

8th December, 2014

The Manager-Listing Department,
National Stock Exchange of India Limited,
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051.

Tel. No. 2659 8235/26598346

Fax No: 26598237/26598238/26598347/26598348

Name of the Scrip: Mahindra & Mahindra Financial Services Limited

Scrip Code : M&MFIN

Dear Sir,

Sub : Postal Ballot Notice pursuant to section 110 of the Companies Act, 2013

Pursuant to Clause 31 of the Listing Agreement, we are sending herewith three copies of the Postal Ballot Notice pursuant to section 110 of the Companies Act, 2013 ("the Act"), together with three copies of the Postal Ballot Form and Self-addressed Reply Envelope being sent to the Shareholders of the Company vide Registered Post /Courier, in relation to the Resolution for seeking approval of the public Shareholders to the proposed Scheme of Amalgamation of Mahindra Business & Consulting Services Private Limited with Mahindra & Mahindra Financial Services Limited and their shareholders and creditors under sections 391 to 394 and other applicable provisions of the Companies Act, 1956, in accordance with SEBI Circulars bearing nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD//DIL/8/2013 dated 21st May, 2013, respectively.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For Mahindra & Mahindra Financial Services Limited

Arnavaz

& Arnavaz M. Pardiwalla

Company Secretary & Compliance Officer

Encl: a/a



Mahindra FINANCE

MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

Registered Office: Gateway Building, Apollo Bunder, Mumbai - 400 001.

Corporate Identity Number: L65921MH1991PLC059642

Tel: +91 22 66526000; Fax: +91 22 24984170

Website: www.mahindrafinance.com • email: investorhelpline_mmfsf@mahindra.com

Notice of Postal Ballot of MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

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NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ("THE RULES") (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), AND CLAUSE 35B OF THE LISTING AGREEMENT EXECUTED BY THE COMPANY WITH THE BSE LIMITED AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED AND SEBI CIRCULARS BEARING NOS. CIR/CFD/DIL/5/2013 DATED 4TH FEBRUARY, 2013 AND CIR/CFD/DIL/8/2013 DATED 21ST MAY, 2013.

Dear Public Shareholder(s),

Notice is hereby given to the public shareholders of Mahindra & Mahindra Financial Services Limited ("the **Company**") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") read with the Companies (Management and Administration) Rules, 2014 ("the **Rules**") (including any statutory modification or re-enactment thereof for the time being in force), and Clause 35B of the Listing Agreement executed by the Company with the BSE Limited and the National Stock Exchange of India Limited, and Securities and Exchange Board of India ("**SEBI**") Circulars bearing nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013 ("**SEBI Circulars**") to consider, and if thought fit, to pass the Resolution set out below through Postal Ballot and e-voting.

In terms of Section 110 and other applicable provisions, if any, of the Act read with the Rules, the Resolution appended below is proposed to be passed by Postal Ballot and accordingly your approval is sought in respect of the aforesaid matters. The Resolution and Explanatory Statement pertaining to the said Resolution, pursuant to Section 102 of the Act, setting out the relevant material facts and the reasons for which such Resolution is proposed, are appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope ("**BRE**").

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid BRE, so as to reach the Scrutinizer on or before 9th January, 2015 by 6.00 p.m. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

For e-voting, please read carefully the "**Procedure/Instructions for e-voting**" enumerated in the notes to this Notice.

The Board of Directors of the Company ("the **Board**"), in compliance with Rule 22 (5) of the Rules, has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, or failing him, Ms. Malati Kumar, Practising Company Secretary as Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his/her report to the Chairman or the Managing Director of the Company, after completion of scrutiny, on or before 12th January, 2015. The result of the Postal Ballot will be announced by the Chairman or the Managing Director or the Company Secretary of the Company on 13th January, 2015 at the Company's Registered Office situated at Gateway Building, Apollo Bunder, Mumbai - 400 001, Maharashtra, India. In addition to the results being communicated to BSE Limited and National Stock Exchange of India Limited, it shall also be displayed at the Company's Registered Office and Corporate Office situated at Mahindra Towers, 4th Floor, P. K. Kurne Chowk, Worli, Mumbai - 400 018 and on its website i.e. www.mahindrafinance.com. It will subsequently be published in at least 1 (one) English and 1 (one) vernacular newspaper circulating in Maharashtra. The Resolution will become effective on and from the date of announcement of result of the Postal Ballot by the Chairman or the Managing Director or the Company Secretary of the Company.

In the event the Resolution relating to the proposed Scheme of Amalgamation as set out below, is assented to by the majority of public shareholders by means of a Postal Ballot and e-voting, i.e. the votes cast in favour of the Resolution by the public shareholders of the Company are more than the votes cast against the Resolution by the public shareholders, in accordance with the SEBI Circulars, it shall be deemed to have been passed and the date of announcement of the result of the Postal Ballot and e-voting shall be considered as the date of passing of the said Resolution.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION:

“RESOLVED that pursuant to the SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013 (together referred to as **“SEBI Circulars”**), the Observation Letter dated 28th November, 2014 issued by the BSE Limited and the Observation Letter dated 1st December, 2014 issued by the National Stock Exchange of India Limited, the Amalgamation as embodied in the Scheme of Amalgamation under Sections 391 to 394 of the Companies Act 1956, of Mahindra Business & Consulting Services Private Limited (**“MBCSPL”**) with the Company and their respective shareholders and creditors (**“Scheme of Amalgamation”**) be and is hereby approved subject to any conditions as may be imposed by the Hon’ble High Court of Judicature at Bombay while sanctioning the Scheme of Amalgamation.

FURTHER RESOLVED that the Board of Directors (which includes any Committee thereof) of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implement the Amalgamation embodied in the Scheme of Amalgamation and to accept such modification and/or conditions, if any, which may be required and/or imposed by the Hon’ble High Court of Judicature at Bombay while sanctioning the Scheme of Amalgamation or by any authority under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out and/or implementing the Scheme of Amalgamation.”

By Order of the Board
For **Mahindra & Mahindra Financial Services Limited**

Arnavaz M. Pardiwalla
Company Secretary

Date : 3rd December, 2014

Place : Mumbai

Notes:

1. The Company has engaged the services of M/s. Karvy Computershare Private Limited (**“Karvy”**) to provide e-voting facility to the Members of the Company as an alternate to dispatch the Postal Ballot Form. If a Member has voted through e-voting facility, he/she/it is not required to send the Postal Ballot Form.
2. **E-voting:** In compliance with the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility for all its Members to enable them to cast their votes electronically as an alternative to dispatch the Postal Ballot Forms. Please note that e-voting is entirely optional for the Member(s) and that the Member(s) can opt only for one mode of voting. If a Member has opted for e-voting, then he/she/it is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.
3. **The procedure and instructions for e-voting are as follows:**
 - (a) Date and time of commencement of voting through electronic means : 10th December, 2014 at 10.00 a.m.
 - (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 9th January, 2015 at 6.00 p.m.
 - (c) Details of Website: <https://evoting.karvy.com>

- (d) Details of persons to be contacted for issues relating to e-voting: Karvy Computershare Private Limited
Unit : Mahindra & Mahindra Financial Services Limited
Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081.
Tel. No.: +91 40 44655000; Toll Free No.: 18003454001
Fax No. : +91 40 23420814; **E-mail : evoting@karvy.com**
- (e) Details of Scrutinizer: Mr. S. N. Ananthasubramanian, Practising Company Secretary, or failing him, Ms. Malati Kumar, Practising Company Secretary.

The instructions for e-voting are as under :

1. A. In case of Members receiving an email from Karvy [for members whose emails are registered with the Company/Depository Participant] :

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No./DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number for Mahindra & Mahindra Financial Services Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 3rd December, 2014 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: scrutinizer@snaco.net with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”

B. In case of Members receiving physical copy of the Postal Ballot Notice and Form [for members whose emails are not registered with the Company/Depository Participant] :

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Initial Password is provided in the Postal Ballot Form.
- iii. Please follow all the steps from (iii) to (xi) as mentioned in (A) above, to cast your vote.

