

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L65990MH1945PLC004558

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACM3025E

(ii) (a) Name of the company

MAHINDRA AND MAHINDRA L

(b) Registered office address

GATEWAY BUILDING ,
APOLLO BUNDER,
MUMBAI
Maharashtra
400001

(c) *e-mail ID of the company

investors@mahindra.com

(d) *Telephone number with STD code

912222895500

(e) Website

www.mahindra.com

(iii) Date of Incorporation

02/10/1945

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 06/08/2021

(b) Due date of AGM 30/09/2021

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	88.07

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 194

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Mahindra Engineering and Ch	U74999MH1954PLC019908	Subsidiary	100
2	Retail Initiative Holdings Limit	U67110MH2008PLC188837	Subsidiary	100

3	Mahindra Retail Limited	U52190MH2007PLC173762	Subsidiary	100
4	Mahindra Overseas Investmen		Subsidiary	100
5	Mahindra Emirates Vehicle Arn		Subsidiary	88
6	Mahindra Armored Vehicles Jo		Subsidiary	100
7	Mahindra Europe s.r.l.		Subsidiary	100
8	Mahindra-BT Investment Com		Subsidiary	57
9	Mahindra Racing UK Limited		Subsidiary	100
10	Mahindra Tractor Assembly Inc		Subsidiary	100
11	Hisarlar Makina Sanayi ve Ticar		Subsidiary	94.33
12	Hisarlar İthalat İhracat Pazarla		Subsidiary	100
13	Mahindra Automotive North A		Subsidiary	100
14	Mahindra Vehicle Sales and Se		Subsidiary	100
15	Mahindra North American Tecl		Subsidiary	100
16	Erkunt Traktor Sanayii A.S.		Subsidiary	100
17	Erkunt Sanayi A.S.		Subsidiary	98.69
18	Mahindra Vehicle Manufacture	U34100MH2007PLC171151	Subsidiary	100
19	Mahindra Electric Mobility Lim	U34101MH1996PLC325507	Subsidiary	99.35
20	Mahindra Heavy Engines Limit	U35914MH2007PLC169753	Subsidiary	100
21	Mahindra Intertrade Limited	U51900MH1978PLC020222	Subsidiary	100
22	Mahindra Integrated Business	U73100MH2011PTC212468	Subsidiary	100
23	PT Mahindra Accelo Steel Indo		Subsidiary	99.98
24	Mahindra Auto Steel Private Li	U27100MH2013PTC250979	Subsidiary	51
25	Mahindra Electrical Steel Priv	U27100MH2009PTC193205	Subsidiary	100
26	Mahindra Steel Service Centre	U27100MH1993PLC070416	Subsidiary	61
27	Mahindra MiddleEast Electrica		Subsidiary	90

28	Mahindra MSTC Recycling Priv	U37100MH2016PTC288535	Subsidiary	50
29	Mahindra Two Wheelers Europ		Subsidiary	100
30	Peugeot Motocycles S.A.S.		Subsidiary	100
31	Peugeot Motocycles Italia S.P.A		Subsidiary	100
32	PMTC Engineering SpA		Subsidiary	100
33	Peugeot Motocycles Deutschla		Subsidiary	100
34	Mahindra USA, Inc.		Subsidiary	100
35	Mahindra Mexico S. de. R. L.		Subsidiary	99.99
36	Gromax Agri Equipment Limite	U34100GJ1978PLC003127	Subsidiary	60
37	Mahindra Agri Solutions Limite	U01400MH2000PLC125781	Subsidiary	98.6
38	Mahindra Summit Agriscience	U01400MH2018PLC315558	Subsidiary	60
39	Mahindra HZPC Private Limite	U01403MH2013PTC242474	Subsidiary	59.95
40	Mahindra Fresh Fruits Distribu		Subsidiary	100
41	OFD Holding BV		Subsidiary	83.09
42	Origin Direct Asia Ltd		Subsidiary	60
43	Origin Direct Asia (Shanghai) T		Subsidiary	100
44	Origin Fruit Direct B.V.		Subsidiary	100
45	Origin Fruit Services South Am		Subsidiary	100
46	Mahindra Greenyard Private Li	U01403MH2014PTC255946	Subsidiary	100
47	Merakisan Private Limited	U51909MH2016PTC283578	Subsidiary	78.37
48	Mahindra Consulting Engineer	U74210MH1993PLC074723	Subsidiary	60.88
49	Mahindra Namaste Limited	U93000MH2010PLC198303	Subsidiary	100
50	Mahindra Holdings Limited	U65993MH2007PLC175649	Subsidiary	100
51	Mahindra Airways Limited	U62100MH2016PLC284135	Subsidiary	100
52	Mahindra First Choice Wheels	U64200MH1994PLC083996	Subsidiary	48.8

