

REF:NS:SEC:
27th April, 2021

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: Half yearly 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 half year ended 31st March, 2021.

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 HALF YEAR ENDED 31ST MARCH, 2021

1. Equity Shares

I, Mukesh Siroya, holding Certificate of Practice No. 4157, have, in my capacity as Secretary in Whole-time Practice, examined all records containing Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **Mahindra and Mahindra Limited ("Company")** maintained by M/s. **KFin Technologies Private Limited ("KFin") (Erstwhile known as Karvy Fintech Private Limited)** pertaining to transfer of equity shares of the Company for the period from **1st October, 2020 to 31st March, 2021** 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 half year ended on 31st March, 2021:

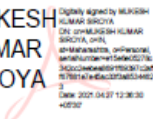
- A) (i) Share Certificate(s) relating to the transfer of shares received as entered in the Memorandum of Transfers have been issued, pursuant to Regulation 40(3) of the Regulations, within fifteen days of the date of lodgment for transfer except those rejected on technical grounds- Transfer request received but rejected on technical grounds-**No valid transfer request(s) were received during the period;** and
- (ii) Share Certificate(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-**No such request(s) were received during the period.**
- 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 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 of NCDs, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies of NCDs of the Company for the period from **1st October, 2020 to 31st March, 2021.**

For M Siroya and Company
Company Secretaries

MUKESH
KUMAR
SIROYA



Mukesh Siroya
Proprietor
CP No.: 4157
Membership No.: FCS 5682
UDIN: F005682C000186931

Date: April 27, 2021
Place: Mumbai