4. Once the vote on the Resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
5. In case of any query pertaining to e-voting, please visit Help & FAQ's Section available at Karvy's website: <https://evoting.karvy.com>
6. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being Wednesday, 3rd December, 2014.
7. Mr. S. N. Ananthasubramanian, Practising Company Secretary, or failing him, Ms. Malati Kumar, Practising Company Secretary have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. The Scrutinizer shall within a period not exceeding seven (7) days from the last date of receipt of Postal Ballot Forms/ conclusion of the e-voting period make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
9. The Results on the Resolution shall be declared by the Chairman or the Managing Director or the Company Secretary of the Company and the Resolution will be deemed to be passed on the date of such declaration subject to receipt of the requisite number of votes in favour of the Resolution.
10. The Results declared along with the Scrutinizer's Report will be available on the website of the Company (www.mahindrafinance.com) and on Karvy's website (<https://evoting.karvy.com>) and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.

By Order of the Board
For **Mahindra & Mahindra Financial Services Limited**

Arnavaz M. Pardiwalla
Company Secretary

Date : 3rd December, 2014

Place : Mumbai

Note: An Explanatory Statement pursuant to Section 393 of the Companies Act, 1956, read with Section 102 of the Companies Act, 2013 is appended hereto.

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956 READ WITH SECTION 102 OF THE COMPANIES ACT, 2013

For the purpose of this Explanatory Statement, the following terms shall have the meaning set out below:

- **"Act"** means the Companies Act, 1956 and all the modifications and/or re-enactment thereof and the rules thereunder;
 - **"Company"** means "Mahindra & Mahindra Financial Services Limited", a public limited company incorporated under the Act, having its Registered Office at Gateway Building, Apollo Bunder, Mumbai – 400 001, Maharashtra, India;
 - **"MBCSPL"** means "Mahindra Business & Consulting Services Private Limited", a private limited company, having its Registered Office at Sadhana House, 570, P. B. Marg, Worli, Mumbai 400 018, Maharashtra, India;
 - **"Public"** shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulation) Rules, 1957;
 - **"Scheme of Amalgamation"** means the Scheme of Amalgamation under Sections 391 to 394 of the Companies Act, 1956 of Mahindra Business & Consulting Services Private Limited with the Company and their respective shareholders and creditors;
 - **"SEBI Circulars"** mean Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013, each issued by the SEBI;
 - **"Stock Exchanges"** means the BSE Limited and the National Stock Exchange of India Limited.
1. The Company is proposing to enter into a Scheme of Amalgamation with MBCSPL, which was approved by the Board of Directors of the Company on 22nd October, 2014.

2. A copy of the Scheme of Amalgamation is enclosed to this Explanatory Statement as Annexure I and forms part of this Explanatory Statement.

3. **Applicability of Postal Ballot:**

The Company has acquired Equity Shares of MBCSPL from Bristlecone India Limited and Mr. Ulhas Yargop (Nominee of Bristlecone India Limited) who held 9,999 and 1 Equity Shares respectively, for a total consideration of Rs 1,00,000/- on 7th May, 2009. This represented the entire Equity Share capital of MBCSPL and was acquired for a consideration equal to the face value of the Equity Share capital. Bristlecone India Limited is a subsidiary of Mahindra & Mahindra Limited (Promoter of MMFSL). Thus from 7th May, 2009, MBCSPL has become a wholly-owned subsidiary of MMFSL.

Pursuant to Paragraph 5.16 (a) (iii) of SEBI Circular bearing No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with SEBI Circular bearing No. CIR/CFD/DIL/8/2013 dated 21st May, 2013, the Company is required to conduct voting of public shareholders through Postal Ballot and e-voting as it has acquired Equity Shares of MBCSPL from the Promoter Group as detailed above.

4. The background of the companies involved in the Scheme of Amalgamation is as under:

a. MBCSPL or Transferor Company:

- (i) MBCSPL is a private limited company incorporated on 16th September, 2008, under the provisions of the Act and having its registered office at Sadhana House, 570, P. B. Marg, Worli, Mumbai 400 018, Maharashtra, India.
- (ii) The Equity Shares of MBCSPL were acquired by the Company from Bristlecone India Limited and Mr. Ulhas Yargop (Nominee of Bristlecone India Limited) who held 9,999 and 1 Equity Shares respectively, for a total consideration of Rs. 1,00,000/- on 7th May, 2009. Bristlecone India Limited is a subsidiary of Mahindra & Mahindra Limited (Promoter of MMFSL). Thus from 7th May, 2009, MBCSPL has become a wholly-owned subsidiary of MMFSL.
- (iii) MBCSPL used to provide staffing services to Mahindra group companies. The Company has no business operations as on date.
- (iv) The main objects of MBCSPL are as follows:
 - 1. To carry on the business of advisors and consultants, and to supply, provide, maintain and operate consultancy services on all matters and problems relating to strategic planning, administration, finance, management and organization, commerce, law, economics, industrial relations, agriculture, public relations and publicity, advertising, marketing, direct and indirect taxes, accountancy, materials and quality control, software development, data processing and programming, production, human resources development and training, recruitment and staffing in any form, deputation of staff, search and selection, managing and monitoring training delivery process, personnel referencing, import and export, preparation of feasibility reports for the commencement and expansion of business and industry.
 - 1a. To carry on the business of providers of all types and varieties of business process and strategic services to enterprises engaged in manufacturing, trading and service sectors including but not limited to financial services, healthcare, insurance, information technology, automobile, advertising, hospitality, infrastructure by providing technology skills and expertise in core and non core business processes, time share services, facilities management, front and back office support, supply chain management services, customer relationship management, human resource management, network facility management services related to customer interaction, value added data analysis for product development and marketing, data processing, data banking to management information systems, analysis, control and distribution of all kinds of data to such enterprises in the areas amongst others, of human resource management, quality management and support, payroll processing, management of retirement, superannuation and provident funds, annuities, financial accounting, book keeping, fixed asset accounting and related

documentation, invoice verification, bill passing, customer's bills and receipts processing, management of accounts payable and receivable, purchase management and processing of related documents, documentation related to all kinds of statutory and regulatory compliances and controls, administrative and other kinds of support services, insurance claims processing and settlement, act as franchisees, brokers, commission agents for sale of financial/insurance and related products and services on web, provide all kinds of value added Information Technology enabled Services including internet service portals, e-com, integrated transaction interchange engines and software product development.

- (v) The share capital structure of MBCSPL as on 31st March, 2014 is set out below:

Particulars	Amount In ₹
AUTHORISED SHARE CAPITAL	
100,000 Equity Shares of ₹ 10/- each with voting rights	1,000,000
Total	1,000,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
10,000 Equity Shares of ₹ 10/- each fully paid up	100,000
Total	100,000

Post 31st March, 2014, MBCSPL has not issued any new Equity Shares.

b. Company or Transferee Company:

