

20th April, 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 31st March, 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 31st March, 2017.

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 EktaBhoomi 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 40(9) OF SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

FOR THE HALF YEAR ENDED 31st MARCH, 2017

I, Mukesh Siroya, holding Certificate of Practice No. 4157, have, in my capacity as Secretary in Whole-time Practice, examined all Share 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 equity shares of the Company for the period from **1st October, 2016 to 31st March, 2017** for the purpose of issuing a Certificate as per regulation 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 **31st March, 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 were 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 excepting those rejected on technical grounds – **There were no such request(s) during the period;**

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: April 17, 2017

Place: Mumbai