	259,221
Investments	50,392	59,531	118,033
Net current assets	266,464	418,770	637,292
Total misc. expenditure not written off	2,203	3,331	2,444
Total	501,188	682,425	1,016,990

42. Details of listed companies promoted by M&M:

The details of the listed companies are given below:

Name : **Mahindra Forgings Limited**
Date of Incorporation : 13-08-1999
Nature of Business : Manufacturing of Automotive Components – Forgings
Mention whether sick industrial company : No

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06*
Equity Capital	1	1	822
Reserves (excluding revaluation reserves)	(21)	(21)	7,179
Total Income	-	-	20,426
Profit After Tax	-	-	(1,195)
Earning Per Share	-	-	(19.4)
Net Asset Value per share (NAV)	-	-	77

*Mahindra Forgings Limited commenced commercial operations in FY06. As a result, the company reported 'Nil' Total Income and Profit After Tax in FY04 and FY05.

Name : **Mahindra & Mahindra Financial Services Limited**
Date of Incorporation : 01-01-1991
Nature of Business : Non-Banking Finance Company
Mention whether sick industrial company : No

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Equity Capital	6,062	7,016	8,331
Reserves (excluding revaluation reserves)	19,111	28,542	59,868
Total Income	30,167	40,476	59,641
Profit After Tax	6,762	8,228	10,827
Earning Per Share (Basic)*	10.7	13.2	14.6
Net Asset Value per share (NAV)*	41.5	50.7	81.9

*Calculated for FY 06 on the basis of 8,60,00,525 equity shares of Rs. 10 each fully paid up less 26,86,550 equity shares issued to ESOP trust but not allotted to the employees.

Name : **Mahindra Gesco Developers Limited**
Date of Incorporation : 16-03-1999
Nature of Business : Real estate & Infrastructure development
Mention whether sick industrial company : No

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Equity Capital	3,103	3,103	3,103
Reserves (excluding revaluation reserves)	10,792	9,871	9,676
Total Income	10,067	9,495	12,413
Profit After Tax	636	785	1,100
Earning Per Share	1.8	2.5	0.5
Net Asset Value per share (NAV)	45	42	41

Name : **Mahindra Ugine Steel Company Limited:**
Date of Incorporation : 19-12-1962
Nature of Business : Manufacture of Alloy Steel
Mention whether sick industrial company : No

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Equity Capital	3,093	3,093	3,248
Reserves (excluding revaluation reserves)	878	4,392	11,077
Total Income	3,576	52,983	64,969
Profit After Tax	610	4,816	6,506
Earning Per Share	1.8	15.0	19.7
Net Asset Value per share (NAV)	16.6	32.1	50.0

Name : **Tech Mahindra Limited**
Date of Incorporation : 24-10-1986
Nature of Business : IT Services & Solutions
Mention whether sick industrial company : No

(All figures in Rs. lakh, rounded off, except per share data)

	FY04	FY05	FY06
Equity Capital	2,027	2,035	2,080
Reserves (excluding revaluation reserves)	41,507	46,248	57,706
Total Income	72,504	92,959	122,845
Profit After Tax	9,413	7,109	22,012
Earning Per Share	9.7	7.0	21.2
Net Asset Value per share (NAV)	429.5	474.6	531.7

Disclosure in terms of regulation 16(ix)

43. As of date of this Letter of Offer, the Acquirers do not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of the Target Company, and except to the extent required for the purpose of restructuring and/or rationalization of operations, assets, investments, liabilities or otherwise of the Target Company. Notwithstanding the immediately preceding sentence, the Board of Directors of the Target Company will take appropriate decisions in these matters as per the requirements of business and in line with the opportunities from time to time.
44. Other than in the ordinary course of business, the Acquirers undertake that they shall not sell, dispose of or otherwise encumber any substantial asset of the Target Company except with the prior approval of the shareholders of the Target Company.

Option in Terms of regulation 21(2)

45. As a consequence of this Offer, the public shareholding of the Target Company will not reduce to a level below the limit specified in the listing agreement with the Stock Exchanges for the purpose of listing of the Target Company on continuous basis.

If consequent to this Offer, the public shareholding falls to a level below the limit specified in the listing agreement with the stock exchange for the purpose of listing on continuous basis, the Acquirers undertake to raise the level of public shareholding, in terms of the provisions of regulation 21(3), to the levels specified for continuous listing specified in the listing agreement with the stock exchange, within a period of twelve months from the date of closure of this Offer.

IV. BACKGROUND OF THE TARGET COMPANY

46. The Target Company was incorporated in India in 1970 under the Companies Act, 1956. It was promoted by the Government of Punjab through the Punjab State Industrial Development Corporation (PSIDC). The registered office and the corporate office of the Target Company is located at Phase IV, Industrial Area, Sahibzada Ajit Singh Nagar, Mohali, Punjab-160055. Tel +91-172-2271620-27 Fax No.:- +91-172-2272731 (Source: Annual Reports of Target Company)
47. The Target Company is engaged in the business of manufacturing and marketing of tractors. It also manufactures and sells Harvester Combines, Forklifts and Grey Iron Castings. The Target Company first set up operations at Mohali with an initial capacity of 5,000 tractors per annum and presently has a total manufacturing capacity of 60,000 tractors per annum at its two facilities namely at Mohali (10 K.M. from Chandigarh) and Chappercheri (15 K.M. from Chandigarh), District S.A.S.Nagar (Mohali), Punjab. It commenced its commercial production of tractors in April 1974 with launch of a single 26 HP model. In the 32 years since then, it has sold more than 600,000 tractors. During this period, the tractor portfolio has expanded to 9 models with more than 100 variants. The Target Company has an all India presence with current dealer network strength of over 500. (Source: Information provided by the Target Company)
48. As of March 12, 2007, the total paid up share capital of the Target Company was Rs. 6,076 lakhs consisting of 6,07,55,700 fully paid up shares. (Source: Information provided by the Target Company, Annual Report of the Target Company for FY06). The share capital structure of the Target Company is as follows:

Paid up equity shares of the Target Company	Number of shares / voting rights	% of equity shares / voting rights
Fully paid up equity shares	6,07,55,700	100
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	6,07,55,700	100
Total voting rights in the Target Company	6,07,55,700	100

49. Build-up of the current capital structure of the Company since inception is as under:

Date of Allotment	No. and % of shares issued	Cumulative paid-up share capital	Mode of allotment	Identity of allottees	Status of Compliance
31.12.1970	70,203 (0.12%)	70,203	Initial allotment	Promoters	Fully complied
20.03.1972	210,000 (0.34%)	280,203	Initial allotment	Promoters	Fully complied
30.06.1972	169,800 (0.28%)	450,003	Initial allotment	Promoters	Fully complied
07.11.1972	649,997 (1.07%)	1,100,000	Initial Public Issue	Public	Fully complied
12.06.1981	440,000 (0.72%)	1,540,000	Bonus Issue (2:5)	Bonus Issue	Fully complied
11.09.1989	1,617,000 (2.66%)	3,157,000	Rights Issue (1:1) (Includes 77000 shares allotted to employees)	Rights Issue	Fully complied
18.02.1991	1,905,975 (3.14%)	5,062,975	Rights Issue (1:2) (Includes 248550 shares representing retention of 15% over subscription and 78925 shares allotted to employees)	Rights Issue	Fully complied
23.02.1993	5,062,975 (8.33%)	10,125,950	Bonus Issue (1:1)	Bonus Issue	Fully complied
03.02.1997	10,125,950 (16.67%)	20,251,900	Bonus Issue (1:1)	Bonus Issue	Fully complied
16.09.2000	40,503,800 (66.67%)	60,755,700	Bonus Issue (2:1)	Bonus Issue	Fully complied

50. There are no equity-linked instruments, which are outstanding in the Target Company as of date of PA. No person, directly or indirectly, is entitled to subscribe to or be allotted any equity share in the Target Company, by virtue of any agreement / option / right.

