

REF:NS:SEC:
13th October, 2020

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 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

1. Name of Listed Entity: Mahindra & Mahindra Limited
 2. Quarter ending: 30th September, 2020

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 Directorship in listed entities including this listed entity ** [In reference to Regulation 17A(1)]	No. of Independent Directorship 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	1	0	1	0
Mr.	Anish Shah	02719429	Executive	01-04-2020	-	-	-	26-12-1969	5	0	1	0
Mr.	Rajesh Jejurikar	00046823	Executive	01-04-2020	-	-	-	24-06-1964	2	0	1	1
Ms.	Nisaba Godrej @	00591503	Independent	08-08-2020	-	-	2	12-02-1978	4	2	0	0
Mr.	Muthiah Murugappan @	07858587	Independent	08-08-2020	-	-	2	17-09-1983	1	1	0	0
Ms.	Vishakha N. Desai+ @@	05292671	Independent	30-05-2012	08-08-2019	-	74	01-05-1949	1	1	1	0
Mr.	Vikram Singh Mehta^ @@	00041197	Independent	30-05-2012	08-08-2019	-	74	30-10-1952	6	6	5	1
Mr.	T. N. Manoharan	01186248	Independent	11-11-2016	-	-	47	07-04-1956	2	2	2	2
Mr.	Vijay Kumar Sharma	02449088	Nominee	14-11-2018	-	-	-	19-12-1958	2	0	1	1
Mr.	Haigreve Khaitan ++	00005290	Independent	08-08-2019	-	-	14	13-07-1970	7	7	9	4
Ms.	Shikha Sharma ++	00043265	Independent	08-08-2019	-	-	14	19-11-1958	5	5	5	0
Mr.	C. P. Gurnani	00018234	Non-Executive	01-04-2020	-	-	-	19-12-1958	2	0	1	0
Mr.	Nadir B. Godrej %	00066195	Independent	28-08-1992	08-08-2018	08-08-2020	-	26-08-1951	-	-	-	-
Mr.	M. M. Murugappan %	00170478	Independent	28-08-1992	08-08-2018	08-08-2020	-	12-11-1955	-	-	-	-
Whether Regular chairperson appointed: Yes												
Whether Chairperson is related to managing director or CEO: No												
\$PAN 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 30 th September, 2020. ** Includes all categories of Directorships held in listed entities ## The Committee Membership count will include the count in which the Director is Committee Chairperson @ Appointed as an Additional Director (Independent and Non-Executive) on the Board of Directors of the Company, with effect from 8 th August, 2020 to hold office up to the date of the Annual General Meeting of the Company to be held thereafter and subject to the approval of the Members at the said Annual General Meeting, to hold office as an Independent Director for a term of 5 (five) consecutive years commencing from 8 th August, 2020 to 7 th August, 2025 (both days inclusive) + Second term on the Board of the Company commencing from 8 th August, 2019 to 30 th April, 2024 ^ Second term of five consecutive years on the Board of the Company commencing from 8 th August, 2019 to 7 th August, 2024 @@ Ms. Vishakha N. Desai and Mr. Vikram Singh Mehta were initially appointed as Independent Directors on the Board of the Company on 30 th 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 8 th August, 2014. Ms. Vishakha N. Desai got subsequently re-appointed for a second term commencing from 8 th August, 2019 to 30 th April, 2024. Mr. Vikram Singh Mehta got subsequently re-appointed for a second term commencing from 8 th August, 2019 to 7 th August, 2024. Thus, the tenure for both Ms. Vishakha N. Desai and Mr. Vikram Singh Mehta has been calculated from 8 th August, 2014 upto 30 th September, 2020. ++ Appointed for a term of five consecutive years on the Board of the Company commencing from 8 th August, 2019 to 7 th August, 2024. % Mr. Nadir B. Godrej and Mr. M. M. Murugappan ceased to be the Independent Directors of the Company with effect from 8 th August, 2020, 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) ⁵	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	08-08-2020
			3.	Mr. M. M. Murugappan %	Independent	29-05-2006	08-08-2020
			4.	Ms. Shikha Sharma	Independent	08-08-2019	-
			5.	Mr. Vikram Singh Mehta @	Independent	08-08-2020	-
			6.	Mr. Haigreve Khaitan *	Independent	08-08-2020	-
2.	Nomination & Remuneration Committee (named as Governance, Nomination and Remuneration Committee)	Yes	1.	Mr. M. M. Murugappan %	Chairperson - Independent	13-06-1996	08-08-2020
			2.	Mr. Nadir B. Godrej @@	Independent	23-01-1997	08-08-2020
			3.	Mr. Vikram Singh Mehta @	Chairperson - Independent	08-08-2014	-
			4.	Mr. Haigreve Khaitan	Independent	08-08-2019	-
			5.	Ms. Shikha Sharma ?	Independent	08-08-2020	-
			6.	Ms. Nisaba Godrej !	Independent	08-08-2020	-
