

Equities

11 March 2012 | 14 pages

Mahindra & Mahindra (MAHM.BO)

Bitter Harvest – Tractor Production Cut as Volumes Dip

- What's New MM reported it will cut tractor production in Mar by ~1-2 days per week, till the end of the month. Assuming a 26-day production schedule, a production stoppage of 4-6 days implies a 15-23% reduction in March output.
- Our takeaways from mgmt's conf call are as follows a) There has been a build-up in finished stocks at MM's factories & stock depots beyond the typical level of 3-4 weeks. Mgmt didn't state the current level but, given mgmt is targeting a shutdown of 4-6 days (and there could probably be shorter shifts too), we reckon the inventory build-up is perhaps 2-3 weeks above the level mgmt is comfortable with. b) Mgmt attributed the sales slump to i) falling food prices, ii) slower sales in drought impacted AP and iii) falling cotton prices. Our analysis indicates that the three main cotton growing states (AP, Maha and Guj) accounted for >40% of tractor industry growth in 9mFY12; the slump in cotton prices doesn't augur well for FY13 outlook. c) Mgmt's outlook remains positive FY13 tractor volume growth is forecast at ~7-8%; the slump in volumes post Nov is a blip not a cyclical trend. This is predicated on resumption in GDP growth, lower inflation and an expected decline in interest rates. d) Capex continues per plan 100k tractor capacity will be operationalised in 2HFY13 capacity will rise ~40% a tad risky from an op. lev. perspective, if volume growth doesn't escalate at that juncture.
- Earnings Implications Our PAT estimates are ~9% / 3% lower than consensus for FY13/14 respectively, with the variance attributed to our flat tractor volume forecasts for FY13. We will await trends in 1Q13 before adjusting forecasts / earnings. We don't think a 5 month slowdown is a blip; it remains to be seen if the tractor cycle continues on its downward trajectory into FY13, or if it exhibits a muted recovery.
- Maintain Neutral...given sharp underperformance over the past few months, and the fact that some of the negatives are priced in. We look to the upcoming budget for pointers on the legislation front, which will influence the demand for farm equipment into FY13. From a sector perspective, we prefer Tata Motors (TAMO.BO; Rs279.20; 1) and Maruti (MRTI.BO; Rs1,341.90; 1).

Statistical Abstract

Year to	Net Profit	Diluted EPS	EPS growth	P/E	P/B	ROE	Yield
31 Mar	(RsM)	(Rs)	(%)	(x)	(x)	(%)	(%)
2010A	19,970	34.00	122.3	19.9	4.9	30.5	1.4
2011A	24,961	42.50	25.0	15.9	3.9	27.5	1.8
2012E	26,764	43.59	2.6	15.5	3.2	23.4	1.8
2013E	27,842	45.35	4.0	14.9	2.8	20.8	2.3
2014E	32,848	53.50	18.0	12.6	2.4	21.4	2.2

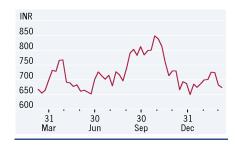
Source: Powered by dataCentral

Company Update

Neutral	2
Price (09 Mar 12)	Rs676.25
Target price	Rs751.00
Expected share price return	11.1%
Expected dividend yield	2.4%
Expected total return	13.4%
Market Cap	Rs415,200M
	US\$8,291M

Price Performance

(RIC: MAHM.BO, BB: MM IN)



Jamshed Dadabhoy

+91-22-6631-9883 jamshed.dadabhoy@citi.com

Arvind Sharma

+91-22-6631-9852 arvind1.sharma@citi.com

See Appendix A-1 for Analyst Certification, Important Disclosures and non-US research analyst disclosures.

Citi Investment Research & Analysis is a division of Citigroup Global Markets Inc. (the "Firm"), which does and seeks to do business with companies covered in its research reports. As a result, investors should be aware that the Firm may have a conflict of interest that could affect the objectivity of this report. Investors should consider this report as only a single factor in making their investment decision.

MAHM.BO: Fiscal year end 31-Mar						TP: Rs751.00; Market Cap: Rs415,200m;			Recomm: Neutral		
Profit & Loss (Rsm)	2010	2011	2012E	2013E	2014E	Valuation ratios	2010	2011	2012E	2013E	2014E
Sales revenue	185,888	234,944	295,509	349,118	406,497	PE (x)	19.9	15.9	15.5	14.9	12.6
Cost of sales	-127,037	-166,778	-216,956	-260,137	-301,203		4.9	3.9	3.2	2.8	2.4
Gross profit	58,851	68,166	78,553	88,980	105,294	EV/EBITDA (x)	13.1	10.7	9.3	8.5	7.1
Gross Margin (%)	31.7	29.0	26.6	25.5	25.9	FCF yield (%)	3.0	5.9	6.6	5.0	5.1
EBITDA	29,552	34,562	37,383	39,277	46,928	Dividend yield (%)	1.4	1.8	1.8	2.3	2.2
EBITDA Margin (%)	15.9	14.7	12.7	11.3		Payout ratio (%)	28	28	28	35	28
Depreciation	-3,708	-4,139	-4,884	-5,934		ROE (%)	31.9	29.4	23.4	20.8	21.4
Amortisation	0	0	0	0		Cashflow (Rsm)	2010	2011	2012E	2013E	2014E
EBIT	25,845	30,423	32,499	33,343		EBITDA	29,552	34,562	37,383	39,277	46,928
EBIT Margin (%)	13.9	12.9	11.0	9.6	-	Working capital	-4,119	3,413	8,124	7,778	3,534
Net interest	-1,569	-709	-1,022	-736		Other	-4,967	-3,802	-5,735	-5,501	-7,095
Associates	0	0	0	0		Operating cashflow	20,467	34,173	39,773	41,554	43,367
Non-op/Except	4,191	5,482	4,209	4,516		Capex	-8,592	-10,830	-12,174	-20,934	-21,984
Pre-tax profit	28,468	35,196	35,686	37,122		Net acg/disposals	0,032	0	0	0	21,504
Tax	-7.590	-8,575	-8,921	-9,281	-10,949		-6,116	-29,273	-7,797	-5,000	-5,000
Extraord./Min.Int./Pref.div.	-1,590	-0,575	-0,921	-9,201							
						Investing cashflow	-14,708	-40,103	-19,971	-25,934	-26,984
Reported net profit	20,878	26,621	26,764	27,842	,	Dividends paid	-6,238	-8,026	-8,543	-11,109	-10,485
Net Margin (%)	11.2	11.3	9.1	8.0		Financing cashflow	-6,957	-6,503	-6,992	-21,109	-21,535
Core NPAT	19,970	24,961	26,764	27,842		Net change in cash	-1,198	-12,433	12,810	-5,489	-5,153
Per share data	2010	2011	2012E	2013E		Free cashflow to s/hol	lders 11,875	23,343	27,599	20,620	21,382
Reported EPS (Rs)	35.55	45.33	43.59	45.35	53.50						
Core EPS (Rs)	34.00	42.50	43.59	45.35	53.50						
DPS (Rs)	9.36	12.02	12.21	15.87	14.98						
CFPS (Rs)	34.85	58.19	64.78	67.68	70.63						
FCFPS (Rs)	20.22	39.75	44.95	33.58	34.83						
BVPS (Rs)	138.31	175.61	213.87	242.36	280.44						
Wtd avg ord shares (m)	566	587	587	587	587						
Wtd avg diluted shares (m)	587	587	614	614	614						
Growth rates	2010	2011	2012E	2013E	2014E						
Sales revenue (%)	41.6	26.4	25.8	18.1	16.4						
EBIT (%)	222.6	17.7	6.8	2.6	19.8						
Core NPAT (%)	139.4	25.0	7.2	4.0	18.0						
Core EPS (%)	122.3	25.0	2.6	4.0	18.0						
Balance Sheet (Rsm)	2010	2011	2012E	2013E	2014E						
Cash & cash equiv.	17,432	6,146	18,956	13,467	8,315						
Accounts receivables	12,581	13,547	20,500	19,485	22,671						
Inventory	11,888	16,942	19,185	22,459	25,696						
Net fixed & other tangibles	37,027	43,719	51,008	66,008	81,008						
Goodwill & intangibles	7	0	0	0	0						
Financial & other assets	82,503	118,052	129,080	138,580	149,580						
Total assets	161,438	198,406	238,730	260,000	287,270						
Accounts payable	32,601	45,940	67,183	72,155	83,735						
Short-term debt	0	0	0	0	0						
Long-term debt	28,802	24,053	21,358	11,358	309						
Provisions & other liab	21,768	25,280	24,587	34,153	38,529						
Total liabilities	83,170	95,272	113,129	117,666	122,573						
	78,268		125,601		164,697						
Shareholders' equity	70,200	103,134 0	125,001	142,334 0	104,097						
Minority interests											
Total equity	78,268	103,134	125,601	142,334	164,697						
Net debt	11,369	17,907	2,402	-2,109	-8,006						
Net debt to equity (%)	14.5	17.4	1.9	-1.5	-4.9						

