DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

SWARAJ AUTOMOTIVES LIMITED ("SAL" or "Target")

a company incorporated under the Companies Act, 1956 with its Registered Office at

Phase-IV, Industrial Area, Sahibzada Ajit Singh Nagar, Mohali, Punjab-160055. Tel: +91-172-2271620-27; Fax: +91-172-2272731

VOLUNTARY OPEN OFFER ("OFFER") FOR ACQUISITION OF UP TO 6,47,382 EQUITY SHARES (AS DEFINED IN SECTION I(C)) FROM SHAREHOLDERS OF SWARAJ AUTOMOTIVES LIMITED BY MAHINDRA & MAHINDRA LTD. ("M&M" OR THE "ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH REGULATION 6(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 2011, AS AMENDED ("SEBI (SAST) REGULATIONS").

This Detailed Public Statement ("DPS") is being issued by Religare Capital Markets Limited, the Manager to the Offer ("Manager"), on behalf of the Acquirer, in compliance with Regulation 13(4) of SEBI (SAST) Regulations pursuant to the Public Announcement ("PA") filed on November 14, 2011 with the Delhi Stock Exchange Limited ("DSE") and Target, and November 15, 2011 with the Securities and Exchange Board of India ("SEBI") in terms of Regulation 6(1) of the SEBI (SAST) Regulations.

I. ACQUIRER, TARGET AND OFFER

(A) Acquirer

- The Acquirer, Mahindra & Mahindra Ltd. was incorporated on October 2, 1945 under the Indian Companies Act, VII of 1913 with the name and style of Mahindra and Mohammad Limited. Its name was changed to Mahindra & Mahindra Ltd. with effect from January 13, 1948. The Corporate Identity Numberof the Acquirer is L65990MH1945PLC004558. Its registered office is located at Gateway Building, Apollo Bunder, Mumbai – 400001, India.
- The Acquirer is part of the Mahindra Group ("The Group") and is engaged in the business of manufacturing and marketing of tractors utility vehicles and light commercial vehicles. The Group has significant presence in key sectors such as infrastructure, information technology, financial services and automotive & automotive components.
- Mr. Keshub Mahindra and Mr. Anand Mahindra are the promoters of the Acquirer.
- The Acquirer is listed on the Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The Global Depositary Receipts ("GDRs") of the Acquirer are listed on the Luxembourg Stock Exchange and are also admitted for trading on International Order Book (IOB) of the London Stock Exchange.
- The Acquirer forms a part of the promoter group of the Target and holds 10,59,543 equity shares in the Target constituting 44.19% of the Voting Share Capital of the Target.
- The Acquirer has not been prohibited by the SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.
- The financial detail of the Acquirer is as follows:

(Amount in ₹Crore except EPS)

Particulars	Financial Year ending March 31, 2009*	Financial Year ending March 31, 2010*	Financial Year ending March 31, 2011*	6 month period ending September 30, 2011**
Total Revenue	26,920	31,688	37,026	14,351
Net Income	1,405***	2,479***	3,080***	1,342
Basic EPS (₹)	25.79	45.08	53.46	22.85****
Diluted EPS (₹)	24.14	42.17	51.29	21.86 ****
Networth/ Shareholder Funds#	7,058	10,144	14,273	11,648

**Based on audited consolidated financial reports of the Acquirer*
***Standalone results for 6 month period ending September 30, 2011 have been subjected to a limited review by the statutory auditors of the Acquirer and approved by the Board of Directors on November 14, 2011*
****Net income after minority interest*
*****Not annualised*
#Excluding revaluation reserves

