

**Information on the Meeting of Equity Shareholders of Mahindra & Mahindra Limited held on 19<sup>th</sup> August, 2022, pursuant to Order dated 10<sup>th</sup> June, 2022 of the National Company Law Tribunal, Mumbai Bench ('NCLT') through Video Conferencing ('VC') mode at Gateway Building, Apollo Bunder, Mumbai - 400 001 (Deemed Venue)**

<b>Sr. No.</b>	<b>Particulars</b>
1.	Were all the directors present at the Meeting?
Ans.	All Directors of the Company were present at the Meeting through Video Conferencing mode except Ms. Nisaba Godrej who could not attend due to pre-occupation.
2.	Who was appointed as the Chairman of the Meeting?
Ans.	Mr. Anand Mahindra, was appointed as the Chairman of the Meeting by NCLT vide its Order dated 10 <sup>th</sup> June, 2022.
3.	What is the date of Order passed by NCLT pursuant to which this Meeting was held?
Ans.	The Meeting was held pursuant to the NCLT Order dated 10 <sup>th</sup> June, 2022.
4.	Was the Chairman of the Audit Committee present at the Meeting?
Ans.	The Chairman of the Audit Committee, Mr. T. N. Manoharan, was present at the Meeting.
5.	Was the Chairman of the Governance, Nomination and Remuneration Committee present at the Meeting?
Ans.	The Chairman of the Governance, Nomination and Remuneration Committee, Mr. Vikram Singh Mehta, was present at the Meeting.
6.	Was the Chairman of the Stakeholders Relationship Committee present at the Meeting?
Ans.	The Chairman of the Stakeholders Relationship Committee, Mr. Haigreve Khaitan, was present at the Meeting.
7.	Was the requisite quorum present at the Meeting?
Ans.	Yes, the requisite quorum was present at the Meeting.
8.	Was the Notice of the Meeting, along with accompanying documents, given in advance of the Meeting in the prescribed modes?
Ans.	The Order of the NCLT required the Company to dispatch Notice to the Equity Shareholders atleast 30 days before the date of the Meeting convened by the NCLT i.e. 30 days before 19 <sup>th</sup> August, 2022.  The Notice of the Meeting, Explanatory Statement under sections 230 and 232 read with section 102 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23 <sup>rd</sup> November, 2021, along with Annexures A to G were sent to the Equity Shareholders through electronic mode atleast 30 days before 19 <sup>th</sup> August, 2022.

9.	Were the Statutory Auditors present at the Meeting?
Ans.	Mr. Venkataramanan Viswanath, Partner, Messrs. B S R & Co. LLP, Chartered Accountants, Statutory Auditors of the Company and the signing partner for the audit of the Company was present at the Meeting.
10.	Was the Secretarial Auditor of the Company present at the Meeting ?
Ans.	The Secretarial Auditor of the Company, Mr. Sachin Bhagwat, Practising Company Secretary, was present at the Meeting.
11.	Was the Company Secretary of the Company present at the Meeting?
Ans.	Mr. Narayan Shankar, the Company Secretary of the Company, was present at the Meeting.
12.	Were the Copy of the Order passed by NCLT, Copy of the Scheme, Reports of Audit Committee and Committee of Independent Directors and Valuation Report made available for inspection at the Meeting?
Ans.	The Copy of the Order passed by NCLT, Copy of the Scheme, Reports of Audit Committee and Committee of Independent Directors, Valuation Reports as well as all other documents referred in the Notice of the NCLT convened Meeting, were available for inspection by the Members through electronic mode.
13.	Did the Company provide the facility of Remote E-Voting through electronic voting system to all the Equity Shareholders of the Company on the proposed Scheme of Merger?
Ans.	The Company had provided the facility of Remote E-Voting through electronic voting system to all the Equity Shareholders of the Company, as on the cut-off date i.e. 12 <sup>th</sup> August, 2022 on the proposed Scheme of Merger. Remote E-Voting through the electronic voting system provided by KFin Technologies Limited ("KFintech") commenced on Monday, 15 <sup>th</sup> August, 2022 at 9.00 a.m. (IST) and ended on Thursday, 18 <sup>th</sup> August, 2022, at 5.00 p.m. (IST).
14.	Was the facility of voting at the Meeting provided to Members, who had not cast their votes by Remote E-Voting?
Ans.	The facility to vote at the Meeting on the proposed Resolutions was provided to the Equity Shareholders attending the Meeting through electronic mode and who had not cast their votes by Remote E-Voting. It was conducted by the same E-Voting system of KFintech which was used during Remote E-Voting.
15.	Was a Scrutiniser appointed to scrutinise the E-voting process (Remote E-voting and e-voting at the Meeting) in a fair and transparent manner?
Ans.	Mr. Sachin Bhagwat, Practising Company Secretary and failing him Mr. Prashant Vaishampayan, Practising Company Secretary, was appointed as the Scrutiniser to scrutinise the E-Voting process in a fair and transparent manner.
16.	Were the Members informed about the flow of the Meeting proceedings?
Ans.	The Members were informed about the flow of the Meeting proceedings.