For further data queries on Citi's full coverage universe please contact CIRA Data Services Asia Pacific at CIRADataServicesAsiaPacific@citi.com or +852-2501-2791



Mgmt Cuts Tractor Output

This afternoon, MM mgmt announced it was cutting tractor production by a few days in Mar to balance stock and despatches with retail sales.

The quantum of the cut isn't significant (around 15-23% cut for the month of March) – what we view as slightly disconcerting is the fact that tractor volumes will end FY12 with five consecutive months of lackluster or negative growth – a clear indication that the industry is down shifting into a slower growth phase (at best) or is poised for a meaningful correction over FY13.

At this juncture, we see little rationale to cut our forecasts (we've assumed flat domestic tractor volumes in FY13) – the Union Budget and the trajectory of sales over Apr / May should provide some direction for volume trends in FY13. Our PAT forecasts are ~9% lower than consensus estimates for FY13 – we do see downside to consensus estimates going forward.

Figure 1. Mahindra & Mahindra Volumes/Earnings						
	FY2012E	FY2013E	FY2014E			
UV Volumes	296,742	350,015	397,763			
LCVs	53,000	63,600	76,320			
Tractors	240,398	243,115	279,582			
3 Wheelers	84,280	94,394	103,833			
Total Volumes	674,421	751,124	857,499			
Net Revenues	295,509	349,118	406,497			
EBITDA	37,383	39,277	46,928			
EBITDA Margin (%)	12.70%	11.30%	11.50%			
PBT	35,686	37,122	43,798			
Tax (Rs)	8,921	9,281	10,949			
PAT	26,764	27,842	32,848			
PAT Margin (%)	9.10%	8.00%	8.10%			
Fully Diluted EPS (ex dividends from subsidiaries)	41.3	43.2	51.4			
Source: Citi Investment Research and	Analysis estimates					

Factors we look for before we turn positive on MM -

- Some stabilization in food prices declining inflation due to food price inflation will adversely impact MM (assuming this is the key driver for the slump in tractor sales).
- A modest (but sustained) pick-up in tractor sales volumes which would indicate the resumption of a new up-cycle – sales over Apr / May will be early indicators.
- 3) Legislation that doesn't impact UV demand adversely The govt is expected to levy a duty on diesel cars / UVs. Given that 50% of MM's sales are from UVs with a majority being for private, rather than commercial purposes, we are concerned about this event. Granted, it will impact Buy rated Maruti too, but to a lesser degree than MM.
- 4) Valuations the stock still trades at ~15x our FY13 estimates and ~13.5x consensus estimates. Granted, it has come off from peak levels and has also underperformed this recent rally but the share price decline has been accompanied by a dip in tractor volumes and fairly sharp earnings downgrades. Valuations don't yet reflect a meaningful margin of safety (although the earnings downgrades from the peak do provide some sort of cushion).

Overall, at this juncture, we maintain Neutral – our target price is Rs751 and the derivation is given below.

Core Business at 11x March 13e CEPS	Rs 582
Listed Subsidiaries at 25% discount to market price	
Tech Mahindra	Rs 48
M&M Financial Services	Rs 50
Mahindra Forge	Rs 4
Mahindra Life space	Rs 8
Mahindra Holidays	Rs 26
Total	Rs 169
SOTP Valuation for Mahindra and Mahindra	Rs 751

Appendix: Cotton and tractors

Mgmt noted that the decline in cotton prices has impacted demand for tractors – to a certain extent. We've tried to understand this a bit further. Per the ICAC (International Cotton Advisory Committee), 70% of India's cotton is grown in three states – Gujarat, Maharashtra and AP. The contribution of these three states to overall demand has been on a rising trend – until recently (as depicted below).

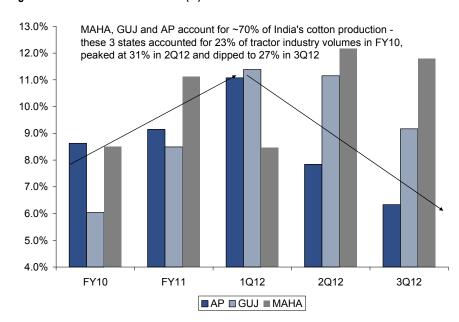


Figure 3. State-wise tractor Sales Mix (%)

Source: Industry, Crisil

Per available data and statistics, the volume growth in these three states accounted for 57% of the total net growth in FY11 (net growth is all states, including those that de-grew). For 9mFY12, these three states accounted for 43% of the volume growth – directionally, if cotton prices remain depressed, it doesn't augur well for tractor volume growth unless the equipment in these states can be rapidly deployed for alternative uses.