53	Fifth Gear Ventures Limited	U74999MH2015PLC357932	Subsidiary	100
54	Mahindra Susten Private Limited	U74990MH2010PTC207854	Subsidiary	100
55	Mahindra Susten Bangladesh Private Limited		Subsidiary	100
56	Mahindra Teqo Private Limited	U40100MH2016PTC271679	Subsidiary	100
57	Marvel Solren Private Limited	U74120MH2015PTC269074	Subsidiary	51
58	MSPE URJA S.R.L.		Subsidiary	100
59	Mahindra Renewables Private Limited	U40300MH2010PTC205946	Subsidiary	100
60	Martial Solren Private Limited	U40108MH2020PTC344712	Subsidiary	100
61	Brightsolar Renewable Energy Private Limited	U40108MH2013PTC250683	Subsidiary	51
62	Neo Solren Private limited	U74999MH2015PTC266154	Subsidiary	100
63	Astra Solren Private Limited	U74120MH2015PTC269256	Subsidiary	100
64	Mega Suryaurja Private Limited	U40103MH2012PTC226016	Subsidiary	100
65	MSPL International DMCC		Subsidiary	100
66	Bristlecone Ltd.		Subsidiary	74.86
67	Bristlecone International AG		Subsidiary	100
68	Bristlecone Consulting Limited		Subsidiary	100
69	Bristlecone Inc.		Subsidiary	100
70	Bristlecone UK Limited		Subsidiary	100
71	Bristlecone (Malaysia) Sdn. Bhd		Subsidiary	100
72	Bristlecone Middle East DMCC		Subsidiary	100
73	Bristlecone India Limited	U30007MH1991PLC064368	Subsidiary	100
74	Bristlecone (Singapore) Pte. Ltd		Subsidiary	100
75	Bristlecone GmbH		Subsidiary	100
76	Mahindra Holidays & Resorts International	L55101TN1996PLC036595	Subsidiary	67.31
77	Mahindra Hotels and Residences	U55101TN2007PLC063285	Subsidiary	100

78	Gables Promoters Private Limited	U45209CH2012PTC033473	Subsidiary	100
79	MH Boutique Hospitality Limited		Subsidiary	49
80	Infinity Hospitality Group Company		Subsidiary	100
81	Heritage Bird (M) Sdn Bhd		Subsidiary	100
82	MHR Holdings (Mauritius) Limited		Subsidiary	100
83	Covington S.á.r.l		Subsidiary	100
84	HCR Management Oy, Finland		Subsidiary	100
85	Holiday Club Resorts Oy, Finland		Subsidiary	100
86	Kiinteistö Oy Himos Gardens		Subsidiary	100
87	Kiinteistö Oy Vanha Ykköstii		Subsidiary	100
88	Kiinteistö Oy Katinnurkka		Subsidiary	100
89	Kiinteistö Oy Tenetinlahti		Subsidiary	100
90	Kiinteistö Oy Mällösniemi		Subsidiary	100
91	Kiinteistö Oy Rauhan Ranta 1		Subsidiary	100
92	Kiinteistö Oy Rauhan Ranta 2		Subsidiary	100
93	Kiinteistö Oy Tiurunniemi		Subsidiary	100
94	Kiinteistö Oy Rauhan Liikekiinti		Subsidiary	100
95	Supermarket Capri Oy		Subsidiary	100
96	Kiinteistö Oy Kylpylántorni 1		Subsidiary	100
97	Kiinteistö Oy Spa Lofts 2		Subsidiary	100
98	Kiinteistö Oy Spa Lofts 3		Subsidiary	100
99	Kiinteistö Oy Kuusamon Pulkka		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	8,100,000,000	1,243,192,544	1,243,192,544	1,243,192,544
Total amount of equity shares (in Rupees)	40,500,000,000	6,215,962,720	6,215,962,720	6,215,962,720

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Ordinary Equity Shares				
Number of equity shares	8,100,000,000	1,243,192,544	1,243,192,544	1,243,192,544
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	40,500,000,000	6,215,962,720	6,215,962,720	6,215,962,720

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0			

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	250,000,000

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	5,565,305	1,237,627,2	1243192544	6,215,962,7	6,215,962,	

Increase during the year	0	148,706	148706	148,706	148,706	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		148,706	148706	148,706	148,706	
Increase due to conversion of physical shares into						
Decrease during the year	148,706	0	148706	148,706	148,706	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	148,706		148706	148,706	148,706	
Decrease due to conversion of physical shares into						
At the end of the year	5,416,599	1,237,775,9	1243192544	6,215,962,7	6,215,962,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE101A01026

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	07/08/2020		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>		
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	34,750	10,00,000	34,750,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	667	45	30,015

Particulars	Number of units	Nominal value per unit	Total value
Total			34,750,030,015

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	9,750,000,000	25,000,000,000	0	34,750,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	30,015	0	0	30,015

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Zero Interest Bonds	669	55	37,110	55	37,110
Total	669		37,110		37,110

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

450,409,844,249

(ii) Net worth of the Company

341,708,575,243

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,321,574	0.59	0	
	(ii) Non-resident Indian (NRI)	775,244	0.06	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	142,256,772	11.44	0	
10.	Others M&M Benefit trust	84,470,428	6.79	0	
	Total	234,824,018	18.88	0	0

Total number of shareholders (promoters)

32

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	101,835,698	8.19	0	
	(ii) Non-resident Indian (NRI)	4,912,589	0.4	0	
	(iii) Foreign national (other than NRI)	1,610	0	0	
2.	Government				
	(i) Central Government	2,045,226	0.16	0	
	(ii) State Government	884,264	0.07	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	125,978,785	10.13	0	
4.	Banks	1,322,580	0.11	0	
5.	Financial institutions	955,626	0.08	0	
6.	Foreign institutional investors	1,546,302	0.12	0	
7.	Mutual funds	125,364,751	10.08	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,951,395	0.56	0	
10.	Others ALTERNATIVE INVESTMENT	636,569,700	51.2	0	
	Total	1,008,368,526	81.1	0	0