- (i) The Company is a listed company incorporated on 1st January, 1991 under the provisions of the Act and having its Registered Office at Gateway Building, Apollo Bunder, Mumbai - 400 001, Maharashtra, India.
- (ii) Transferee Company is a Non-Banking Financial Company ("NBFC"). It is engaged in providing financial products and services through its nation-wide distribution network.
- (iii) The main objects of the Company are as follows:
 1. To carry on the business of buying, selling, leasing, lease broking, letting on hire, hire purchase or on easy payment system, motor vehicles, taxi cabs, mopeds, scooters, motor cycles, 3 wheelers, auto-rickshaws, automobiles, tractors, commercial vehicles, vans, pickups, earth moving equipments, material handling equipments, trailers, oil rigs, coaches, garages and all other vehicles drawn by motor, steam, oil petroleum, electricity or any mechanical or other power or device, agricultural implements and machinery, airships, aeroplanes and helicopters, tools, plants, implements, utensils, apparatus and requisites and accessories, household and office furnitures, wireless and television receivers, telephones, telex, teleprinters, computers, tabulators, addressing machines and other sophisticated office machinery or other apparatus, ships, dredgers, barges and containers and to carry on the business of hire purchase of moveable properties of any kind including machinery, plant of all kinds, to buy, sell, alter, repair, exchange and deal in and finance the sale of furniture, apparatus, machinery, materials, goods, and articles, to hire out or sell any of the same on hire purchase system and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and /or used, from India or from any part of world.
 - 1a To carry on mutual fund activities in India or abroad, acting as a sponsor to a Mutual Fund, incorporating or causing the incorporation of and/or acquiring and holding shares in an asset management company and/or trustee company to a mutual fund and to engage in such other activities relating to the Mutual Fund business as permitted under the applicable laws, to set-up, create, issue, float, promote and manage assets, trusts or funds including mutual funds, growth funds, investment funds, income or capital funds, taxable or tax exempt funds, charitable funds, venture funds, risk funds, real estate funds, education funds, on shore funds, off shore funds, consortium funds, or organise or manage funds or investments on a discretionary or non discretionary basis on behalf of any person or

persons (whether individual, firms, companies, bodies corporate, public body or authority, supreme, local or otherwise, trusts, pension funds, charities, other associations or other entities), whether in the private or public sector and to act as administrators, managers, portfolio managers; or trustees of funds and trusts, brokers, managers or agents to the issue, registrar to the issue, underwriters to the issue, financial advisors, trusteeship services, and wealth advisory services.

- (iv) The share capital structure of the Company as on 31st March, 2014 is set out below:

Particulars	Amount in ₹
AUTHORISED SHARE CAPITAL	
700,000,000 Equity Shares of ₹ 2/- each	1,400,000,000
5,000,000 Redeemable Preference Shares of ₹ 100/- each	500,000,000
Total	1,900,000,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
568,764,960 Equity Shares of ₹ 2/- each fully paid	1,137,529,920
Less: 5,239,841 Equity Shares of ₹ 2/- each fully paid-up issued to ESOS Trust but not allotted to employees	(10,479,682)
Total	1,127,050,238

5. Rationale and salient features of the Scheme:
 - a. The amalgamation of the Transferor Company with the Transferee Company would inter alia have the following benefits:
 - (i) Simplified corporate structure;
 - (ii) Rationalisation of administrative and operative costs;
 - (iii) Post the amalgamation of Mahindra Business & Consulting Services Private Limited with Mahindra & Mahindra Financial Services Limited, Mahindra Business & Consulting Services Private Limited will be dissolved. Consequently, there would be lesser regulatory and legal compliance obligations including accounting, reporting requirements, statutory and internal audit requirements, tax filings, company law requirements, etc and therefore reduction in administrative costs;
 - (iv) Enable cost saving and optimum utilization of valuable resources which will enhance the management focus thereby leading to higher operational efficiency.
 - b. The Scheme of Amalgamation provides for the amalgamation of MBCSPL with the Company with effect from 1st April, 2014.
 - c. Upon the Scheme of Amalgamation becoming effective:
 - (i) All assets and liabilities of MBCSPL shall transfer to and vest in the Company;
 - (ii) As MBCSPL is a wholly-owned subsidiary of MMFSL, no consideration shall be payable pursuant to the amalgamation of MBCSPL with MMFSL, and the equity shares held by MMFSL and along with the joint holders in MBCSPL shall stand cancelled without any further act, application or deed;
 - (iii) MBCSPL shall stand dissolved without winding-up.
6. Only the salient features of the Scheme of Amalgamation have been set out above. The shareholders are requested to read the entire text of the Scheme of Amalgamation annexed to this Notice to get fully acquainted with the provisions thereof.
7. The Board of Directors of the Company, at its meeting held on 22nd October, 2014, has taken into account the independent recommendation of the Audit Committee and the Fairness Opinion dated 21st October, 2014 ("Fairness Opinion") issued by Kotak Mahindra Capital Company Limited. In terms of Clause 24(h) of the Listing Agreement, a copy of the Fairness Opinion is enclosed as Annexure II to this Notice.
8. As required by the SEBI Circulars, the Company has filed the Complaints Report with the Stock Exchanges on 20th November, 2014 and a copy of same is enclosed as Annexure III A and III B to this Notice. After filing the Complaints Report, the Company has not received any complaints.

9. The Company has received, in terms of Clause 24(f) of the Listing Agreement, Observation Letter dated 28th November, 2014 from the designated Stock Exchange viz. BSE Limited conveying its 'no objection' for filing of the Scheme of Amalgamation with the Hon'ble High Court of Judicature at Bombay. A copy of the Observation Letter is enclosed as Annexure IV A to this Notice.
10. The Company has received, in terms of Clause 24(f) of the Listing Agreement, Observation Letter dated 1st December, 2014 from National Stock Exchange of India Limited conveying its 'no objection' for filing of the Scheme of Amalgamation with the Hon'ble High Court of Judicature at Bombay. A copy of the Observation Letter is enclosed as Annexure IV B to this Notice.
11. In terms of Clause 24(h) of the Listing Agreement, the pre and post amalgamation (expected) capital structure and shareholding pattern of the Company is provided in the Annexure V to this Notice.
12. Disclosure of interest:

None of the Directors and the Key Managerial Personnel of the Company (as defined under the Companies Act, 2013) and their relatives have any interest in the Scheme of Amalgamation, except as shareholders of the respective companies, the extent of which is stated below:

Sr. No.	Names	No. of shares held in the Company	Number of employee stock options ("ESOPs") held in the Company	Number of shares held in MBCSPL	Number of employee stock options ("ESOPs") held in MBCSPL
1.	Mr. Bharat Doshi	642,720	0	NIL	N.A.
2.	Mr. Uday Y. Phadke	47,025	66,950	NIL	N.A.
3.	Mr. Ramesh Iyer	596,350	242,223	NIL	N.A.
4.	Mr. M. G. Bhide	50,000	0	NIL	N.A.
5.	Mr. Piyush Mankad	50,000	0	NIL	N.A.
6.	Mr. Dhananjay Mungale	50,000	0	NIL	N.A.
7.	Ms. Rama Bijapurkar	50,000	0	NIL	N.A.
8.	Mr. V. S. Parthasarathy	250	0	NIL	N.A.
Key Managerial Personnel (KMP) of the Company					
9.	Mr. V. Ravi	463,285	92,439	1 (held jointly with MMFSL)	N.A.
10.	Ms. Arnavaz M. Pardiwalla	4,935	14,323	NIL	N.A.
Relatives of Directors of the Company					
11.	Mrs. Janaki Ramesh Iyer	250	0	NIL	N.A.
12.	Mr. Dinesh Ganeshan Iyer	25	0	NIL	N.A.
13.	Mrs. Jayashree Parthasarathy	250	0	NIL	N.A.
14.	Mr. Prakash Parthasarathy	100	0	NIL	N.A.

13. Copies of the following documents are available for inspection at the Registered Office of the Company situated at Gateway Building, Apollo Bunder, Mumbai – 400 001, Maharashtra, India on any working day except Saturdays, Sundays and Public Holidays, between 11.00 a.m. to 1.00 p.m, up to 24 hours prior to the date of the commencement of the Postal Ballot:
 - a. Scheme of Amalgamation;
 - b. Copy of the Resolutions passed by the respective Boards of Directors of the Company and MBCSPL approving the Scheme;
 - c. Report of Audit Committee of the Company dated 22nd October, 2014;
 - d. Memorandum and Articles of Association of the Company and MBCSPL;
 - e. Observation Letter dated 28th November, 2014 received from the designated Stock Exchange viz. the BSE Limited conveying its 'no objection' for filing of the Scheme of Amalgamation with the Hon'ble High Court of Judicature at Bombay;

- f. Observation Letter dated 1st December, 2014 received from the National Stock Exchange of India Limited conveying its 'no objection' for filing of the Scheme of Amalgamation with the Hon'ble High Court of Judicature at Bombay;
 - g. Complaints report dated 20th November, 2014 submitted by the Company to the BSE/ NSE;
 - h. The audited accounts of MBCSPL for the period ended 30th September, 2014;
 - i. The audited accounts of the Company for the period ended 30th September, 2014;
 - j. Fairness Opinion dated 21st October, 2014 issued by Kotak Mahindra Capital Company Limited.
 - k. Annual Report of the Company and MBCSPL for the financial year ended 31st March, 2014.
14. This statement may be treated as an Explanatory Statement under Section 393 of the Companies Act, 1956 read with Section 102 of the Companies Act, 2013 and rules made thereunder. A copy of the Scheme and the Explanatory Statement may be obtained from the Registered Office of the Company situated at Gateway Building, Apollo Bunder, Mumbai – 400 001.

