**Mahindra & Mahindra Financial Services Limited**
Registered Office: Gateway Building, Apollo Bunder, Mumbai 400 001.

PART - I

**STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER / YEAR ENDED 31ST MARCH, 2015**

Rs. in Lacs

| | Particulars | Quarter ended | | | Year ended (Audited) | |
|---|---|---|---|---|---|---|
| | | 31st March 2015 | 31st Dec 2014 | 31st March 2014 | 31st March 2015 | 31st March 2014 |
| | | (Audited) * | (Unaudited) | (Audited) * | | |
| 1 | **Income from operations** | 152070.41 | 138655.43 | 136020.91 | 553605.61 | 492163.21 |
| | **Total Income from operations** | **152070.41** | **138655.43** | **136020.91** | **553605.61** | **492163.21** |
| 2 | **Expenses:** | | | | | |
| | a) Employee benefits expense | 11490.16 | 11834.25 | 10082.17 | 45908.20 | 29733.41 |
| | b) Depreciation and amortization expense | 1025.31 | 1002.85 | 640.18 | 4151.63 | 2429.62 |
| | c) Loan provisions and write off | 14929.99 | 26907.61 | 7475.23 | 82748.89 | 50578.57 |
| | d) Other expenses | 13199.28 | 14224.64 | 12205.12 | 50624.35 | 59180.56 |
| | **Total expenses** | **40644.74** | **53969.35** | **30402.70** | **183433.07** | **141922.16** |
| 3 | **Profit from operations before other income and finance costs (1-2)** | **111425.67** | **84686.08** | **105618.21** | **370172.54** | **350241.05** |
| 4 | Other income | 1661.93 | 896.43 | 1043.88 | 4864.99 | 3137.24 |
| 5 | **Profit from ordinary activities before finance costs (3+4)** | **113087.60** | **85582.51** | **106662.09** | **375037.53** | **353378.29** |
| 6 | Finance costs | 63726.15 | 64779.68 | 59748.15 | 249673.13 | 218801.45 |
| 7 | **Profit from ordinary activities before tax (5-6)** | **49361.45** | **20802.83** | **46913.94** | **125364.40** | **134576.84** |
| 8 | Tax expense | 16021.92 | 7161.86 | 15844.09 | 42186.81 | 45854.09 |
| 9 | **Net profit after taxes for the period / year (7-8)** | **33339.53** | **13640.97** | **31069.85** | **83177.59** | **88722.75** |
| 10 | **Paid-up equity share capital (face value of Rs.2/- each)** | | | | **11282.81** | **11270.50** |
| 11 | **Reserves** | | | | **555658.09** | **498151.10** |
| 12 | **Earnings per share #** | | | | | |
| | a) Basic ( Rs.) | 5.91 | 2.42 | 5.52 | 14.75 | 15.75 |
| | b) Diluted ( Rs.) | 5.86 | 2.40 | 5.46 | 14.62 | 15.60 |

***# Earnings per share for the interim period is not annualised.***

Mahindra & Mahindra Financial Services Limited Mumbai

PART - II

## SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2015

| | Particulars | Quarter ended | | | Year ended | |
|---|---|---|---|---|---|---|
| | | 31st March 2015 | 31st Dec 2014 | 31st March 2014 | 31st March 2015 | 31st March 2014 |
| A | **PARTICULARS OF SHAREHOLDING** | | | | | |
| 1 | **Public shareholding** | | | | | |
| | - Number of shares | 272933011 | 272758820 | 272317459 | 272933011 | 272317459 |
| | - Percentage of shareholdings | 47.99% | 47.96% | 47.88% | 47.99% | 47.88% |
| 2 | **Promoters and Promoter Group shareholding :** | | | | | |
| | **a) Pledged / encumbered** | | | | | |
| | - Number of shares | - | - | - | - | - |
| | - Percentage of shares (as a % of the total shareholding of Promoter and Promoter Group) | - | - | - | - | - |
| | - Percentage of shares (as a % of the total share capital of the Company) | - | - | - | - | - |
| | **b) Non-encumbered** | | | | | |
| | - Number of shares | 295831949 | 296006140 | 296447501 | 295831949 | 296447501 |
| | - Percentage of shares (as a % of the total shareholding of Promoter and Promoter Group) | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |
| | - Percentage of shares (as a % of the total share capital of the Company) | 52.01% | 52.04% | 52.12% | 52.01% | 52.12% |

| | Particulars | Quarter ended 31st March 2015 |
|---|---|---|
| B | **INVESTOR COMPLAINTS** | |
| | Pending at the beginning of the quarter | - |
| | Received during the quarter | 6 |
| | Disposed off during the quarter | 6 |
| | Remaining unresolved at the end of the quarter | - |

