

REF:NS:SEC:

15th October, 2019

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

Pursuant to SEBI Circular dated 16th July, 2019 bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2019/78 ("the Circular"), read with Regulation 27 (2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the following:

- a) Quarterly Compliance Report on Corporate Governance as per the format as specified in Annexure I of the said Circular; and
- b) Information as per the format as specified in Annexure III of the said Circular.

Kindly take the above on record.

Yours faithfully,

For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY

Encl: a/a

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: Mahindra & Mahindra Limited
2. Quarter ending: 30th September, 2019

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN \$ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure * \$\$	Date of Birth	No. of Directorships in listed entities including this listed entity ** [In reference to Regulation 17A(1)]	No. of Independent Directorships in listed entities including this listed entity [In reference to proviso to Regulation 17A(1)]	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	23-11-1989	12-11-2016	-	-	01-05-1955	2	0	1	0
Mr.	Pawan Goenka	00254502	Executive	23-09-2013	12-11-2016	-	-	23-09-1954	2	0	1	0
Mr.	Nadir B. Godrej@	00066195	Independent	28-08-1992	08-08-2018	-	62	26-08-1951	6	1	4	2
Mr.	M. M. Murugappan @	00170478	Independent	28-08-1992	08-08-2018	-	62	12-11-1955	8	1	6	3
Ms.	Vishakha N. Desai@@	05292671	Independent	30-05-2012	08-08-2019	-	62	01-05-1949	1	1	1	0
Mr.	Vikram Singh Mehta^ @@	00041197	Independent	30-05-2012	08-08-2019	-	62	30-10-1952	6	6	4	1
Mr.	T.N. Manoharan	01186248	Independent	11-11-2016	-	-	35	07-04-1956	3	2	3	2
Mr.	Vijay Kumar Sharma	02449088	Nominee	14-11-2018	-	-	-	19-12-1958	3	0	1	1
Mr.	Haigreve Khaitan ++	00005290	Independent	08-08-2019	-	-	2	13-07-1970	7	7	8	4
Ms.	Shikha Sharma ^^	00043265	Independent	08-08-2019	-	-	2	19-11-1958	5	5	5	0
Mr.	R. K. Kulkarni#	00059367	Independent	21-08-1997	08-08-2014	08-08-2019	-	23-05-1945	0	0	0	0
Mr.	Anupam Puri#	00209113	Independent	30-01-2001	08-08-2014	08-08-2019	-	07-10-1945	0	0	0	0

Whether Regular chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: No

SPAN 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:

\$ \$ Tenure has been calculated for Independent Directors currently serving on the Board of Directors of the Company in number of months and rounded off to the nearest decimal from the date of their respective appointment, post the commencement of the Companies Act, 2013, upto 30th September, 2019.

** Includes all categories of Directorships held in listed entities

The Committee Membership count will include the count in which the Director is Committee Chairperson

@ Mr. Nadir B. Godrej and Mr. M. M. Murugappan were initially appointed as Independent Directors on the Board of the Company on 28th August, 1992. On the enactment of the Companies Act, 2013, they were appointed for a first term of 4 consecutive years as Independent Directors from 8th August, 2014. They got subsequently re-appointed for a second term of 2 consecutive years as Independent Directors from 8th August, 2018 to 7th August, 2020. Thus the tenure has been calculated from 8th August, 2014 upto 30th September, 2019.

+ Second term on the Board of the Company commencing from 8th August, 2019 to 30th April, 2024

^ Second term of five consecutive years on the Board of the Company commencing from 8th August, 2019 to 7th August, 2024

@@ Ms. Vishakha N. Desai and Mr. Vikram Singh Mehta were initially appointed as Independent Directors on the Board of the Company on 30th May, 2012. On the enactment of the Companies Act, 2013, they were appointed for a first term of 5 consecutive years as Independent Directors from 8th August, 2014. Ms. Vishakha N. Desai got subsequently re-appointed for a second term commencing from 8th August, 2019 to 30th April, 2024. Mr. Vikram Singh Mehta got subsequently re-appointed for a second term commencing from 8th August, 2019 to 7th August, 2024. Thus the tenure for both Ms. Vishakha N. Desai and Mr. Vikram Singh Mehta has been calculated from 8th August, 2014 upto 30th September, 2019.