Total number of shareholders (other than promoters) 458,337

**Total number of shareholders (Promoters+Public/
Other than promoters)** 458,369

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

8

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MORGAN STANLEY AS	CITIBANK N.A. CUSTODY SERVICES			717,749	0.06
THE BOEING COMPAN	JPMORGAN CHASE BANK N.A. IND			338,053	0.03
CITIGROUP GLOBAL M	CITIBANK N.A. CUSTODY SERVICES			329,757	0.03
RUSSELL INVESTMENT	DEUTSCHE BANK AG DB HOUSE, H			86,383	0.01
EATON VANCE TRUST	DEUTSCHE BANK AG DB HOUSE, H			50,986	0
STATE STREET DAILY M	DEUTSCHE BANK AG DB HOUSE, H			14,920	0
CREDIT SUISSE (SINGA	CITIBANK N.A. CUSTODY SERVICES			8,390	0
FOREIGN & COLONIAL	THE HONGKONG AND SHANGHAI			64	

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	32	32
Members (other than promoters)	435,664	458,337
Debenture holders	29	46

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year	Number of directors at the end of the year	Percentage of shares held by directors as at the end of year

	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	0.12	0
B. Non-Promoter	3	8	3	8	0.03	0
(i) Non-Independent	3	1	3	1	0.03	0
(ii) Independent	0	7	0	7	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	1	0	1	0	0
Total	4	9	4	9	0.15	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 16

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Anand G. Mahindra	00004695	Whole-time director	1,430,008	
Dr. Pawan Goenka	00254502	Managing Director	79,188	02/04/2021
Dr. Pawan Goenka	00254502	CEO	79,188	02/04/2021
Dr. Anish Shah	02719429	Whole-time director	123,518	
Dr. Anish Shah	02719429	CFO	123,518	02/04/2021
Mr. Rajesh Jejurikar	00046823	Whole-time director	116,743	
Dr. Vishakha N Desai	05292671	Director	7,500	
Mr. Vikram Singh Mehta	00041197	Director	20,000	
Mr. T. N. Manoharan	01186248	Director	0	
Mr. Vijay Kumar Sharma	02449088	Director	0	
Mr. Haigreave Khaitan	00005290	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mrs. Shikha Sharma	00043265	Director	0	
Mr. CP Gurnani	00018234	Director	2,290	
Ms. Nisaba Godrej	00591503	Additional director	0	
Mr. Muthiah Murugappa	07858587	Additional director	0	
Mr. Narayan Shankar	AGPPS7690K	Company Secretary	29,348	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Dr. Pawan Goenka	00254502	CEO	01/04/2020	Appointed as Chief Executive Officer
Dr. Anish Shah	02719429	Additional director	01/04/2020	Appointed as an Additional Director
Dr. Anish Shah	02719429	CFO	01/04/2020	Appointed as Chief Financial Officer
Dr. Anish Shah	02719429	Whole-time director	01/04/2020	Designated as Deputy Managing Director
Mr. Rajesh Jejurikar	00046823	Additional director	01/04/2020	Appointed as an Additional Director
Mr. Rajesh Jejurikar	00046823	Whole-time director	01/04/2020	Designated as Executive Director (Additional)
Mr. CP Gurnani	00018234	Additional director	01/04/2020	Appointed as an Additional Non-Executive Director
Mr. VS Parthasarathy	AADPV5236G	CFO	01/04/2020	Cessation as Group Chief Financial Officer
Dr. Anish Shah	02719429	Whole-time director	07/08/2020	Regularised as a Whole-time Director
Mr. Rajesh Jejurikar	00046823	Whole-time director	07/08/2020	Regularised as a Whole-time Director
Mr. CP Gurnani	00018234	Director	07/08/2020	Regularised as Non-Executive Non-Independent Director
Mr. Nadir B. Godrej	00066195	Director	08/08/2020	Cessation as an Independent and Non-Executive Director
Mr. M. M. Murugappan	00170478	Director	08/08/2020	Cessation as an Independent and Non-Executive Director
Ms. Nisaba Godrej	00591503	Additional director	08/08/2020	Appointed as an Additional Independent Director
Mr. Muthiah Murugappa	07858587	Additional director	08/08/2020	Appointed as an Additional Independent Director
Dr. Pawan Goenka	00254502	Managing Director	12/11/2020	Re-appointed as Managing Director

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	07/08/2020	427,593	824	16.71

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2020	13	13	100
2	23/04/2020	13	13	100
3	12/06/2020	13	13	100
4	07/08/2020	13	12	92.31
5	10/11/2020	13	13	100
6	05/02/2021	13	13	100
7	26/03/2021	13	13	100