By Order of the Board
For **Mahindra & Mahindra Financial Services Limited**

Arnavaz M. Pardiwalla
Company Secretary

Date : 3rd December, 2014

Place : Mumbai

**SCHEME OF AMALGAMATION
OF
MAHINDRA BUSINESS & CONSULTING SERVICES PRIVATE LIMITED
WITH
MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED
AND
THEIR SHAREHOLDERS AND CREDITORS
UNDER SECTIONS 391 TO 394 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 1956**

This Scheme of Amalgamation (the “**Scheme**”) is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment or amendment thereof) for amalgamation of Mahindra Business & Consulting Services Private Limited with Mahindra & Mahindra Financial Services Limited.

A. Description of Companies

Transferee Company

- (a) Mahindra & Mahindra Financial Services Limited (“**MMFSL**” or “**Transferee Company**”) is a listed company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Gateway Building, Apollo Bunder, Mumbai - 400 001, Maharashtra. Transferee Company is a Non-Banking Financial Company (“NBFC”). It is engaged in providing financial products and services through its nation-wide distribution network.

Transferor Company

- (b) Mahindra Business & Consulting Services Private Limited (“**MBCSPL**” or “**the Transferor Company**”) is a private limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Sadhana House, 570, P. B. Marg, Worli, Mumbai 400 018, Maharashtra. The Transferor Company is a wholly owned subsidiary of the Transferee Company. The Company used to provide staffing services to Mahindra group companies. The company has no business operations as on date.

B. Rationale and Purpose of the Scheme

The amalgamation of the Transferor Company with the Transferee Company would *inter alia* have the following benefits:

- i) Simplified corporate structure;
- ii) Rationalisation of administrative and operative costs;
- iii) Post the amalgamation of Mahindra Business & Consulting Services Private Limited with Mahindra & Mahindra Financial Services Limited, Mahindra Business & Consulting Services Private Limited will be dissolved. Consequently, there would be lesser regulatory and legal compliance obligations including accounting, reporting requirements, statutory and internal audit requirements, tax filings, company law requirements, etc and therefore reduction in administrative costs;
- iv) Enable cost saving and optimum utilization of valuable resources which will enhance the management focus thereby leading to higher operational efficiency.

In view of the aforesaid, the Board of Directors of the Transferor Company as well as the Board of Directors of the Transferee Company have considered and proposed the amalgamation of the entire undertaking and business of the Transferor Company with the Transferee Company.

This Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

For sake of convenience this Scheme is divided into following parts:

Part A dealing with definitions and share capital;

Part B dealing with amalgamation of Mahindra Business & Consulting Services Private Limited with Mahindra & Mahindra Financial Services Limited;

Part C dealing with general terms and conditions.

PART A

1. DEFINITIONS

1.1. In this Scheme, unless repugnant to or inconsistent with the subject or context thereof, the following expressions shall have the following meanings:

1.1.1. **“Act” or “the Act”** means the Companies Act, 1956 and/or the Companies Act, 2013 as in force from time to time; it being clarified that as on the date of approval of this Scheme by the Boards of Directors of the Transferor Company and the Transferee Company, Sections 391 and 394 of the Companies Act, 1956 continue to be in force with the corresponding provisions of the Companies Act, 2013 not having been notified. Accordingly, references in this Scheme to particular provisions of the Act are references to particular provisions of the Companies Act, 1956. Upon such provisions standing re-enacted by enforcement of provisions of the Companies Act, 2013, such references shall, unless a different intention appears, be construed as references to the provisions so re-enacted;

1.1.2. **“Appointed Date”** means the 1st day of April 2014 or such other date as the High Court may direct;

1.1.3. **“Board of Directors” or “Board”** means the Board of Directors of the Transferor Company or the Transferee Company, as the case may be, and shall include a duly constituted Committee thereof;

1.1.4. **“Effective Date”** means the date on which the certified / authenticated copies of the order of the High Court of Judicature at Bombay sanctioning the Scheme are filed with the Registrar of Companies, Maharashtra, Mumbai;

Any references in this Scheme to “upon this Scheme becoming effective” or “upon coming into effect of this Scheme” or “upon the Scheme coming into effect” shall be construed to be a reference to the Effective Date.

1.1.5. **“Governmental Authority”** means any applicable Central, State or local Government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction;

1.1.6. **“High Court”** means the Hon’ble High Court of judicature at Bombay or such other competent authority under the provisions of Sections 391 to 394 of the Act, as the case may be, and shall include the National Company Law Tribunal, or any other similar judicial body, if applicable;

1.1.7. **“MBCSPL” or “the Transferor Company”** means Mahindra Business & Consulting Services Private Limited, a company incorporated under the provisions of the Act and having its registered office at Sadhana House, 570, P.B.Marg, Worli, Mumbai 400 018, Maharashtra;

1.1.8. **“MMFSL” or “the Transferee Company”** means Mahindra & Mahindra Financial Services Limited, a company incorporated under the provisions of the Act and having its registered office at Gateway Building, Apollo Bunder, Mumbai - 400 001, Maharashtra;

1.1.9. **“Scheme” or “the Scheme” or “this Scheme” or “Scheme of Amalgamation”** means this Scheme of Amalgamation in its present form or with any modification(s) made under Clause 15 of this Scheme or any modifications approved or directed by the High Court or any other Government Authority;

1.1.10. **“Stock Exchanges”** means National Stock Exchange of India Limited and BSE Limited;

1.1.11. **“Undertaking”** means and includes the whole of the undertaking / business of Transferor Company, as a going concern, being carried on by Transferor Company and shall include (without limitation):

- (a) all the assets and properties, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but not limited to land and building, all fixed and movable plant and machinery, vehicles, fixed assets, work in progress, current assets, investments, reserves, provisions, funds, licenses, registrations, membership of professional associations, other associations and clubs, certificates, permissions, consents, approvals from state, central, municipal or any other authority for the time being in force, concessions (including but not limited to income-tax, excise duty, service tax or customs, and other incentives of any nature whatsoever), remissions, remedies, subsidies, guarantees, bonds, copyrights, patents,

trade names, trade-marks and other rights and licenses including any applications in respect thereof, tenancy rights, leasehold rights, premises, ownership flats, hire purchase, lending arrangements, benefits of security arrangements, security contracts, computers, insurance policies, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, contracts, deeds, instruments, agreements and arrangements, powers, authorities, permits, registrations / licenses etc., including pertaining to expatriates, allotments, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage, deposits, reserves, preliminary expenses, benefit of deferred revenue expenditure, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, incentives, tax credits (including but not limited to credits in respect of income-tax, minimum alternate tax i.e. tax on book profits, fringe benefit tax, value added tax, sales tax, service tax, etc.), tax benefits, and other claims and powers, all books of accounts, documents and records of whatsoever nature and where so ever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company, as on the date immediately preceding the Appointed Date;

- (b) all the debts, present and future liabilities, payables, contingent liabilities, duties and obligations (including duties/ rights/ obligations under any agreement, contracts, applications, letters of intent or any other contracts) as on the date immediately preceding the Appointed Date; and
- (c) all employees on the rolls of the Transferor Company on the closing hours of the date immediately preceding the Effective Date.

