

REF:NS:SEC:
28th April, 2022

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 400001.

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 Sir,

Sub: Certificate under Regulation 40(9) and 61(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 40(9) and 61(4) of the captioned Regulations, we are submitting herewith certificate from Practicing Company Secretary for the year ended 31st March, 2022.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY

Encl: a/a

M Siroya and Company

Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai 400066
Tel.:+91 22 28706523/24; 28546523(D); Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

CERTIFICATE UNDER REGULATION 40(9) AND 61(4) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

1. Equity Shares

I, Mukesh Siroya, holding Certificate of Practice No. 4157, have, in my capacity as Company Secretary in Whole-time Practice, examined all records containing Memorandum of Transfers, Registers, files and other documents relating to **Mahindra and Mahindra Limited ("Company")** maintained by **M/s. KFin Technologies Limited ("KFin") (Erstwhile known as KFin Technologies Private Limited)** pertaining to transfer of equity shares of the Company for the period from **April 1, 2021 to March 31, 2022** for the purpose of issuing a Certificate as per regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") and based on the information provided by the Company, I hereby certify that during the financial year ended on March 31, 2022:

A) (i) Share Certificate(s) relating to the transfer of shares received as entered in the Memorandum of Transfers have been issued, pursuant to Regulation 40(3) of the Regulations, within fifteen days of the date of lodgment for transfer except those rejected on technical grounds- **No physical share transfer request(s) were received during the period;**

(ii) Share Certificate(s) /Letter of Confirmation(s) have been issued, pursuant to the Regulations, within stipulated time of the respective date(s) of lodgment for deletion, change of name and transmission of shares except those rejected on technical grounds; and

(iii) Share Certificate(s)/Letter of Confirmation(s) have been issued, pursuant to the Regulations, within thirty days of the date of lodgment for sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgment except those rejected on technical grounds.

B) Any other information, if applicable - None

2. Non-Convertible Debentures

I, Mukesh Siroya, holding Certificate of Practice No. 4157, have, in my capacity as Company Secretary in Whole-time Practice further certify under Regulation 61(4) of the Regulations that all the Non-Convertible Debentures ("NCDs") issued by the Company are held in dematerialized mode and as such there are no requests received pertaining to transfer/transmission of NCDs, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies of NCDs of the Company for the period from **April 1, 2021 to March 31, 2022**.

For M Siroya and Company
Company Secretaries

MUKESH
KUMAR SIROYA

Digitally signed by MUKESH KUMAR
SIROYA
DN: cn=MUKESH KUMAR SIROYA, c=IN,
st=Maharashtra, o=Personal,
serialNumber=+196605278c342c22ee8e96
9188937c2a9f75017466a33f3a83344e23
Date: 2022.04.28 13:16:59 +05'30'

Mukesh Siroya

Proprietor

CP No.: 4157; M. No.: FCS 5682

UDIN: F005682D000227805

Date: April 28, 2022

Place: Mumbai