C. COMMITTEE MEETINGS

Number of meetings held

34

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	03/04/2020	4	4	100
2	Audit Committee	23/04/2020	4	4	100
3	Audit Committee	11/06/2020	4	4	100
4	Audit Committee	06/08/2020	4	4	100
5	Audit Committee	09/11/2020	4	4	100
6	Audit Committee	04/02/2021	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
7	Audit Committee	25/03/2021	4	3	75
8	Governance, M	12/06/2020	4	4	100
9	Governance, M	06/08/2020	4	4	100
10	Governance, M	09/11/2020	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	06/08/2021
								(Y/N/NA)
1	Mr. Anand G.	7	7	100	19	19	100	Yes
2	Dr. Pawan Go	7	7	100	17	17	100	Not Applicable
3	Dr. Anish Sha	7	7	100	3	3	100	Yes
4	Mr. Rajesh Je	7	7	100	3	3	100	Yes
5	Dr. Vishakha M	7	6	85.71	5	5	100	Yes
6	Mr. Vikram Sir	7	7	100	26	26	100	Yes
7	Mr. T. N. Man	7	7	100	15	15	100	Yes
8	Mr. Vijay Kum	7	7	100	5	5	100	Yes
9	Mr. Haigreve H	7	7	100	20	17	85	Yes
10	Mrs. Shikha S	7	7	100	26	26	100	Yes
11	Mr. CP Gurna	7	7	100	0	0	0	Yes
12	Ms. Nisaba G	3	3	100	3	2	66.67	Yes
13	Mr. Muthiah M	3	3	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Anand G. Mahir	Executive Chair	39,380,946.31	43,153,100	0	6,057,275.34	88,591,321.65
2	Dr. Pawan Goenka	Managing Direct	44,626,234.09	48,937,252	0	8,324,090.12	101,887,576.2
3	Dr. Anish Shah	Deputy Managin	81,453,806.01	0	9,061,601.78	3,610,997.83	94,126,405.62
4	Mr. Rajesh Jejurika	Executive Direct	54,151,166.65	0	11,357,608.9	2,884,630.79	68,393,406.34
	Total		219,612,153.06	92,090,352	20,419,210.68	20,876,994.08	352,998,709.8

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Narayan Shank	Company Secre	15,410,392.38	0	0	886,054.95	16,296,447.33
	Total		15,410,392.38	0	0	886,054.95	16,296,447.33

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Nadir B. Godrej	Independent Dir	0	1,060,274	0	900,000	1,960,274
2	Mr. M. M. Murugapp	Independent Dir	0	1,272,329	0	800,000	2,072,329
3	Ms. Nisaba Godrej	Additional Indep	0	1,939,726	0	400,000	2,339,726
4	Mr. Muthiah Muruga	Additional Indep	0	1,745,753	0	300,000	2,045,753
5	Mr. Vikram Singh M	Independent Dir	0	3,387,945	0	2,000,000	5,387,945
6	Dr. Vishakha N. Des	Independent Dir	0	3,600,000	0	790,000	4,390,000
7	Mr. T. N. Manohara	Independent Dir	0	3,600,000	0	1,450,000	5,050,000
8	Mr. Vijay Kumar Sh	Non-executive N	0	3,000,000	0	950,000	3,950,000
9	Mr. Haigreve Khaita	Independent Dir	0	3,600,000	0	1,490,000	5,090,000
10	Mrs. Shikha Sharma	Independent Dir	0	3,000,000	0	2,000,000	5,000,000
	Total		0	26,206,027	0	11,080,000	37,286,027

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Mukesh Kumar Siroya

Whether associate or fellow

Associate Fellow

Certificate of practice number

4157

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Anand
Gopal
Mahindra
Digitally signed by
Anand Gopal
Mahindra
Date: 2021.10.01
13:20:47 +0530'

DIN of the director

To be digitally signed by

NARAYAN
SHANKAR

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

Committee Meetings during the Year 2020
Transfer of shares_FY 20-21.pdf
Details of Subsidiaries Associates 2021 v
Clarification letter Point IV d - MGT-7.pdf
Clarification wrt details sought in Point no)
Form MGT 8 - 2021.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

30th September, 2021

To,
The Registrar of Companies, Maharashtra, Mumbai
100, Everest, Marine Drive
Mumbai - 400 002
e-mail: roc.mumbai@mca.gov.in

Dear Sir(s),

Sub: Clarification regarding point no. IV (i)(d)-Break-up of paid-up share capital

Re: e-Form MGT-7 for the financial year ended on 31st March, 2021

The Ministry of Corporate Affairs has introduced a revised format of e-Form MGT-7. In clause IV (i)(d) of the Form (on page no. 7 & 8 thereof), the "**Break-up of paid-up share capital**" table is given wherein it requires a company to enter number of shares in physical and demat mode at the beginning and end of the year. The number of physical and demat shares (with reference to equity shares of the Company) at the end of a financial year changes from that of the numbers at the beginning of the year, inter-alia, upon conversion of physical shares into demat mode and vice versa, although there is no increase/decrease in share capital during the year.

However, there is no such tab/option given in the table to correctly present such conversions between physical and demat mode leading to inaccurate numbers at the end of the financial year. To avoid this, we have entered the details of net increase in demat shares (with corresponding net decrease in physical shares), in sub-clause [(x) Others] under the head "Increase during the year" of the said Table as "**Increase due to conversion of physical shares into demat (Net)**".

Similarly, we have entered the details of net decrease in physical shares, upon conversion from physical mode to demat mode, in sub-clause [(iv) Others] under the head "Decrease during the year" of the said Table as "**Decrease due to conversion of physical shares into demat (Net)**".

You may therefore note that there is no increase/decrease in the share capital during the year and the increase and the decrease mentioned in the table is as a result of conversion of physical shares into demat mode and vice versa, the details of which have been mentioned in the form itself under the category "Others".

Kindly take the same on record.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY
narayan.shankar@mahindra.com
ACS 8666
Mahindra Towers,
Dr. G. M. Bhosale Marg,
Worli, Mumbai 400 018

30th September, 2021

To,
The Registrar of Companies, Maharashtra, Mumbai
100, Everest, Marine Drive
Mumbai - 400 002
e-mail: roc.mumbai@mca.gov.in

Dear Sir(s),

Sub: Clarification w.r.t details sought in Point no. X. Remuneration of Directors and Key Managerial Personnel

Re: e-Form MGT-7 for the financial year ended on 31st March, 2021

Dr. Anish Shah was the Deputy Managing Director and Group Chief Financial Officer from 1st April, 2020 to 1st April, 2021.