PART - I

## STATEMENT OF CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER / YEAR ENDED 31ST MARCH, 2015

Rs. in Lacs

| | Particulars | Quarter ended | | | Year ended (Audited) | |
|---|---|---|---|---|---|---|
| | | 31st March 2015 | 31st Dec 2014 | 31st March 2014 | 31st March 2015 | 31st March 2014 |
| | | (Audited) * | (Unaudited) | (Audited) * | | |
| 1 | **Income from operations** | 166491.25 | 151185.70 | 146616.92 | 602114.28 | 527522.73 |
| | **Total Income from operations** | **166491.25** | **151185.70** | **146616.92** | **602114.28** | **527522.73** |
| 2 | **Expenses:** | | | | | |
| | a) Employee benefits expense | 14437.34 | 14724.72 | 13715.60 | 56710.19 | 49450.51 |
| | b) Depreciation and amortization expense | 1120.69 | 1103.88 | 689.58 | 4550.76 | 2608.05 |
| | c) Loan provisions and write off | 15046.36 | 27646.88 | 7747.92 | 84912.26 | 51898.42 |
| | d) Other expenses | 14491.49 | 15423.88 | 11801.01 | 55630.68 | 51849.11 |
| | **Total expenses** | **45095.88** | **58899.36** | **33954.11** | **201803.89** | **155806.09** |
| 3 | **Profit from operations before other income and finance costs (1-2)** | **121395.37** | **92286.34** | **112662.81** | **400310.39** | **371716.64** |
| 4 | Other income | 1518.92 | 968.63 | 984.46 | 3976.28 | 2532.55 |
| 5 | **Profit from ordinary activities before finance costs (3+4)** | **122914.29** | **93254.97** | **113647.27** | **404286.67** | **374249.19** |
| 6 | Finance costs | 67794.18 | 68767.06 | 62436.98 | 264299.81 | 228096.44 |
| 7 | **Profit from ordinary activities before tax (5-6)** | **55120.11** | **24487.91** | **51210.29** | **139986.86** | **146152.75** |
| 8 | Tax expense | 17932.56 | 8525.49 | 17207.68 | 47500.11 | 49675.33 |
| 9 | **Net profit after taxes for the period / year (7-8)** | **37187.55** | **15962.42** | **34002.61** | **92486.75** | **96477.42** |
| 10 | Minority interest | **462.04** | **283.71** | **351.41** | **1196.21** | **1035.28** |
| 11 | **Net profit after taxes and minority interest (9-10)** | **36725.51** | **15678.71** | **33651.20** | **91290.54** | **95442.14** |
| 12 | **Paid-up equity share capital (face value of Rs.2/- each)** | | | | **11282.81** | **11270.50** |
| 13 | **Reserves** | | | | **582988.88** | **518099.02** |
| 14 | **Earnings per share #** | | | | | |
| | a) Basic ( Rs.) | 6.51 | 2.78 | 5.97 | 16.19 | 16.95 |
| | b) Diluted ( Rs.) | 6.46 | 2.76 | 5.92 | 16.05 | 16.78 |

***# Earnings per share for the interim period is not annualised.***

Mahindra & Mahindra Financial Services Limited Mumbai

PART - II

SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2015

| | Particulars | Quarter ended | | | Year ended | |
|---|---|---|---|---|---|---|
| | | 31st March 2015 | 31st Dec 2014 | 31st March 2014 | 31st March 2015 | 31st March 2014 |
| A | **PARTICULARS OF SHAREHOLDING** | | | | | |
| 1 | **Public shareholding** | | | | | |
| | - Number of shares | 272933011 | 272758820 | 272317459 | 272933011 | 272317459 |
| | - Percentage of shareholdings | 47.99% | 47.96% | 47.88% | 47.99% | 47.88% |
| 2 | **Promoters and Promoter Group shareholding :** | | | | | |
| | **a) Pledged / encumbered** | | | | | |
| | - Number of shares | - | - | - | - | - |
| | - Percentage of shares (as a % of the total shareholding of Promoter and Promoter Group) | - | - | - | - | - |
| | - Percentage of shares (as a % of the total share capital of the Company) | - | - | - | - | - |
| | **b) Non-encumbered** | | | | | |
| | - Number of shares | 295831949 | 296006140 | 296447501 | 295831949 | 296447501 |
| | - Percentage of shares (as a % of the total shareholding of Promoter and Promoter Group) | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |
| | - Percentage of shares (as a % of the total share capital of the Company) | 52.01% | 52.04% | 52.12% | 52.01% | 52.12% |

