

Mahindra & Mahindra Ltd.

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REF:NS:SEC: 14<sup>th</sup> 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 Sirs,

Sub: <u>Corporate Governance Report as required under Securities and Exchange Board</u> 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 ("the Listing Regulations"), we are enclosing the Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2021 as per the format specified in Annexure I of the said Circular.

We are also enclosing the Compliance Report on Corporate Governance for the whole Financial Year 2020-21 as per the format specified in Annexure II of the said Circular.

Kindly take the above on record.

Yours faithfully,

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For MAHINDRA & MAHINDRA LIMITED

NARAYAN SHANKAR COMPANY SECRETARY

Encl: a/a

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mahindra.com

CIN No. L65990MH1945PLC004558

- 1. Name of Listed Entity: Mahindra & Mahindra Limited
- 2. Quarter ending: 31st March, 2021

#### I. Composition of Board of Directors Title Name of the PAN \$ Category Initial Date of Date of Re-Date of Date of Birth No. of No. of No. No. of post of (Chairperson/ (Mr. Director & DIN Appointmen appointment Cessation Directorship Indepemembers-Chairperson Executive/ \$\$ n listed ndent Audit/ Ms.) hips Nonentities Audit Stakeholder Director Executive/ including ship in Stakehold Committee held Independent/ this listed listed in listed entities -er Committ-Nominee) entity \*\* entities including including listed entity ## ee(s) including In reference this listed entity this listed (Refer Regulation entity ## Regulation 26(1) [In of Listing 17A(1)] reference (Refer Regulat-Regulations) to proviso ion 26(1) to Regulation of Listing 17A(1)] Regulations) Anand G. Chairperson-23-11-1989 12-11-2016 01-05-1955 2 0 0 Mr. 00004695 Mahindra Executive Pawan Goenka Mr. 23-09-2013 12-11-2020 23-09-1954 0 0 Executive 1 00254502 Mr. Anish Shah Executive 01-04-2020 26-12-1969 5 0 1 0 02719429 Mr. Rajesh Jejurikar Executive 01-04-2020 24-06-1964 2 0 1 1 00046823 Ms. Nisaba Godrej @ Non-08-08-2020 8 12-02-1978 2 0 0 00591503 Executive Independent Mr. Muthiah Non-08-08-2020 17-09-1983 1 1 0 0 8 Murugappan @ 07858587 Executive Independent Ms. Vishakha N. Desai+ Non-Executive 30-05-2012 08-08-2019 01-05-1949 0 05292671 Independent Mr. Vikram Singh Non-Executive 30-05-2012 08-08-2019 80 30-10-1952 6 5 1 Mehta^ @@ 00041197 Independent Mr. T. N. Manoharan Non-Executive 11-11-2016 53 07-04-1956 2 2 2 2 01186248 Independent Nominee 14-11-2018 19-12-1958 Mr. Vijay 3 1 5 3 Kumar Sharma 02449088 Mr. Haigreve Khaitan +-Non-Executive 08-08-2019 20 13-07-1970 8 3 00005290 Independent Ms. Shikha Sharma ++ Non-Executive 08-08-2019 20 19-11-1958 5 5 4 0 00043265 Independent Mr. C. P. Gurnani Non-Executive 01-04-2020 19-12-1958 2 0 0

Whether Regular chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: No

00018234

\$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 31st March, 2021
- \*\* Includes all categories of Directorships held in listed entities
- ## The Committee Membership count will include the count in which the Director is Committee Chairperson