For both the above-mentioned category of Deputy Managing Director and Group Chief Financial Officer, Dr. Anish Shah was paid a total remuneration of Rs. 94,126,405.62, which has been disclosed in the first table i.e., under "*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered*" in Point no. X. Remuneration of Directors and Key Managerial Personnel.

Hence, there is no separate disclosure for the remuneration paid to him in the second table requiring the details of "*Number of CEO, CFO and Company secretary whose remuneration details to be entered*" in Point no. X. Remuneration of Directors and Key Managerial Personnel.

Kindly take the same on record.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY
narayan.shankar@mahindra.com
ACS 8666
Mahindra Towers,
Dr. G. M. Bhosale Marg,
Worli, Mumbai 400 018

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES
OF THE BOARD OF DIRECTORS**

C. COMMITTEE MEETINGS

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of Members Attended	% of attendance
11	Governance, Nomination and Remuneration Committee	04/02/2021	4	3	75%
12	Governance, Nomination and Remuneration Committee	25/03/2021	4	3	75%
13	Loans & Investment Committee	09/04/2020	5	5	100%
14	Loans & Investment Committee	17/04/2020	5	5	100%
15	Loans & Investment Committee	23/04/2020	5	5	100%
16	Loans & Investment Committee	05/06/2020	5	5	100%
17	Loans & Investment Committee	18/07/2020	5	5	100%
18	Loans & Investment Committee	06/08/2020	5	5	100%
19	Loans & Investment Committee	09/11/2020	5	5	100%

20	Loans & Investment Committee	12/01/2021	5	5	100%
21	Strategic Investment Committee	11/06/2020	6	6	100%
22	Strategic Investment Committee	06/08/2020	6	6	100%
23	Strategic Investment Committee	09/11/2020	5	5	100%
24	Strategic Investment Committee	04/02/2021	5	5	100%
25	Strategic Investment Committee	25/03/2021	5	5	100%
26	Corporate Social Responsibility Committee	11/06/2020	4	4	100%
27	Corporate Social Responsibility Committee	09/11/2020	4	4	100%
28	Corporate Social Responsibility Committee	25/03/2021	4	4	100%
29	Risk Management Committee	06/08/2020	7	7	100%
30	Risk Management Committee	09/11/2020	7	7	100%
31	Risk Management Committee	25/03/2021	7	6	85.71%
32	Research & Development Committee	11/06/2020	4	4	100%
33	Stakeholders Relationship Committee	11/06/2020	4	4	100%
34	Stakeholders Relationship Committee	04/02/2021	4	4	100%

The Company has 194 Subsidiary and Associate Companies (including Joint Ventures) as on 31st March, 2021. Since the particulars of all the 194 Companies cannot be entered in Field No. III of Form MGT-7, the details of 99 (ninety-nine) subsidiary companies, the maximum limit as permitted by the Form has been entered therein and the remaining particulars of subsidiary and associate companies are mentioned hereunder and attached to the Form as an 'Optional Attachment'

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

No. of Companies for which information is to be given

194

Sr. No.	Name of the Company	CIN/FCRN	Holding/Subsidiary/ Associate/Joint Venture β φ	% of Shares held
100.	Holiday Club Resorts Rus LLC	Foreign Company	Subsidiary	100.00%
101.	Suomen Vapaa-aikakiinteistöt Oy	Foreign Company	Subsidiary	100.00%
102.	Holiday Club Sweden AB, Sweden	Foreign Company	Subsidiary	100.00%
103.	Holiday Club Sport and Spahotels AB	Foreign Company	Subsidiary	100.00%
104.	Åre Villa 3 AB	Foreign Company	Subsidiary	100.00%
105.	Ownership Service Sweden AB	Foreign Company	Subsidiary	100.00%
106.	Holiday Club Canarias Investments S.L.U	Foreign Company	Subsidiary	100.00%
107.	Holiday Club Canarias Vacation Club SLU	Foreign Company	Subsidiary	100.00%
108.	Holiday Club Canarias Sales & Marketing S.L.U.	Foreign Company	Subsidiary	100.00%
109.	Holiday Club Canarias Resort Management S.L.U.	Foreign Company	Subsidiary	100.00%
110.	Mahindra & Mahindra Financial Services Limited	L65921MH1991PLC059642	Subsidiary	52.16%
111.	Mahindra Insurance Brokers Limited	U65990MH1987PLC042609	Subsidiary	80.00%
112.	Mahindra Rural Housing Finance Limited	U65922MH2007PLC169791	Subsidiary	98.43%
113.	Mahindra Manulife Investment Management Private Limited	U65900MH2013PTC244758	Subsidiary	51.00%
114.	Mahindra Manulife Trustee Private Limited	U67100MH2013PTC245464	Subsidiary	51.00%
115.	Mahindra Finance CSR Foundation	U85320MH2019NPL323553	Subsidiary	100.00%
116.	Mahindra Lifespace Developers Limited	L45200MH1999PLC118949	Subsidiary	51.46%
117.	Mahindra World City Developers Limited	U92490TN1997PLC037551	Subsidiary	89.00%
118.	Mahindra Industrial Park Chennai Limited	U45209TN2014PLC098543	Subsidiary	60.00%