Figure 4. State-wise Contribution to Tractor Industry Volume Growth: 9mFY12

Source: Industry, Crisil; AP = Andhra Pradesh, As = Assam, Bi = Bihar, Chhat = Chhatisgarh, Guj = Gujarat, Har = Haryana, J&K = Jammu and Kashmir, Jhar = Jharkhand, K'taka = Karnataka, Ker = Kerala, MP = Madhya Pradesh, Maha = Maharashtra, Ori = Orissa, Pun = Punjab, Raj = Rajasthan, TN = Tamil Nadu, UP = Uttar Pradesh, U'chal = Uttaranchal, WB = West Bengal

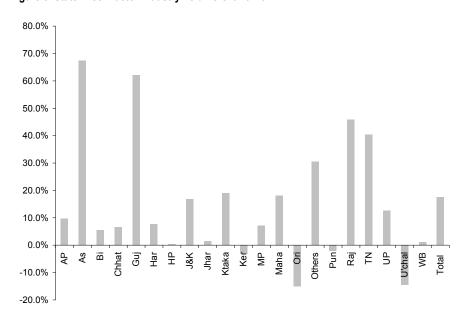


Figure 5. State-wise Tractor Industry Volume Growth: 9mFY12

Source: Industry, Crisil; AP = Andhra Pradesh, As = Assam, Bi = Bihar, Chhat = Chhatisgarh, Guj = Gujarat, Har = Haryana, J&K = Jammu and Kashmir, Jhar = Jharkhand, K'taka = Karnataka, Ker = Kerala, MP = Madhya Pradesh, Maha = Maharashtra, Ori = Orissa, Pun = Punjab, Raj = Rajasthan, TN = Tamil Nadu, UP = Uttar Pradesh, U'chal = Uttaranchal, WB = West Bengal

Mahindra & Mahindra

Company description

Mahindra and Mahindra (M&M) manufactures utility vehicles, light commercial vehicles and tractors in India. It has also made a foray into the MHCV segment. M&M is the market leader in both the utility vehicle and tractor segments.

Investment strategy

We rate M&M shares Neutral (2) with a target price of Rs751. M&M's utility-vehicle business should benefit from new product launches and strong product positioning for all its brands viz. Bolero, Scorpio, Xylo and the newly launched XUV500. We expect M&M's utility-vehicle business to maintain its market share over the next 12 months due to a stronger product profile. The LCVs launched by the company, particularly the Maxximo, have garnered favorable response from customers. For the tractor business, we are now slightly cautious, given that India's tractor penetration has exceeded the global average, and after 4 consecutive years of volume growth >20% CAGR.

Valuation

Our target price of Rs751 is based on a sum-of-parts methodology. We value M&M's core business at Rs582/share based on 11x March 2013E core CEPS (cut from 12x earlier, reflecting a sedate tractor demand outlook and margin concerns). This multiple is in line with M&M's 10-year average multiple. We also incorporate value for M&M's listed subsidiaries (including Ssangyong) at Rs169/share. Our subsidiary valuations are based on a 25% discount to market prices of the listed subsidiaries. We have chosen P/CEPS to value the core business to facilitate comparison with historical trading bands; the company is undertaking a significant product development and capital expenditure program.

Risks

Key downside risks to our investment thesis which could prevent the shares from reaching our target price include: a) any substantial rise in interest rates that could curb demand for farm equipment and utility vehicles, b) increase in raw material costs, especially Steel and Rubber, may put downward pressure on margins, c) given M&M's strong dependence on the rural economy, which has significantly benefited from the governments policies, a slight reversal in these policies could impact the outlook for tractors/change secular growth trajectory, and d) escalating competition within the UV segment (notably from Maruti R III concept), which might lead to an increase in discounts and result in margin pressure. Key upside risks to our investment thesis include: a) a significant uptick in Y/Y growth in tractors of 20%+ could imply meaningful upgrades into FY13, b) a benign commodity cost environment could buoy margins, c) higher than expected volumes, especially for new model / variants of UVs and pick-ups could result in volume uptick despite increasing competitive intensity.

Tata Motors

Valuation

Our Rs316 target price for Tata Motors is based on a sum-of-the-parts valuation. We value Tata Motors' core business at Rs118/share (on a share count of 3294m shares), based on 9x Mar13E EV/EBITDA. We value subsidiaries and investments at Rs18. We value JLR at 3x Mar13E EV/EBITDA, which equates to around Rs185/share and then deduct the total net debt which amounts to around Rs 5/share. At our target price, TTMT would trade at a consolidated price-to-book value of 2.5x / 1.9x (FY13/14E), which appears reasonable when juxtaposed against ROEs of 32%, 27% in FY13E/14E respectively. On a P/E basis, the stock would trade at ~7.7x and 6.8x FY12E/13E EPS.

Risks

The key downside risks to our estimates that could prevent the shares from reaching our target price emanate from: a) JLR is exposed to risks of a global macro slowdown. Weaker-than-forecast demand conditions for luxury cars and SUVs in Europe and the US could impact JLR volumes and EPS, given the high leverage of this business to these geographies, b) increase in competitive intensity from JLR's peer group (Mercedes, BMW, Audi) could result in lower-than-expected volume growth, c) cyclical risks within the CV business are increasing- our CV forecasts are predicated on our economist Rohini Malkani's view that industrial growth should rebound in FY13, and d) we assume that the credit and liquidity environment will remain stable. A credit 'crunch' could impact consumer confidence and possibly JLR's sales (especially in developed markets). Given TTMT's fairly leveraged balance sheet, this is a risk. Key upside risks to our target price are as follows: a) better-than-forecast growth in the Range Rover / Land Rover product portfolio, b) a turnaround of the passenger car business in India, and c) a sharp upward climb in the CV cycle in India.

Maruti Suzuki India

Valuation

Our target price for Maruti of Rs1,460 is based on a sum-of-parts methodology. We value the parent business at Rs1,426 based on 14x March FY13E cash earnings (CEPS = PAT + depreciation). At 14x we value the parent business at a ~30% premium to its long term historical average - admittedly aggressive, but we think that it is justifiable, given that MSIL will be in the early cycle over much of FY13. We value MSIL's subsidiaries at Rs34/share, based on 12x March FY13E EPS. We estimate cash earnings CAGR of ~30% over FY12-FY14E. We prefer price/cash earnings as a valuation metric for the automobile sector, given the industry's high capital intensity (both in terms of capacity and product development). Moreover, MSIL's depreciation policy is per IFRS standards, and is thus more aggressive than those of peers.