It is intended that the definition of Undertaking under this clause would enable the transfer of all property, assets, rights, duties, employees and liabilities of Transferor Company into Transferee Company pursuant to this Scheme.

The expressions which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meanings ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be.

2. DATE OF TAKING EFFECT

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the High Court under Clause 15 of the Scheme shall be effective from the Appointed Date but shall become operative only from the Effective Date.

The amalgamation of the Transferor Company with the Transferee Company shall be in accordance with Section 2(1B) of the Income-tax Act, 1961.

3. SHARE CAPITAL

- 3.1. The Share Capital structure of the Transferee Company as per the last audited accounts for the year ended as on March 31, 2014 is as under:

Particulars	Amount in ₹
AUTHORIZED	
700,000,000 equity shares of ₹ 2/- each	1,400,000,000
5,000,000 redeemable preference shares of ₹ 100/- each	500,000,000
Total	1,900,000,000
ISSUED AND SUBSCRIBED	
568,764,960 equity shares of ₹ 2/- each fully paid	1,137,529,920
Less: 5,239,841 equity shares of ₹ 2/- each fully paid up issued to ESOS Trust but not allotted to employees	(10,479,682)
Total	1,127,050,238

Subsequent to March 31, 2014, and up to the date of approval of this Scheme by the Board of the Transferee Company, there has been no change in the Authorized, Issued, Subscribed and Paid up Share Capital of the Transferee Company.

- 3.2. The Share Capital structure of the Transferor Company as per the last audited balance sheet as on March 31, 2014 is as under:

Particulars	Amount in ₹
AUTHORIZED	
100,000 Equity Shares of ₹ 10/- each with voting rights	1,000,000
Total	1,000,000
ISSUED, SUBSCRIBED AND FULLY PAID-UP	
10,000 Equity Shares of ₹ 10/- each	100,000
Total	100,000

Subsequent to March 31, 2014, and up to the date of approval of this Scheme by the Board of the Transferor Company, there has been no change in the Authorized, Issued, Subscribed and Paid up Share Capital of the Transferor Company. Further, the entire equity share capital of the Transferor Company is held by the Transferee Company (i.e. the Transferor Company is a wholly owned subsidiary of the Transferee Company).

PART B

AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFEE COMPANY

Amalgamation of MBCSPL with MMFSL as a going concern shall be in the following manner:

4. TRANSFER AND VESTING OF UNDERTAKING

Subject to the provisions of this Scheme as specified herein and with effect from the Appointed Date, the entire undertaking of the Transferor Company shall be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company in the following manner:

- 4.1. The Undertaking of the Transferor Company comprising its business, all assets and liabilities of whatsoever nature and where-so-ever situated, shall, under the provisions of Sections 391 to 394 and all other applicable provisions, if any, of the Act, without any further act or deed (save as provided in clauses 4.2 and 4.3 below), be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become as from the Appointed Date the undertaking of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Company therein.
- 4.2. All the movable assets of the Transferor Company, capable of passing by physical delivery or by endorsement and delivery, shall be so transferred to the Transferee Company and deemed to have been physically handed over by physical delivery or by endorsement and delivery, as the case may be, without the need to execute any separate instrument, to the Transferee Company to the end and intent that the property and benefit therein passes to the Transferee Company with effect from the Appointed Date.
- 4.3. In respect of any assets of the Transferor Company, other than those mentioned in Sub Clause 4.2 above, including sundry debtors, deferred tax asset, outstanding loans and advances, if any, recoverable in cash or kind or for value to be received, bank balances and deposits, if any, with the Government, semi-Government, local and other authorities and bodies, customers and other persons, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and /or be deemed to be transferred to and stand vested in the Transferee Company under the provisions of Sections 391 to 394 of the Act.
- 4.4. With effect from the Appointed Date, all debts, liabilities (including deferred tax liabilities and contingent liabilities), duties and obligations of the Transferor Company, as on the Appointed Date whether provided for or not in the books of accounts of the Transferor Company, and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or upto the day of the Appointed Date shall, pursuant to the Orders of the High Court or such other competent authority as may be applicable under provisions of the Act, without any further act or deed, be transferred or deemed to be transferred to and vested in the Transferee Company, so as to become as from the Appointed Date the debts, liabilities (including deferred tax liabilities and contingent liabilities), duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company.

- 4.5. Without prejudice to the above provisions, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company per se shall be considered as intra-party transactions for all purposes from the Appointed Date.

5. CONSIDERATION

As the Transferor Company is a wholly-owned subsidiary of the Transferee Company, no consideration shall be payable pursuant to the amalgamation of the Transferor Company with the Transferee Company, and the equity shares held by the Transferee Company and along with the joint holders in the Transferor Company shall stand cancelled without any further act, application or deed.

6. ACCOUNTING TREATMENT

- 6.1. On the Scheme becoming effective, the Transferee Company shall account for the amalgamation of the Transferor Company in its books of account with effect from the Appointed Date.
- 6.2. Amalgamation of the Transferor Company with the Transferee Company shall be accounted for in accordance with “Pooling of Interest Method” of accounting as per Accounting Standard – 14 as notified under the Act.
- 6.3. All assets & liabilities, including reserves, of the Transferor Company shall be recorded in the books of account of the Transferee Company at their existing carrying amounts and in the same form as they appear in the financial statement of the Transferor Company.
- 6.4. Amount of share capital of the Transferor Company and the value recorded as investment in the books of the Transferee Company shall be adjusted against each other and difference, if any, shall be debited to general reserve account or credited to capital reserve account of the Transferee Company, as the case may be.
- 6.5. All inter-corporate deposits, loans and advances, outstanding balances or other obligations between the Transferor Company and the Transferee Company, shall be cancelled and there shall be no obligation/ outstanding in that behalf.
- 6.6. In case of any differences in accounting policy between the Transferee Company and the Transferor Company, the impact of the same till the Appointed Date will be quantified and recorded in accordance with the applicable Accounting Standards notified under the Act to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

PART C

GENERAL TERMS AND CONDITIONS

7. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

- 7.1. Upon the coming into effect of this Scheme and subject to the provisions of the Scheme and without any further act of the parties, all memoranda of understanding, contracts (including but not limited to customer contracts, service contracts and supplier contracts), schemes, assurances, licences, insurance policies, guarantees, deeds, bonds, agreements, arrangements and other instruments (including all tenancies, leases, and other assurances in favour of the Transferor Company or powers or authorities granted by or to it) of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall continue in full force and effect against or in favour of the Transferee Company as the case may be, and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee or obligor thereto.
- 7.2. The Transferee Company shall, if so required or becomes necessary, upon the coming into effect of this Scheme enter into and/ or issue and/or execute deeds, writings or confirmations to give effect to the provisions of this Scheme and to the extent that the Transferor Company is required prior to the Effective Date to join in such deeds, writings or confirmations, the Transferee Company shall be entitled to act for and on behalf of and in the name of the Transferor Company, as the case may be.

8. LEGAL PROCEEDINGS

If any legal proceedings including but not limited to suits, summary suits, indigent petitions, appeal, or other proceedings of whatever nature (hereinafter called “**the proceedings**”) by or against the Transferor Company

is pending as on the Effective Date, the same shall not abate or be discontinued or be in any way prejudicially affected by reason of the transfer of the entire business and Undertaking of the Transferor Company or of anything contained in the Scheme, but the proceedings shall be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as they would or might have been continued, prosecuted or enforced by or against the Transferor Company, if the Scheme had not been made. On and from the Effective Date, the Transferee Company may initiate any legal proceeding for and on behalf of the Transferor Company.

9. EMPLOYEES OF TRANSFEROR COMPANY

There are no employees in the Transferor Company as on the date of approval of the Scheme.

10. CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE

With effect from the Appointed Date and upto and including the Effective Date:

- 10.1. The Transferor Company shall carry on and be deemed to have been carrying on its business and activities and shall stand possessed of and hold all of the Undertaking for and on account of and for the benefit of and in trust for the Transferee Company. The Transferor Company hereby undertakes to hold the said assets with utmost prudence until the Effective Date.
- 10.2. The Transferor Company shall carry on its business and activities with reasonable diligence, business prudence and shall not without the prior consent in writing of any of the persons authorised by the Board of Directors of the Transferee Company, (i) sell, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the assets comprising the Undertaking or any part thereof or undertake any financial commitments of any nature whatsoever, except in the ordinary course of business (ii) nor shall it undertake any new business or substantially expand its existing business.
- 10.3. All the profits or income, taxes (including advance tax, tax deducted at source and MAT Credit) accruing or arising to the Transferor Company or expenditure or losses arising to or incurred or suffered by the Transferor Company, with effect from the said Appointed Date shall for all purposes and intents be treated and be deemed to be and accrue as the profits, incomes, taxes, tax losses, MAT Credit, incomes, costs, charges, expenditure or losses of the Transferee Company, as the case may be.
- 10.4. The Transferor Company shall not alter its equity capital structure either by fresh issue of shares or convertible securities (on a rights basis or by way of bonus shares or otherwise) or by any decrease, reduction, reclassification, sub-division, consolidation, re-organisation or in any other manner, except by and with the consent of the Board of Directors of the Transferee Company.
- 10.5. The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require to carry on the business of the Transferor Company.

11. DIVIDENDS

The Transferor Company shall not declare any dividend for the period commencing from and after the Appointed Date without the prior written consent of the Transferee Company.

12. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the entire business and Undertaking of the Transferor Company pursuant to this Scheme, and the continuance of proceedings under Clause 8 above shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto, as if done and executed on its behalf.

13. DISSOLUTION OF THE TRANSFEROR COMPANY

- 13.1. On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up and without any further act by the parties.
- 13.2. On and with effect from the Effective Date, the name of the Transferor Company shall be struck off from the records of the appropriate Registrar of Companies. The Transferee Company shall make necessary filings in this regard.

13.3. Even after the Scheme becoming effective, the Transferee Company shall be entitled to operate all bank accounts relating to Transferor Company and realize all monies and complete and enforce all pending contracts and transactions in the name of Transferor Company insofar as may be necessary until the transfer and vesting of rights and obligations of the Transferor Company to the Transferee Company under this Scheme is formally effected by the parties concerned.

14. APPLICATIONS/PETITIONS TO THE HIGH COURT AND APPROVALS

14.1. The Transferor Company shall, with all reasonable dispatch, make application / petition to the High Court or such other appropriate authority under Sections 391 to 394 and other applicable provisions of the Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the respective classes of the members and/or creditors of the Transferor Company as may be directed by the High Court or such other appropriate authority.

15. MODIFICATIONS / AMENDMENTS TO THE SCHEME

15.1. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, may make and/or consent to any modifications/amendments to the Scheme, or to any conditions or limitations that the High Court or any other Government Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by the High Court or such other Government Authority, or make any modifications / amendments to the Scheme in pursuance of a change in law or otherwise. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, shall be authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

15.2. For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the delegate(s) of the Transferor Company and/or the Transferee Company may give and are hereby authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulties that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

16. VALIDITY OF EXISTING RESOLUTIONS, ETC

Upon the coming into effect of the Scheme, the Resolutions of the Transferor Company as are considered necessary by the Board of Directors of the Transferee Company which are validly subsisting be considered as Resolutions of the Transferee Company. If any such Resolutions have any monetary limits approved under the provisions of the Act or of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under the like Resolutions passed by the Transferee Company.

17. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

17.1. The Scheme is conditional upon and subject to:

17.1.1. approval of the Scheme by the requisite majority of each class of the respective members and creditors of the Transferor Company and the Transferee Company, if applicable, in terms with the applicable provisions of the Act;

17.1.2. approval of the Scheme by majority of public shareholders of the Transferee Company through postal ballot and e-voting in accordance with clause 5.16 of SEBI Circular No.CIR/CFD/DIL/5/2013 dated 4th February, 2013 as modified by clause 7 of SEBI Circular No.CIR/CFD/DIL/8/2013 dated 21st May, 2013.

17.1.3. sanctions and orders under the provisions of Section 391 read with Section 394 of the Act being obtained by the Transferor Company and the Transferee Company from the High Court;

17.1.4. the certified or authenticated copies of the orders of the High Court sanctioning this Scheme being filed with the appropriate Registrar of Companies;

18. EFFECT OF NON RECEIPT OF APPROVALS / SANCTIONS

- 18.1. In the event of any of the said approvals referred to in Clause 17 above not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the High Court and/or order or orders not being passed as aforesaid at a date as may be mutually agreed upon by the respective Board of Directors of the Transferor Company and the Transferee Company (who are hereby empowered and authorised to agree to and extend the aforesaid period from time to time without any limitations in exercise of their powers through and by their respective delegate(s)), this Scheme shall stand revoked, cancelled and be of no effect.
- 18.2. The Boards of Directors of the Transferor Company and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme to be of no effect if they are of the view that the coming into effect of the Scheme could have adverse implications on the Transferor Company and/ or the Transferee Company.
- 18.3. If any part of this Scheme hereof is invalid, ruled illegal by the High Court, or unenforceable under present or future laws, then it is the intention of the Transferor Company and the Transferee Company that such part shall be severable from the remainder of the Scheme.

19. COSTS, CHARGES AND EXPENSES

All costs, charges and expenses (including, but not limited to, any taxes and duties, stamp duty, registration charges, etc.) of /payable by the Transferor Company and the Transferee Company in relation to or in connection with the Scheme and incidental to the completion of the amalgamation of the Transferor Company with the Transferee Company in pursuance of this Scheme shall be borne and paid by the Transferee Company.



October 21, 2014

Mahindra & Mahindra Financial Services Limited

Mahindra Towers 4th Floor
Dr G M Bhosale Marg
Worli, Mumbai

Dear Sirs,

Sub: Proposed amalgamation of Mahindra Business & Consulting Services Private Limited ("MBCSPL") a wholly owned subsidiary of Mahindra & Mahindra Financial Services limited ("MMFSL" or the "Company") with the Company ("Proposed Transaction")

MMFSL has requested us to issue a fairness opinion ("Opinion") from a financial point of view in relation to the Proposed Transaction.

In arriving at our Opinion, we have reviewed historical financial and business information and certain publicly available information, and have taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions. We have reviewed the report issued to MMFSL by B. K. Khare & Co., Chartered Accountants dated October 17 2014.

In addition to above, we have had discussions with members of the management of MMFSL on the past and current business operations of the concerned businesses, their future prospects and operations, and have received a management representation letter from MMFSL and MBCSPL dated October 21, 2014 ("Management Representation Letters").

Based on our examination and according to the information and explanation provided to us, we note that the Proposed Transaction entails amalgamation of MBCSPL, a wholly owned subsidiary of MMFSL, with MMFSL, with consequent dissolution without winding up of MBCSPL.

We further note that, as a result of the amalgamation, the shares of MBCSPL held by MMFSL will stand cancelled, with no issuance or payment of other consideration by MMFSL ("Consideration"). Accordingly, no valuation process is applicable to the Proposed Transaction and the same is mentioned in the auditor's report dated October 17 2014 issued by B. K. Khare & Co., Chartered Accountants.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable and we would urge MBCSPL and MMFSL to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information that was relevant for the purpose of our exercise was disclosed to us. We have not conducted any evaluation or appraisal of any assets or liabilities of MMFSL or MBCSPL nor have we evaluated the solvency or fair value of MMFSL or MBCSPL, under any laws relating to bankruptcy, insolvency or similar matters. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of MMFSL or MBCSPL. We have also assumed

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BKC

C - 27, "G" Block
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F +91 22 67132445

www.kotak.com

that the final Scheme of Amalgamation will be substantially the same as the scheme discussed with and reviewed by us.

