

7th August, 2018

Dear Mr. Godrej,

Sub: Your Re-appointment as an Independent Director of Mahindra & Mahindra Limited

I am pleased to inform you of your re-appointment as an Independent Director on the Board of Mahindra & Mahindra Limited for a second term of 2 (two) consecutive years commencing from 8th August, 2018 to 7th August, 2020.

This letter of re-appointment sets out the terms and conditions of your appointment as given below in compliance with the applicable provisions of the Companies Act, 2013 ("the Act"):

- As an Independent Director, you shall be governed by the Code for Independent Directors as laid down in Schedule IV to the Act read with section 149(8) of the Act, as given in **Annexure I**;
- As a Member of the Board you shall also comply with the Company's Code of Conduct for Directors, as given in **Annexure II**;
- The Company has various Sub-Committees of the Board viz., Audit Committee, Strategic Investment Committee, Loans & Investment Committee, Governance, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Research & Development Committee, Committee of Directors to consider Sale of Assets of the Company and Risk Management Committee. The Board of Directors may appoint you as Chairman/Member of one or more of the Committees. Currently you are the Chairman/Member of the following Committee(s):

Name of the Committee	Position held
Audit Committee	Member
Governance, Nomination and Remuneration Committee	Member
Strategic Investment Committee	Member
Research & Development Committee	Member
Risk Management Committee	Member

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- The Independent Directors of the Company periodically hold exclusive Meetings without the attendance of non-Independent Directors and Members of the Management. You shall strive to be present at such Meetings;
- You may note that the Company has taken a Group level Directors & Officers Liability Policy and all Directors of the Company are beneficiaries of the Policy;
- The Shareholders of the Company at the 69th Annual General Meeting held on 7th August, 2015, approved the payment of commission to the eligible Non-Executive Directors of upto a maximum of 1% of the net profits of the Company for each Financial Year, as computed in the manner laid down in section 198 of the Companies Act, 2013 or Rs.38 crores in the aggregate, whichever is lower; provided that none of such Directors, in any Financial Year individually receive a portion of such remuneration more than one quarter per cent of the net profits of the Company;
- Your remuneration shall be determined by the Board of Directors based on your performance evaluation done by the entire Board of Directors which will, inter alia, include your participation in the Board and Committee Meetings during the year; ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.;
- You shall be entitled to sitting fees and also be eligible for to and fro first / business class air fare, accommodation, boarding, conveyance and other incidentals for attending the Board and Committee Meetings and for discharging your duties as an Independent Director of the Company;

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- You are expected not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law;
- The resignation or removal of an Independent Director shall be in the same manner as provided in sections 168 and 169 of the Act.
- You will not be an employee of the Company and this letter shall not constitute a contract of employment.

Kindly return the duly signed copy of this letter of re-appointment in token of acknowledgement.

I am confident that the Board will benefit significantly from your continued participation in its deliberations, as in the past. I am proud of the progress that Mahindra & Mahindra Limited has made so far under your able and valuable guidance. I am sure that with your continued guidance and support, the Company will be able to accomplish its goals and objectives.

With regards,

Yours sincerely,

Anand G. Mahindra
Executive Chairman

Mr. Nadir B. Godrej
Godrej Industries Limited, Pirojshanagar,
Eastern Express Highway, Vikhroli,
Mumbai - 400 079

Encl: as above