++ Appointed for a term of five consecutive years on the Board of the Company commencing from 8th August, 2019 to 7th August, 2024

^^ Appointed for a term of five consecutive years on the Board of the Company commencing from 8th August, 2019 to 7th August, 2024

Mr R. K. Kulkarni and Mr. Anupam Puri ceased to be Independent Directors of the Company with effect from 8th August, 2019, upon completion of their tenures.



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II. Composition of Committees

Name of Committee		Whether Regular Chairperson appointed	Name of Committee members		Category (Chairperson/ Executive/Non-Executive/ independent/ Nominee) [§]	Date of Appointment	Date of Cessation
1.	Audit Committee	Yes	1.	Mr. T. N. Manoharan &	Chairperson - Independent	11-11-2016	-
			2.	Mr. Nadir B. Godrej	Independent	30-10-2001	-
			3.	Mr. M. M. Murugappan	Independent	29-05-2006	-
			4.	Mr. R. K. Kulkarni	Independent	21-08-1997	08-08-2019
			5.	Mrs. Shikha Sharma	Independent	08-08-2019	-
2.	Nomination & Remuneration Committee (named as Governance, Nomination and Remuneration Committee)	Yes	1.	Mr. M. M. Murugappan @	Chairperson - Independent	13-06-1996	-
			2.	Mr. Nadir B. Godrej	Independent	23-01-1997	-
			3.	Mr. R. K. Kulkarni	Independent	10-10-2011	08-08-2019
			4.	Mr. Vikram Singh Mehta	Independent	08-08-2014	-
			5.	Mr. Haigreve Khaitan	Independent	08-08-2019	-
3.	Risk Management Committee	Yes	1.	Dr. Pawan Goenka	Chairperson - Executive	31-10-2014	-
			2.	Mr. Nadir B. Godrej	Independent	31-10-2014	-
			3.	Mr. M. M. Murugappan	Independent	31-10-2014	-
			4.	Mr. R. K. Kulkarni	Independent	31-10-2014	08-08-2019
			5.	Mr. T. N. Manoharan	Independent	30-05-2017	-
			6.	Mrs. Shikha Sharma	Independent	08-08-2019	-
4.	Stakeholders Relationship Committee	Yes	1.	Mr. Haigreve Khaitan	Chairperson - Independent	08-08-2019	-
			2.	Mr. R. K. Kulkarni	Chairperson - Independent	11-06-1998	08-08-2019
			3.	Mr. Anand G. Mahindra	Executive	17-11-1992	-
			4.	Dr. Vishakha N. Desai	Independent	08-08-2014	-
			5.	Dr. Pawan Goenka	Executive	07-08-2015	-

§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

& Mr. T. N. Manoharan was appointed as Chairman of the Audit Committee at the Board Meeting held on 4th August, 2017

@ Mr. M. M. Murugappan was appointed as Chairman of the Nomination and Remuneration Committee at the Board Meeting held on 8th August, 2014

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent Directors present*	Maximum gap between any two consecutive (in number of days)
29-05-2019	07-08-2019	Yes	8	6	69

* to be filled in only for the current quarter meetings



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IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
06-08-2019 (Audit Committee)	Yes (All Members were present)	4	4	28-05-2019 (Audit Committee)	69 days
06-08-2019 (Governance, Nomination and Remuneration Committee)	Yes (All Members were present)	4	4	28-05-2019 (Governance, Nomination and Remuneration Committee)	-
- (Risk Management Committee)	-	-	-	- (Risk Management Committee)	-
07-08-2019 (Stakeholders Relationship Committee)	Yes (All Members were present)	4	2	29-05-2019 (Stakeholders Relationship Committee)	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
**to be filled in only for the current quarter meetings

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
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 the Audit Committee	YES

Note:-

- 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.
- If status is "No" details of non-compliance may be given here.



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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 30th June, 2019 was placed before the Board of Directors at its Meeting held on 7th August, 2019. The Board took on record that the Company is compliant under Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Report for the quarter ended 30th September, 2019 would be placed before the Board of Directors at its Meeting scheduled in November, 2019.**

Name & Designation



Narayan Shankar

Company Secretary / ~~Compliance Officer~~ / ~~Managing Director~~ / CEO/CFO

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.



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ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-
with the second quarter's report of next financial year**

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>Name & Designation</p> <p align="center"></p> <p>Narayan Shankar</p> <p>Company Secretary / Compliance Officer / Managing Director / CEO / CFO</p>		