Our Opinion does not factor overall economic environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the businesses of MBCSPL and MMFSL in arriving at our final Opinion.

We express no view as to, and our Opinion does not address, the underlying business decision of MBCSPL and MMFSL to effect the Proposed Transaction or the merits of the Proposed Transaction. Our Opinion does not constitute a recommendation to any shareholder or creditor of MMFSL or MBCSPL as to how such shareholder or creditor should vote on the Proposed Transaction or any matter related thereto. In addition, this Opinion does not address the fairness to, or any other consideration, to the creditors or other constituencies of MBCSPL and MMFSL. We are not expressing any opinion herein as to the prices at which the shares of the MMFSL or MBCSPL will trade following the announcement or consummation of the proposed transaction or as to the prices at which the shares of MMFSL or MBCSPL may be transacted.

Our Opinion is not and does not purport to be an appraisal or otherwise reflective of the prices at which any business or securities actually could be ideally bought or sold by any party and are not indicative of actual value or actual future results that might be achieved, which value may be higher or lower than those indicated.

Our Opinion is necessarily based on financial, economic, market and other conditions as in effect on the date of this issuing the Opinion, and the information made available to us as of, the date hereof, including the capital structure of MMFSL and MBCSPL. It should be understood that subsequent developments may affect this Opinion and that we do not have any obligation to update, revise, or reaffirm this Opinion.

We will receive a fee for our services in connection with the delivery of this Opinion from MMFSL. In addition, MMFSL has agreed to indemnify us for certain potential liabilities arising out of our engagement.

We and our affiliates in the past have provided, and currently provide, services to MMFSL and MBCSPL and their affiliates unrelated to the Proposed Transaction for which services we and such affiliates have received and expect to receive compensation, including, without limitation as lenders and creditors and as financial advisors for the purchase/sale of assets/businesses by/to MMFSL and MBCSPL (as the case may be) and as lead managers / underwriters in securities offerings of MMFSL.

In the ordinary course of business, we and our affiliates may actively trade or hold securities companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, we and our affiliates maintain relationships with MMFSL and MBCSPL and their respective affiliates.

This Opinion is provided solely for the benefit of the Board of Directors of MMFSL, and shall not confer rights or remedies upon, any shareholder of MMFSL, or any other person other than the members of the Board of Directors of MMFSL, or be used for any other purpose, except to the extent required by law or by the request or requirement of any, judicial, statutory, regulatory, legislative, administrative or other governmental body. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or disclosed, referred to or

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BKC

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F +91 22 67132445

www.kotak.com

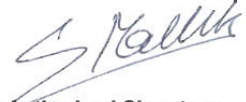
communicated by you (in whole or in part) except with our prior written consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of MMFSL, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Letter may be shown or who may acquire a copy of this Letter.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Opinion the courts of competent jurisdiction at India shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, it is our view that, as of the date hereof, the proposed Consideration in the Proposed Transaction is fair and reasonable from a financial point of view.

Yours faithfully,
For **Kotak Mahindra Capital Company Limited**


Authorised Signatory

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BKC

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

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Mahindra FINANCE

Mahindra & Mahindra
Financial Services Ltd.
Mahindra Towers, 4th Floor,
Dr. G. M. Bhosale Marg, Worli,
Mumbai 400 018 India

Tel: +91 22 66526000
Fax: +91 22 24984170
+91 22 24984171

20th November, 2014

To,
The General Manager,
Department of Corporate Services (Listing),
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Name of the Scrip : Mahindra & Mahindra Financial Services Limited
Scrip Code No: 532720

Dear Sir,

Ref: Clause 24(f) of the Listing Agreement read with SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013

Sub: Scheme of Amalgamation of Mahindra Business & Consulting Services Private Limited with Mahindra & Mahindra Financial Services Limited and their shareholders and creditors under sections 391 to 394 and other applicable provisions of the Companies Act, 1956.

With reference to our application dated 27th October, 2014 on the captioned subject and uploaded on the website of BSE Limited (www.bseindia.com) on 29th October, 2014, please find enclosed the Complaint Report for the period from 29th October, 2014 to 19th November, 2014, in the prescribed format for your necessary action.

We wish to confirm that the Company has not received any complaint either directly or forwarded by the Stock Exchange(s) pertaining to the subject Scheme.

Kindly upload the same on your website.

Thanking You,

Yours faithfully,

For Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla

Company Secretary & Compliance Officer

Encl : a/a

Regd. office: Gateway Building, Apollo Bunder, Mumbai 400 001 India
Tel: +91 22 2289 5500 | Fax: +91 22 2287 5485 | www.mahindrafinance.com
CIN: L65921MH1991PLC059642



ANNEXURE I

Complaints Report pursuant to SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NIL
5.	Number of complaints pending	NIL

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NIL	NIL	NIL
2.	NIL	NIL	NIL
3.	NIL	NIL	NIL

CIN: L65921MH1991PLC059642
Email: investorhelpline_mmfsi@mahindra.com

Mahindra FINANCE

Mahindra & Mahindra
Financial Services Ltd.
Mahindra Towers, 4th Floor,
Dr. G. M. Bhosale Marg, Worli,
Mumbai 400 018 India

Tel: +91 22 66526000
Fax: +91 22 24984170
+91 22 24984171

20th November, 2014

To,
The Secretary,
National Stock Exchange of India Limited,
"Exchange Plaza", 5th Floor,
Listing Department,
Plot No: C/1, G Block, Bandra Kurla Complex,
Bandra East,
Mumbai – 400 051

Name of the Scrip : Mahindra & Mahindra Financial Services Limited
Scrip Code No: M&MFIN

Dear Sir,

Ref: Clause 24(f) of the Listing Agreement read with SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013

Sub: Scheme of Amalgamation of Mahindra Business & Consulting Services Private Limited with Mahindra & Mahindra Financial Services Limited and their shareholders and creditors under sections 391 to 394 and other applicable provisions of the Companies Act, 1956.

With reference to our application dated 27th October, 2014 on the captioned subject and uploaded on the website of BSE Limited (www.bseindia.com) on 29th October, 2014, please find enclosed the Complaint Report for the period from 29th October, 2014 to 19th November, 2014, in the prescribed format for your necessary action.

We wish to confirm that the Company has not received any complaint either directly or forwarded by the Stock Exchange(s) pertaining to the subject Scheme.

Kindly upload the same on your website.

Thanking You,

Yours faithfully,

For Mahindra & Mahindra Financial Services Limited



Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Encl : a/a

Regd. office: Gateway Building, Apollo Bunder, Mumbai 400 001 India
Tel: +91 22 2289 5500 | Fax: +91 22 2287 5485 | www.mahindrafinance.com
CIN: L85921MH1991PLC059642



ANNEXURE I

Complaints Report pursuant to SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NIL
5.	Number of complaints pending	NIL

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NIL	NIL	NIL
2.	NIL	NIL	NIL
3.	NIL	NIL	NIL

CIN: L65921MH1991PLC059642
Email: investorhelpline_mmfsi@mahindra.com

BSE Limited Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
T: +91 22 2272 1234 / 33 F: +91 22 2272 1003 www.bseindia.com
Corporate Identity Number : U67120MH2005PLC155188



DCS/AMAL/PS/24(f)/223/2014-15

November 28, 2014

The Company Secretary
Mahindra and Mahindra Financial Services Ltd
Gateway Building, Apollo Bunder
Mumbai, Maharashtra, 400001

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Arrangement between Mahindra Business & Consulting Services Pvt. Ltd with the company.

We are in receipt of Scheme of Arrangement between Mahindra Business & Consulting Services Pvt. Ltd with the company.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated November 28, 2014 given the following comment(s) on the draft scheme of arrangement:

➤ ***The company shall duly comply with various provisions of the Circulars.***

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further, you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- Copy of the High Court approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.

