

POST OFFER PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF **SWARAJ ENGINES LIMITED**

The details subsequent to the completion of the offer made vide public announcement dated March 12, 2007 ("PA"), corrigendum public announcement dated May 3, 2007 and corrigendum public announcement dated May 21, 2007 under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("Regulations") issued on behalf of Mahindra & Mahindra Ltd ("M&M") and Mahindra Holdings & Finance Ltd. ("MHFL") (the "Acquirers") to acquire 2,483,964 fully paid up equity shares of Rs. 10/- each, representing 20% of the outstanding voting equity capital of Swaraj Engines Limited at a price of Rs. 151/- (Rs. One Hundred and Fifty One only) per fully paid up equity share, payable in cash are as under:

1. Name of the Target Company : Swaraj Engines Limited
2. Name of the Acquirers : M&M and MHFL
3. Name of the Manager to the Offer : Kotak Mahindra Capital Company Limited
4. Name of the Registrar to the Offer : Sharepro Services (India) Private Limited
5. Other Details
 - a. Date of opening of the Offer : May 28, 2007
 - b. Date of closure of the Offer : June 16, 2007
6. Details of the acquisition³

Sr. No.	Item	Proposed in the Letter of Offer		Actual	
a.	Offer Price	Rs. 151/- per fully paid up equity share		Rs. 151/- per fully paid up equity share	
b.	Shareholding of the Acquirers (No. & %) before the Public Announcement				
	i) M&M	Nil		Nil	
	ii) MHFL	Nil		Nil	
	Total	Nil		Nil	
c.	Shares acquired under the Share Purchase Agreement (No. & %) ¹				
	i) M&M	Nil		Nil	
	ii) MHFL	Nil		Nil	
	Total	Nil		Nil	
d.	Shares acquired in the open offer (No. & %)				
	i) M&M	} 2,483,964 (20.0%)		7,417 (0.06%)	
	ii) MHFL			Nil	
	Total			7,417 (0.06%)	
e.	Size of the open offer (No. of shares multiplied by offer price per share)	Rs. 37,50,78,564		Rs. 11,19,967	
f.	Shares acquired after P.A. but before 7 working days prior to closure date, if any (No. & %)	Nil		Nil	
g.	Post Offer shareholding of Acquirers (No. & %) (b + c + d + f)				
	i) M&M	} 2,483,964 (20.0%)		7,417 (0.06%)	
	ii) MHFL			Nil	
	Total			7,417 (0.06%)	
h.	Pre & Post Offer shareholding of Public (No. & %) ²	Pre Offer	Post Offer	Pre Offer	Post Offer
		6,140,820 shares (49.4%)	3,656,856 shares (29.4%)	6,140,820 shares (49.4%)	6,133,403 shares (49.4%)

¹ The Share Purchase Agreement signed by the Acquirers for acquiring shares in Punjab Tractors Limited would result in the Acquirers indirectly acquiring a 33.17% stake in Swaraj Engines Limited resulting in this offer. No shares of Swaraj Engines Limited were directly purchased in the Share Purchase Agreement

² This does not include 4,119,000 shares held by Punjab Tractors Limited amounting to 33.17% and 2,160,000 shares held by Kirloskar Oil Engines Limited amounting to 17.39%, the promoters of Swaraj Engines Limited

³ The above percentages are calculated based on the voting equity capital comprising 12,419,820 shares as on the date of the PA

7. Escrow bank has been instructed to release the funds lying in the escrow account.
8. Payment of interest, if any, to the shareholders along with the details thereof: N.A.
9. Status of investor complaints received, if any: All investor queries/ complaints received have been replied to.

The Board of Directors of the Acquirers accepts full responsibility for the information contained in this public announcement and also accepts responsibility for the obligations of the Acquirers under the Regulations. This announcement should be read in conjunction with the PA.

This announcement is expected to be available on the SEBI website at <http://www.sebi.gov.in>

For and on behalf of the Acquirers



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Dated : July 5, 2007
Place : Mumbai