51. The Shares of the Target Company are listed on BSE and NSE. The Target Company has complied with the listing requirements and trading of the company's stock has never been suspended from the exchange. Further, no penal / punitive actions have been taken by the Stock Exchanges.

52. The Target Company has complied with the provisions of Chapter II of the Regulations.

53. The Target Company has confirmed that it has not been prohibited by SEBI from dealing in securities in terms of section 11B of the Securities and Exchange Board of India Act, 1992, as amended.

54. The Board of Directors of the Target Company, as of the date of the Public Announcement, is as under:

Sl. No.	Name of Directors	Designation	Address	Date of Appointment on Target Company's BOD
1.	Mr. P. D. Narang	Chairman	B-117, 2 nd Floor, Neeti Bagh, New Delhi – 110 049	31.01.2006
2.	Mr. Donald Peck	Director	11 Golf Links, New Delhi – 110 003	31.01.2006
3.	Mr. Steven Enderby	Director	11 Golf Links, New Delhi – 110 003	30.01.2004
4.	Mr. N. Mohanraj	Director	22, Gaurav Apartments, Opposite Shaman Ford, Sayani Road, Prabhadevi, Mumbai - 400 025	12.01.2005
5.	Mr. M. Raghavendra	Director	C-5/104, Ground Floor, Saket Complex, Thane (W), Thane - 400 601	28.03.2005

Sl. No.	Name of Directors	Designation	Address	Date of Appointment on Target Company's BOD
6.	Mr. Hardeep Singh	Director	805B, Court Greens, Labrunum, Sushant Lok, Sector 28, Gurgaon, Haryana –122 002	31.01.2006
7.	Mr. Daljit Mirchandani	Director	304, Embassy Palace, Cunningham Road, Bangalore – 560 052	31.01.2006
8.	Dr. S. Narayan	Director	8, Golf Apartments, Sujan Singh Park, New Delhi - 110 003	19.10.2006
9.	Mr. Sachit Jain	Director	76, Sector 9A, Chandigarh- 160 009	19.10.2006
10.	Mr. P. Sivaram	Chief Operating Officer (COO)	G-503, Ivory Tower, Sector 70, S.A.S.Nagar (Mohali), Punjab	01.04.2004
11.	Mr. A. M. Sawhney	Director – Marketing	996, Sector 9, Panchkula, Haryana - 134 109	01.04.2004

None of these Directors is a representative of the Acquirers

55. The Target Company's Board comprises eleven Directors of which Mr. P. Sivaram and Mr. A. M. Sawhney are Whole Time Directors. The Board of Directors meet at regular intervals and all major business decisions are taken after due deliberations and with unanimity of opinion.

As described in paragraph 3 herein, the Acquirers have deposited 100% of the Maximum Consideration with the deposit sent on May 17, 2007. Hence in accordance and in compliance with regulation 22(7) of the Regulations, the Acquirers are entitled to appoint their nominees on the board of directors of the Target Company after a period of 21 days from the date of PA.

The Acquirers intend to nominate, subject to vacancies, two persons for appointment as directors on the board of directors of the Target Company in its board meeting to be held on May 22, 2007. The Acquirers have an ability under regulation 22(7) of the Regulations to nominate such further directors as may be possible, and may in future appoint such directors in accordance with the Companies Act and the Articles of Association of the Target Company.

A brief profile about each of the Board of Directors is given below:

Mr. P. D. Narang

Mr. P. D. Narang holds a Bachelors Degree in Commerce and is also a Chartered Accountant, Cost Accountant and Company Secretary. He started his career at Dabur as a Management Accountant and has been with them ever since. He is currently the Group Director for Corporate Affairs for the Dabur Group and has a diverse experience in the fields of finance & accounts, mergers & acquisitions, corporate governance and joint ventures in multiple sectors.

In addition to Punjab Tractors, Mr. Narang is also a Director in Dabur Egypt Ltd., Sanat Products Ltd., Welltime Housing & Finance Ltd., Dabur Finance Ltd., Dabur Ayurvedic Specialties Ltd., Dabur Pharma Ltd., Dabur Foods Ltd., Dabur India Ltd., Dabur International Ltd., Balsara Hygiene Products Ltd., Balsara Home Products Ltd., Besta Cosmetics Ltd., Weikeyfield International (UAE) Ltd. and African Consumer Care Ltd.

Mr. Donald Peck

Mr. Donald Peck holds a Ph.D in Economic History from Oxford University. He is based in Delhi and is currently a Managing Partner of Actis Capital. He worked for thirteen years in Merchant Banking at Lloyds Bank, Morgan Grenfell and then in Equity Investment / Fund Management at IFC (Washington) before joining the Actis / CDC Group at its London headquarters in 1991.

Mr. Peck is also on the Board of Swaraj Mazda Ltd., Swaraj Engines Ltd., Infrastructure Development Finance Company Ltd., CICO Technologies Ltd., AVTEC Ltd., Dalmia Cements (Bharat) Ltd. and Phoenix Lamps Ltd.

Mr. Steven Enderby

Mr. Steven Enderby has an economics and accounting background and holds a degree in Economics from Queens University, Belfast and is a qualified accountant. He is associated with Actis / CDC since 1990 and has been in the investment business during this period. Mr. Enderby is based in Delhi and is currently a Partner in Actis Capital.

In addition to Punjab Tractors, Mr. Enderby is also a Director of Nitrex Chemicals (India) Ltd., TEMA Ltd. and Swaraj Mazda Ltd.

Mr. N. Mohanraj

Mr. N. Mohanraj holds a Masters degree in Economics from Madras University. Mr. Mohanraj joined LIC in 1978 and is currently Chief Executive, LIC Mutual Fund.

Prior to his present appointment as Chief Executive, LIC Mutual Fund, Mr. Mohanraj has held various key positions in LIC including that of Zonal Manager, Central Zone and Chief (Investment) at Corporate Office and was responsible for equity portfolio of LIC and had exposure to venture funds.

In addition to Punjab Tractors, Mr. Mohanraj is also a Director in Jeevan Bima Sahyog Asset Mgt. Co. Ltd. and HEG Ltd.

Mr. M. Raghavendra

Mr. M. Raghavendra holds a Bachelors degree in Commerce and is a Law Graduate as well as a member of the Insurance Institute of India. He had worked with GIC / Oriental Insurance Company in various capacities and the last position held by Mr. Raghavendra in GIC was that of a General Manager.

In addition to Punjab Tractors, Mr. Raghavendra is also a Director in GIC Asset Management Co. Ltd., OTC Exchange of India and National Stock Exchange of India Ltd.