119.	Mahindra World City (Jaipur) Limited	U45209RJ2005PLC021207	Subsidiary	74.00%
120.	Mahindra Integrated Township Limited	U74140TN1996PLC068288	Subsidiary	100.00%
121.	Mahindra Residential Developers Limited	U45200TN2008PLC066292	Subsidiary	100.00%
122.	Mahindra World City (Maharashtra) Limited	U45309MH2005PLC156225	Subsidiary	99.81%
123.	Mahindra Knowledge Park Mohali Limited	U00000MH2000PLC354304	Subsidiary	99.97%
124.	Deep Mangal Developers Pvt. Ltd	U70102MH1989PTC051878	Subsidiary	100.00%
125.	Knowledge Township Limited	U72900MH2007PLC173137	Subsidiary	100.00%
126.	Mahindra Bloomdale Developers Limited	U45203MH2008PLC183107	Subsidiary	100.00%
127.	Industrial Township (Maharashtra) Ltd	U45203MH2008PLC184190	Subsidiary	100.00%
128.	Mahindra Infrastructure Developers Limited	U45201MH2001PLC131942	Subsidiary	100.00%
129.	Mahindra Water Utilities Limited	U45205MH1999PLC121235	Subsidiary	99.00%
130.	Anthurium Developers Limited	U70109MH2010PLC203619	Subsidiary	100.00%
131.	Mahindra Industrial Park Private Limited	U70102MH2013PTC241512	Subsidiary	100.00%
132.	Mahindra Homes Private Limited	U70102MH2010PTC203618	Subsidiary	71.61%
133.	Mahindra Happinest Developers Limited	U70100MH2017PLC299424	Subsidiary	51.00%
134.	Moonshine Construction Private Limited	U45200MH1996PTC099607	Subsidiary	100.00%
135.	Mahindra Logistics Limited	L63000MH2007PLC173466	Subsidiary	58.34%
136.	Lords Freight (India) Private Limited	U63030MH2011PTC216628	Subsidiary	99.05%
137.	2 x 2 Logistics Private Limited	U63000MH2012PTC237062	Subsidiary	55.00%
138.	Mahindra eMarket Limited	U72900MH2000PLC129103	Subsidiary	69.00%
139.	Mahindra Automotive Australia Pty. Ltd.	Foreign Company	Subsidiary	100.00%
140.	SsangYong Motor Company	Foreign Company	Subsidiary	74.65%
141.	SsangYong Australia Pty Limited	Foreign Company	Subsidiary	100.00%
142.	SsangYong European Parts Center B.V	Foreign Company	Subsidiary	100.00%
143.	SsangYong Motor (Shanghai) Co., Ltd	Foreign Company	Subsidiary	100.00%
144.	SY Auto Capital Co., LTD	Foreign Company	Subsidiary	51.00%
145.	Mahindra EPC Irrigation Limited	L25200MH1981PLC025731	Subsidiary	54.40%
146.	Mahindra Top Greenhouses Private Limited	U74999MH2018PTC317132	Subsidiary	60.00%
147.	Mahindra Defence Systems Limited	U75220MH2012PLC233889	Subsidiary	100.00%

148.	Mahindra Telephonics Integrated Systems Limited	U75302MH2013PLC242268	Subsidiary	51.00%
149.	Mahindra Publications Limited	U22100MH2013NPL251507	Subsidiary	100.00%
150.	Mahindra and Mahindra South Africa (Proprietary) Limited	Foreign Company	Subsidiary	100.00%
151.	Mahindra West Africa Ltd	Foreign Company	Subsidiary	99.99%
152.	NBS International Limited	U18101MH1995PLC095482	Subsidiary	100.00%
153.	Mahindra Aerospace Private Limited	U63033MH2008PTC179520	Subsidiary	91.59%
154.	Mahindra Aerostructures Private Limited	U35122MH2011PTC212744	Subsidiary	100.00%
155.	Mahindra Aerospace Australia Pty. Limited	Foreign Company	Subsidiary	100.00%
156.	Gippsaero Pty. Limited	Foreign Company	Subsidiary	100.00%
157.	Airvan10 Pty Ltd	Foreign Company	Subsidiary	100.00%
158.	GA8 Airvan Pty. Limited	Foreign Company	Subsidiary	100.00%
159.	GA200 Pty. Limited	Foreign Company	Subsidiary	100.00%
160.	Airvan Flight Services Pty. Limited	Foreign Company	Subsidiary	100.00%
161.	Nomad TC Pty. Limited	Foreign Company	Subsidiary	100.00%
162.	Trringo.com Limited	U01409MH2016PLC281449	Subsidiary	100.00%
163.	Mahindra do Brasil Industrial Ltda.	Foreign Company	Subsidiary	100.00%
164.	Classic Legends Private Limited	U34101MH2015PTC265665	Subsidiary	60.00%
165.	BSA Company Limited	Foreign Company	Subsidiary	100.00%
166.	The Birmingham Small Arms Company Limited	Foreign Company	Subsidiary	100.00%
167.	BSA Corporation Limited	Foreign Company	Subsidiary	100.00%
168.	B.S.A. Motor Cycles Limited	Foreign Company	Subsidiary	100.00%
169.	Mahindra Waste To Energy Solutions Limited	U37200MH2017PLC296622	Subsidiary	87.38%
170.	Mahindra Telecom Energy Management Services Limited	U64204MH2017PLC296621	Subsidiary	100.00%
171.	Mahindra Construction Company Limited	U45200MH1992PLC068846	Subsidiary	91.66%
172.	Mahindra Automotive Mauritius Limited	Foreign Company	Subsidiary	100.00%
173.	Automobili Pininfarina GmbH	Foreign Company	Subsidiary	100.00%
174.	Automobili Pininfarina Americas Inc.	Foreign Company	Subsidiary	100.00%
175.	Mahindra Bangladesh Pvt.Ltd	Foreign Company	Subsidiary	100.00%
176.	Meru Travel Solutions Private Limited	U63040MH2006PTC165956.	Subsidiary	43.20%
177.	Meru Mobility Tech Private Limited	U63040MH2006PTC165959	Subsidiary	100.00%
178.	V-Link Fleet Solutions Private Limited	U63040MH2006PTC165955	Subsidiary	100.00%
179.	V-Link Automotive Services Private Limited	U50500MH2010PTC198987	Subsidiary	100.00%

