

12th October, 2020

The General Manager-Department of
Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code : 532720

The Manager-Listing Department,
National Stock Exchange of India Limited,
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051.

Scrip Code : M&MFIN

Dear Sirs,

**Sub: Reconciliation of Share Capital Audit Report for the
Second Quarter ended 30th September, 2020**

In compliance with SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002, as amended from time to time, we submit herewith the Report made by M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, with regard to Reconciliation of Share Capital Audit of the Company as at 30th September, 2020 and certifying due compliance with related requirements during the quarter ended on that date.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,
Mahindra & Mahindra Financial Services Limited

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Encl: a/a

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

(Pursuant to Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018
R/w SEBI Circular dated 31.12.2002)

1.	Report for quarter ended	30.09.2020					
2.	ISIN	INE774D01024					
3.	Face Value	Rs.2/- each					
4.	Name of the Company	Mahindra and Mahindra Financial Services Limited					
5.	Registered Office Address	Gateway Building, Apollo Bunder, Mumbai - 400 001, Maharashtra.					
6.	Correspondence Address	Mahindra Towers, 4 th Floor, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai - 400 018.					
7.	Telephone and Fax Nos.	Phone No. : 022-66526000 Fax No. : 022-24984170					
8.	Email Address	investorhelpline_mmfs@mahindra.com					
9.	Name of the Stock Exchange where the Company's Securities are listed:	National Stock Exchange of India Limited BSE Limited					
		Number of Shares			% of Total Issued Capital		
10.	Issued Capital	123,55,29,920			100.00		
11.	Listed Capital (Exchange Wise) All (as per Company records)	123,55,29,920			100.00		
12.	Held in dematerialised form in CDSL	6,39,81,218			5.18		
13.	Held in dematerialised form in NSDL	117,13,06,757			94.80		
14.	Physical	2,41,945			0.02		
15.	Total No. of Shares (12+13+14)	123,55,29,920			100.00		
16.	Reasons for differences if any, between (10&11), (10&15) and (11&15)	Nil					
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
	Particulars	No. of shares	Applied/ Not Applied for listing	Listed on Stock exchanges (Specify name)	Whether intimated to CDSL	Whether intimated to NSDL	In principle approval pending for Stock Exchange (specify names)
	Allotment of Equity Shares by way of a Rights Issue to eligible Equity Shareholders of the Company on 17 th August, 2020.	61,77,64,960	Listed	BSE Limited and National Stock Exchange of India Limited	Yes	Yes	N.A.
18.	Register of Members is updated (Yes /No)				Yes		
	If not, updated up to which date				N.A.		

19.	Reference of previous quarter with regard to excess dematerialised shares, if any	Nil		
20.	Has the Company resolved the matter mentioned in Point No.19 above, in the current quarter? If not reason why?	N.A.		
21.	Mention that total number of requests, if any, confirmed after 21 days and the total number of requests pending beyond 21 days with the reason for delay:			
	Total No. of demat requests	No. of requests	No. of shares	Reason for delay
	Confirmed after 21 days	Nil	Nil	N.A.
	Pending for more than 21 days	Nil	Nil	N.A.
22.	Name, Telephone & Fax No. of Compliance Officer of the Company	Ms. Arnavaaz M. Pardiwalla, Company Secretary & Compliance Officer Phone No.: 022-66526000 Fax No.:022-24984170		
23.	Name, Address, Telephone & Fax No., Regn No. of the Auditor	Mr. Manish L. Ghia Partner, C. P. No. 3531 Manish Ghia & Associates Company Secretaries 4, Old Chandan Niwas, 1 st Floor, M. V. Road, Off. Andheri-Kurla Road, Behind Andheri Gymkhana, Andheri (East), Mumbai - 400 069. Tel No. 022 26815400; Fax No. 022 26815455 Email: mg@mgconsulting.in		
24.	Appointment of common agency for share registry work (if yes, name and address)	KFin Technologies Private Limited SEBI Registration No.: INR000000221 Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. Phone No.: 040-67162222 Fax No.: 040-23001153 Email: einward.ris@kfintech.com Website: www.kfintech.com		
25.	Any other detail that the auditor may like to provide, (e.g. BIFR Company, delisting from Stock Exchange, company changed its name etc.)	During the Quarter 1,212 Equity Shares of the Company, pertaining to the Financial Year 2012-13 were transferred to the Investor Education and Protection Fund on 22 nd September, 2020 pursuant to Section 124(6) of the Companies Act, 2013.		

For Manish Ghia & Associates
Company Secretaries



Place: Mumbai
Date: October 12, 2020
UDIN: F006252B000916691

CS Manish L.Ghia
Partner
M. No. FCS 6252,C.P. No. 3531

Note: Due to lockdown (on account of COVID – 19 Pandemic), we have not been able to carry out physical visit to RTA office for verification of data. The Report is based on inputs received via email from RTA and oral confirmation with RTA.