OFFER OPENING PUBLIC ANNOUNCEMENT

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, India
Tel: +91-172-2271620-27 Fax: +91-172-2272731

This advertisement is being issued by Religare Capital Markets Limited, Manager to the Offer, on behalf of Mahindra & Mahindra Ltd.(**"Acquirer"**), pursuant to Regulation 18 (7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (**"SEBI (SAST) Regulations"**) in respect of the Voluntary Open Offer (the **"Offer"**) to acquire upto 6,47,382 Equity Shares, constituting 27% of the Voting Share Capital of the Target. The Detailed Public Statement (**"DPS"**) with respect to the aforementioned Offer was published on November 18, 2011 in the following newspapers:

Newspaper	Language	Editions	Date of Publication
Business Standard	English	All editions	November 18, 2011
Business Standard	Hindi	All editions	November 18, 2011
Ajit	Punjabi	Mohali (Chandigarh split edition)	November 18, 2011

1. The offer price is ₹90 (Rupees Ninety Only) per Equity Share ("Offer Price"). There has been no revision in the Offer Price
2. The summary of reasons for recommendation of the Committee of Independent Directors ("IDC") of the Target dated December 22, 2011 is mentioned below:

   IDC recommends acceptance of the Offer given by Acquirer and believes that the Offer is fair and reasonable based on the following reasons:

   A. The Offer Price of ₹90 (Rupees Ninety only) per Equity Share of the Target is attractive to Shareholders, in the light of the following facts:
      – The book value per Equity Share of the Target as per the last audited balance sheet of the Target for the year ending March 31, 2011 is ₹86.86 (Rupees Eighty Six and Paisa Eighty Six Only) per Equity Share of the Target (refer to the Audited Balance Sheet available on the Target's website www.swarajenterprise.com)and the table titled "Other Financial Data" in paragraph 4.7 of the Letter of Offer("LOF") dated December 16, 2011 which is lower than the Offer Price of ₹90/- per Equity Share of the Target, being offered by the Acquirer; and
      – The fair price per Equity Share of the Target as per the independent valuation certificate dated November 14, 2011 submitted by Mr. Nimesh Jambusaria, Partner, Haribhakti & Co., Chartered Accountants, 42, Free Press House, 215, Nariman Point, Mumbai 400 021, (Membership No. 38979), is ₹83/-(Rupees Eighty Three Only) per Equity Share of the Target (refer to paragraph 5.1.4 of the LOF dated December 16, 2011) which is also lower than the Offer Price of ₹90 (Rupees Ninety Only) per Equity Share of the Target, offered by the Acquirer

   B. The Equity Shares of the Target are illiquid because there has been no trading of the Target Equity Shares on the Delhi Stock Exchange (only stock exchange where Target Equity Shares are listed) since March 7, 1995

   Recommendation of IDC of the Target was published in abovementioned newspapers on December 23, 2011.
3. There has been no competitive bid to this Offer.
4. The LOF has been dispatched to all Shareholders of the Target on December 21, 2011.
5. Please note that a copy of the LOF (including Form of Acceptance) is also available on Securities and Exchange Board of India (**"SEBI"**) web-site (www.sebi.gov.in). Registered / unregistered Shareholders if they so desire may also apply on the Form of Acceptance downloaded from the SEBI's website. Further, in case of non-receipt/non-availability of the Form of Acceptance, the application can be made on plain paper along with the following details:

   a) In case of physical shares: Name of the Shareholder, address, number of Equity Shares held, number of Equity Shares tendered, distinctive numbers, folio numbers together with the original Equity Share certificate(s), valid transfer deeds with the details of the buyer kept blank;

   b) In case of dematerialized shares: Name of the Shareholder, address, number of Equity Shares held, number of Equity Shares tendered, DP name, DP ID, beneficiary account number and a photocopy or counterfoil of the delivery instructions in "Off market" mode, duly acknowledged by the beneficial owners depository participant, in favour of the Special Depository Account:

Depository Participant Name	Kotak Securities Limited	Depository	NSDL
DP ID	IN300214	**Client ID**	16179972
Account Name	OPEN OFFER – SWARAJ AUTOMOTIVES LIMITED		

   Shareholders having their beneficiary account in CDSL have to use inter-depository delivery instruction slips for crediting their shares in favour of the Special Depository Account with NSDL.

   c) The Equity Share certificate(s), transfer deed, Form of Acceptance and other documents, as required should be sent only to the Registrar to the Offer, at the collection centres mentioned in paragraph 7.2 of the LOF or to Sharepro Services (India) Pvt. Ltd, 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072, so as to reach the Registrar to the Offer on or before Tuesday, January 10, 2012 (i.e. the date of closing of the Tendering Period).
6. In terms of Regulation 16(1) of the SEBI SAST Regulations, the draft Letter of Offer had been submitted to SEBI on November 24, 2011. We have received the final observations in terms of Regulation 16(4) of the Regulations from SEBI on December 12, 2011 which have been incorporated in the LOF.
7. Schedule of Activities

Activity	Day and Date
Date of the PA	Monday, November 14, 2011
Date of publication of the DPS	Friday, November 18, 2011
Last date of a competing offer	Friday, December 9, 2011
Identified Date*	Wednesday, December 14, 2011
Date by which the Letter of Offer were despatched to the Shareholders	Wednesday , December 21, 2011
Date of commencement of Tendering Period	Wednesday , December 28, 2011
Date of closing of Tendering Period	Tuesday, January 10, 2012
Date by which acceptance/rejection would be intimated and the corresponding payment for the acquired Equity Shares and/or Equity Share certificate for the rejected Equity Shares will be despatched	Tuesday, January 24, 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.*

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and the LOF.

On Behalf of Mahindra & Mahindra Ltd., issued by Manager to the Offer

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Values that bind

Religare Capital Markets Limited
4th Floor, ING House, Plot No: C-12, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400 051, India.
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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

Date : Monday, December 26, 2011
Place : Mumbai

Size: 12x31 sq. cm