(B) Target

- The Target, Swaraj Automotives Limited is a public limited company, incorporated in India on November 20, 1974 under the Companies Act, 1956, as Punjab Scooters Ltd. The registered office of the Target is located at Phase IV, Industrial Area, Sahibzada Ajit Singh Nagar, Mohali, Punjab-160055
- On October 8, 1998, the name of the Target was changed from Punjab Scooters Ltd to Swaraj Automotives Ltd.
- As on the date of this DPS, the subscribed, issued and paid up share capital of the Target consist of 23,97,713 equity shares of ₹ 10/- each aggregating to ₹ 2,39,77,130 ("Voting Share Capital"). The equity shares of the Target are listed on the DSE and are not frequently traded within the meaning of Regulation 2(1)(j) of SEBI (SAST) Regulations.
- The financial highlights of the Target are as given below for last 3 years

(Amount in ₹ Crore except EPS)

Particulars	Financial Year ending March 31, 2009*	Financial Year ending March 31, 2010*	Financial Year ending March 31, 2011*	6 month period ending September 30, 2011**
Total Revenue	65.74	69.23	67.33	33.75
Net Income	4.59	3.48	1.34	0.64
Basic / Diluted EPS (₹)	19.13	14.49	5.58	2.66***
Net worth / Shareholder Funds	17.97	20.33	20.83	21.47

**Based on audited financial reports of the Target*
***Results for 6 month period ending September 30, 2011 have been subjected to a limited review by the statutory auditors of the Target and approved by the Board of Directors on October 20, 2011*
****Not annualised*

(C) Details of the Offer

- This voluntary offer is being made by the Acquirer to equity shareholders of the Target for acquiring up to 6,47,382 fully paid-up equity shares of the Target ("Equity Shares") constituting 27% of the Voting Share Capital of the Target (the "Offer Size") at a price of ₹ 90 (Rupees Ninety Only) per equity share (the "Offer Price"), payable in cash, in order to consolidate its shareholding in the Target in accordance with the Regulation 6(1) of the SEBI (SAST) Regulations and subject to the terms and conditions set out in this DPS and the Letter of Offer.
- The Acquirer forms part of the promoter group of the Target and holds 10,59,543 Equity Shares constituting 44.19% of the Voting Share Capital of the Target.
- Pursuant to the completion of the Offer (assuming full acceptance), the Acquirer would hold a maximum of 17,06,925 Equity Shares constituting 71.19% of the Voting Share Capital of the Target.
- The Equity Shares of the Target are listed on the DSE. In terms of Clause 40A of the Listing Agreement with DSE read with Rule 19A(1) of the Securities Contracts (Regulations) Rules,1957, the Target is required to maintain at least 25% public shareholding for listing on a continuous basis. The present Offer will not result in the public shareholding of the Target falling below the minimum level required as per the Listing Agreement.
- This Offer is being made to all the shareholders of the Target. The Acquirer will acquire all the Equity Shares of the Target that are validly tendered as per the terms of the Offer as stated in the Letter of Offer, subject to a maximum of 6,47,382 Equity Shares being 27% of the Voting Share Capital of the Target.
- This Offer is not conditional upon any minimum level of acceptance in terms of the Regulation 19(1) of SEBI (SAST) Regulations and is not a competitive bid in terms of the Regulation 20 of SEBI (SAST) Regulations.
- This Offer is subject to the receipt of the statutory and other approvals as mentioned in Section VI of this DPS. In terms of Regulation 23(1)(a) of SEBI (SAST) Regulations, if the statutory approvals are not received, the Offer will stand withdrawn.
- The Acquirer has not acquired any Equity Shares of the Target in the preceding fifty-two weeks prior to the date of the PA in terms of first proviso of Regulation 6(1) of SEBI (SAST) Regulations.
- The Equity Shares of the Target will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
- The Acquirer currently holds 10,59,543 Equity Shares constituting 44.19% of the Voting Share Capital of the Target and is part of the promoter group of the Target. The Acquirer is already in control of the Target and the proposed acquisition pursuant to the Offer is for the purposes of consolidating its shareholding in the Target. Since the Acquirer is already in control of the Target, the provisions of Regulation 25 (2) of the SEBI (SAST) Regulations are not applicable to the Acquirer. However, the proposed consolidation by the Acquirer under the Offer is not with an intent to dispose off any material assets of the Target in the next two years whether by way of sale, lease, encumbrance or other wise except to the extent that may be required (i) in the ordinary course of business and/or (ii) in accordance with applicable law.