Risks

Key downside risks to our investment thesis and target price include: 1) sales of passenger vehicles are sensitive to economic variables with an appreciable rise in interest rates potentially hitting volume growth across the auto sector; 2) higher than forecast increase in commodity costs, 3) competitive pressures in the Indian market

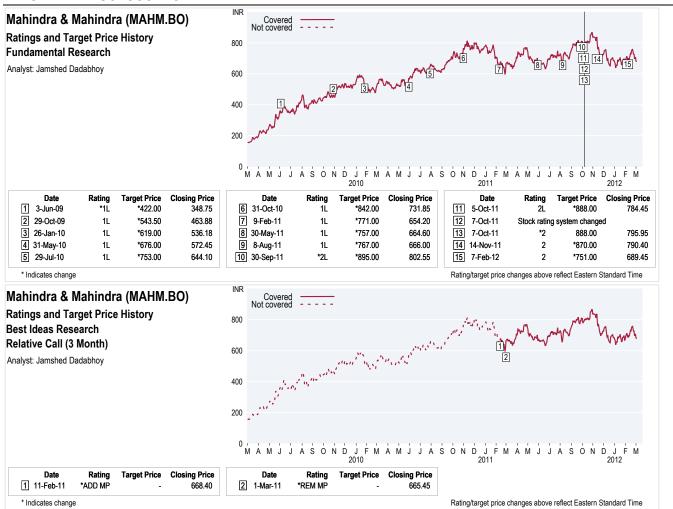
continue to increase, which could impact margins over the longer term; and 4) unfavorable foreign currency rates.

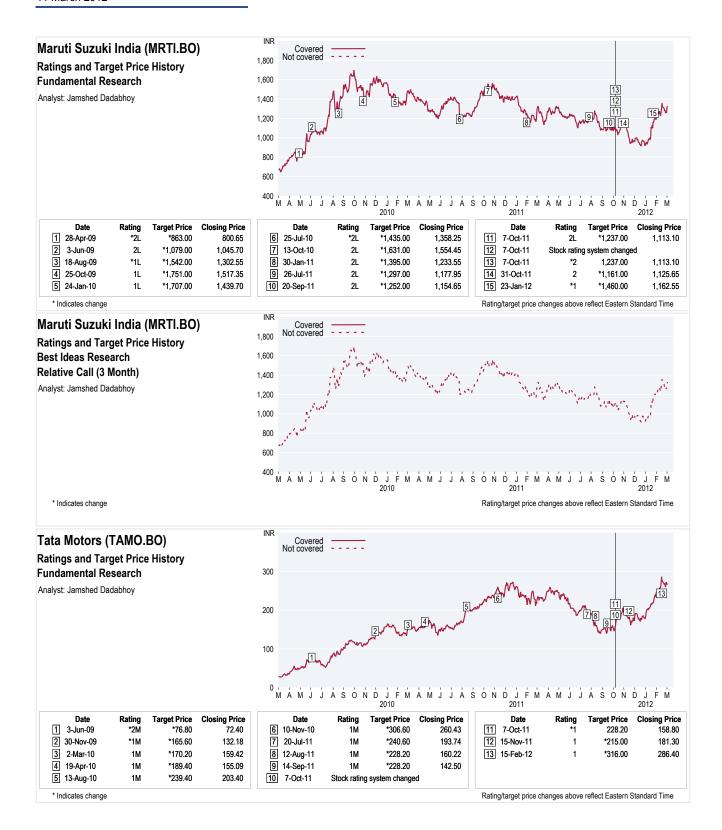
Appendix A-1

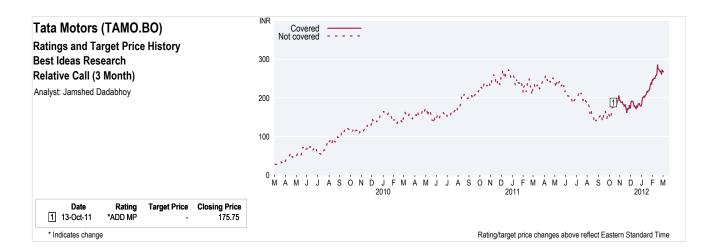
Analyst Certification

The research analyst(s) primarily responsible for the preparation and content of this research report are named in bold text in the author block at the front of the product except for those sections where an analyst's name appears in bold alongside content which is attributable to that analyst. Each of these analyst(s) certify, with respect to the section(s) of the report for which they are responsible, that the views expressed therein accurately reflect their personal views about each issuer and security referenced and were prepared in an independent manner, including with respect to Citigroup Global Markets Inc and its affiliates. No part of the research analyst's compensation was, is, or will be, directly or indirectly, related to the specific recommendation(s) or view(s) expressed by that research analyst in this report.

IMPORTANT DISCLOSURES







Citigroup Global Markets Inc. or its affiliates beneficially owns 1% or more of any class of common equity securities of Maruti Suzuki India, Tata Motors. This position reflects information available as of the prior business day.

Within the past 12 months, Citigroup Global Markets Inc. or its affiliates has acted as manager or co-manager of an offering of securities of Tata Motors.

Citigroup Global Markets Inc. or its affiliates has received compensation for investment banking services provided within the past 12 months from Mahindra & Mahindra. Tata Motors.

Citigroup Global Markets Inc. or an affiliate received compensation for products and services other than investment banking services from Mahindra & Mahindra, Maruti Suzuki India, Tata Motors in the past 12 months.

Citigroup Global Markets Inc. currently has, or had within the past 12 months, the following as investment banking client(s): Mahindra & Mahindra, Tata Motors.

Citigroup Global Markets Inc. currently has, or had within the past 12 months, the following as clients, and the services provided were non-investment-banking, securities-related: Mahindra & Mahindra, Maruti Suzuki India, Tata Motors.

Citigroup Global Markets Inc. currently has, or had within the past 12 months, the following as clients, and the services provided were non-investment-banking, non-securities-related: Mahindra & Mahindra, Maruti Suzuki India, Tata Motors.

Analysts' compensation is determined based upon activities and services intended to benefit the investor clients of Citigroup Global Markets Inc. and its affiliates ("the Firm"). Like all Firm employees, analysts receive compensation that is impacted by overall firm profitability which includes investment banking revenues.

For important disclosures (including copies of historical disclosures) regarding the companies that are the subject of this Citi Investment Research & Analysis product ("the Product"), please contact Citi Investment Research & Analysis, 388 Greenwich Street, 28th Floor, New York, NY, 10013, Attention: Legal/Compliance [E6WYB6412478]. In addition, the same important disclosures, with the exception of the Valuation and Risk assessments and historical disclosures, are contained on the Firm's disclosure website at https://www.citivelocity.com/cvr/eppublic/citi_research_disclosures. Valuation and Risk assessments can be found in the text of the most recent research note/report regarding the subject company. Historical disclosures (for up to the past three years) will be provided upon request.

