

REF:NS:SEC:

11th July, 2017

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 Sirs,

Sub: Corporate Governance Report as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are enclosing the quarterly Compliance Report on Corporate Governance as per the specified format under Regulation 27 (2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on record.

Yours faithfully,

For MAHINDRA & MAHINDRA LIMITED


NARAYAN SHANKAR
COMPANY SECRETARY

Encl: a/a

Name of Listed Entity: Mahindra & Mahindra Limited
Quarter ending: 30th June, 2017

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN ^{\$} & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the current term / cessation	Tenure*	No. of Directorship in listed entities including this listed entity** (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity** (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anand G. Mahindra	00004695	Chairperson - Executive	12/11/2016	-	2	1	0
Dr.	Pawan Goenka	00254502	Executive	12/11/2016	-	2	1	0
Mr.	Deepak S. Parekh	00009078	Independent	08/08/2014	3 years	8	3	3
Mr.	Nadir B. Godrej	00066195	Independent	08/08/2014	4 years	6	3	2
Mr.	M. M. Murugappan	00170478	Independent	08/08/2014	4 years	7	2	4
Mr.	R. K. Kulkarni	00059367	Independent	08/08/2014	5 years	5	4	3
Mr.	Anupam Puri	00209113	Independent	08/08/2014	5 years	3	1	0
Dr.	Vishakha N. Desai	05292671	Independent	08/08/2014	5 years	1	1	0
Mr.	Vikram Singh Mehta	00041197	Independent	08/08/2014	5 years	6	2	0
Mr.	S. B. Mainak	02531129	Nominee	08/08/2014	-	3	1	1
Mr.	T.N. Manoharan	01186248	Additional - Independent	11/11/2016	5 years	3	2	1

^{\$}PAN number of any director would not be displayed on the website of Stock Exchange.

[&]Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

Notes:

**Includes all categories of directorships held in listed entities

** Committee membership(s) and Chairmanship(s) are counted separately



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II. Composition of Committees				
<i>Name of Committee</i>		<i>Name of Committee members</i>		<i>Category (Chairperson/Executive/Non-Executive/independent/ Nominee) \$</i>
1.	Audit Committee	1.	Mr. Deepak S. Parekh	Chairperson - Independent
		2.	Mr. Nadir B. Godrej	Independent
		3.	Mr. M. M. Murugappan	Independent
		4.	Mr. R. K. Kulkarni	Independent
		5.	Mr. T. N. Manoharan	Additional - Independent (with effect from 11 th November, 2016)
2.	Nomination & Remuneration Committee (named as Governance, Nomination and Remuneration Committee)	1.	Mr. M. M. Murugappan	Chairperson - Independent
		2.	Mr. Nadir B. Godrej	Independent
		3.	Mr. R. K. Kulkarni	Independent
		4.	Mr. Vikram Singh Mehta	Independent
3.	Risk Management Committee	1.	Dr. Pawan Goenka	Chairperson - Executive
		2.	Mr. Deepak S. Parekh	Independent
		3.	Mr. Nadir B. Godrej	Independent
		4.	Mr. M. M. Murugappan	Independent
		5.	Mr. R. K. Kulkarni	Independent
		6.	Mr. T. N. Manoharan	Additional - Independent (with effect from 30 th May, 2017)
4.	Stakeholders Relationship Committee	1.	Mr. R. K. Kulkarni	Chairperson - Independent
		2.	Mr. Anand G. Mahindra	Executive
		3.	Dr. Vishakha N. Desai	Independent
		4.	Dr. Pawan Goenka	Executive

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
10/02/2017	30/05/2017	62 days
28/03/2017	13/06/2017	13 days



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IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
29/05/2017 (Audit Committee)	Yes (All Members were present)	09/02/2017 (Audit Committee)	62 days
		27/03/2017 (Audit Committee)	-
29/05/2017 (Governance, Nomination and Remuneration Committee)	Yes (All Members were present)	09/02/2017 (Governance, Nomination and Remuneration Committee)	-
		27/03/2017 (Governance, Nomination and Remuneration Committee)	-
29/05/2017 (Risk Management Committee)	Yes (All Members were present)	-	-
30/05/2017 (Stakeholders Relationship Committee)	Yes (All Members were present)	10/02/2017 (Stakeholders Relationship Committee)	-
		28/03/2017 (Stakeholders Relationship Committee)	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES
Note:-	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee Yes
 - b. Nomination & Remuneration Committee Yes
 - c. Stakeholders Relationship Committee Yes
 - d. Risk Management Committee (applicable to the top 100 listed entities) Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The report for the quarter ended 31st March, 2017 was placed before the Board of Directors at its Meeting held on 30th May, 2017. The Board took on record that the Company is compliant under Regulation 27 (2)(a) of the Listing Regulations. The Report for the quarter ended 30th June, 2017 would be placed before the Board of Directors at its Meeting scheduled in August, 2017.

Name & Designation


Mr. Narayan Shankar

Company Secretary / Compliance Officer / Managing Director / CEO



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.