

NOTICE

An **EXTRAORDINARY GENERAL MEETING (EGM) OF MAHINDRA RURAL HOUSING FINANCE LIMITED** will be held on **Saturday, the 30th day of October, 2021, at 11.00 a.m. through video conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the business mentioned hereinafter.

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

- 1) **Appointment of Mr. Rajnish Agarwal (DIN: 03335692) as the Managing Director and Chief Executive Officer of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following as a **Special Resolution**:

"RESOLVED THAT subject to the provisions of Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Articles of Association of the Company, and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the appointment of **Mr. Rajnish Agarwal (DIN: 03335692)** as the Managing Director & Chief Executive Officer of the Company for a period of three years commencing from 1st October, 2021 to 30th September, 2024, (both days inclusive), upon the recommendation of the Nomination and Remuneration Committee, and the Board of Directors of the Company, on a basic salary in the scale of Rs. 3,00,000 per month to Rs. 6,00,000 per month.

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CIN : U65922MH2007PLC169791
Email: investorhelpline.mrhfl@mahindra.com

FURTHER RESOLVED THAT Mr. Rajnish Agarwal shall be a Whole-time Key Managerial Personnel of the Company in terms of the Section 203 (3) of the Act.

FURTHER RESOLVED THAT the perquisites (including allowances) payable or allowable, and commission to Mr. Rajnish Agarwal shall be as follows:

Perquisites:

1. In addition to the salary, Mr. Rajnish Agarwal shall also be entitled to Flexi pay allowance and any reward approved by the NRC and perquisites which would include stock options under the stock option scheme of the Company as may be approved by the Nomination and Remuneration Committee (NRC) of the Board from time to time, and shall also be entitled to stock options under the stock option scheme of the Holding Company i.e. Mahindra & Mahindra Financial Services Limited, if and when granted, accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, performance award, club fees, , medical and personal accident insurance and other benefits, amenities and facilities including those under the Company's Special Post Retirement Benefits Scheme in accordance with the Rules of the Company.

The value of the perquisites would be evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rules.

2. Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity would not be included in the computation of ceiling on remuneration to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961.
3. Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration.
4. Provision of car(s) for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.

Commission/ Performance Pay :

In addition to the salary and perquisites, Mr. Rajnish Agarwal would be entitled to such commission based on the net profits of the Company in any financial year not exceeding 1/4% (one-fourth per cent) of such profits as the Nomination and Remuneration Committee shall decide, having regard to the performance of the

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Company and / or Performance Pay based on his performance and performance of the Company, as per the Company policy.

Provided that the remuneration payable to the appointee (including salary, commission, perquisites, allowances, benefits and amenities) shall not exceed the limits laid down in Section 197 of the Act, read with the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule V of the Act.

FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to vary, alter, increase, enhance or widen the terms and conditions of appointment and the remuneration payable to Mr. Rajnish Agarwal, from time to time, as it may in its absolute discretion deem fit, within the above limits and subject to the limits laid down in section 197, and all other applicable provisions of the Act, including any statutory modification(s) or re-enactment thereof for the time being and from time-to-time in force, and the Rules framed thereunder, read with Schedule V of the Act and subject to the requisite approvals, if any, being obtained.

FURTHER RESOLVED THAT where in the financial year during the currency of the tenure of Mr. Rajnish Agarwal, the Company has no profits or its profits are inadequate, the Company may, subject to receipt of the requisite approval(s), if any, pay to him, the above remuneration as the minimum remuneration under part II of section II of Schedule V, by way of salary, perquisites and other allowances and benefits as specified above, and that the perquisites pertaining to contribution to Provident Fund, Superannuation Fund or Annuity Fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in section II and section III of Part II of Schedule V of the Act.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to execute / sign (including digitally sign) all the necessary documents, applications, returns, forms and writings as may be necessary, proper, desirable or expedient."

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2) Change in the Statutory Auditors for the financial year ending 31st March, 2022.

To consider and, if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT in supersession of the ordinary resolution passed by the Members at their 10th Annual General Meeting held on 17th July, 2017 and pursuant to Circular no. RBI/2021-22/25 - Ref.No.DoS.CO.ARG/ SEC.01/0891.001/2021-22 dated April, 27, 2021 issued by the Reserve Bank of India (“RBI Guidelines”) BSR & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101284W/W-100022) who were appointed as the Statutory Auditors of the Company at the said 10th Annual General Meeting for a term of five years to hold office from the conclusion of the 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company, shall now hold office for a shorter term i.e. till 31st October, 2021, in compliance of the RBI Guidelines.

