

**Annual Secretarial Compliance Report of
Mahindra Rural Housing Finance Limited (CIN U65922MH2007PLC169791)
for the year ended 31st March, 2022**

1. We have examined:

- (a) all the documents and records made available to us and explanation provided by Mahindra Rural Housing Finance Limited (“the Listed Entity”) arising from the compliances of specific Regulations listed under Para 2 infra.
- (b) the filings / submissions made by the Listed Entity to the stock exchanges in connection with the above,
- (c) website of the listed entity,

for the year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulation 16 to 27 on comply or explain basis until 31st March, 2023);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

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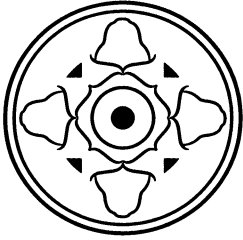
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- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.


and based on the above examination, We hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) No action was taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) This being the first year of compliance, the question on reporting of observations made in the previous year(s) does not arise.

Date: 22nd April 2022

For KSR & Co Company Secretaries LLP

Place: Coimbatore


Dr. C.V. Madhusudhanan
Partner
(FCS: 5367; CP: 4408)
UDIN: F005367D000187111