II. BACKGROUND OF THE OFFER

- This is a voluntary offer, being made by the Acquirer in accordance with Regulations 6(1) of the SEBI (SAST) Regulations.
- The Offer Price is payable in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- The Acquirer forms part of the promoter group of the Target and holds 44.19% of the Voting Share Capital of the Target.
- The present Offer is being made for consolidating the Acquirer shareholding in the Target. The Acquirer plans to continue to operate the business of the Target as it has done in the past.

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer in the Target and the details of its acquisition are as follows:

Details	Acquirer	
	No.	%
Shareholding as on the PA Date	10,59,543	44.19
Equity Shares acquired between the PA date and the DPS date	Nil	Nil
Post Offer shareholding (*) - On Diluted basis, as on 10th working day after closing of tendering period (assuming 100% acceptance)	17,06,925	71.19

**Directors of the Acquirer do not hold any Equity Shares of the Target*

No other person / individual / entity is acting in concert with the Acquirer for the purposes of this Offer in terms of Regulation 2(1)(q) of the SEBI (SAST) Regulations.

IV. OFFER PRICE

- The Equity Shares of the Target are listed on DSE
- The Equity Shares of the Target are not frequently traded on DSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- As confirmed by DSE vide their letter dated November 8, 2011, there has been no trading in the Equity Shares of the Target between November 2010 and October 2011 (twelve calendar months preceding the calendar month in which the PA was made) and hence the trading turnover in the Equity Shares of the Target for the period of twelve calendar months preceding the calendar month in which the PA was made is nil.
- Justification of Offer Price in terms of Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations:

(a)	Highest negotiated price per share of the Target for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	NA
(b)	Volume-weighted average price paid or payable for acquisitions, whether by the Acquirer or by any person acting in concert with him, during the 52 weeks immediately preceding the date of the PA	NA
(c)	Highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with him, during the 26 weeks immediately preceding the date of the PA	NA
(d)	Volume-weighted average market price of such shares for a period of 60 trading days immediately preceding the date of the public announcement as traded on the DSE, provided such shares are frequently traded	NA
(e)	Other parameters based on the audited financials of the Target for year ending on March 31, 2011.	
	(i) Book Value per Share (₹)	86.86
	(ii) Price to Earnings Ratio	16.13*
(f)	Per share value computed under sub-regulation (5), of Regulation 8 of the SEBI (SAST) Regulations, if applicable	NA

**implied price to earnings ratio calculated based on the offer price of ₹90 and the EPS for the year ending March 31, 2011*
NA - Not Applicable

- The Target is engaged in the business of manufacturing seats & seating systems for tractors, commercial vehicles, cars and passenger vehicles which falls under the industry segment "Auto Ancillaries" with an industry P/E of 16.1x(Source: Capital Market Volume: Vol. XXVI / 18 Dated Oct 31 – Nov 13, 2011). The industry P/E is not strictly comparable as the industry segment covered by the Capital Market consists of companies, which have varied and different businesses compared to the Target and also vary widely in terms of financial parameters with the Target.
- Further, Mr.Nimesh Jambusaria, Partner, Haribhakti & Co., Chartered Accountants, 42, Free Press House, 215, Nariman Point, Mumbai 400 021, (Membership No. 38979), has certified vide certificate dated November 14, 2011 that ₹ 83 (Rupees Eighty Three Only) is the fair price per Equity Share of the Target.
  a. For the purpose of said valuation, the Comparable Companies Multiple (CCM) method using the Price to Book Value multiple, EV/EBITDA multiple and the Return on Net Worth (RONW) method was used to derive the equity value of the Target.
  b. Equal weightage of '1' was assigned to the value arrived under all the three methods viz., the Price to Book Value multiple, the EV/EBITDA multiple and RONW method.
- The Offer Price of ₹ 90 (Rupees Ninety only) per equity share is more than the fair value as certified by M/s Haribhakti & Co. and is thus justified in terms of Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations.
- The Acquirer is permitted to revise Offer Size and/ or the Offer Price upwards only up to the period prior to 3 working days before the date of commencement of the tendering period. In the event of such revision, a public announcement will be made in the same newspapers where this DPS has appeared.