Mr. Hardeep Singh

Mr. Hardeep Singh holds a Bachelors degree with Honours in Arts and an Advanced Marketing Practicum from the Kellogg School of Management.

Mr. Hardeep Singh has over 29 years of intimate involvement in managing agricultural businesses, international trade and food processing businesses. Till recently, he was President, Cargill India Pvt. Ltd. and was responsible for Cargill's businesses in India & Pakistan. Prior to this, he was Director- Rallis India Ltd.

Mr. Daljit Mirchandani

Mr. Daljit Mirchandani holds a Bachelors degree in Electrical Engineering and joined Ingersoll – Rand (India) Ltd. as its President in 1998 and then became its Chairman & President. Prior to this, he worked with Kirloskar Oil Engines Ltd. for 27 years and the last position held by him was that of Executive Director.

Dr. S. Narayan

Dr. S. Narayan belongs to the 1965 batch of Indian Administrative Services (IAS) and served nearly for four decades (1965 to 2004) in public service in the State and Central Governments. Before his retirement in 2004, he was Economic Adviser to the Prime Minister. Prior to this assignment, he served as Finance & Economic Affairs Secretary, Secretary in the Department of Revenue, Petroleum, Industrial Development and Coal.

Dr. S. Narayan holds a Masters Degree in Physics from the University of Madras, Master of Business Management (Finance) from the University of Adelaide, South Australia, M.Phil – Development Economics from University of Cambridge, U. K. and Ph.D, Indian Institute of Technology, Delhi.

In addition to Punjab Tractors, Dr. Narayan is also a Director in Dabur India Ltd., Apollo Tyres Ltd. and Multi Commodity Exchange of India Ltd.

Mr. Sachit Jain

Mr. Sachit Jain is an Electrical Engineer from IIT, Delhi and Master of Business Administration from IIM, Ahmedabad. He is currently Executive Director of the Vardhman Group and has rich experience in project management, marketing and strategic planning.

In addition to Punjab Tractors, Mr. Jain is also a Director in Vardhman Textiles Limited, Vardhman Holdings Limited, VMT Spinning Company Limited, Vardhman Acrylics Limited, Vardhman Apparels Limited, Vardhman Yarns & Threads Limited, Srestha Holdings Limited, Santon Finance & Investment Co. Ltd., Flamingo Finance & Investment Co. Ltd. and Ramaniya Finance & Investment Co. Ltd.

Mr. P. Sivaram

Mr. P. Sivaram is a Chartered Accountant and also holds a Bachelors Degree in Commerce. He joined Punjab Tractors in 1978 and has become Director-Finance of the Company in 2004 and Chief Operating Officer in May 2006. He has a wide and varied experience in Corporate affairs, Finance and related functions. He was also responsible for the Marketing function in Swaraj Mazda Ltd. during April 1999 to May 2006. He has made significant contributions in cost control, management & judicious allocation of financial resources plus setting groupwise ethical standards and transparent approach.

In addition to Punjab Tractors, Mr. Sivaram is Chairman of Swaraj Automotives Ltd. and a Director of Swaraj Engines Ltd.

Mr. A. M. Sawhney

Mr. A. M. Sawhney holds a Bachelors Degree with Honours in Mechanical Engineering. He joined Punjab Tractors in 1972 and is responsible for both domestic and overseas marketing in PTL. He has been instrumental, from the very beginning, in establishing the unknown "SWARAJ" name into a leading brand in the intensely competitive Indian tractor market. He has been appointed as Whole-time Director of the Company and designated as Director – Marketing in April 2004.

In addition to Punjab Tractors, Mr. Sawhney is also a Director in Swaraj Automotives Ltd. and Swaraj Engines Ltd.

56. There were no mergers, demergers and / or spin-offs involving the Target Company during the last three years.

57. The financials of the Target Company are as follows:

Data for the years FY06, FY05 and FY04 are based on audited financials of the Target Company and data for nine months ended 31-Dec-06 are based on financials certified by the auditors

Profit & Loss Statement

(All figures in Rs. lakh, rounded off, except per share data)

	Nine months ending December 31, 2006	FY06	FY05	FY04
Income from operations (Net)	72,960	95,855	85,509	59,734
Other Income	980	6,595	499	596
Total Income	73,940	102,450	86,008	60,330
Total Expenditure	(63,880)	(83,245)	(74,119)	(52,167)
Profit Before Depreciation Interest and Tax	10,060	19,205	11,889	8,163
Depreciation	(1,160)	(1,520)	(1,595)	(1,645)
Interest	(150)	(640)	(577)	(982)
Profit Before Tax	8,750	17,045	9,717	5,536
Provision for Tax	(2,690)	(4,112)	(3,427)	(1,333)
Profit After Tax	6,060	12,933	6,290	4,203*

* Profit After Tax computed after adding back excess provision for income tax made in FY03

Balance Sheet Statement

(All figures in Rs. lakh, rounded off, except per share data)

	FY06	FY05	FY04
Sources of funds			
Paid up share capital	6,076	6,076	6,076
Reserves and Surplus (excluding revaluation reserves)	50,826	45,166	42,694
Networth	56,902	51,242	48,770
Secured loans	-	2,718	5,004
Unsecured loans	1,298	1,218	990
Deferred Tax Liabilities	2,862	3,196	3,538
Total	61,062	58,374	58,302
Uses of funds			
Net fixed assets	10,125	11,329	12,749
Investments	923	1,085	1,023
Net current assets	50,014	45,960	44,530
Total miscellaneous expenditure not written off	-	-	-
Total	61,062	58,374	58,302

Other Financial Data

	9 months ended December 31, 2006	FY06	FY05	FY04
Dividend (%)		105 [#]	55	45
Earning Per Share (Rs.)	9.97	21.29	10.35	6.92
Return on Networth ^[1] (%)		22.7%	12.3%	8.6%
Book Value Per Share ^[2] (Rs.)		93.7	84.3	80.3

include special dividend @ 45%

^[1] Return on Networth calculated as: Profit after Tax/ Closing Networth

^[2] Book Value per Share calculated as: Networth/ Total number of shares

58. An analysis of financial performance for the last 3 years is given below:

FY 2005-06

Improvement in volumes and product-mix plus tight cost management has translated into sound financial performance at all levels. Net Revenue moved to Rs. 96,315 lakhs (excluding extraordinary income of Rs. 6,135 lakhs) from last year's level of Rs. 86,008 lakhs. Profit Before Tax (excluding extraordinary income) went up to Rs. 10,910 lakhs – a rise of 12% over previous year's Rs. 9,717 lakhs. Total Profit before tax for the year inclusive of profit on sale of Swaraj Mazda shares aggregated to Rs. 17,045 lakhs. The Other Income and EPS for the year includes profit of Rs. 6,135 lakhs (Post tax – Rs. 5,690 lakhs, Rs. 9.37 per share) on sale of 1,573,000 equity shares of Rs. 10/- each of Swaraj Mazda Ltd. .

FY 2004-05

On the strength of volume growth in all product lines and improved export earnings of Rs. 3,746 lakhs (last year Rs. 951 lakhs), Net Revenue for the year as a whole has moved to Rs. 86,008 lakhs, up 43% from 2003-04's level of Rs. 60,330 lakhs. Increased volumes, favourable product-mix and focused cost controls has translated into a 75% growth in Pre-tax Profit which moved to Rs. 9,717 lakhs against previous year level of Rs. 5,536 lakhs.

