

PRUDENTIAL MANAGEMENT AND SERVICES PRIVATE LIMITED

Regd. Office: Cecil Court, 5th Floor, Mahakavi Bhushan Marg, Colaba, Mumbai 400 001
Tel : 22021031; Fax : 22873201 ; CIN U74140MH1982PTC026770 email:noshir.dastur@gmail.com

17th May, 2017

To
Mahindra & Mahindra Limited
Gateway Building, Apollo Bunder,
Mumbai - 400 001

Dear Sirs,

Sub: - Proposal for appointment of Mr. T. N. Manoharan as an Independent Director of Mahindra & Mahindra Limited ("the Company")

We, Prudential Management and Services Private Limited, having our Registered Office at Cecil Court, 5th Floor, Mahakavi Bhushan Marg, Mumbai-400001, as a Member of Mahindra & Mahindra Limited ("the Company"), wish to propose the appointment of Mr. T. N. Manoharan as an Independent Director of the Company at the forthcoming Annual General Meeting of the Company, pursuant to section 160 of the Companies Act, 2013.

Pursuant to the aforesaid provision of the Companies Act, 2013, please find enclosed the deposit of Rs.1,00,000 (Rupees One Lakh only) which may please be refunded in accordance with the provisions of the above section.

You are requested to consider the above proposal and refund the aforesaid deposit amount upon confirmation of appointment of Mr. T. N. Manoharan as an Independent Director of the Company.

Thanking you,

Yours faithfully,

For Prudential Management and Services Private Limited



Authorised Signatory

Encl: as above