

REF:NS:SEC:

8th August, 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.

Sub: Re-appointment/Appointment/Cessation of Directors - Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015


We wish to inform you that, at the 73rd Annual General Meeting held on 7th August, 2019, the Shareholders of the Company have approved the:

- (1) Re-appointment of Dr. Vishakha N. Desai (DIN: 05292671) as an Independent Director of the Company for a second term commencing from 8th August, 2019 to 30th April, 2024;
- (2) Re-appointment of Mr. Vikram Singh Mehta (DIN: 00041197) as an Independent Director of the Company for a second term of five consecutive years commencing from 8th August, 2019 to 7th August, 2024;
- (3) Appointment of Mr. Vijay Kumar Sharma (DIN: 02449088) as Non-Executive Non-Independent Director of the Company representing Life Insurance Corporation of India on the Board of Directors of the Company, liable to retire by rotation;
- (4) Appointment of Mr. Haigreve Khaitan (DIN: 00005290) as an Independent Director of the Company for a term of five consecutive years commencing from 8th August, 2019 to 7th August, 2024;
- (5) Appointment of Ms. Shikha Sharma (DIN: 00043265) as an Independent Director of the Company for a term of five consecutive years commencing from 8th August, 2019 to 7th August, 2024.

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The Members at the 68th Annual General Meeting held on 8th August, 2014 had approved the appointment of Mr. Ravi Kulkarni and Mr. Anupam Puri as Independent Directors of the Company to hold office for a term of 5 consecutive years each commencing from 8th August, 2014 upto 7th August, 2019. Mr. Ravi Kulkarni and Mr. Anupam Puri would cease to hold office as Independent Directors of the Company from 8th August 2019, upon completion of their tenure as approved by the shareholders at the 68th AGM of the Company.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, including the brief profile of the above Directors (in case of appointment/re-appointment) are given in Annexures A, B and C to this letter. 

This is for your information.

Kindly acknowledge receipt.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY

Encl.: a/a

Annexure

Re-appointment/Appointment of Directors: Dr. Vishakha N. Desai, Mr. Vikram Singh Mehta, Mr. Vijay Kumar Sharma, Mr. Haigreve Khaitan and Ms. Shikha Sharma

Sr. No.	Details of Events that need to be provided	Information of such events(s)						
a)	reason for change viz. appointment, resignation, removal, death or otherwise	<p>At the 73rd Annual General Meeting held on 7th August, 2019, the shareholders of the Company have :</p> <ol style="list-style-type: none"> (1) Re-appointed Dr. Vishakha N. Desai (DIN: 05292671) as an Independent Director of the Company for a second term commencing from 8th August, 2019 to 30th April, 2024; (2) Re-appointed Mr. Vikram Singh Mehta (DIN: 00041197) as an Independent Director of the Company for a second term of five consecutive years commencing from 8th August, 2019 to 7th August, 2024; (3) Appointed Mr. Vijay Kumar Sharma (DIN: 02449088) as Non-Executive Non-Independent Director of the Company representing Life Insurance Corporation of India on the Board of Directors of the Company, liable to retire by rotation; (4) Appointed Mr. Haigreve Khaitan (DIN: 00005290) as an Independent Director of the Company for a term of five consecutive years commencing from 8th August, 2019 to 7th August, 2024; (5) Appointed Ms. Shikha Sharma (DIN: 00043265) as an Independent Director of the Company for a term of five consecutive years commencing from 8th August, 2019 to 7th August, 2024. 						
b)	date of appointment/cessation (as applicable) & term of appointment;	<table border="1"> <thead> <tr> <th data-bbox="691 1760 898 1861">Name</th> <th data-bbox="898 1760 1182 1861">Appointment/ Re-appointment</th> <th data-bbox="1182 1760 1493 1861">Term</th> </tr> </thead> <tbody> <tr> <td data-bbox="691 1861 898 2045">Dr. Vishakha N. Desai</td> <td data-bbox="898 1861 1182 2045">Re-appointment as an Independent Director – 8th August, 2019</td> <td data-bbox="1182 1861 1493 2045">Second term commencing from 8th August, 2019 to 30th April, 2024</td> </tr> </tbody> </table>	Name	Appointment/ Re-appointment	Term	Dr. Vishakha N. Desai	Re-appointment as an Independent Director – 8 th August, 2019	Second term commencing from 8 th August, 2019 to 30 th April, 2024
Name	Appointment/ Re-appointment	Term						
Dr. Vishakha N. Desai	Re-appointment as an Independent Director – 8 th August, 2019	Second term commencing from 8 th August, 2019 to 30 th April, 2024						