FY 2003-04

For FY 2003-04, net revenue moved to Rs. 60,330 lakhs, up 9.5% from 2002-03's net revenue of Rs. 55,110 lakhs. Better product-mix and reduction in financial charges have partially offset the adverse performance of the first half and the additional cost burden arising from steel-led cost push up witnessed since October 2003. Consequently, the Profit Before Tax for the year stood at Rs. 5,536 lakhs.

59. Pre and post Offer share holding pattern of the Target Company is as follows:

	Shareholder's Category	Shareholding and voting rights prior to the agreement/ acquisition and offer		Shares/ voting rights agreed to be acquired which triggered off the Regulations		Shares/ voting rights to be acquired in open offer (Assuming full acceptances)		Shareholding/ voting rights after the acquisition and offer				
		(A)		(B)		(C)		(D) = (A) + (B) + (C)				
		No.	%	No.	%	No.	%	No.	%			
(1)	Acquirers			*		*		*				
	(a) M&M			}	26,325,370	43.33	}	12,151,140	20.00	}	39,270,165	64.64
	(b) MHFL	793,655	1.31									
	Total 1 (a+b)	793,655	1.31	26,325,370	43.33	12,151,140	20.00	39,270,165	64.64			
(2)	Promoter Group											
	(a) Parties to agreement, if any											
	(b) Promoters other than (a) above											
	Total 2 (a+b)	-	-									
(3)	Parties to agreement other than (1) and 2(a)											
	(a) South Asia Regional Fund	2,174,708	3.58									
	(b) CDC-PTL Holdings Limited	14,285,976	23.51									
	(c) CDC Financial Services (Mauritius) Limited	1,320,461	2.17									
	(d) Vic Enterprises Private Limited	2,129,022	3.50									
	(e) Acee Enterprise	5,700,200	9.38									
	(f) Puran Associates Private Limited	685,003	1.13									
	(g) Mohit Burman	30,000	0.05									
	Total 3 (a+b+c+d+e+f+g)	26,325,370	43.33									
(4)	Institutions (Other than 1 to 3)			}				This will depend on response from and within each category of (4) and (5)				
	(a) Financial Institutions/ Banks	17,779,231	29.26									
	(b) Mutual Funds/ UTI	4,828,282	7.95									
	(c) FIIs	2,648,089	4.36									
	Total 4 (a+b+c)	25,255,602	41.57									
(5)	Public (other than 1 to 4)							21,485,535 35.36				
	NRI/ OCBs	98,332	0.16									
	Any Other	8,282,741	13.63									
	Total (5)	8,381,073	13.79									
	GRAND TOTAL (1+2+3+4+5)	60,755,700	100.00	26,325,370	43.33	12,151,140	20.00	60,755,700	100.00			

*The actual quantum of shares to be acquired by M&M and MHFL shall be determined on receipt of necessary statutory approvals

60. CDC-PTL Holdings Limited and CDC Financial Services (Mauritius) Limited are not part of the promoter group

61. There are 21,458 public shareholders holding 60,755,700 shares of the Target Company.

62. Corporate Governance: The Target Company has confirmed vide their letter dated 15th March, 2007 that it is in compliance with the Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges.

63. Pending Litigations: The following is the list of material litigation by and against the Company as on 12.03.2007, treated as contingent liabilities against which no provisions have been made:

Civil Suits

Suit filed by the Company

PTL had filed suit (no. 858 of 1999 pending before Hon'ble Delhi High Court) against International Tractors Ltd. (ITL) in April 1999 for restraining ITL from using PTL's copyright drawings, which ITL is using by copying since 1996 and for claiming damages. Thus, the suit is for infringement, rendition of accounts and injunction along-with Application under Order 39 Rule 1 & 2 of the Code of Civil Procedure, 1908.

Suit filed against the Company

International Tractors Ltd. (ITL) has filed suit against Punjab Tractors Ltd. (PTL) for Permanent Injunction, Restraining for Infringement of Copyright, rendition of account of Profits etc. in August 2002 as a counter blast to suit (no. 858 of 1999) filed by PTL in April, 1999 against ITL before Hon'ble Delhi High Court for Permanent Injunction, Infringement of Copyright, rendition of account of Profits etc. ITL's suit is for alleged infringement by PTL of copyright vested in Central Mechanical & Engineering Institute at Durgapur (CMERI) drawings (which stands assigned to ITL vide Assignment Deed dated 12.07.2002). Now, this case stands transferred to Hon'ble Delhi High Court (vide its order dated 26.08.2002 on PTL's application dated 23.08.2002) and stands tagged together for the purpose of trial with case filed by PTL against ITL (vide order dated March, 2004).

CLB Petition

PTL along with Actis had filed a petition (no. 68 of 2006) before the Company Law Board (CLB) against Swaraj Mazda Ltd. (SML) and Sumitomo Corporation, Japan for relief against oppression and mismanagement in the conduct of the affairs of Swaraj Mazda Ltd.

SML, in turn, filed an application seeking to refer the case to arbitration in Japan, in accordance with the arbitration clause under the JV Agreement. The CLB after hearing arguments of both sides, dismissed the application filed by SML for referring the case to arbitration. Earlier, the CLB passed an interim order that all the decisions regarding appointment of directors in the AGM of SML would be subject to final order on the petition.

Subsequently, on 6th November 2006, SML filed an Appeal under Section 50 of the Arbitration and Conciliation Act, 1996 before the Delhi High Court for referring the case to the Arbitration. PTL opposed the Appeal on the ground that the same is not maintainable and arguments on the issue of interim relief were heard. The High Court vide its judgment dated 21.02.2007 dismissed the appeal on the question of territorial jurisdiction.

The company's petition is pending at the CLB.

Labour Cases

In all, 23 cases have been filed against the Company in various courts for matters relating to reinstatement and continuity of service, dearness allowance, provident fund etc. The cases are pending at various stages. Estimated liability – Rs. 84 lakhs.

Consumer Cases

In all, 114 cases have been filed by customers are pending for disposal before different consumer courts. Estimated liability – Rs. 318 lakhs.

Tax Claims

- a. The Central Excise Department reclassified Harvester Combine Parts (which are exempt from duty) and demanded Excise Duty amounting to Rs. 28 lakhs for the period July 99 to December 99 on such parts. The Tribunal denoted the case to the Commissioner for readjudication.
- b. The Finance Budget 2004-05 exempted tractors from payment of excise duty w.e.f. 09-07-2004. The Central Excise Department intends to recover an amount of Rs. 715 lakhs pertaining to already utilised Cenvat Credit availed in respect of inputs lying in stock as on the date of exemption. Further, the Department also intends to recover an amount of Rs. 5,982 lakhs on account of inplant components and their parts lying in stock as on the date of exemption and used in the tractors manufactured on or after 09-07-2004. The Commissioner dropped the demand (Rs. 5,982 lakhs) relating to the inplant components and their parts and confirmed the balance demand (Rs. 715 lakhs). An appeal is filed with CESTAT for the same. Pending adjudication of the case, the Tribunal has stayed this demand.
- c. As on the Date of Exemption (09-07-2004), PTL had some stock of tractors returned for repairs etc. PTL took Cenvat Credit equal to the duty paid initially on such tractors. These tractors were cleared without payment of duty after 09-07-2004. The Central Excise Department has demanded the reversal of Cenvat credit amounting to Rs. 44 lakhs availed on such tractors. The Additional Commissioner has confirmed the demand. An appeal is pending with Commissioner (Appeals).

d. The Assessment of Income Tax is complete upto assessment year 2004-05. The company has filed appeal with C.I.T (Appeals), Patiala against the demand of Rs. 173 lakhs created by assessment order for assessment year 2004-05. The Income Tax authorities have filed appeals at the Tribunal level for several earlier assessment years. Estimated liability Rs. 859 lakhs.

e. Sales tax matters in dispute / under appeal - Rs. 6 lakhs.