Citi Investment Research & Analysis Ratings Distribution

	12 Month Rating				Relative Rating		
Data current as of 31 Dec 2011	Buy	Hold	Sell	Buy	Hold	Sell	
Citi Investment Research & Analysis Global Fundamental Coverage	57%	34%	9%	10%	79%	10%	
% of companies in each rating category that are investment banking clients	45%	41%	40%	49%	43%	41%	

Guide to Citi Investment Research & Analysis (CIRA) Fundamental Research Investment Ratings:

CIRA's stock recommendations include an investment rating and an optional risk rating to highlight high risk stocks.

Risk rating takes into account both price volatility and fundamental criteria. Stocks will either have no risk rating or a High risk rating assigned.

Investment Ratings: CIRA's investment ratings are Buy, Neutral and Sell. Our ratings are a function of analyst expectations of expected total return ("ETR") and risk. ETR is the sum of the forecast price appreciation (or depreciation) plus the dividend yield for a stock within the next 12 months. The Investment rating definitions are: Buy (1) ETR of 15% or more or 25% or more for High risk stocks; and Sell (3) for negative ETR. Any covered stock not assigned a Buy or a Sell is a Neutral (2). For stocks rated Neutral (2), if an analyst believes that there are insufficient valuation drivers and/or investment catalysts to derive a positive or negative investment view, they may elect with the approval of CIRA management not to assign a target price and, thus, not derive an ETR. Analysts may place covered stocks "Under Review" in response to exceptional circumstances (e.g. lack of information critical to the analyst's thesis) affecting the company and / or trading in the company's securities (e.g. trading suspension). As soon as practically possible, the analyst will publish a note re-establishing a rating and investment thesis. To satisfy regulatory requirements, we correspond Under Review and Neutral to Hold in our ratings distribution table for our 12-month fundamental rating system. However, we reiterate that we do not consider Under Review to be a recommendation.

Relative three-month ratings: CIRA may also assign a three-month relative call (or rating) to a stock to highlight expected out-performance (most preferred) or under-performance (least preferred) versus the geographic and industry sector over a 3 month period. The relative call may highlight a specific near-term catalyst or event impacting the company or the market that is anticipated to have a short-term price impact on the equity securities of the company. Absent any specific catalyst the analyst(s) w

explaining the basis for this short-term view. This three-month view may be different from and does not affect a stock's fundamental equity rating, which reflects a longer-term total absolute return expectation. For purposes of NASD/NYSE ratings-distribution-disclosure rules, most preferred calls correspond to a buy recommendation and least preferred calls correspond to a sell recommendation. Any stock not assigned to a most preferred or least preferred call is considered non-relative-rated (NRR). For purposes of NASD/NYSE ratings-distribution-disclosure rules we correspond NRR to Hold in our ratings distribution table for our 3-month relative rating system. However, we reiterate that we do not consider NRR to be a recommendation.

Prior to October 8, 2011, the firm's stock recommendation system included a risk rating and an investment rating. **Risk ratings**, which took into account both price volatility and fundamental criteria, were: Low (L), Medium (M), High (H), and Speculative (S). **Investment Ratings** of Buy, Hold and Sell were a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next 12 months) and risk rating. Additionally, analysts could have placed covered stocks "Under Review" in response to exceptional circumstances (e.g. lack of information critical to the analyst's thesis) affecting the company and/or trading in the company's securities (e.g. trading suspension). Stocks placed "Under Review" were monitored daily by management and as practically possible, the analyst published a note re-establishing a rating and investment thesis. For securities in developed markets (US, UK, Europe, Japan, and Australia/New Zealand), investment ratings were:Buy (1) (expected total return of 10% or more for Low-Risk stocks, 15% or more for Medium-Risk stocks, 20% or more for High-Risk stocks, and 35% or more for Speculative stocks); Hold (2) (0%-10% for Low-Risk stocks, 0%-15% for Medium-Risk stocks, and 0%-35% for Speculative stocks); and Sell (3) (negative total return). For securities in emerging markets (Asia Pacific, Emerging Europe/Middle East/Africa, and Latin America), investment ratings were:Buy (1) (expected total return of 15% or more for Low-Risk stocks, 20% or more for Medium-Risk stocks, 30% or more for High-Risk stocks, and 40% or more for Speculative stocks); Hold (2) (5%-15% for Low-Risk stocks, 10%-20% for Medium-Risk stocks, 15%-30% for High-Risk stocks, and 20% or less for Speculative stocks).

Investment ratings are determined by the ranges described above at the time of initiation of coverage, a change in investment and/or risk rating, or a change in target price (subject to limited management discretion). At other times, the expected total returns may fall outside of these ranges because of market price movements and/or other short-term volatility or trading patterns. Such interim deviations from specified ranges will be permitted but will become subject to review by Research Management. Your decision to buy or sell a security should be based upon your personal investment objectives and should be made only after evaluating the stock's expected performance and risk.

NON-US RESEARCH ANALYST DISCLOSURES

Non-US research analysts who have prepared this report (i.e., all research analysts listed below other than those identified as employed by Citigroup Global Markets Inc.) are not registered/qualified as research analysts with FINRA. Such research analysts may not be associated persons of the member organization and therefore may not be subject to the NYSE Rule 472 and NASD Rule 2711 restrictions on communications with a subject company, public appearances and trading securities held by a research analyst account. The legal entities employing the authors of this report are listed below:

Citigroup Global Markets India Private Limited

Jamshed Dadabhoy; Arvind Sharma

OTHER DISCLOSURES

The subject company's share price set out on the front page of this Product is guoted as at 09 March 2012 03:53 PM on the issuer's primary market.

Citigroup Global Markets Inc. or its affiliates beneficially owns 2% or more of any class of common equity securities of Tata Motors.

For securities recommended in the Product in which the Firm is not a market maker, the Firm is a liquidity provider in the issuers' financial instruments and may act as principal in connection with such transactions. The Firm is a regular issuer of traded financial instruments linked to securities that may have been recommended in the Product. The Firm regularly trades in the securities of the issuer(s) discussed in the Product. The Firm may engage in securities transactions in a manner inconsistent with the Product and, with respect to securities covered by the Product, will buy or sell from customers on a principal hasis

Securities recommended, offered, or sold by the Firm: (i) are not insured by the Federal Deposit Insurance Corporation; (ii) are not deposits or other obligations of any insured depository institution (including Citibank); and (iii) are subject to investment risks, including the possible loss of the principal amount invested. Although information has been obtained from and is based upon sources that the Firm believes to be reliable, we do not guarantee its accuracy and it may be incomplete and condensed. Note, however, that the Firm has taken all reasonable steps to determine the accuracy and completeness of the disclosures made in the Important Disclosures section of the Product. The Firm's research department has received assistance from the subject company(ies) referred to in this Product including, but not limited to, discussions with management of the subject company(ies). Firm policy prohibits research analysts from sending draft research to subject companies. However, it should be presumed that the author of the Product has had discussions with the subject company to ensure factual accuracy prior to publication. All opinions, projections and estimates constitute the judgment of the author as of the date of the Product and these, plus any other information contained in the Product, are subject to change without notice. Prices and availability of financial instruments also are subject to change without notice. Notwithstanding other departments within the Firm advising the companies discussed in this Product, information obtained in such role is not used in the preparation of the Product. Although Citi Investment Research & Analysis (CIRA) does not set a predetermined frequency for publication, if the Product is a fundamental research report, it is the intention of CIRA to provide research coverage of the/those issuer(s) mentioned therein, including in response to news affecting this issuer, subject to applicable quiet periods and capacity constraints. The Product is for informational purposes only and is n