Yours faithfully,

Nitin Pujari
Manager

Pooja Sanghvi
Asst. Manager

SENSEX India's index the world tracks



Ref: NSE/LIST/5411

December 01, 2014

The Company Secretary,
Mahindra & Mahindra Financial Services Limited
Mahindra Towers, 4th floor
Dr. G M Bhosale Marg, P K Kurne Chowk,
Worli,
Mumbai- 400018

Kind Attn: Ms. Arnavaz M Pardiwalla

Dear Madam,

Sub.: Observation letter for Draft Scheme of Amalgamation of Mahindra Business & Consulting Services Private Limited with Mahindra and Mahindra Financial Services Limited and their shareholders and creditors under sections 391 to 394 and other applicable provisions of the Companies Act, 1956.

This has reference to Draft Scheme of Amalgamation of Mahindra Business & Consulting Services Private Limited with Mahindra and Mahindra Financial Services Limited and their shareholders and creditors under sections 391 to 394 and other applicable provisions of the Companies Act, 1956 submitted to NSE vide your letter dated October 28, 2014.

Based on our letter reference no Ref: NSE/LIST/4344 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013. SEBI has vide letter dated November 28, 2014 has given following comments on the draft scheme of Arrangement:

- a) The company shall duly comply with various provisions of the Circulars.

Accordingly, we do hereby convey our 'No-Objection' with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the Scheme with the Hon'ble High Court.

However, the Exchange reserves its right to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from December 01, 2014, within which the scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013.

Yours faithfully,
For National Stock Exchange of India Limited

Kamlesh Patel
Manager

This Document is Digitally Signed



Signer : Patel Kamlesh
Date: Mon, Dec 1, 2014 10:57:59 GMT+05:30
Location: NSE

Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400051, India. • Tel: +91 22 26598235/36, 26598346 • Fax: +91 22 26598237/38
E-mail : cmlis@nse.co.in • Web site: www.nseindia.com

PRE AND POST AMALGAMATION SHAREHOLDING PATTERN

Category code	Category of shareholder	Pre-Amalgamation			Post-Amalgamation		
		Number of shareholders	Total number of shares	Percentage of total number of shares	Number of shareholders	Total number of shares	Percentage of total number of shares
(I)							
(A)	Promoter and Promoter Group						
1	Indian						
(a)	Individuals/ Hindu Undivided Family	0	0	0.00	0	0	0.00
(b)	Central Government/ State Government(s)	0	0	0.00	0	0	0.00
(c)	Bodies Corporate (Mahindra & Mahindra Limited)	1	291207660	51.20	1	291207660	51.20
(d)	Financial Institutions/ Banks	0	0	0.00	0	0	0.00
(e)	Any Other (specify)						
	Mahindra & Mahindra Financial Services Limited - Employees' Stock Option Trust	2	4800605	0.84	2	4800605	0.84
	Sub-Total (A)(1)	3	296008265	52.04	3	296008265	52.04
2	Foreign						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0.00	0	0	0.00
(b)	Bodies Corporate	0	0	0.00	0	0	0.00
(c)	Institutions	0	0	0.00	0	0	0.00
(d)	Qualified Foreign Investor	0	0	0.00	0	0	0.00
(e)	Any Other (specify)	0	0	0.00	0	0	0.00
	Sub-Total (A)(2)	0	0	0.00	0	0	0.00
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	3	296008265	52.04	3	296008265	52.04
(B)	Public shareholding						
1	Institutions						
(a)	Mutual Funds/UTI	41	4703759	0.83	41	4703759	0.83
(b)	Financial Institutions/ Banks	6	1906759	0.33	6	1906759	0.33
(c)	Central Government/ State Government(s)	0	0	0.00	0	0	0.00
(d)	Venture Capital Funds	1	1855000	0.33	1	1855000	0.33
(e)	Insurance Companies	2	944298	0.17	2	944298	0.17
(f)	Foreign Institutional Investors	311	237085379	41.68	311	237085379	41.68
(g)	Foreign Venture Capital Investors	0	0	0.00	0	0	0.00
(h)	Qualified Foreign Investor	0	0	0.00	0	0	0.00
(i)	Any Other (specify)	0	0	0.00	0	0	0.00
	Sub-Total (B)(1)	361	246495195	43.34	361	246495195	43.34

Category code	Category of shareholder	Pre-Amalgamation			Post-Amalgamation		
		Number of shareholders	Total number of shares	Percentage of total number of shares	Number of shareholders	Total number of shares	Percentage of total number of shares
2	Non-Institutions						
(a)	Bodies Corporate	927	3419246	0.60	927	3419246	0.60
(b)	Individuals						
	i) Individuals Holding Nominal Share Capital upto Rs. 1 lakh	45709	14290477	2.51	45709	14290477	2.51
	ii) Individuals Holding Nominal Share Capital in excess of Rs. 1 lakh	33	7556814	1.33	33	7556814	1.33
(c)	Others						
	Non Resident Indians	851	671725	0.12	851	671725	0.12
	Clearing Members	272	314838	0.06	272	314838	0.06
	Trusts	2	8400	0.00	2	8400	0.00
(d)	Qualified Foreign Investor	0	0	0.00	0	0	0.00
	Sub-Total (B)(2)	47794	26261500	4.62	47794	26261500	4.62
	Total Public Shareholding (B) = (B)(1) + (B)(2)	48155	272756695	47.96	48155	272756695	47.96
	TOTAL (A) + (B)	48158	568764960	100.00	48158	568764960	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
1	Promoter and Promoter Group	0	0	0.00	0	0	0.00
2	Public	0	0	0.00	0	0	0.00
	GRAND TOTAL (A) + (B) + (C)	48158	568764960	100.00	48158	568764960	100.00

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SPECIMEN**Mahindra FINANCE****MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED**

Registered Office: Gateway Building, Apollo Bunder, Mumbai - 400 001.

Corporate Identity Number: L65921MH1991PLC059642

Tel: +91 22 66526000; Fax: +91 22 24984170

Website: www.mahindrafinance.com • email: investorhelpline_mmfsf@mahindra.com**POSTAL BALLOT FORM**

POSTAL BALLOT NO. _____

1. Name(s) of Member(s) :
2. Registered address of the
Sole/first named Member :
3. Name(s) of Joint holder(s), if any :
4. Registered Folio No. / DPID No. /
Client ID No.* :
(*applicable to investors holding
shares in dematerialised form)
5. No. of Shares held :
6. I/We hereby exercise my/our vote in respect of the Resolution as proposed to be passed through Postal Ballot for the business stated in the Notice of the Company dated 3rd December, 2014, by sending my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Approval of the Scheme of Amalgamation of Mahindra Business & Consulting Services Private Limited (a wholly-owned subsidiary) with the Company and their shareholders and creditors under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956, by public shareholders in accordance with the SEBI Circulars.			

Place :

Date :

(Signature of Member)

The Company is pleased to offer e-voting facility as an alternate, for the Members of the Company to enable them to cast their votes electronically instead of sending the Postal Ballot Forms to the Scrutinizer. Detailed instructions for e-voting are given in Note No. 3 of the Postal Ballot Notice. E-Voting is optional.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

NOTE: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS FOR VOTING IN PHYSICAL MODE

1. A Member desiring to exercise the vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope (bearing the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form respectively) by the first named Member and in his/her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authorisation giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. Unsigned or incorrect Postal Ballot Form will be rejected.
7. A Member need not use all the votes nor needs to cast all the votes in the same way.
8. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 9th January, 2015 by 6.00 p.m. Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has not been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at Sr. No. 8 above.
10. The voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Member(s) on the date of the Notice annexed herewith i.e. 3rd December, 2014.
11. Member(s) are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. The Results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The Results and Report of the Scrutinizer will also be hosted on the Company's website www.mahindrafinance.com and the Results will thereafter be published in newspapers, for the information of Members.