64. Compliance Officer:

Mahesh Kaushal, Vice President – Finance & Company Secretary;
1043, Sector 8C, Chandigarh,
Tel No.:- 0172-2271620-27,
Fax No.:- 0172-2272731
Email:- mnk@swarajenterprise.com

65. The change in shareholding since 01.01.1997 of the promoters of the Target Company is shown in the table below:

Promoter:- Punjab State Industrial Development Corporation Ltd.

Date of transaction	Initial number of shares	Number of shares transacted	Balance number of shares	Details of transaction
Balance as at 01.01.1997	2,604,000	0	2,604,000	Opening Balance
03.02.1997	2,604,000	2,604,000	5,208,000	Bonus in the ratio of 1:1
12.01.1999	5,208,000	150,000	5,058,000	Sale of shares to UTI
16.04.1999	5,058,000	300,000	4,758,000	Sale of shares to UTI
16.09.2000	4,758,000	9,516,000	14,274,000	Bonus in the ratio of 2:1
12.12.2003	14,274,000	14,274,000*	0	Sale of shares to CDC
Balance as on the date of the PA			NIL	Closing Balance

**After the sale of 14,274,000 shares to CDC by Punjab State Industrial Development Corporation Ltd. on 12/12/2003, there are no promoters in the Target Company as per its filings with the stock exchanges.*

In this regard, the company has complied with the applicable provisions of the SEBI (SAST) Regulations.

V. OFFER PRICE AND FINANCIAL ARRANGEMENTS

Justification of Offer Price

66. The Shares of the Target Company are listed on BSE and the NSE. The Shares of the company are frequently traded on the BSE and NSE.

67. The Acquirers have made a Public Announcement on March 12, 2007, a corrigendum to PA on May 3, 2007, a corrigendum to PA on May 18, 2007 and a corrigendum to PA on May 21, 2007. The annualized trading turnover during the period September 2006 to February 2007, the six calendar months prior to March 2007 (the month in which Public Announcement was made), is as follows:

Name of the Stock Exchange	Total number of Shares traded during the preceding 6 calendar months prior to the month of the Public Announcement (six months ending February 2007)	Total number of listed Shares	Annualised trading turnover (as % of total number of listed Shares)
BSE	5,579,811	60,755,700	18.4%
NSE	7,539,176	60,755,700	24.8%

Source: BSE and NSE Websites

68. As the annualized trading turnover (by number of Shares) on BSE and NSE is more than 5% of the total number of listed Shares of the Target Company, the Shares of the Target Company are deemed to be frequently traded as per the explanation to regulation 20(5) of the Regulations.

69. The Offer Price of Rs. 360 per Share is justified in terms of regulation 20 of the Regulations as it is higher of:

a)	The average of the weekly high and low of closing prices for Shares of the Target Company on NSE for the 26 weeks before the date of the Public Announcement	Rs. 256.71/ Share
b)	The average of the daily high and low of the Shares of the Target Company on NSE for the two week period before the date of the Public Announcement	Rs. 318.33/ Share
c)	The highest price paid by the Acquirers or persons acting in concert with him for acquisition, if any, including by way of allotment in a public or rights or preferential issue during the 26 weeks before the date of the Public Announcement	Rs. 261.36/ Share
d)	The negotiated price	Rs. 360/ Share

70. The details of closing prices and volume on NSE for the 26-week period prior to the date of the Public Announcement are as under:

Week Number	Week-ending	High (Rs.)	Low (Rs.)	Average (Rs.)	Total Volume (Number of Shares)
1	15/09/2006	239.00	234.05	236.53	49,125
2	22/09/2006	235.20	231.45	233.33	27,216
3	29/09/2006	239.95	231.25	235.60	63,479
4	06/10/2006	250.95	235.85	243.40	319,981
5	13/10/2006	254.70	248.90	251.80	96,750
6	21/10/2006	251.85	249.45	250.65	437,019
7	27/10/2006	253.85	250.05	251.95	67,202
8	03/11/2006	255.60	245.05	250.33	289,382
9	10/11/2006	240.70	235.55	238.13	57,574
10	17/11/2006	237.35	230.10	233.73	107,012
11	24/11/2006	240.20	226.55	233.38	176,329
12	01/12/2006	250.10	235.90	243.00	200,958
13	08/12/2006	254.85	235.05	244.95	102,720
14	15/12/2006	231.15	224.15	227.65	110,999
15	22/12/2006	226.70	221.40	224.05	58,213
16	29/12/2006	252.15	233.35	242.75	287,778
17	05/01/2007	253.50	248.80	251.15	77,320
18	12/01/2007	249.60	238.75	244.18	58,795
19	19/01/2007	247.60	239.75	243.68	57,524
20	25/01/2007	252.65	249.20	250.93	91,473
21	02/02/2007	250.55	248.80	249.68	56,706
22	09/02/2007	342.35	278.80	310.58	2,692,457
23	15/02/2007	342.65	311.60	327.13	1,039,235
24	23/02/2007	331.65	317.20	324.43	621,771
25	02/03/2007	323.00	318.40	320.70	377,095
26	09/03/2007	318.50	303.35	310.93	999,055
	Average			256.71	

Source: NSE Website

The details of intra-day price and volume on NSE for the 2-week period prior to the date of the Public Announcement are as under:

Day No.	Week-ending	High (Rs.)	Low (Rs.)	Average (Rs.)	Volume (Number of Shares)
1	26/02/2007	327.00	316.00	321.50	62,670
2	27/02/2007	323.50	317.00	320.25	45,212
3	28/02/2007	326.90	305.10	316.00	162,004
4	01/03/2007	328.70	321.00	324.85	72,197
5	02/03/2007	325.20	321.00	323.10	35,012
6	05/03/2007	327.00	302.35	314.68	110,809
7	06/03/2007	334.80	303.00	318.90	177,456
8	07/03/2007	324.00	306.05	315.03	66,979
9	08/03/2007	314.00	298.00	306.00	82,669
10	09/03/2007	340.00	306.05	323.03	561,142
	Average			318.33	

Source: NSE Website

71. There was no non-compete fee paid by the Acquirers and their affiliates in the Agreement.
72. Based on the above and in the opinion of the Managers to the Offer and the Acquirers, the Offer Price is justified as per the Regulations.
73. As per the Regulations, the Acquirers can revise the Offer Price upwards up to 7 working days prior to the closure of this Offer and the revision, if any, in the Offer Price would be announced in the same newspapers where the Public Announcement has appeared and the revised price will be paid for all Shares acquired pursuant to this Offer.
74. If the Acquirers acquire Shares after the date of Public Announcement up to 7 working days prior to the close of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid acceptances received under the Offer, provided no such acquisition shall be made by the Acquirers during the last seven working days prior to the closure of the Offer. Further the shares or voting rights so acquired taken together with the acquisition under the public offer and shares or voting rights, if any, held the Acquirers, will not result in public shareholding in the target company being reduced to a level below the limit specified in the Listing Agreement with the stock exchange for the purpose of listing on continuous basis