Investing in non-U.S. securities, including ADRs, may entail certain risks. The securities of non-U.S. issuers may not be registered with, nor be subject to the reporting requirements of the U.S. Securities and Exchange Commission. There may be limited information available on foreign securities. Foreign companies are generally not subject to uniform audit and reporting standards, practices and requirements comparable to those in the U.S. Securities of some foreign companies may be less liquid and their prices more volatile than securities of comparable U.S. companies. In addition, exchange rate movements may have an adverse effect on the value of an investment in a foreign stock and its corresponding dividend payment for U.S. investors. Net dividends to ADR investors are estimated, using withholding tax rates conventions, deemed accurate, but investors are urged to consult their tax advisor for exact dividend computations. Investors who have received the Product from the Firm may be prohibited in certain states or other jurisdictions from purchasing securities mentioned in the Product from the Firm. Please ask your Financial Consultant for additional details. Citigroup Global Markets Inc.

takes responsibility for the Product in the United States. Any orders by US investors resulting from the information contained in the Product may be placed only through Citigroup Global Markets Inc.

Important Disclosures for Morgan Stanley Smith Barney LLC Customers: Morgan Stanley & Co. LLC (Morgan Stanley) research reports may be available about the companies that are the subject of this Citi Investment Research & Analysis (CIRA) research report. Ask your Financial Advisor or use smithbarney.com to view any available Morgan Stanley research reports in addition to CIRA research reports.

Important disclosure regarding the relationship between the companies that are the subject of this CIRA research report and Morgan Stanley Smith Barney LLC and its affiliates are available at the Morgan Stanley Smith Barney disclosure website at www.morganstanleysmithbarney.com/researchdisclosures. For Morgan Stanley and Citigroup Global Markets, Inc. specific disclosures, you may refer to www.morganstanley.com/researchdisclosures and https://www.citivelocity.com/cvr/eppublic/citi_research_disclosures.

This CIRA research report has been reviewed and approved on behalf of Morgan Stanley Smith Barney LLC. This review and approval was conducted by the same person who reviewed this research report on behalf of CIRA. This could create a conflict of interest.

The Citigroup legal entity that takes responsibility for the production of the Product is the legal entity which the first named author is employed by. The Product is made available in Australia through Citigroup Global Markets Australia Pty Ltd. (ABN 64 003 114 832 and AFSL No. 240992), participant of the ASX Group and regulated by the Australian Securities & Investments Commission. Citigroup Centre, 2 Park Street, Sydney, NSW 2000. The Product is made available in Australia to Private Banking wholesale clients through Citigroup Pty Limited (ABN 88 004 325 080 and AFSL 238098). Citigroup Pty Limited provides all financial product advice to Australian Private Banking wholesale clients through bankers and relationship managers. If there is any doubt about the suitability of investments held in Citigroup Private Bank accounts, investors should contact the Citigroup Private Bank in Australia. Citigroup companies may compensate affiliates and their representatives for providing products and services to clients. The Product is made available in Brazil by Citigroup Global Markets Brasil - CCTVM SA, which is regulated by CVM - Comissão de Valores Mobiliários, BACEN - Brazilian Central Bank, APIMEC -Associação dos Analistas e Profissionais de Investimento do Mercado de Capitais and ANBID - Associação Nacional dos Bancos de Investimento. Av. Paulista, 1111 - 11° andar - CEP. 01311920 - São Paulo - SP. If the Product is being made available in certain provinces of Canada by Citigroup Global Markets (Canada) Inc. ("CGM Canada"), CGM Canada has approved the Product. Citigroup Place, 123 Front Street West, Suite 1100, Toronto, Ontario M5J 2M3. This product is available in Chile through Banchile Corredores de Bolsa S.A., an indirect subsidiary of Citigroup Inc., which is regulated by the Superintendencia de Valores y Seguros. Aqustinas 975, piso 2, Santiago, Chile. The Product is made available in France by Citigroup Global Markets Limited, which is authorised and regulated by Financial Services Authority, 1-5 Rue Paul Cézanne, 8ème, Paris, France, The Product is distributed in Germany by Citigroup Global Markets Deutschland AG ("CGMD"), which is regulated by Bundesanstalt fuer Finanzdienstleistungsaufsicht (BaFin), CGMD, Reuterweg 16, 60323 Frankfurt am Main. Research which relates to "securities" (as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) is issued in Hong Kong by, or on behalf of, Citigroup Global Markets Asia Limited which takes full responsibility for its content. Citigroup Global Markets Asia Ltd. is regulated by Hong Kong Securities and Futures Commission. If the Research is made available through Citibank, N.A., Hong Kong Branch, for its clients in Citi Private Bank, it is made available by Citibank N.A., Citibank Tower, Citibank Plaza, 3 Garden Road, Hong Kong. Citibank N.A. is regulated by the Hong Kong Monetary Authority. Please contact your Private Banker in Citibank N.A., Hong Kong, Branch if you have any queries on or any matters arising from or in connection with this document. The Product is made available in India by Citigroup Global Markets India Private Limited, which is regulated by Securities and Exchange Board of India. Bakhtawar, Nariman Point, Mumbai 400-021. The Product is made available in Indonesia through PT Citigroup Securities Indonesia. 5/F, Citibank Tower, Bapindo Plaza, Jl. Jend. Sudirman Kav. 54-55, Jakarta 12190. Neither this Product nor any copy hereof may be distributed in Indonesia or to any Indonesian citizens wherever they are domiciled or to Indonesian residents except in compliance with applicable capital market laws and regulations. This Product is not an offer of securities in Indonesia. The securities referred to in this Product have not been registered with the Capital Market and Financial Institutions Supervisory Agency (BAPEPAM-LK) pursuant to relevant capital market laws and regulations, and may not be offered or sold within the territory of the Republic of Indonesia or to Indonesian citizens through a public offering or in circumstances which constitute an offer within the meaning of the Indonesian capital market laws and regulations. The Product is made available in Israel through Citibank NA, regulated by the Bank of Israel and the Israeli Securities Authority. Citibank, N.A, Platinum Building, 21 Ha'arba'ah St, Tel Aviv, Israel. The Product is made available in Italy by Citigroup Global Markets Limited, which is authorised and regulated by Financial Services Authority. Via dei Mercanti, 12, Milan, 20121, Italy. The Product is made available in Japan by Citigroup Global Markets Japan Inc. ("CGMJ"), which is regulated by Financial Services Agency, Securities and Exchange Surveillance Commission, Japan Securities Dealers Association, Tokyo Stock Exchange and Osaka Securities Exchange. Shin-Marunouchi Building, 1-5-1 Marunouchi, Chiyoda-ku, Tokyo 100-6520 Japan. If the Product was distributed by SMBC Nikko Securities Inc. it is being so distributed under license. In the event that an error is found in an CGMJ research report, a revised version will be posted on the Firm's Citi Velocity website. If you have questions regarding Citi Velocity, please call (81 3) 6270-3019 for help. The Product is made available in Korea by Citigroup Global Markets Korea Securities Ltd., which is regulated by the Financial Services Commission, the Financial Supervisory Service and the Korea Financial Investment Association (KOFIA). Citibank Building, 39 Da-dong, Jung-gu, Seoul 110-180, Korea. KOFIA makes available registration information of research analysts on its website. Please visit the following website if you wish to find KOFIA registration information on research analysts of Citigroup Global Markets Korea Securities Ltd. http://dis.kofia.or.kr/fs/dis2/fundMgr/DISFundMgrAnalystPop.jsp?companyCd2=A03030&pageDiv=02. The Product is made available in Malaysia by Citigroup Global Markets Malaysia Sdn Bhd (Company No. 460819-D) ("CGMM") to its clients and CGMM takes responsibility for its contents. CGMM is regulated by the Securities Commission of Malaysia. Please contact CGMM at Level 43 Menara Citibank, 165 Jalan Ampang, 50450 Kuala Lumpur, Malaysia in respect of any matters arising from, or in connection with, the Product. The Product is made available in Mexico by Acciones y Valores Banamex, S.A. De C. V., Casa de Bolsa, Integrante del Grupo Financiero Banamex ("Accival") which is a wholly owned subsidiary of Citigroup Inc. and is regulated by Comision Nacional Bancaria y de Valores. Reforma 398, Col. Juarez, 06600 Mexico, D.F. In New Zealand the Product is made available to 'wholesale clients' only as defined by s5C(1) of the Financial Advisers Act 2008 ('FAA') through Citigroup Global Markets Australia Pty Ltd (ABN 64 003 114 832 and AFSL No. 240992), an overseas financial adviser as defined by the FAA, participant of the ASX Group and regulated by the Australian Securities & Investments Commission. Citigroup Centre, 2 Park Street, Sydney, NSW 2000. The Product is made available in Pakistan by Citibank N.A. Pakistan branch, which is regulated by the State Bank of Pakistan and Securities Exchange Commission, Pakistan. AWT Plaza, 1.1. Chundrigar Road, P.O. Box 4889, Karachi-74200. The Product is made available in the **Philippines** through Citicorp Financial Services and Insurance Brokerage Philippines, Inc., which is regulated by the Philippines Securities and Exchange Commission. 20th Floor Citibank Square Bldg. The Product is made available in the Philippines through Citibank NA Philippines branch, Citibank Tower, 8741 Paseo De Roxas, Makati City, Manila. Citibank NA Philippines NA is regulated by The Bangko Sentral ng Pilipinas. The Product is made available in Poland by Dom Maklerski Banku Handlowego SA an indirect subsidiary of Citigroup Inc.,