Non-Independent

- @ Appointed as an Additional Director (Independent and Non-Executive) on the Board of Directors of the Company, with effect from 8th 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 8th August, 2020 to 7th August, 2025 (both days inclusive)
- + Second term on the Board of the Company commencing from  $8^{\rm th}$  August, 2019 to  $30^{\rm th}$  April, 2024
- ^ Second term of five consecutive years on the Board of the Company commencing from 8th August, 2019 to 7th August, 2024
- @@ Dr. Vishakha N. Desai and Mr. Vikram Singh Mehta were initially appointed as Independent Directors on the Board of the Company on 30<sup>th</sup> 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<sup>th</sup> August, 2014. Dr. Vishakha N. Desai got subsequently re-appointed for a second term commencing from 8<sup>th</sup> August, 2019 to 30<sup>th</sup> April, 2024. Mr. Vikram Singh Mehta got subsequently re-appointed for a second term commencing from 8<sup>th</sup> August, 2019 to 7<sup>th</sup> August, 2024. Thus, the tenure for both Dr. Vishakha N. Desai and Mr. Vikram Singh Mehta has been calculated from 8<sup>th</sup> August, 2014 upto 31<sup>st</sup> March, 2021.
- ++ Appointed for a term of five consecutive years on the Board of the Company commencing from 8th August, 2019 to 7th August, 2024

#### 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.	Ms. Shikha Sharma	Independent	08-08-2019	-
			3.	Mr. Vikram Singh Mehta	Independent	08-08-2020	-
			4.	Mr. Haigreve Khaitan	Independent	08-08-2020	-
					•		
2.	Nomination & Remuneration	Yes	1.	Mr. Vikram Singh Mehta @	Chairperson - Independent	08-08-2014	-
	Committee (named as		2.	Mr. Haigreve Khaitan	Independent	08-08-2019	-
	Governance,		3.	Ms. Shikha Sharma	Independent	08-08-2020	-
	Nomination and Remuneration Committee)		4.	Ms. Nisaba Godrej	Independent	08-08-2020	-
3.	Risk Management Committee	Yes	1.	Dr. Pawan Goenka	Chairperson – Executive	31-10-2014	-
			2.	Mr. T. N. Manoharan	Independent	30-05-2017	-
			3.	Ms. Shikha Sharma	Independent	08-08-2019	ı
			4.	Dr. Anish Shah	Executive	01-04-2020	-
			5.	Mr. Rajesh Jejurikar	Executive	01-04-2020	
			6.	Mr. Vikram Singh Mehta	Independent	08-08-2020	-
			7.	Mr. Haigreve Khaitan	Independent	08-08-2020	-
4.	Stakeholders Relationship	Yes	1.	Mr. Haigreve Khaitan	Chairperson - Independent	08-08-2019	-
	Committee		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	-

<sup>\$</sup> 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. Vikram Singh Mehta was appointed as Chairman of the Governance, Nomination and Remuneration Committee with effect from 8th August, 2020

# 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)		
10-11-2020	05-02-2021	Yes	13	7	86		
	26-03-2021	Yes	13	7	48		
* to be filled in only for the current quarter meetings							

# 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*
04-02-2021 (Audit Committee)	Yes (All Members were present)	4	4	09-11-2020 (Audit Committee)	86 days
25-03-2021 (Audit Committee)	Yes	3	3	-	48 days
04-02-2021 (Governance, Nomination and Remuneration Committee)	Yes	3	3	09-11-2020 (Governance, Nomination and Remuneration Committee)	-
25-03-2021 (Governance, Nomination and Remuneration Committee)	Yes	3	3	-	-
25-03-2021 (Risk Management Committee)	Yes	6	3	09-11-2020 (Risk Management Committee)	-
04-02-2021 (Stakeholders Relationship Committee)	Yes (All Members were present)	4	2	- (Stakeholders Relationship Committee)	-

<sup>\*</sup> 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 31st December, 2020 was placed before the Board of Directors at its Meeting held on 5th February, 2021. 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 31st March, 2021 would be placed before the Board of Directors at its Meeting scheduled in May 2021.

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 1<sup>st</sup> 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.

# ANNEXURE II

# Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regu	llations	
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No/NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	YES	http://www.mahindra.com/business
b) Terms and conditions of appointment of independent directors	YES	http://www.mahindra.com/resources/investor-reports/FY16/Governance/MM%20Directors%20-%20Terms%20of%20Appointment.pdf
c) Composition of various committees of board of directors	YES	http://www.mahindra.com/resources/pdf/Investors/ COMMITTEES%20OF%20THE%20BOARD.pdf
d) Code of conduct of board of directors and senior management personnel	YES	Code of Conduct for Directors - https://www.mahindra.com/resources/investor- reports/FY21/Policies/Code-of-Conduct-For- Directors.pdf
		Code of Conduct for Employees –  https://www.mahindra.com/resources/pdf/about- us/M-M-Code-of-Conduct-for-Employees.pdf
e) Details of establishment of vigil mechanism/ Whistle blower policy	YES	https://www.mahindra.com/resources/investor-reports/FY20/Governance/Whistleblower-Policy.pdf
f) Criteria of making payments to non-executive directors	YES	Page No. 183 of the Corporate Governance Report of Annual Report 2019-20 https://www.mahindra.com/investors/annual-report-FY2020/16/index.html