180.	Sampo Rosenlew Oy	Foreign Company	Subsidiary	79.13%
181.	Mahindra Two Wheelers Limited	U35911MH2008PLC185462	Subsidiary	100.00%
182.	Swaraj Engines Ltd	L50210PB1985PLC006473	Associate	34.74%
183.	Officemart India.com Limited.	U74999MH2000PLC126610	Associate	50.00%
184.	Mahindra and Mahindra Contech Limited	U74140MH1992PLC066606	Associate	23.33%
185.	Kota Farm Services Limited	U02005MH2001PLC131699	Associate	45.00%
186.	Tech Mahindra Limited	L64200MH1986PLC041370	Associate	25.98%
187.	Mitsubishi Mahindra Agricultural Machinery co., Ltd.	Foreign Company	Associate	33.33%
188.	PF Holdings B.V.	Foreign Company	Associate	40.00%
189.	M.I.T.R.A Agro Equipments Private Limited	U29253MH2012PTC330338	Associate	40.60%
190.	Carnot Technologies Private Limited	U72300MH2015PTC267700	Associate	48.05%
191.	ZoomCar Inc	Foreign Company	Associate	∑
192.	SmartShift Logistics Solutions Private Limited	U74999MH2014PTC306120	Associate	26.35%
193.	Mahindra Sanyo Special Steel Private Limited	U27310MH2011PTC223696	Associate	22.81%
194.	Mahindra Ideal Lanka (Private) Limited	Foreign Company	Associate	35.00%

β Percentage holding in subsidiaries represents aggregate percentage of shares/voting power held by the Company ("M&M") and/ or its subsidiaries.

Φ Percentage shareholding in Associates based on the voting power held by the Company ("M&M").

∑ Significant Influence is through right to participate in business decisions, arising out of contractual agreement. Additionally, the Company holds 4,66,815 compulsory convertible preference shares (CCPS) of Zoomcar India Private Limited ("Zoomcar India"), a Subsidiary of Zoomcar Inc, comprising of approx. 12.05% of the total equity share capital and compulsory convertible preference share capital on a fully diluted basis. All CCPS held by the Company in Zoomcar India would be ultimately convertible into preferred Stock of Zoomcar Inc.

M Siroya and Company

Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Form No. MGT-8

*[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of The Companies
(Management and Administration) Rules, 2014]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Mahindra & Mahindra Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2021. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately;
- B. During the aforesaid financial year the Company has, wherever applicable, complied with provisions of the Act & Rules made there under in respect of the following:
 1. The Company is a public limited company, its Ordinary (Equity) shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Global Depository Receipts (gdrs) of the Company are listed on the Luxembourg Stock Exchange and are also admitted for trading on International Order Book of the London Stock Exchange; Non-convertible Debentures of the Company are listed on the Debt Segment of BSE;
 2. The Company has maintained requisite registers/records & made necessary entries therein within the time prescribed therefore;
 3. The Company has filed forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, wherever applicable, within the prescribed time;
 4. The Company has called/ convened/ held meetings of Board of Directors, its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the Circular Resolutions/ Circular Notes and resolution passed by postal ballot, have been properly recorded in the Minute Book/Registers maintained for the purpose and the same have been signed;

5. The Company had closed its Register of Members from July 18, 2020 to August 7, 2020 (both days inclusive) for the purpose of 74th Annual General Meeting ("AGM") held on August 7, 2020 and dividend;
6. The Company has granted loan to a director and has complied with the provisions of section 185 of the Act;
7. The Company has entered into contracts/arrangements with related parties as specified in section 188 of the Act and all Related Party Transactions entered into during the year were in the ordinary course of business and on arm's length basis and the Company has taken prior approval of the Audit Committee for all related party transactions. During the year under review, the Company has entered into Material Related Party Transactions, i.e. Transactions exceeding ten percent of the annual consolidated turnover as per the latest audited financial statements, with Mahindra Vehicle Manufacturers Limited, a wholly owned subsidiary of the Company (since amalgamated post the conclusion of the financial year ended 31st March, 2021), which were in the ordinary course of business and on arms length;
8. The Company has transmitted securities and issued security certificates in all instances and issued/allotted unsecured Non-Convertible Debentures and duly credited securities into the demat accounts of respective debenture holders in all such instances. The Company has not transferred / bought back any securities/ redeemed preference shares / debentures / altered / reduced its share capital /converted its shares during the year under review;
9. The Company was not required to keep in abeyance the rights to dividend nor rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Company had declared and paid a final dividend of Rs. 2.35 on every Ordinary (Equity) Share of Rs. 5 each. The Company has transferred unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with sections 124 and 125 of the Companies Act, 2013 read with applicable rules as amended from time to time;
11. The Company has complied with the provisions of Section 134 of the Companies Act, 2013 w.r.t. Signing of audited financial statements and Report of Directors as per sub-sections (3), (4) and (5) thereof;
12. The Board of the Company is duly constituted and during the year under review the appointment/re-appointment/retirement/regularization and cessation of Directors and Key Managerial Personnel and disclosures of the Directors were duly made; the remuneration paid to them were within the ceilings permissible under the Act. There was no instance of filling-up of casual vacancy of Directors/Key Managerial Personnel during the year under review;

