

REF:NS:SEC
5th August, 2023

National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No. C/1, G Block, Bandra-Kurla Complex
Bandra (East), Mumbai - 400051.

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

Bourse de Luxembourg
Societe de la Bourse de Luxembourg
Societe Anonyme/R.C.B. 6222,
B.P. 165, L-2011 Luxembourg.

London Stock Exchange Plc
10 Paternoster Square
London EC4M 7LS.

Dear Sirs/Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -

➤ **Amendment to the Articles of Association of the Company**

With reference to the captioned subject, we would like to inform you that the Shareholders of the Company, have *inter alia*, approved Amendment to the Articles of Association ("AOA") of the Company vide Special Resolution passed at the 77th Annual General Meeting ("AGM") of the Company held on Friday, 4th August, 2023 at 3.00 p.m. (IST) through Video Conferencing ("VC") at Gateway Building, Apollo Bunder, Mumbai - 400 001 (Deemed Venue).

Pursuant to the aforesaid Amendment, Article 104 of the AOA was substituted as given at Annexure A, in compliance with SEBI Notification dated 2nd February, 2023 amending the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and mandating an issuer company to ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors in case of default under Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993.

The Annual General Meeting commenced at 3.00 p.m. (IST) and concluded at 5.32 p.m. (IST) on 4th August, 2023.

The brief details of the amendment to the AOA in terms of Para A.14 of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are given at Annexure A to this letter.

Please acknowledge receipt and take the same on record.

Yours faithfully,
For MAHINDRA AND MAHINDRA LIMITED

NARAYAN SHANKAR
COMPANY SECRETARY
Encl.: a/a

Annexure A

Brief Details of Amendment to the Articles of Association ("AOA") of the Company approved by the Shareholders vide Special Resolution passed at the 77th Annual General Meeting of the Company held on Friday, 4th August, 2023

Article 104 of the AOA was substituted as follows:

'In the event of any default committed by the Company as mentioned in clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the debenture trustee shall have the right, to appoint one or more Director or Directors [Nominee Director(s)] on the Board of Directors of the Company, and to remove from office any Nominee Director so appointed and to appoint another in his/her place or in the place a Director so appointed who resigns or otherwise vacates his office, in accordance with the provisions of the Companies Act, 2013 or any other applicable law, regulatory or listing requirements and terms and conditions of such debenture documents.

Any such appointment or removal shall be made in writing and shall be served at the registered office of the Company.

The Nominee Director(s) shall neither be required to hold any qualification share nor be liable to retire by rotation.

The Nominee Director(s) shall continue to hold office as long as the default in relation to the debt subsists. The Nominee Director(s) may also be appointed as a member of any Committee of the Board and shall not be liable for any act or omission of the Company.

The Nominee Director shall be entitled to all the rights and privileges of other non-executive directors and the sitting fees, expenses as payable to other directors on the Board and any other fees, commission, monies or remuneration in any form payable to the non-executive directors, which shall be to the account of the Company.'