3.	Risk Management Committee	Yes	1.	Dr. Pawan Goenka	Chairperson - Executive	31-10-2014	-
			2.	Mr. Nadir B. Godrej @@	Independent	31-10-2014	08-08-2020
			3.	Mr. M. M. Murugappan %	Independent	31-10-2014	08-08-2020
			4.	Mr. T. N. Manoharan	Independent	30-05-2017	-
			5.	Ms. Shikha Sharma	Independent	08-08-2019	-
			6.	Dr. Anish Shah	Executive	01-04-2020	-
			7.	Mr. Rajesh Jejurikar	Executive	01-04-2020	-
			8.	Mr. Vikram Singh Mehta @	Independent	08-08-2020	-
			9.	Mr. Haigreve Khaitan *	Independent	08-08-2020	-
4.	Stakeholders Relationship Committee	Yes	1.	Mr. Haigreve Khaitan	Chairperson - Independent	08-08-2019	-
			2.	Mr. Anand G. Mahindra	Executive	17-11-1992	-
			3.	Dr. Vishakha N. Desai	Independent	08-08-2014	-
			4.	Dr. Pawan Goenka	Executive	07-08-2015	-
<p>⁵ 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</p> <p>& Mr. T. N. Manoharan was appointed as Chairman of the Audit Committee at the Board Meeting held on 4th August, 2017</p> <p>@ Mr. Vikram Singh Mehta was appointed as Chairman of the Governance, Nomination and Remuneration Committee and Member of the Audit Committee and the Risk Management Committee at the Board Meeting held on 7th August, 2020 with effect from 8th August, 2020</p> <p>@@ Mr. Nadir B. Godrej ceased to be Member of the Audit Committee, the Governance, Nomination & Remuneration Committee and the Risk Management Committee pursuant to his cessation as an Independent Director of the Company with effect from 8th August, 2020, upon completion of his tenure.</p> <p>% Mr. M. M. Murugappan ceased to be Chairman of the Governance, Nomination & Remuneration Committee and Member of the Audit Committee and the Risk Management Committee pursuant to his cessation as an Independent Director of the Company with effect from 8th August, 2020, upon completion of his tenure.</p> <p>* Mr. Haigreve Khaitan was appointed as Member of the Audit Committee and the Risk Management Committee at the Board Meeting held on 7th August, 2020</p> <p>? Ms. Shikha Sharma was appointed as Member of the Governance, Nomination & Remuneration Committee at the Board Meeting held on 7th August, 2020</p> <p>! Ms. Nisaba Godrej was appointed as Member of the Governance, Nomination & Remuneration Committee at the Board Meeting held on 7th August, 2020</p>							
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)		
03-04-2020	07-08-2020	Yes	12	6	55		
23-04-2020		-	-	-	-		
12-06-2020		-	-	-	-		
* 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*
06-08-2020 (Audit Committee)	Yes (All Members were present)	4	4	03-04-2020 (Audit Committee) 23-04-2020 (Audit Committee) 11-06-2020 (Audit Committee)	55 days
06-08-2020 (Governance, Nomination and Remuneration Committee)	Yes (All Members were present)	4	4	12-06-2020 (Governance, Nomination and Remuneration Committee)	-
06-08-2020 (Risk Management Committee)	Yes (All Members were present)	7	4	-	-
- (Stakeholders Relationship Committee)	-	-	-	11-06-2020 (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:-	
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 30th June, 2020 was placed before the Board of Directors at its Meeting held on 7th August, 2020. The Board took on record that the Company is compliant with Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Report for the quarter ended 30th September, 2020 would be placed before the Board of Directors at its Meeting scheduled in November, 2020.**

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.

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: Pursuant to the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, and General Circular No. 20/2020 dated 5th May, 2020 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India companies have been permitted to hold their Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue for the Financial Year 2019-20. In pursuance to this, the 74th AGM of the Company was held through VC facility on Friday, the 7th August, 2020 at 3.00 pm. The proceedings of the AGM was deemed to be conducted at the Registered Office of the Company and Chairman of the Company alongwith all the Directors of the Company as on the date of the AGM were present/participated in the AGM through VC.</p>		
Name & Designation		
		
Narayan Shankar		
Company Secretary / Compliance Officer / Managing Director / CEO / CFO		