V. FINANCIAL ARRANGEMENTS

- The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 6,47,382 Equity Shares at ₹ 90 (Rupees Ninety only) per fully paid up Equity Share is ₹ 5,82,64,380 (Rupees Five Crores Eighty-Two Lakhs Sixty-Four Thousand Three Hundred and Eighty Only) ("Offer Consideration").
- The Acquirer has adequate resources to meet the financial requirement of the Offer.
- The Acquirer has opened escrow account with HDFC Bank ("Escrow Bank"), having their registered office at HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013, in the name of **'M and M Open Offer Escrow A/c'** bearing no. 00600310029480 ("Escrow Account") and deposited ₹ 5,82,64,380 (Rupees Five Crores Eighty-Two Lakhs Sixty-Four Thousand Three Hundred and Eighty Only) in cash, being 100% of the total purchase consideration payable under the Offer assuming full acceptance at the Offer Price in accordance with Regulation 17 of the SEBI (SAST) Regulations. Further, an escrow fixed deposit account will be opened with the Escrow Bank in the name of **'M and M Open Offer Escrow FD A/c'** with a lien marked to the Manager and the funds from the current account will be moved to the fixed deposit account. Both the current account and the fixed deposit account will be part of the Escrow Account. The Acquirer has confirmed that the funds lying in the Escrow Account will be utilized exclusively for the purpose of the Offer. The Acquirer has authorized the Manager to operate the Escrow Account in compliance with Regulation 17 of the SEBI (SAST) Regulations. The funding in the above mentioned Escrow Account has been done using funds from a domestic bank account.
- Mr. P. Y. Joglekar, Partner, Joglekar & Gokhale, Chartered Accountants, 9/13, The Worli Shivshahi CHS Ltd., Shivajinagar, Dr. Annie Besant Road, Worli, Mumbai - 400 030 (Membership No. 031053), has certified vide certificate dated November 14, 2011 that the Acquirer has sufficient resources through verifiable means to fulfill the obligation under the Offer.
- Based on the above, the Manager is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations as firm financial arrangements are in place to fulfill the obligations under the SEBI (SAST) Regulations.

VI. STATUTORY AND OTHER APPROVALS

- As on the date of this DPS, to the best of the knowledge of the Acquirer, there are no statutory or other approvals from Banks / Financial Institutions of the Target required to make this Offer. However, in case of any regulatory or statutory or other approval being required at a later date before the closure of the Offer, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approvals.
- The Acquirer, in terms of Regulation 23 of SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS has appeared.
- In case of delay in receipt of the above statutory approvals, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the shareholders of the Target whose Equity Shares have been accepted in the Offer, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations. However, if the delay occurs on account of wilful default or neglect or inaction or non-action by the Acquirer in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount held in the Escrow Account shall become liable to forfeiture.

VII. TENTATIVE SCHEDULE OF ACTIVITY

Nature of Activity	Date and Day
Date of the PA	Monday, November 14, 2011
Date of the DPS	Friday, November 18, 2011
Last date of a Competing Offer	Friday, December 9, 2011
Identified Date*	Friday, December 16, 2011
Date by which the Letter of Offer will be despatched to the shareholders	Friday, December 23, 2011
Last date for upward revision of Offer Price and/or Offer Size	Monday, December 26, 2011
Last date by which Board of the Target shall give its recommendation	Tuesday, December 27, 2011
Offer Opening PA Date	Thursday, December 29, 2011
Date of commencement of tendering period	Friday, December 30, 2011
Date of closing of tendering period	Thursday, January 12, 2012
Date by which all requirements including payment of consideration would be completed	Wednesday, January 25, 2012