which is regulated by Komisja Nadzoru Finansowego. Dom Maklerski Banku Handlowego S.A. ul. Senatorska 16, 00-923 Warszawa. The Product is made available in the Russian Federation through ZAO Citibank, which is licensed to carry out banking activities in the Russian Federation in accordance with the general banking license issued by the Central Bank of the Russian Federation and brokerage activities in accordance with the license issued by the Federal Service for Financial Markets. Neither the Product nor any information contained in the Product shall be considered as advertising the securities mentioned in this report within the territory of the Russian Federation or outside the Russian Federation. The Product does not constitute an appraisal within the meaning of the Federal Law of the Russian Federation of 29 July 1998 No. 135-FZ (as amended) On Appraisal Activities in the Russian Federation. 8-10 Gasheka Street, 125047 Moscow. The Product is made available in Singapore through Citigroup Global Markets Singapore Pte. Ltd. ("CGMSPL"), a capital markets services license holder, and regulated by Monetary Authority of Singapore. Please contact CGMSPL at 1 Temasek Avenue, #39-02 Millenia Tower, Singapore 039192, in respect of any matters arising from, or in connection with, the analysis of this document. This report is intended for recipients who are accredited, expert and institutional investors as defined under the Securities and Futures Act (Cap. 289). The Product is made available by The Citigroup Private Bank in Singapore through Citibank, N.A., Singapore Branch, a licensed bank in Singapore that is regulated by Monetary Authority of Singapore. Please contact your Private Banker in Citibank N.A., Singapore Branch if you have any queries on or any matters arising from or in connection with this document. This report is intended for recipients who are accredited, expert and institutional investors as defined under the Securities and Futures Act (Cap. 289). This report is distributed in Singapore by Citibank Singapore Ltd ("CSL") to selected Citigold/Citigold Private Clients. CSL provides no independent research or analysis of the substance or in preparation of this report. Please contact your Citigold//Citigold Private Client Relationship Manager in CSL if you have any queries on or any matters arising from or in connection with this report. This report is intended for recipients who are accredited investors as defined under the Securities and Futures Act (Cap. 289). Citigroup Global Markets (Pty) Ltd. is incorporated in the Republic of South Africa (company registration number 2000/025866/07) and its registered office is at 145 West Street, Sandton, 2196, Saxonwold. Citigroup Global Markets (Pty) Ltd. is regulated by JSE Securities Exchange South Africa, South African Reserve Bank and the Financial Services Board. The investments and services contained herein are not available to private customers in South Africa. The Product is made available in **Spain** by Citigroup Global Markets Limited, which is authorised and regulated by Financial Services Authority. 29 Jose Ortega Y Gassef, 4th Floor, Madrid, 28006, Spain. The Product is made available in the Republic of China through Citigroup Global Markets Taiwan Securities Company Ltd. ("CGMTS"), 14 and 15F, No. 1, Songzhi Road, Taipei 110, Taiwan and/or through Citibank Securities (Taiwan) Company Limited ("CSTL"), 14 and 15F, No. 1, Songzhi Road, Taipei 110, Taiwan, subject to the respective license scope of each entity and the applicable laws and regulations in the Republic of China. CGMTS and CSTL are both regulated by the Securities and Futures Bureau of the Financial Supervisory Commission of Taiwan, the Republic of China. No portion of the Product may be reproduced or quoted in the Republic of China by the press or any third parties [without the written authorization of CGMTS and CSTL]. If the Product covers securities which are not allowed to be offered or traded in the Republic of China, neither the Product nor any information contained in the Product shall be considered as advertising the securities or making recommendation of the securities in the Republic of China. The Product is for informational purposes only and is not intended as an offer or solicitation for the purchase or sale of a security or financial products. Any decision to purchase securities or financial products mentioned in the Product must take into account existing public information on such security or the financial products or any registered prospectus. The Product is made available in Thailand through Citicorp Securities (Thailand) Ltd., which is regulated by the Securities and Exchange Commission of Thailand. 18/F, 22/F and 29/F, 82 North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand. The Product is made available in Turkey through Citibank AS which is regulated by Capital Markets Board. Tekfen Tower, Eski Buyukdere Caddesi # 209 Kat 2B, 23294 Levent, Istanbul, Turkey. In the U.A.E, these materials (the "Materials") are communicated by Citigroup Global Markets Limited, DIFC branch ("CGML"), an entity registered in the Dubai International Financial Center ("DIFC") and licensed and regulated by the Dubai Financial Services Authority ("DFSA") to Professional Clients and Market Counterparties only and should not be relied upon or distributed to Retail Clients. A distribution of the different CIRA ratings distribution, in percentage terms for Investments in each sector covered is made available on request. Financial products and/or services to which the Materials relate will only be made available to Professional Clients and Market Counterparties. The Product is made available in United Kingdom by Citigroup Global Markets Limited, which is authorised and regulated by Financial Services Authority. This material may relate to investments or services of a person outside of the UK or to other matters which are not regulated by the FSA and further details as to where this may be the case are available upon request in respect of this material. Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB. The Product is made available in **United States** by Citigroup Global Markets Inc, which is a member of FINRA and registered with the US Securities and Exchange Commission. 388 Greenwich Street, New York, NY 10013. Unless specified to the contrary, within EU Member States, the Product is made available by Citigroup Global Markets Limited, which is regulated by Financial Services Authority. Pursuant to Comissão de Valores Mobiliários Rule 483, Citi is required to disclose whether a Citi related company or business has a commercial relationship with the subject company. Considering that Citi operates multiple businesses in more than 100 countries around the world, it is likely that Citi has a commercial relationship with the subject company.