FURTHER RESOLVED THAT in supersession of the ordinary resolution passed by the Members at the 10th Annual General Meeting of the Company and pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and relevant rules thereunder and pursuant to the RBI Guidelines, Gokhale & Sathe, Chartered Accountants (ICAI Firm Registration No. 103264W) (incoming Statutory Auditors), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and other applicable rules and the RBI Guidelines, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from 1st November, 2021 till the conclusion of the 15th Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending 31st March, 2022, on such remuneration, including out-of-pocket expenses, as may be decided by the Board of Directors of the Company with the said incoming Statutory Auditors.

FURTHER RESOLVED THAT the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise with regard to implementation of the Resolution, including but not limited to determination of roles and responsibilities/scope of work of the Statutory Auditors negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard

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and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to Accounting Standards or Regulations and such other requirements resulting in the change in scope of work, etc., without being required to seek any further consent or approval of the Members of the Company.”

NOTES:

(1) Disclosures required to be made pursuant to General Circular no. 20 / 2020 dated 5th May, 2020 read with General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular No. 02/2021 dated 13th January, 2021 AND 23rd June, 2021, issued by the Ministry of Corporate Affairs.

- i) The Ministry of Corporate Affairs (MCA) vide its General Circular no. 20 /2020 dated 5th May, 2020 read with General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular No. 02/2021 dated 13th January, 2021 and General Circular No.10/2021 dated 23rd June, 2021 allowed the companies to hold Annual / Extraordinary General Meetings through Video Conferencing (VC) or Other Audio Visual Means (OAVM) until 31st December, 2021 on account of continuing restrictions on the movement of persons at several places in the Country due to the COVID-19 pandemic. Accordingly, this Extraordinary General Meeting (EGM) is being held through Video Conferencing mode. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- ii) For security reasons, the link address and other details to attend the meeting through VC, will be separately sent to the designated email IDs of all the persons entitled to attend the Meeting.
- iii) The video conferencing facility will allow two-way teleconferencing / webex for the ease of participation and the participants will be allowed to pose questions concurrently. Alternatively, the participants may submit their questions in advance to joshi.navin@mahindra.com, and the same shall be answered at the Meeting.

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- iv) The facility for joining the Meeting will be open 15 minutes prior to the commencement of the Meeting and will remain open till the expiry of 15 minutes after such scheduled time.
- v) As allowed under the said General Circular of MCA, attendance of Members through VC will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 (the Act).
- vi) Since the Meeting is being held through Video Conferencing wherein physical attendance of Members is dispensed with, the facility for appointment of proxies will not be available for the Meeting. However, pursuant to section 113 of the Act, representatives of the Bodies Corporate may be appointed for the purpose of participation and voting at the Meeting.
- vii) If Poll is demanded on the business to be transacted at the Meeting, the Members can convey their vote to joshi.navin@mahindra.com which is the designated address for the purpose. In such circumstance, the Members shall cast their vote only through their email address registered with the Company and such email shall only be sent to the designated email address of the Company mentioned hereinbefore.
- viii) The Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any Member in accordance with section 109 of the Act. Once such demand is made, the procedure outlined in para vii) shall be followed.
- ix) In case the Members or any of the other participants require any assistance for using the technology before and during the Meeting, they may contact Mr. Navin Joshi, Company Secretary on 9819141295 for such assistance.

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(2) Details of Directors seeking appointment

Information as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2)