		Mr. Vikram Singh Mehta	Re-appointment as an Independent Director - 8 th August, 2019	Second term of five consecutive years commencing from 8 th August, 2019 to 7 th August, 2024
		Mr. Vijay Kumar Sharma	Appointment as Non-Executive Non-Independent Director of the Company representing Life Insurance Corporation of India - 7 th August, 2019	Liabile to retire by rotation
		Mr. Haigreve Khaitan	Appointment as an Independent Director - 8 th August, 2019	Five consecutive years commencing from 8 th August, 2019 to 7 th August, 2024
		Ms. Shikha Sharma	Appointment as an Independent Director - 8 th August, 2019	Five consecutive years commencing from 8 th August, 2019 to 7 th August, 2024
c)	brief profile (in case of appointment);	As per Annexure C		
d)	disclosure of relationships between directors (in case of appointment of a director);	Dr. Vishakha N. Desai, Mr. Vikram Singh Mehta, Mr. Vijay Kumar Sharma, Mr. Haigreve Khaitan and Ms. Shikha Sharma are not related inter-se to each other or to any other Director of the Company.		
e)	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/2018/24, dated 20 th June, 2018.	Dr. Vishakha N. Desai, Mr. Vikram Singh Mehta, Mr. Vijay Kumar Sharma, Mr. Haigreve Khaitan and Ms. Shikha Sharma are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.		

Annexure B

Cessation of Directors: Mr. Ravi Kulkarni and Mr. Anupam Puri

Sr. No.	Details of Events that need to be provided	Information of such events(s)
a)	reason for change viz. appointment, resignation, removal, death or otherwise	The Members at the 68 th Annual General Meeting held on 8 th August, 2014 had approved the appointment of Mr. Ravi Kulkarni and Mr. Anupam Puri as Independent Directors of the Company to hold office for a term of 5 consecutive years each commencing from 8 th August, 2014 upto 7 th August, 2019. Mr. Ravi Kulkarni and Mr. Anupam Puri would cease to hold office as Independent Directors of the Company from 8 th August 2019, upon completion of their tenure as approved by the shareholders at the 68 th AGM of the Company.
b)	date of appointment /cessation (as applicable) & term of appointment ;	Mr. Ravi Kulkarni and Mr. Anupam Puri - 8 th August, 2019
c)	brief profile (in case of appointment);	Not Applicable
d)	disclosure of relationships between directors (in case of appointment of a director);	Not Applicable
e)	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/2018/24, dated 20 th June, 2018.	Not Applicable

Annexure C**Brief Profile of Dr. Vishakha N. Desai**

Dr. Vishakha N. Desai is the recipient of five honorary degrees and holds a B.A. in Political Science from Bombay University and an M.A. and Ph.D. in Asian Art History from the University of Michigan.

Dr. Vishakha N. Desai is Senior Advisor for Global Affairs to the President of Columbia University in the city of New York, Vice-Chair of Columbia's Committee on Global Thought, and Senior Research Scholar in Global Studies at its School of International and Public Affairs. From 1990 to 2012, Dr. Vishakha N. Desai held a variety of positions at the Asia Society, initially as the Director of the Asia Society Museum and for the last eight years as President and CEO.

Apart from Mahindra & Mahindra Limited, Dr. Vishakha N. Desai is not a Director in any other company.

Dr. Vishakha N. Desai is the Chairperson of Corporate Social Responsibility Committee and Member of the Stakeholders Relationship Committee of the Company. Dr. Vishakha N. Desai holds 5,000 Ordinary (Equity) Shares in the Company.

Brief Profile of Mr. Vikram Singh Mehta

Mr. Vikram Singh Mehta completed his Bachelor's Degree in Mathematics (Hons.) from St. Stephens College, Delhi University. He has a Master's Degree in Politics and Economics (Hons.) from Magdalen College, Oxford University, UK and a Master's Degree in Energy Economics from the Fletcher School of Law and Diplomacy, Tufts University in USA.

Mr. Vikram Singh Mehta was until November, 2012 Chairman of the Shell Group of Companies in India.