13. Messrs B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W- 100022) were appointed as the Statutory Auditors of the Company for a term of five years from the conclusion of 71st AGM held on August 4, 2017 until the conclusion of the 76th AGM of the Company to be held in the year 2022, as per the provisions of the Companies Act, 2013;
14. The National Company Law Tribunal has approved the Scheme of Merger by Absorption ("Scheme") of Mahindra Vehicle Manufacturers Limited, a wholly owned subsidiary of the Company, with the Company basis its order pronounced on April 26, 2021. Other than the above, the Company was not required to obtain any approvals from Central Government, Tribunal, Regional Director, Registrar, Court(s) or such other authorities under the various provisions of the Act;
15. The Company has not accepted any deposits during the year. As regards deposits accepted earlier and already matured, the Company has not defaulted in repayment of deposits or payment of interest thereon during the year under review. There are no deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013;
16. The Company has not borrowed any money from its directors, members or public financial institutions though it has borrowed from bank and others and the Company has created Charge with that respect, the Company was not required to modify and satisfy charge during the year under review;
17. The Company has complied with the provisions of section 186 of the Act with respect to loans, investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; and
18. The Company has not altered the provisions of its Memorandum and Articles of Association during the year under the review.

**For M Siroya and Company
Company Secretaries**

**MUKESH
KUMAR
SIROYA**

Digitally signed by MUKESH KUMAR
SIROYA
DN: cn=MUKESH KUMAR SIROYA, o=M
SIROYA, email=mukeshkumar_siroya@msiroya.com
msiroya.com, c=India, postalCode=400001
Date: 2021.10.01 11:28:38 +05'30'

**Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
UDIN: F005682C001058228**

Date: October 1, 2021
Place: Mumbai

MAHINDRA & MAHINDRA LTD

Regd. Office: Gateway Building Apollo Bunder Mumbai 400001

CIN NO: L65990MH1945PLC004558

Date of closure of previous financial year : 31/03/2021

Sno	Date of Registration of Transfer	Type of Security	No of Shares	Nominal value (each in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	15/07/2020	1	4400		5 S001014	ESTHER ABRAHAM SOLOMON	MAH0100845	AVIV JOSEPH DIVEKAR
2	15/07/2020	1	112		5 W000241	NILKANTH RAMCHANDRA WAREKAR,	MAH0100853	AARTI VINOD REGE
3	17/07/2020	1	808		5 J000665	SHANTI PRASHAD JAIN ESQ	MAH0100856	SHASHIKALA SHANTIPRASAD JAIN
4	07/09/2020	1	208		5 S002635	BAI SUMATI NATHURAM SARANGDHAR	MAH0100857	PRAMOD NATHURAM SARANGDHAR
5	07/10/2020	1	904		5 R003413	RAJEEV SHASHIKANT DONDE	MAH0100858	RAJEEV SHASHIKANT DONDE
6	13/10/2020	1	48		5 B008927	BELA LACHHAWAN	MAH0100859	BELA LACHHAWAN
7	03/12/2020	1	768		5 J008279	JABEEN MAHMOOD RUSHNAIWALA	MAH0100862	MAHMOOD GULAMMOHIYUDDIN RUSHNAIWALA
8	03/12/2020	1	48		5 B010306	BUCHI LINGAM AEDULA	MAH0100863	VINAYA SEKHER AEDULA
9	03/12/2020	1	732		5 P008236	PERIN MURZBAN DUBASH	MAH0100864	BURZIS MURZBAN DUBASH
10	07/01/2021	1	264		5 M016394	MOHAMMED MOOSA	MAH0100866	NASREEN FATIMA
11	18/02/2021	1	880		5 P002625	GOPE W PANJABI	MAH0100867	MOHINIBAI THAROOAMAL BHARWANI
12	09/03/2021	1	960		5 N002528	NERGISHJAL DRIVES	MAH0100870	S TELMUL UNIGER
13	09/03/2021	1	664		5 S015078	BLANCHE SEQUEIRA	MAH0100871	BLANCHE SEQUEIRA
14	09/03/2021	1	332		5 P017890	PUSHPADEVI HIMATLAL MEHTA	MAH0100874	RAJENDRA HIMATLAL MEHTA
15	10/03/2021	1	24		5 C002611	SHASHIKANT CHANDULAL CHOKSI	MAH0100872	BHARATIBEN SASHIKANT CHOKSI
16	30/03/2021	1	1288		5 B004839	HARISH BAWEJA	MAH0100877	HARISH BAWEJA
17	10/03/2021	1	104		5 MAH0100809	KRISHNAMURTY ANANTHARAMAN	MAH0100868	KRISHNAMOORTHY ANANTHARAMAN
18	10/03/2021	1	24		5 K014027	KRISHAN SINGH DOGRA	MAH0100869	KRISHAN SINGH