Financial Arrangements

75. The total financial resources required for this Offer, assuming full acceptance will be Rs 437,44,10,400 (Rupees Four Hundred Thirty Seven Crore Forty Four Lakh Ten Thousand and Four Hundred only) ("Maximum Consideration"). The financial obligations arising out of the offer to the shareholders of Swaraj Engines Limited amounts to Rs 37,50,78,564 (Rupees Thirty Seven Crore Fifty Lakh Seventy Eight Thousand Five Hundred and Sixty Four Only) and the financial obligations arising out of the offer to the shareholders of Swaraj Automotives Limited amounts to Rs 11,70,08,492 (Rupees Eleven Crore Seventy Lakh Eight Thousand Four Hundred and Ninety-Two Only). The total financial obligations of the Acquirers resulting from the Offer and the other two offers mentioned above amount to Rs. 486,64,97,456 (Rupees Four Hundred Eighty Six Crore Sixty Four Lakh Ninety Seven Thousand and Four Hundred Fifty Six only) ("Total Consideration"). The Acquirers have made firm financial arrangements for the Offer by means of internally generated funds and release of owned funds currently employed in working capital by substitution of unutilized working capital lines from banks. Mr. P.Y. Joglekar, Membership no. 10031053 of Joglekar & Gokhale Chartered Accountants, 9/13, The Worli Shivshahi CHS Ltd., Shivaji Nagar, Dr. Annie Besant Road, Worli, Mumbai 400 030 ("Accountants"), have confirmed vide their letters dated March 9, 2007 that the Acquirers have adequate financial resources available for meeting their obligations under the Regulations for a value up to the Total Consideration.
76. By way of security for performance of their obligations under the Regulations, the Acquirers had made an escrow arrangement for the Offer comprising a bank guarantee, valid till January 7, 2008, issued by State Bank of India, CAG Branch, Voltas House, Ballard Pier, Mumbai 400 001 (the "Guarantor Bank") in favour of the Manager to the Offer for Rs. 60,00,00,000 (Rupees Sixty Crore only), which exceeded the escrow amount stipulated under regulation 28(2), in accordance with the Regulations. The Acquirers have deposited on May 17, 2007, in an account with Kotak Mahindra Bank Limited, 36-38A, Nariman Bhavan, 227 Nariman Point, Mumbai – 400 021 ("Deposit Bank"), an amount of Rs. 437,44,10,400 (Rupees Four Hundred Thirty Seven Crore Forty Four Lakh Ten Thousand and Four Hundred only) in cash, amounting to 100% of the consideration payable to the shareholders assuming full acceptance under the Offer. The Manager to the Offer is empowered to instruct the Deposit Bank to issue bankers cheques or demand drafts for amounts as provided in the Regulations.

77. On the basis of the aforesaid financial arrangements & based on the confirmations received from the Deposit Bank and the certificate received from the Accountants, the Manager to the Offer confirms that adequate funds are available with the Acquirers through verifiable means to implement this Offer in full.

The Manager to the Offer have examined various relevant documents and confirm that they have exercised due diligence in respect of information given by various sources wherever mentioned in this Letter of Offer.

VI. TERMS AND CONDITIONS OF THE OFFER

78. This Offer is being made to all Shareholders / beneficial owners (registered or otherwise) of Shares of the Target Company, except the Acquirers and to parties to the agreement for the Agreement. The Letter of Offer together with the Form of Acceptance-cum-Acknowledgement and Form of Withdrawal will be mailed to the Shareholders of the Target Company whose names appear on the Register of Members of the Target Company and the beneficial owners of the Shares of the Target Company, whose names appear as beneficiaries on the records of the respective depositories, on March 12, 2007 except to the Acquirers and to parties to the agreement for the Agreement. Accidental omission to dispatch this Letter of Offer to any person to whom this Offer is made or the non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate this Offer in any way.
79. The Acquirers will acquire the Shares, free from all liens, charges and encumbrances and together with all rights attached thereto, including the right to all dividends, bonus and rights declared hereafter.
80. To the extent of the Offer Size, all the Shares of the Target Company that are validly tendered pursuant to this Offer are proposed to be acquired by the Acquirers.
81. The Regulations provide for an upward revision of the Offer Price and the number of Shares to be acquired, at any time up to seven working days prior to the closure of the Offer viz. up to June 7, 2007 and allows withdrawal of the Offer under certain circumstances. Any such revision / withdrawal would be informed by way of an announcement in the same newspapers where the original Public Announcement appeared. In case of revision, the revised price will be payable by the Acquirers for all the Shares that are validly tendered pursuant to the Offer.
82. Each shareholder of the Target Company to whom this Offer is being made is free to offer his shareholding in the Target Company in whole or in part while accepting this Offer. The acceptance must be unconditional and should be absolute and unqualified.
83. Shareholders who hold Shares in physical form and who wish to tender their Shares will be required to send the form of Acceptance-cum-Acknowledgement, duly signed and completed in the manner specified therein together with all the necessary documents, as specified in the section of this Letter of Offer entitled "Procedure for Acceptance and Settlement", to the Registrar to the Offer at any of its collection centers, mentioned under paragraph 101 of this Letter of Offer, either by hand delivery during Business Hours or by registered post so that the same are received on or before the closing date i.e. June 16, 2007.
84. In respect of dematerialised Shares the credit for the Shares tendered must be received in the special account (as specified in paragraph 93) on or before 3:00 p.m. Indian Standard Time on June 16, 2007. If the Shareholders hold their Shares through CDSL, their Depository Participant Instruction will have to take the form of an inter-depository delivery instruction to CDSL for the purpose of crediting their Shares in favour of the Special Depository Account with NSDL as mentioned in paragraph 93 below.
85. The Acquirers will not be responsible in any manner for any loss of share certificate(s) and/or Offer acceptance documents during transit and the Shareholders of the Target Company are advised to adequately safeguard their interest in this regard. In case of any lacunae and/or defect or modifications in the documents/forms submitted, the acceptance is liable to be rejected.
86. In case of non-receipt of the Letter of Offer, the eligible Shareholder may send his consent, to the Registrar to the Offer, on a plain paper stating the name, address, number of Shares held, distinctive numbers, folio number, number of Shares offered, along with the necessary documents (as mentioned in paragraph 93) so as to reach the Registrar to the Offer on or before the closure of the Offer.
87. The instructions, authorizations and provisions contained in the Form of Acceptance cum Acknowledgement constitute part of the terms of this Letter of Offer.

