

REF:NS:SEC:

5th August, 2017

National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400051.

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

Bourse de Luxembourg
Societe de la Bourse de Luxembourg
Societe Anonyme/R.C.B. 6222,
B.P. 165, L-2011 Luxembourg.

London Stock Exchange Plc
10 Paternoster Square
London EC4M 7LS.

Dear Sirs,

Sub: 71st Annual General Meeting of the Equity Shareholders of the Company

This is to inform you that the Shareholders of the Company based on the facility provided for remote e-voting between 31st July, 2017 (9:00 a.m. IST) and 3rd August, 2017 (5:00 p.m. IST) and electronic voting ("Insta-Poll") provided at the 71st Annual General Meeting held on 4th August, 2017 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai - 400 020 have, inter alia:

1. Adopted the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. Declared a Dividend of Rs.13 per Ordinary (Equity) Share of the face value of Rs.5 each.
3. Approved re-appointment of Dr. Pawan Goenka (DIN:00254502), who retired by rotation and being eligible had offered himself for re-appointment.

4. Approved the appointment of Messrs B S R & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company for a term of 5 years from the conclusion of the 71st Annual General Meeting until the conclusion of the 76th Annual General Meeting to be held in the year 2022 and approved the remuneration payable to them. A brief profile of the Statutory Auditors is enclosed as an Annexure.
5. Ratified the remuneration payable to Messrs D. C. Dave & Co., Cost Accountants having Firm Registration Number 000611, the Cost Auditors of the Company for conducting the Audit of the Cost Records of the Company, for the Financial Year ending 31st March, 2018.
6. Appointed Mr. T.N. Manoharan as an Independent Director of the Company for a term of 5 consecutive years commencing from 11th November, 2016 to 10th November, 2021.
7. Approved by way of a Special Resolution, appointment of Mr. Anand G. Mahindra as Executive Chairman for a period of 5 years with effect from 12th November, 2016 upto and including 11th November, 2021 and approved his remuneration.
8. Approved by way of a Special Resolution, appointment of Dr. Pawan Goenka as Managing Director for a period of 4 years with effect from 12th November, 2016 upto and including 11th November, 2020 and approved his remuneration.
9. Approved by way of a Special Resolution, borrowing by way of securities including but not limited to secured/unsecured redeemable Non-Convertible Debentures and/or Commercial Paper to be issued under Private Placement basis upto an amount not exceeding Rs.5,000 crores.

Please take the same on record and oblige.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



 NARAYAN SHANKAR
COMPANY SECRETARY

Annexure

B S R & Co. was constituted on 27th March, 1990 having Firm Registration No. 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP (the Firm) on 14th October 2013 with Firm Registration No. 101248W/W-100022. The registered office of the Firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011.

B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Associates include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S R R & Co, B S S R & Co and B B S R & Co.

B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida and Kochi.