g) Policy on dealing with related party transactions	YES	https://www.mahindra.com/resources/investor-reports/FY21/Policies/Policy-on-Materiality-of-and-Dealing-with-related-party-transactions.pdf
h) Policy for determining 'material' subsidiaries	YES	https://www.mahindra.com/resources/investor-reports/FY20/Policies/Policy-for-Determining-Material-Subsidiaries.pdf
i) Details of familiarization programmes imparted to independent directors	YES	http://www.mahindra.com/resources/investor-reports/FY21/Announcements/Familarisation-2021.pdf
j) Email address for grievance redressal and other relevant details	YES	http://www.mahindra.com/contact-us
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	http://www.mahindra.com/contact-us
l) Financial results	YES	https://www.mahindra.com/investors/reports-and-filings?year=&category=&tab=tabs-2#show-secretarial-reports
m) Shareholding pattern	YES	https://www.mahindra.com/investors/reports-and-filings?year=&category=&tab=tabs-2#show-secretarial-reports
n) Details of agreements entered into with the media companies and/or their associates	NA	NA
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	YES	https://www.mahindra.com/investors/reports-and-filings
p) New name and the old name of the listed entity	NA	NA

q)	Advertisements as per regulation 47 (1)	YES	Board Meeting dated 05.02.2021 https://www.mahindra.com/resources/investor-reports/FY21/Announcements/News-paper-intimation-BM-5-Feb-2021.pdf  Board Meeting dated 10.11.2020 https://www.mahindra.com/resources/investor-reports/FY21/Announcements/Newspaper-Intimation-for-BM-10-11-2020.pdf  Board Meeting dated 07.08.2020 https://www.mahindra.com/resources/investor-reports/FY21/Announcements/SE-Newspaper-Intimation-07-08-2020.pdf
r)	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES	https://www.mahindra.com/investors/reports-and-filings
s)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	https://www.mahindra.com/resources/investor-reports/FY20/Annual-Reports/M-M-Subsidiary-Financial-Statements-2020.pdf
As	per other regulations of the LODR:		
a)	Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	https://www.mahindra.com/
2)	Materiality Policy as per Regulation 30	YES	https://www.mahindra.com/resources/investor-reports/FY21/Policies/Policy-for-determination-of-materiality-for-disclosure-of-events-or-information.pdf
3)	Dividend Distribution policy as per Regulation 43A (as applicable)	YES	https://www.mahindra.com/resources/investor-reports/FY17/Governance/MM-Dividend-Distribution-Policy-29-9-2016-Final.pdf

It is certified that these contents on the website of the Company are correct.

II Annual Affirmations				
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below		
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES		
Board composition	17(1), 17(1A) & 17(1B)	YES		
Meeting of board of directors	17(2)	YES		
Quorum of board meeting	17(2A)	YES		

Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Recommendation of board	17(11)	YES
Maximum number of directorship	17A	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Quorum of Nomination and Remuneration Committee meeting	19(2A)	YES
Meeting of Nomination & Remuneration Committee	19(3A)	YES
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	YES
Meeting of Stakeholder Relationship Committee	20 (3A)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	YES
Meeting of Risk Management Committee	21(3A)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
Directors and Officers insurance	25(10)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES

Policy with respect to Obligations of	26(2) & 26(5)	YES
directors and senior management		

# 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.
- 3. If the Listed Entity would like to provide any other information the same may be indicated here

# III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. **Yes** 

Name & Designation

Narayan Shankar

Assouled

Company Secretary / Compliance officer / Managing Director / CEO / CFO