Name of the Director	Mr. Rajnish Agarwal
Category	Managing Director & CEO
Director Identification No.	03335692
Age	57 years
Qualifications	<p>(A) Bachelor of Science – Lucknow University (B) Master’s Degree in Management Studies – University of Mumbai.</p> <p><u>Professional Short-Term Courses.</u></p> <p>(A) IIM Bangalore & Indore - General Management and Business Leadership. (B) Harvard Business School - Mahindra Universe Short Term General Management Program.</p>
Brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	<p>Mr. Rajnish Agarwal is Executive Vice President, Operations of Mahindra & Mahindra Financial Services Limited (MMFSL). He is also part of Financial Services Sector (FSS) Steering Committee. With over 30 years of rich experience, he has managed and led MMFSL to leadership position across diverse business segments like auto loans, asset risk management, rural management, business & product development, relationship and people management.</p> <p>Mr. Rajnish Agarwal has been instrumental in restructuring the business model of MMFSL through ‘verticalization’ of various vehicle loan businesses which has led to enhanced customer focus & scale up.</p> <p>Prior to joining MMFSL, he has worked with Apple Industries & Tata Finance Limited. In a stellar career of almost three decades with MMFSL, he has led the Operations Vertical (Vehicle Financing) to a new high with his strategies and inclination towards future readiness. Mr. Rajnish is an alumni of Mumbai University & has pursued multiple leadership programs.</p>
Terms and conditions of appointment or re-appointment	Appointment as Managing Director

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Details of remuneration sought to be paid and remuneration last drawn	As mentioned in the resolution.		
Date of first appointment on the Board	Appointed as an Additional Director with effect from 21 st June, 2021. Appointed as Director (Non-Executive and Non-Independent) at the 14 th Annual General Meeting held on 17 th July, 2021		
Shareholding in the Company	11,250 Equity Shares of the face value of Rs. 10/- each.		
Relationship with other Directors and Key Managerial Personnel of the Company	None of the Directors of the Company are inter-se related to each other or with the Key Managerial Personnel of the Company.		
Number of meetings of the Board attended during the Financial Year 2020-21	NA		
Other Directorships (Excluding Mahindra Rural Housing Finance Limited)	Sr. No.	Name of the Companies/Bodies Corporate	Status
	1.	Mahindra Insurance Brokers Limited	Director
Membership / Chairmanship of Committees of other Boards (Excluding Mahindra Rural Housing Finance Limited)	NIL		
Justification for choosing the appointee as Independent Director	NA		

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- (3) Members may also note that the Notice of the EGM will also be available on the Company's website: www.mahindrahomefinance.com.
- (4) Relevant documents referred to in the Notice will be available for inspection to Members prior to the Meeting upon request made to the Company Secretary on joshi.navin@mahindra.com. During the continuance of the Meeting, too, the documents will be made available for inspection electronically by the Company Secretary, upon request.
- (5) **Registrars & Share Transfer Agents:**
KFin Technologies Private Limited (**Formerly Karvy Fintech Private Limited**) Unit : Mahindra Rural Housing Finance Limited, Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.
Email : einward.ris@kfintech.com
Tel. No.: + 91-040-6716 22 22, 040-7961 1000
Toll Free No.: 1800-345-4001
Fax No.: + 91-040-2300 11 53

**By Order of the Board
For Mahindra Rural Housing Finance Limited**

**Sd/-
Navin Joshi
Company Secretary
E-mail ID : joshi.navin@mahindra.com
Contact no. : 9819141295**

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Website: www.mahindrahomefinance.com

Place: Mumbai

Date: 29th September, 2021

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Statement pursuant to Section 102(1) of the Companies Act, 2013.**ITEM NO. 1****Appointment of Mr. Rajnish Agarwal (DIN: 03335692) as the Managing Director & Chief Executive Officer of the Company.**

Upon the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its Meeting held on 20th January, 2021 had re-appointed Mr. Anuj Mehra (DIN : 02712119) as the Managing Director & Chief Executive Officer of the Company for a period of six months commencing from 1st April, 2021 to 30th September, 2021. The Shareholders had approved the re-appointment of Mr. Anuj Mehra at their Extraordinary General Meeting held on 24th February, 2021.

Accordingly, Mr. Anuj Mehra ceases to be the Managing Director and Chief Executive Officer of the Company at the end of the business hours on 30th September, 2021.

It is proposed to appoint Mr. Rajnish Agarwal (DIN: 03335692) as the Managing Director & Chief Executive Officer of the Company for a period of three years commencing from 1st October, 2021 i.e. up to 30th September, 2024 (both days inclusive). The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 29th September, 2021, have approved and recommended the appointment of Mr. Rajnish Agarwal, as herein proposed.

Mr. Rajnish Agarwal is currently a Non-Executive Non-Independent Director of the Company and works as Executive Vice-President, Operations of Mahindra & Mahindra Financial Services Limited (MMFSL – Holding Company). He will demit his present employment at MMFSL on 30th September, 2021. The details about Mr. Rajnish Agarwal, including his profile, are given in the note no. 2 of the notes to this Notice.