Statutory Approvals

88. The Offer is subject to the Acquirers' obtaining the following approvals:-

- approval of the Reserve Bank of India exempting MHFL from the provisions of Regulation 18 of the Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- approval of the Reserve Bank of India for the payment of the Purchase Price to such of the Sellers that are non resident

- c. approval of the Central Government of India pursuant to Section 108A of the (Indian) Companies Act, 1956. The up-to-date status of the above approvals is as follows:-
- MHFL had made an application to RBI for the same and RBI vide its letter dated May 4, 2007 has granted exemption.
 - The approval of the Reserve Bank of India for the payment of the Purchase Price to such of the Sellers that are non resident has been obtained.
 - The approval of the Central Government of India pursuant to Section 108A of the (Indian) Companies Act, 1956 has been obtained.
89. The Offer is subject to the receipt of approval from RBI under FEMA for the acquisition of Shares by the Acquirers from non-resident persons under the Offer. The Acquirers shall make the necessary application to RBI upon closure of the Offer in respect of the validly tendered Shares, as applicable.
90. Approvals required from financial institutions or banks for the Offer wherever applicable have been obtained.
91. It may be noted that in case of non-receipt of statutory approvals within time, SEBI has a power to grant an extension of time to the Acquirers for payment of consideration to shareholders subject to the Acquirers agreeing to pay interest for the delay, as directed by SEBI under regulation 22(12) of the Regulations. Further if the delay occurs due to willful default of the Acquirers in obtaining the requisite approvals, regulation 22(13) of the Regulations will become applicable.

VII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

92. The Shareholders of the Target Company, who wish to avail of and accept this Offer should deliver the documents mentioned below as soon as possible by Registered Post with acknowledgement due or in person or by courier, so as to reach the Registrar to the Offer or the Registrar's Collection Centers at the addresses mentioned in paragraph 101 before 3:00 pm Indian Standard Time on June 16, 2007 or such other extended date in case there is any competitive bid. Shareholders are advised to ensure that the Form of Acceptance-cum-Acknowledgement and other documents are complete in all respect otherwise the same is liable to be rejected. In the case of dematerialized Shares, the shareholders are advised to ensure that their Shares are credited in favour of the special depository account, before the close of the offer. The Form of Acceptance-cum-Acknowledgment of such dematerialised Shares not credited in favour of the special depository account before the close of the Offer is liable to be rejected.

93. Documents to be delivered by all shareholders

(a) For Shares held in the DEMATERIALIZED FORM

- Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Shares, as per the records of the Depository Participant ("DP").
- Photocopy of the Delivery Instruction in "Off-market" mode or counterfoil of the delivery instruction slip in "Off-market" mode, duly acknowledged by the DP. The details of the special depository account are as follows:

Depository Name	National Securities Depository Limited
DP Name	Kotak Mahindra Bank Limited
DP ID Number	IN303173
Account name	SHAREPRO SERVICES – ESCROW A/C – PUNJAB TRACTORS OPEN OFFER
Beneficiary Account Number	20000150
ISIN	INE170A01013
Market	Off-Market
Date of Credit	On or before June 16, 2007

** Shareholders should ensure that the Shares are credited in the aforementioned account not later than 3:00 p.m. on June 16, 2007*

Please note the following:

- For each delivery instruction, the beneficial owner should submit a separate Acceptance Form.
- The Registrar to the Offer is not bound to accept those acceptances, for which corresponding Shares have not been credited to the above special account or for shares that are credited in the above special account but the corresponding Form of Acceptance has not been received as on the date of closure of the Offer.

(b) In case of Shares held in the PHYSICAL MODE by REGISTERED SHAREHOLDERS:

- (i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein, by all shareholders. In case of Shares held in joint names, names should be filled up in the same order in which they hold Shares in the Company. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer;
- (ii) Original equity share certificate(s); and
- (iii) Valid equity share transfer form(s) duly signed by transferor (by all the equity shareholders in case the Shares are in joint names) as per the specimen signatures lodged with the Target Company and duly witnessed at the appropriate place(s).

PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.

(c) In case of Shares held in the PHYSICAL MODE by PERSONS NOT REGISTERED AS SHAREHOLDERS:

- (i) Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein;
- (ii) Original equity share certificate(s) accompanied by valid share transfer forms as received from the market, wherein the name of the transferee has not been filled in; and
- (iii) Original broker contract note of a registered broker of a recognized stock exchange in relation to the purchase of the Shares being tendered in this case.
- (iv) In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company / its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgment of lodgment with, or receipt by, the Company/ its transfer agents, of the share certificate(s) and the transfer deed(s).

(v) No indemnity is required from persons not registered as Shareholders.

94. No documents should be sent to the parties to the Agreement.

95. Non-resident Shareholders should, in addition to above, enclose copy(ies) of permission(s) received from Reserve Bank of India to acquire Shares held by them in the Target Company.

96. Shareholders who have sent their physical Shares for dematerialization may participate in the Offer by submitting the Form of Acceptance-cum-Acknowledgement along with a copy of the dematerialization request form duly acknowledged by the Depository Participant. Shareholders who have sent their physical Shares for dematerialization need to ensure that the process of getting their Shares dematerialized is completed well in time so that the credit in the special depository account duly instructed by the shareholder should be received on or before the close of the Offer i.e. June 16, 2007, else the application will be rejected.

97. In case of non-receipt of the Letter of Offer, the eligible shareholders may obtain a copy of the Letter of Offer from the SEBI website www.sebi.gov.in, or obtain a copy of the same from the Manager to the Offer or Registrar to the Offer on providing suitable documentary evidence of acquisition of the Shares. Alternatively those desirous of tendering their Shares to the Acquirers may participate in the Offer as follows:

(a) In case Shares are held in the dematerialized form by sending their consent in writing on a plain paper to the Registrar to the Offer, such that it is received by the Registrar to the Offer before 3:00 p.m. Indian Standard Time on June 16, 2007, stating the name, address, no. of Shares held, no. of Shares offered, DP name, DP ID, beneficiary account number along with a photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the DP, in favour of "SHAREPRO SERVICES – ESCROW A/C – PUNJAB TRACTORS OPEN OFFER" filled as specified in paragraph 93 above. No indemnity would be required from unregistered Shareholders.

(b) In case of Shares held in the physical mode by sending their consent in writing to the Registrar to the Offer, on a plain paper stating the name, address, no. of Shares held, no. of Shares offered, distinctive nos., folio no., the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired, along with the original share certificate(s) and transfer deed(s) duly signed (as specified in paragraph 93, as applicable, above), either by hand delivery or by Registered Post or courier, such that these are received by the Registrar to the Offer before 3:00 p.m. Indian Standard Time on June 16, 2007.

98. All the shareholders should provide all relevant documents, which are necessary to ensure transferability of the Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):

- Duly attested death certificate and succession certificate (in case of single shareholder) in case the original shareholder has expired.
- Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
- No objection certificate from any lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- In case of companies, the necessary certified corporate authorisations (including board and/or general meeting resolutions).

99. While tendering Shares under the Offer, non resident shareholders will be required to submit the previous approvals from the RBI (specific or general) that they would have obtained for acquiring the Shares. In case the previous approvals from the RBI are not submitted, the Acquirers reserve the right to reject such Shares tendered.
100. While tendering the Shares under the Offer, non resident shareholders will be required to submit a Tax Clearance certificate from the Income Tax authorities, indicating the amount of tax to be deducted by the Acquirers under the IT Act before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirers will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the IT Act, on the entire consideration amount payable to such non resident shareholders.
101. The Form of Acceptance-cum-Acknowledgement along with all the relevant documents should be submitted at any of the collection centers below.