**Date falling on the 10th working day prior to the commencement of the tendering period, for the purposes of determining the shareholders to whom the letter of offer shall be sent*

- In case of any change in the above dates, the same will be communicated by way of a corrigendum to this DPS

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECIEPT OF LETTER OF OFFER

- All owners of Equity Shares whether holding Equity Shares in dematerialised form or physical form, registered or unregistered, are eligible to participate in the Offer any time before closure of the tendering period.
- Persons who have acquired the Equity Shares of the Target but whose names do not appear in the register of members of the Target on the Identified Date or unregistered owners or those who have acquired the Equity Shares of the Target after the Identified Date or those who have not received the Letter of Offer, may also participate in this Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming their consent to participate in this Offer as per the terms and conditions of this Offer. The application is to be sent to Sharepro Services (India) Ltd. ("Registrar to the Offer") at the address mentioned below so as to reach the Registrar to the Offer on or before Thursday, January 12, 2012 (i.e. the date of closing of the tendering period), together with:
  a. In the case of shares held in physical form, the name, address, number of shares held, number of shares offered, distinctive numbers and folio number together with the original share certificate/s and valid transfer deeds. Persons who have acquired shares of the Target should send to the Registrar to the Offer, the original contract note issued by a registered share broker of a recognized stock exchange through whom such shares were acquired and/or such other documents as may be specified; or
  b. In the case of shares held in dematerialized form, Depository Participant ("DP") name, DP ID, beneficiary account number together with photocopy or counterfoil of the delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Equity Shares in favour of "OPEN OFFER - SWARAJ AUTOMOTIVES LIMITED" filled in as per the instructions given below:

Depository Participant ("DP") Name	Kotak Securities Limited
DP ID	IN300214
Client ID	16179972
Account Name	OPEN OFFER - SWARAJ AUTOMOTIVES LIMITED
Depository	NSDL

  Shareholders having their beneficial account with CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Special Depository Account with NSDL.
  c. Such shareholders may also (a) download the Letter of Offer from the SEBI website (http://www.sebi.gov.in/) or (b) obtain a copy of Letter of Offer by writing to the Registrar to the Offer or Manager superscribing the envelope "SAL Open Offer" with suitable documentary evidence of ownership of the said Equity Shares.
  d. No indemnity is needed from the unregistered shareholders.

DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

IX. OTHER INFORMATION

- The Acquirer along with its directors severally and jointly accepts the responsibility for the information contained in the PA and this DPS. The Acquirer is responsible for the fulfilment of its obligations under the SEBI (SAST) Regulations
- Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Religare Capital Markets Limited as Manager to the Offer
- Registrar to the Offer –

  Sharepro Services (India) Pvt. Ltd.
  13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai –400072
  Telephone: 91 (022) 61915400/419; **Facsimile:** 91 (022) 61915444
  E-mail: prakashk@shareproservices.com / satheesh@shareproservices.com
  Contact Person: Mr. Prakash Khare / Mr. Satheesh H. K.

This Detailed Public Statement would also be available on the SEBI's website (*www.sebi.gov.in*).

Issued by Manager to the Offer:

RELIGARE | INVESTMENT BANKING AND SECURITIES
Values that bind

Religare Capital Markets Limited
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Email ID: sal.openoffer@religare.com; **Website:** www.religarecm.com
Investor Grievance ID: grievance.ibd@religare.com
Contact Person: Mr. Anupam Kumar / Ms. Gowri Nayak;
SEBI Registration Number: INM000011062

For and on behalf of Mahindra & Mahindra Ltd.

Sd/-
Authorised Signatory

Place : Mumbai
Date : November 17, 2011

CONCEPT

Size: 40 x33 sq.cm