The Memorandum setting out the terms of appointment including the remuneration of Mr. Rajnish Agarwal as required under section 190 of the Companies Act, 2013 ('the Act') will be available for inspection to Members prior to the Meeting, upon request made to the Company Secretary on joshi.navin@mahindra.com. During the continuance of the Meeting, too, it will be made available for inspection electronically by the Company Secretary, upon request.

The Company has also received from Mr. Rajnish Agarwal, the consent letter and disclosure confirming that he is not disqualified to act as the Director on the Board of the Company under Section 164 of the Act and other requisite disclosures.

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The additional information in this regard, as required by Section II Part II of Schedule V of the Companies Act, 2013, is given below:

I. GENERAL INFORMATION:**i) Nature of Industry:**

The Company provides Home Loans primarily in rural and semi-urban areas. The loans given by the Company are secured by the property financed and may be availed of by the customer for construction or purchase of a new property or for repairs, modernization or extension of an existing home.

ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 9th April, 2007. The Company started its business operations in October, 2007.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

iv) Financial performance based on given indicators – as per audited financial statements for the year ended 31st March, 2021:

Particulars	Rupees (in crores)
Turnover and Other Income	1,454.67
Net Profit as per Profit & Loss Account (after Tax)	151.01
Profit as computed under 198 of the Companies Act, 2013	144.41
Net Worth	1,402.74

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vi) Foreign Investments or collaborations, if any: N.A.

II. INFORMATION ABOUT THE APPOINTEE:

Detailed information about the appointee, as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2), is given in note 2 of the notes to this notice and hence the repetition of the same is avoided here.

ii) Past remuneration; Remuneration paid during the financial year ended 31st March, 2021:

This is the first appointment of the appointee in the Company. No remuneration was paid to him in the previous year(s).

iii) Recognition or Awards: NA

iv) Job Profile and his suitability:

Mr. Rajnish Agarwal is a Bachelor of Science from Lucknow University and has Master's Degree in Management Studies – University of Mumbai. He has also completed professional short term courses from IIM Bangalore & Indore - General Management and Business Leadership, and Harvard Business School - Mahindra Universe Short Term General Management Program.

Mr. Rajnish Agarwal is currently Executive Vice President, Operations of Mahindra & Mahindra Financial Services Limited (MMFSL, Holding Company). He is also part of Financial Services Sector (FSS) Steering Committee. With over 30 years of rich experience, he has managed and led MMFSL to leadership position across diverse business segments like auto loans, asset risk management, rural management, business & product development, relationship and people management.

Mr. Rajnish Agarwal has been instrumental in restructuring the business model of MMFSL through 'verticalization' of various vehicle loan businesses which has led to enhanced customer focus & scale up.

Prior to joining MMFSL, he has worked with Apple Industries & Tata Finance Limited. In a stellar career of almost three decades with MMFSL, he has led the Operations Vertical (Vehicle Financing) to a new high with his strategies and inclination towards future readiness.

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Considering the qualifications, experience, expertise and professional achievements of Mr. Rajnish Agarwal the Board of Directors feels that he is a fit and proper person for appointment as the Managing Director & Chief Executive Officer of the Company and hence recommend the same for the approval of the Members.

v) Remuneration Proposed:

Basic salary in the scale of Rs. 3,00,000 per month to Rs. 6,00,000 per month with effect from 1st October, 2021, as may be decided by the Board of Directors / Nomination and Remuneration Committee of the Board, and other perquisites, allowances and commission as fully set out in the Resolution.

vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, his responsibilities and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, the Managing Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. OTHER INFORMATION:

i) Reasons of loss or inadequate profits:

Not applicable as the Company has been consistently posting profits.

ii) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

Not applicable as the Company has adequate profits.

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iii) Expected increase in productivity and profits in measurable terms:

As mentioned earlier, the Company has been consistently posting profits and the profits of the Company have been consistently rising since its inception.

IV. Disclosures:

The Shareholders of the Company are being informed of the remuneration package of the above managerial person in the Resolution forming part of this Notice.

Except Mr. Rajnish Agarwal, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, financially or otherwise, concerned or interested in passing the Resolution at item no. 1 of this notice.