No.	Collection Centre	Address of Collection Centre	Contact Person	Email Address	Phone No.	Fax	Mode of delivery
1.	Ahmedabad	Sharepro Services (India) Private Limited C/o. S S EnterprisesAbove Avoji Showroom Opp. Tailor PointZaveri Varna Naka Relief Road Ahmedabad – 380001	Mr. Hitesh Mehta	ss_enter2004@yahoo.com	079-65134328/ 9825465963	079-25601636	Hand Delivery
2.	Chandigarh	Sharepro Services (India) Private Limited C/o Saloni Investments S C O 39, Sector 20 C 2nd Floor, Chandigarh - 160020	Mr. Promod Bindal	pbindal@yahoo.com	0172-2709134/ 9417014357	0172-5000183	Hand Delivery
3.	Chennai	Sharepro Services (India) Private Limited C/o Skystock Financial No 66A, Red Hills Road Vijayalaxmipuram Ambattur Chennai – 600053	Mr. B Srinivas	skystockchennai@gmail.com	044-25507845		Hand Delivery
4.	Kolkata	Sharepro Services (India) Private Limited C/o.Dynamic Financial Consultant, 196 A G Arabinda Sarani, Gouribari Kolkata – 700004	Mr. Bhaskar Biswas	dynamicprojects@rediffmail.com	033-25333706/ 9830050737	033-28250087	Hand Delivery
5.	Mumbai	Sharepro Services (India) Private LimitedSatam Estate, 3rd FloorAbove Bank of BarodaCardinal Gracious RoadChakala, Andheri (E), Mumbai – 400 099	Mr.V Kumaresan	ptloffer@shareproservices.com	022-28215168	022-28375646	Hand Delivery / Post
6.	New Delhi	Sharepro Services (India) Private Limited C/o.Sterling ServicesF-75, 1st Floor, Bhagat Singh Market, Near Gol Market, New Delhi – 110001	Mr. Sridhar	sterlingservices20022002@yahoo.com	011-65058126/ 9313796360	011-23341292	Hand Delivery

Working Hours: Monday to Friday 11.00 am to 3:00 pm and 11:00 am to 1:00 pm on Saturday (not being a bank holiday)

NO SHARES OR DOCUMENTS SHOULD BE SENT DIRECTLY TO THE ACQUIRERS / TARGET COMPANY / MANAGER TO THE OFFER / PARTIES TO THE AGREEMENT

102. Applicants who cannot hand deliver their documents at the collection centers referred to above, may send the same by registered post, at their own risk and cost, to the Registrar to the Offer at its address Sharepro Services (India) Private Limited, Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai 400 099.
103. The Registrar to the Offer will hold in trust the share certificates, credit of dematerialized Shares, form of acceptance duly filled in and the transfer deed(s) on behalf of the Shareholders of the Target Company who have accepted the Offer, till such time as the Acquirers complete the obligations under the Offer.
104. In case the number of Shares validly tendered in the Offer by the Shareholders of the Target Company are more than the Shares to be acquired under the Offer, the acquisition of Shares from each shareholder will be, as per the provisions of Regulation 21(6) of the Regulations, on a proportional basis in such a way that the acquisition from any shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. As the Shares trade in the compulsory dematerialized settlement segment of BSE and NSE, the minimum marketable lot for the Shares is 1 (one).
105. The payment of consideration for accepted applications will be made by the Acquirers in cash through account payee cheques, drafts, warrants, etc. sent by Registered Post for amounts exceeding Rs. 1,500 and otherwise by

UPC in accordance with the Regulations, and the same will be drawn in the name of the first named person in case of joint shareholders. It is desirable that shareholders provide bank details in the Form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the cheque / demand draft / pay order.

106. The unaccepted share certificates, transfer forms and other documents, if any, would be returned by registered post at the Shareholders' sole risk. Shares, to the extent unaccepted, held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per details furnished in the Form of Acceptance.
107. Subject to the Statutory Approvals as stated in Paragraph 88 above, the Acquirers intend to complete all formalities, including the payment of consideration within a period of 15 days from the closure of the Offer, i.e. June 30, 2007 and for the purpose open a special account as provided under regulation 29, provided that where the Acquirers are unable to make the payment to the shareholders who have accepted the Offer before the said period of 15 days due to non-receipt of requisite statutory approvals, SEBI may, if satisfied that non-receipt of requisite statutory approvals was not due to any wilful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders for delay beyond 20 days, as may be specified by SEBI from time to time.
108. A copy of this Letter of Offer (including the Form of Acceptance cum Acknowledgement) is expected to be available on SEBI's web-site (www.sebi.gov.in) during the period the Offer is open. Eligible Shareholders can make an application in the Offer in the form downloaded from SEBI's website as one of the alternatives for applying in the Offer.
109. In terms of the Regulations, shareholders desirous of withdrawing their acceptances tendered in the offer can do so up to three working days prior to the close of the Offer i.e. up to June 13, 2007. The withdrawal option can only be exercised by submitting the Form of Withdrawal as per the instructions below so as to reach the Registrar to the Offer at its address Sharepro Services (India) Private Limited, Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai 400 099 either by hand delivery or by registered post
110. In case of non-receipt of the Form of Withdrawal the withdrawal option can be exercised by making an application on plain paper along with details as mentioned in paragraph 109 above.

VIII. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Manager to the Offer at 3rd floor, Bakhtawar, 229 Nariman Point, Mumbai 400 021 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 am to 1:00 pm from the date of opening of the Offer up to the closure of this Offer.

- Certified true copy of Certificate of Incorporation and Articles of Association of the Acquirers
- Audited Annual reports of the Acquirers for the last three years, as applicable
- Certificate from Mr. P.Y. Joglekar, Membership no. 10031053 of Joglekar & Gokhale Chartered Accountants, dated March 9, 2007 stating that the Acquirers has cash available for meeting their obligations under the Regulations
- Bank Guarantee, issued by State Bank of India, CAG Branch, Voltas House, Ballard Pier, Mumbai 400 001, which exceeds the escrow amount stipulated under Regulation 28(2), valid till January 7, 2008, in accordance with the Regulations
- Letter from Kotak Mahindra Bank Limited, 36-38A, Nariman Bhavan, 227 Nariman Point, Mumbai – 400 021, confirming the Cash Deposit for an amount representing more than 1% of the Maximum Consideration in accordance with the Regulations
- Copy of share purchase agreement with regard to the Agreement
- Copy of the Press Release
- Published copy of the Public Announcement dated March 12, 2007 corrigendum to Public Announcement dated May 3, 2007, corrigendum to Public Announcement dated May 18, 2007 and corrigendum to Public Announcement dated May 21, 2007
- SEBI observation letter dated April 17, 2007
- Agreement regarding the special depository account with the depository participant.
- Audited annual reports of the Target Company for the last three years.

IX. DECLARATION BY THE ACQUIRERS

The Boards of Directors of the Acquirers accept full responsibility for the information (except for the information relating to the Target Company, which has been compiled from publicly available sources or received from the Target Company) contained in this Letter of Offer as evidenced by the signature of their authorized representative for this purpose. The Acquirers would be responsible for ensuring compliance with the Regulations.

Signed by

Sd-

For Mahindra and Mahindra Limited

Name :
Designation :

Date :
Place :

Sd-

For Mahindra Holdings & Finance Limited

Name :
Designation :

Date :
Place :