

24th April 2023

To,
BSE Limited, (Scrip Code: 532720)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Ltd., (Symbol: M&MFIN)
Exchange Plaza, 5th Floor, Plot No. C/1, "G" Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai – 400 051

Dear Sir/Madam,

**Sub: Compliance Certificate under Regulations 40(9) and 61(4) of the Securities and Exchange Board
of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year
ended 31st March 2023**

In compliance with the captioned provisions, we submit herewith a Certificate from M/s. Manish Ghia & Associates, practicing Company Secretaries, Mumbai, for the year ended 31st March 2023, confirming compliance of the applicable provisions.

Kindly take the same on record and acknowledge receipt.

Thanking you

For Mahindra & Mahindra Financial Services Limited

Brijbala Batwal
Company Secretary

Enclosure: aa

CERTIFICATE UNDER REGULATIONS 40 (9) AND 61 (4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE YEAR ENDED 31ST MARCH, 2023

TO WHOMSOEVER IT MAY CONCERN

We have examined all relevant books, records, Registers, files and other documents for the year ended 31st March, 2023, relating to **Mahindra and Mahindra Financial Services Limited** ("the Company") having its registered office at **Gateway Building, Apollo Bunder, Mumbai - 400001, Maharashtra**, maintained by:

KFin Technologies Limited (formerly known as **KFin Technologies Private Limited**), the Registrar & Transfer Agent of the Company for:

- 1) Equity Shares of the Face Value of Rs. 2/- each;
- 2) Private Placement of Secured Redeemable Non-Convertible Debentures and Unsecured Subordinated Redeemable Non-Convertible Debentures ("Privately placed NCDs"); and
- 3) Public Issue of Secured Redeemable Non-Convertible Debentures and Unsecured Subordinated Redeemable Non-Convertible Debentures ("Public NCDs");

with respect to transfer, transmission, deletion of name, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies etc. of Equity Shares, Privately placed NCDs and Public NCDs of the Company for the year ended 31st March, 2023 for the purpose of issuing certificate under Regulations 40(9) and 61(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["the Regulations"] and based on our examination as well as information and explanations furnished to us which to the best of our knowledge and belief were necessary for the purpose of our certification, we hereby certify that during the year ended on 31st March, 2023:

(A) For Equity Shares held in physical mode:

- (i) The Company was not required to deliver any share certificate(s) or letter of confirmation as it has not received any request for share transfer, Transmission/deletion of name, sub-division, duplicate certificate, split, consolidation, renewal, exchange or endorsement of calls/allotment monies; and

Any other information, if applicable – None.



(B) For Privately placed NCDs:

Since all the Debentures issued by the Company are in dematerialized form, no physical Debenture Certificates were required to be delivered by the Company.

(C) For Public NCDs held in physical form:

- (i) The Company has issued the debenture certificate or letter of confirmation relating to request for name deletion within thirty days from the date of lodgment;
- (ii) The Company was not required to deliver any other debenture certificate(s) or letter of confirmation as it has not received any request for transfer, transmission, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies, during the financial year ended 31st March, 2023.
- (iii) Any other information, if applicable – None.

For Manish Ghia & Associates
Company Secretaries
(Unique ID: P2006MH007100)



Mannish L. Ghia

CS Mannish L. Ghia
Partner

M. No. FCS: 6252, C. P. No. 3531
PR 822/2020

Place: Mumbai
Date: April 24, 2023
UDIN: F006252E000179106