ITEM NO. 2**Change in the Statutory Auditors for the financial year ending 31st March, 2022.**

The Members of the Company at the 10th Annual General Meeting of the Company held on 17th July, 2021 had appointed B S R & Co LLP, Chartered Accountants, (ICAI Firm Registration Number 101284W/W-100022, "current Statutory Auditors") as Statutory Auditors of the company to hold office from the conclusion of the 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company, pursuant to the provisions of section 139 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014. Accordingly, current Statutory Auditors have conducted audit of accounts of the Company for four consecutive financial years ending 31st March, 2021.

RBI has recently issued Circular no. RBI/2021-22/25 - Ref.No.DoS.CO.ARG/SEC.01/0891.001/2021-22 dated April, 27, 2021 ("RBI Guidelines") stating new guidelines for appointment of statutory auditors for certain categories of Commercial Banks, Primary (Urban) Co-operative Banks, Non-Banking Financial Companies (NBFCs) and Housing Finance Companies (HFCs). The Circular stipulates various requirements relating to appointment/re-appointment of auditors, including in respect of tenure of auditors, mandatory rotation and cool off periods etc.

As per the said Circular, since the new requirements will be implemented for the first time for Primary (Urban) Co-operative Banks and NBFCs (including HFCs) from FY 2021-22, they shall have the flexibility to adopt these guidelines from H2 (second half) of FY 2021-22. In terms of the said Circular, the Net Asset Size of the Company is more than Rs.1000 Crores but less than Rs.15,000 Crores. Hence the Company is not required to appoint Joint Statutory Auditors but has to limit the tenure of its Auditors to continuous period of three years.

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In compliance of the RBI Guidelines, the current Statutory Auditors vide letter dated 20th September, 2021 have communicated to the Company their inability to continue to hold office as the Statutory Auditors of the Company as they have already completed the tenure of four years on the date of coming in to effect of the RBI Guidelines. Accordingly, the current Statutory Auditors have communicated that they will resign as the Statutory Auditors of the Company with effect from 1st November, 2021.

Pursuant to RBI Guidelines, the Company is required to appoint new Statutory Auditors in place of the current Statutory Auditors from the second half of the current financial year 2021-22.

The Audit Committee at its Meeting held on 20th September, 2021 and upon the recommendation of the Audit Committee, the Board of Directors at their Meeting held on 29th September, 2021 have taken note of the letter dated 20th September, 2021 received from the current Statutory Auditors and had passed resolutions to recommend to the Members of the Company for their approval the appointment of Gokhale & Sathe, Chartered Accountants (ICAI Firm Registration No. 103264W, "incoming Statutory Auditors") as Statutory Auditors of the Company for three consecutive financial years ending 31st March, 2022, 31st March, 2023 and 31st March, 2024, in compliance of the RBI Guidelines. The first term will be from 1st November, 2021 till the conclusion of the 15th Annual General Meeting of the Company; the second term will be from the conclusion of the 15th Annual General Meeting till the conclusion of the 16th Annual General Meeting and; the third term will be from the conclusion of the 16th Annual General Meeting till the conclusion of the 17th Annual General Meeting of the Company.

Pursuant to the provisions of Section 139(8)(i) of the Act, the incoming Statutory Auditors, to be appointed at this EGM, being appointed in the casual vacancy, will hold the office from 1st November, 2021 till the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2022. The appointment of the incoming Statutory Auditors for the remaining period of two consecutive years, will be recommended by the Board and will be presented for the approval of the Members at the 15th Annual General Meeting, in compliance with the aforesaid RBI Guidelines.

As mentioned hereinbefore the Audit Committee and the Board of Directors have recommended the appointment of the incoming Statutory Auditors, as proposed. The resolution for the appointment of the incoming Statutory Auditors is in supersession of the Resolution earlier passed by the Members at the 10th Annual General Meeting appointing the current Statutory Auditors, as mentioned in the resolution.

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CIN : U65922MH2007PLC169791
Email: investorhelpline.mrhfl@mahindra.com

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, financially or otherwise, concerned or interested in passing the Resolution at item no. 2 of this Notice.

**By Order of the Board
For Mahindra Rural Housing Finance Limited**

Sd/-

**Navin Joshi
Company Secretary**

E-mail ID : joshi.navin@mahindra.com

Contact no. : 9819141295

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Website: www.mahindrahomefinance.com

Place: Mumbai

Date: 29th September, 2021

Regd. Office:

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