Mahindra HOME FINANCE

Mahindra Rural Housing Finance Ltd.

Sadhana House, 2nd Floor, 570 P. B. Marg, Worli, Mumbai 400 018 India

Tel: +91 22 66523500 Fax: +91 22 24972741

27th October, 2017

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

Name of the Scrip: Mahindra Rural Housing Finance Limited

Dear Sir,

Sub: Certificate under Regulation 61(4) read with Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)
Regulations, 2015 for the half year ended on 30th September, 2017.

Pursuant to the provisions of Regulation 61(4) read with Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith a Certificate from M/s. M Siroya and Company, Company Secretaries, Mumbai, for the half year ended on 30th September, 2017.

LOUSING

Request you to take the same on record.

For Mahindra Rural Housing Finance Limited

Navin Joshi

Company Secretary

Encl. a/a

M Siroya and Company

Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai 400066 Tel.:+91 22 28706523/24; 28546523(D); Cel.:+91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

CERTIFICATE UNDER REGULATION 61(4) READ WITH REGULATION 40(9) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE HALF YEAR ENDED 30th SEPTEMBER, 2017

I, Mukesh Siroya, holding Certificate of Practice No. 4157 have in my capacity as Secretary in Whole-time Practice, examined all Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to Mahindra Rural Housing Finance Limited ("Company") maintained by M/s. Karvy Computershare Private Limited pertaining to transfer of Debentures of the Company for the period from 1st April, 2017 to 30th September, 2017 for the purpose of issuing a Certificate as per regulation 61(4) read with 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") and based on the information provided by the Company, I hereby certify that during half year ended on 30th September, 2017:

- A) (i) Certificate(s) relating to the transfer of Debentures received, as entered in the Memorandum of Transfers, have been issued, pursuant to Regulation 40(3) of the Regulations, within fifteen days of the date of lodgment for transfer excepting those rejected on technical grounds There was no transfer request(s) received during the period; and
 - (ii) Certificate(s) have been issued, pursuant to the Regulations, within thirty days of the date
 of lodgment for sub-division, consolidation, renewal, exchange or endorsement of
 calls/allotment monies from respective date of lodgment except those rejected on
 technical grounds <u>There was no such request(s) received during the period;</u>

B) Any other information, if applicable. - None.

For M Siroya and Company Company Secretaries

Mukesh Siroya Proprietor CP No.: 4157

Membership No.: FCS 5682

Date: October 25, 2017

Place: Mumbai