17.	Was fair opportunity provided by the Chairman to the Members entitled to vote, to seek clarifications and/or offer comments related to the Scheme of Merger and were the same addressed by him?
Ans.	<p>Yes, the Chairman invited the Members to ask questions and seek clarifications. The Chairman provided sufficient time to each shareholder who had registered as speaker shareholder and responded to the various queries raised by the Members to their satisfaction.</p> <p>Besides the speaker shareholders, Members were also allowed to raise their questions prior to the meeting as well as during the Meeting. The questions raised by Members were replied by the Company on their registered email ids.</p>
18.	What was the duration of the Meeting?
Ans.	The Meeting commenced at 3.00 p.m. (IST) and was concluded at 4.17 p.m. (IST)
19.	Did the Company provide facility of VC/OAVM as per MCA and SEBI Circulars?
Ans.	In compliance with the provisions of the Ministry of Corporate Affairs (“MCA”) General Circular No. 2/2022 dated 5 <sup>th</sup> May, 2022 read with MCA General Circular No. 20/2020 dated 5 <sup>th</sup> May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8 <sup>th</sup> April, 2020 and 13 <sup>th</sup> April, 2020 respectively, and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 <sup>th</sup> May, 2022 and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 <sup>th</sup> May, 2022, the Company conducted the Meeting through Video Conferencing mode.
<b>Other information</b>	
1.	Did the Company provide adequate measures to the Members for resolving their queries and/ or grievances related to voting by electronic means?
Ans.	The Company provided the option to the Members to refer to the Help & Frequently asked Questions (FAQs) and E-voting user manual available at the download section of the website of KFinTech for their queries and/ or grievances related to voting by electronic means.
2.	Were there any invalid votes cast at the Remote E-voting or at the Meeting?
Ans.	As per the Report submitted by Mr. Sachin Bhagwat, the Scrutiniser, there were no invalid votes cast in the Remote E-voting and e-voting at the Meeting on the Scheme of Merger mentioned in the Meeting Notice.
3.	Did the Company declare the results of the e-voting and Insta-poll within the time mandated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015?
Ans.	The results of the e-voting and Insta-poll were declared within forty-eight hours from conclusion of the Meeting. It was also forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed and displayed at the Registered Office as well as at the Corporate Office of the Company.

	<p>The results declared along with the Scrutiniser’s Report were also placed on the website of the Company at <a href="http://www.mahindra.com">www.mahindra.com</a> and the website of KFintech: <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a> immediately after the results were declared by Mr. Narayan Shankar, Company Secretary of the Company.</p>
4.	Did the Meeting allow sufficient time for shareholder engagement?
Ans.	<p><b>A. At the Meeting</b></p> <p>I. Yes. Every shareholder was given sufficient time to speak / raise queries. Not a single shareholder was asked to stop or wrap up fast and each one of them was permitted to complete his/her speech. Overall there were 13 speaker shareholders who in the aggregate spoke for around 25 minutes.</p> <p>II. In addition to the above, the Chairman also informed the Members that they could share their questions and comments arising from the agenda of the Meeting in the chat box provided on the screen. Post the Meeting, the questions raised by Members in the chat box have been replied by the Company at their registered email ids.</p> <p><b>B. Prior to the Meeting -</b></p> <p>The shareholders were provided opportunity to ask questions/express their views on the item to be transacted at the Meeting in the following manner, to enable the Company to answer the same suitably depending upon the availability of time at the Meeting.</p> <p>I. They could write at the Company’s investor email-id <a href="mailto:investors@mahindra.com">investors@mahindra.com</a>, upto 48 hours before the time fixed for the Meeting i.e. by 3.00 p.m. (IST) on 17<sup>th</sup> August, 2022.</p> <p>II. Members holding shares as on the cut-off date i.e. Friday, 12<sup>th</sup> August, 2022, could visit <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> and click on the tab “Post Your Queries” and could post their queries/ views/ questions in the window provided upto 48 hours before the time fixed for the Meeting.</p>