Mr. Vikram Singh Mehta is the Director on the Boards of Colgate-Palmolive (India) Limited, HT Media Limited, Apollo Tyres Limited, Larsen and Toubro Limited, Jubilant Food Works Limited, N V Advisory Services Private Limited and L&T Hydrocarbon Engineering Limited. He is also a designated partner of TMA Estates LLP.

Mr. Vikram Singh Mehta is a Member of Governance, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Strategic Investment Committee and Loans & Investment Committee of the Company. Mr. Vikram Singh Mehta holds 20,000 Ordinary (Equity) Shares in the Company.

Brief Profile of Mr. Vijay Kumar Sharma

Mr. Vijay Kumar Sharma is a post-graduate (M.Sc.) in Botany from Patna University.

Mr. Sharma joined Life Insurance Corporation of India ("LIC") as Direct Recruit Officer in 1981 and has grown with LIC since then. He held various challenging assignments pan India and in all operational streams including in-charge positions at different levels. Working across length and breadth of the country has added immensely to his experience and honed his understanding of demographics of the country, socioeconomic needs of different regions and multi-cultural challenges in implementation of LIC's objectives. Mr. Vijay Kumar Sharma superannuated as Chairman of LIC on 31st December, 2018.

Mr. Vijay Kumar Sharma is the Director on the Boards of ACC Limited and Tata Steel Limited. He is not a Member of any Committees of the Board of the Company. Mr. Vijay Kumar Sharma does not hold any Ordinary (Equity) Shares in the Company.

Brief Profile of Mr. Haigreve Khaitan

Mr. Haigreve Khaitan has done his LL.B. from South Kolkata Law College. Mr. Haigreve Khaitan is a Partner of Khaitan & Co.

Mr. Haigreve Khaitan started his career in litigation and over the years has been involved in many M&A and private equity transactions, as well as project finance transactions.

Mr. Haigreve Khaitan has rich experience in all aspects of M&A - due diligence, structuring, documentation involving listed companies, cross-border transactions, medium and small businesses etc., Restructuring - such as advice and documentation involving creditors restructuring, sick companies, de-mergers, spin-offs, sale of assets etc., Foreign Investment, Joint Ventures and Foreign Collaborations. He advises a range of large Indian conglomerates and multinational clients in various business sectors including infrastructure, power, telecom, automobiles, steel, software and information technology, retail, etc.

He is on the Board of Ceat Limited, Torrent Pharmaceuticals Limited, JSW Steel Limited, Gujarat Borosil Limited, Mahindra Holdings Limited, Aditya Birla Sun Life Insurance Company Limited, Avtec Limited, Inox Leisure Limited, Tech Mahindra Limited and Wevin Private Limited and often speaks at various industry events.

The Board of Directors of the Company has inter alia appointed him on following Committees with effect from 8th August, 2019:-

- 1) Stakeholders Relationship Committee (Chairman)
- 2) Governance, Nomination and Remuneration Committee
- 3) Loans and Investment Committee

Mr. Haigreve Khaitan does not hold any Ordinary (Equity) Shares in the Company.

Brief Profile of Ms. Shikha Sharma

Ms. Shikha Sharma holds Post Graduate Diploma in Management from IIM, Ahmedabad, Post Graduate Diploma in Software Technology from National Center for Software Technology and B.A. (Hons.) in Economics.

Ms. Shikha Sharma was the Managing Director & CEO of Axis Bank, India's third largest private sector bank, from June, 2009 to December 2018. During her tenure as Managing Director & CEO, Axis Bank witnessed multiple growth in the network, market capitalization & in consumer lending business and transformed Axis Bank into a digital leader in mobile banking and digital payments.

Ms. Shikha Sharma is on the Board of Dr Reddy's Laboratories Limited, Ambuja Cements Limited and Tata Global Beverages Limited, Tech Mahindra Limited. She is also an advisor to KKR & Co. Inc., and a member of Board of Governors of IIM, Lucknow and Advisory Board of Bridgespan.

The Board of Directors of the Company has appointed her on following Committees with effect from 8th August, 2019:-

- 1) Audit Committee
- 2) Risk Management Committee
- 3) Strategic Investment Committee
- 4) Loans and Investment Committee

Ms. Shikha Sharma does not hold any Ordinary (Equity) Shares in the Company.