

3rd February, 2015

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 : Certified True Copy of the Ordinary Resolution of the
Shareholders passed by way of Postal Ballot including e-voting**

We are enclosing herewith the Certified True Copy of the Ordinary Resolution passed on 3rd February, 2015, by the Shareholders of Mahindra & Mahindra Financial Services Limited by way of Postal Ballot including e-voting.

Please take the same on record.

Thanking you,

Yours faithfully,
Mahindra & Mahindra Financial Services Limited

Arnavaz

✶ Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Encl: a/a



Certified True Copy of the Ordinary Resolution passed on 3rd February, 2015 by the Shareholders of Mahindra & Mahindra Financial Services Limited, by way of Postal Ballot including e-voting and the results declared by the Company Secretary on 3rd February, 2015 at the Corporate Office of the Company

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Chandrashekhar Bhawe (DIN: 00059856), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from the date of declaration of results of the Postal Ballot."



**Certified True Copy
Mahindra & Mahindra Financial Services Limited**

Arnavaz

**Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer**

Place: Mumbai

Date: 3rd February, 2015