Many European regulators require that a firm must establish, implement and make available a policy for managing conflicts of interest arising as a result of publication or distribution of investment research. The policy applicable to CIRA's Products can be found at https://www.citivelocity.com/cvr/eppublic/citi_research_disclosures.

Compensation of equity research analysts is determined by equity research management and Citigroup's senior management and is not linked to specific transactions or recommendations.

The Product may have been distributed simultaneously, in multiple formats, to the Firm's worldwide institutional and retail customers. The Product is not to be construed as providing investment services in any jurisdiction where the provision of such services would not be permitted.

Subject to the nature and contents of the Product, the investments described therein are subject to fluctuations in price and/or value and investors may get back less than originally invested. Certain high-volatility investments can be subject to sudden and large falls in value that could equal or exceed the amount invested. Certain investments contained in the Product may have tax implications for private customers whereby levels and basis of taxation may be subject to change. If in doubt, investors should seek advice from a tax adviser. The Product does not purport to identify the nature of the specific market or other risks associated with a particular transaction. Advice in the Product is general and should not be construed as personal advice given it has been prepared without taking account of the objectives, financial situation or needs of any particular investor. Accordingly, investors should, before acting on the advice, consider the appropriateness of the advice, having regard to their objectives, financial situation and needs. Prior to acquiring any financial product, it is the client's responsibility to obtain the relevant offer document for the product and consider it before making a decision as to whether to purchase the product. With the exception of our product that is made available only to Qualified Institutional Buyers (QIBs), CIRA concurrently disseminates its research via proprietary and non-proprietary electronic distribution platforms. Periodically, individual CIRA analysts may also opt to circulate research posted on such platforms to one or more clients by email. Such email distribution is discretionary and is done only after the research has been disseminated via the

Mahindra & Mahindra (MAHM.BO)

11 March 2012

aforementioned distribution channels. CIRA simultaneously distributes product that is limited to QIBs only through email distribution.

The level and types of services provided by CIRA analysts to clients may vary depending on various factors such as the client's individual preferences as to the frequency and manner of receiving communications from analysts, the client's risk profile and investment focus and perspective (e.g. market-wide, sector specific, long term, short-term etc.), the size and scope of the overall client relationship with Citi and legal and regulatory constraints.

CIRA product may source data from dataCentral. dataCentral is a CIRA proprietary database, which includes Citi estimates, data from company reports and feeds from Reuters and Datastream.

© 2012 Citigroup Global Markets Inc. Citi Investment Research & Analysis is a division of Citigroup Global Markets Inc. Citi and Citi with Arc Design are trademarks and service marks of Citigroup Inc. and its affiliates and are used and registered throughout the world. All rights reserved. Any unauthorized use, duplication, redistribution or disclosure of this report (the "Product"), including, but not limited to, redistribution of the Product by electronic mail, posting of the Product on a website or page, and/or providing to a third party a link to the Product, is prohibited by law and will result in prosecution. The information contained in the Product is intended solely for the recipient and may not be further distributed by the recipient to any third party. Where included in this report, MSCI sourced information is the exclusive property of Morgan Stanley Capital International Inc. (MSCI). Without prior written permission of MSCI, this information and any other MSCI intellectual property may not be reproduced, redisseminated or used to create any financial products, including any indices. This information is provided on an "as is" basis. The user assumes the entire risk of any use made of this information. MSCI, its affiliates and any third party involved in, or related to, computing or compiling the information hereby expressly disclaim all warranties of originality, accuracy, completeness, merchantability or fitness for a particular purpose with respect to any of this information. Without limiting any of the foregoing, in no event shall MSCI, any of its affiliates or any third party involved in, or related to, computing or compiling the information have any liability for any damages of any kind. MSCI, Morgan Stanley Capital International and the MSCI indexes are services marks of MSCI and its affiliates. The Firm accepts no liability whatsoever for the actions of third parties. The Product may provide the addresses of, or contain hyperlinks to, websites. Except to the extent to which the Product refers to website material of the Firm, the Firm has not reviewed the linked site. Equally, except to the extent to which the Product refers to website material of the Firm, the Firm takes no responsibility for, and makes no representations or warranties whatsoever as to, the data and information contained therein. Such address or hyperlink (including addresses or hyperlinks to website material of the Firm) is provided solely for your convenience and information and the content of the linked site does not in anyway form part of this document. Accessing such website or following such link through the Product or the website of the Firm shall be at your own risk and the Firm shall have no liability arising out of, or in connection with, any such referenced website.

ADDITIONAL INFORMATION IS AVAILABLE UPON REQUEST