AUDITED STATEMENT OF ASSETS AND LIABILITIES

Rs. in Lacs

| | Particulars | STANDALONE | | CONSOLIDATED | |
|---|---|---|---|---|---|
| | | As at 31st March 2015 | As at 31st March 2014 | As at 31st March 2015 | As at 31st March 2014 |
| A | **EQUITY AND LIABILITIES** | | | | |
| 1 | **Shareholders' funds** | | | | |
| | a) Share capital | 11282.81 | 11270.50 | 11282.81 | 11270.50 |
| | b) Reserves and surplus | 555658.09 | 498151.10 | 582988.88 | 518099.02 |
| | **Sub-total - Shareholders' funds** | **566940.90** | **509421.60** | **594271.69** | **529369.52** |
| 2 | **Minority interest** | - | - | **4929.60** | **3647.83** |
| 3 | **Non-current liabilities** | | | | |
| | a) Long-term borrowings | 1478714.78 | 1690318.88 | 1686524.66 | 1825376.57 |
| | b) Other long-term liabilities | 30247.97 | 27641.82 | 30247.97 | 27701.56 |
| | c) Long term provisions | 32796.05 | 31801.27 | 35267.59 | 33309.64 |
| | **Sub-total - Non-current liabilities** | **1541758.80** | **1749761.97** | **1752040.22** | **1886387.77** |
| 4 | **Current liabilities** | | | | |
| | a) Short term borrowings | 487098.39 | 124428.36 | 525861.91 | 151027.60 |
| | b) Trade payables | 47790.43 | 43785.76 | 49545.23 | 45074.04 |
| | c) Other current liabilities | 748764.20 | 649114.91 | 818226.02 | 698126.60 |
| | d) Short term provisions | 115061.82 | 90059.68 | 118439.35 | 92116.10 |
| | **Sub-total - Current liabilities** | **1398714.84** | **907388.71** | **1512072.51** | **986344.34** |
| | **TOTAL - EQUITY AND LIABILITIES** | **3507414.54** | **3166572.28** | **3863314.02** | **3405749.46** |
| B | **ASSETS** | | | | |
| 1 | **Non-current assets** | | | | |
| | a) Fixed assets | 11005.32 | 11953.34 | 11913.52 | 12867.30 |
| | b) Goodwill on consolidation | - | - | 4.05 | 4.05 |
| | c) Non-current investments | 75992.00 | 52627.59 | 55967.01 | 37895.56 |
| | d) Deferred tax assets (Net) | 41526.17 | 31506.64 | 42125.77 | 32535.84 |
| | e) Long-term loans and advances | 1700368.74 | 1577945.52 | 1988826.44 | 1772994.08 |
| | f) Other non-current assets | 23203.46 | 13593.00 | 23263.46 | 13643.00 |
| | **Sub-total - Non-current assets** | **1852095.69** | **1687626.09** | **2122100.25** | **1869939.83** |
| 2 | **Current assets** | | | | |
| | a) Current investments | 9375.00 | 34289.13 | 9449.80 | 34289.13 |
| | b) Trade receivables | 567.25 | 1435.36 | 1454.15 | 2289.90 |
| | c) Cash and bank balances | 47937.84 | 55328.88 | 49364.02 | 57043.28 |
| | d) Short-term loans and advances | 1592606.84 | 1383752.32 | 1676198.37 | 1438062.21 |
| | e) Other current assets | 4831.92 | 4140.50 | 4747.43 | 4125.11 |
| | **Sub-total - Current assets** | **1655318.85** | **1478946.19** | **1741213.77** | **1535809.63** |
| | **TOTAL - ASSETS** | **3507414.54** | **3166572.28** | **3863314.02** | **3405749.46** |

Mahindra & Mahindra Financial Services Limited Mumbai

Notes:

1) The above financial results have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at its meeting held on 23rd April, 2015.

2) The Board of Directors have recommended a dividend of Rs.4/- per share on equity share of Rs.2/- each. The dividend will absorb a sum of Rs.27174.62 lacs (including dividend distribution tax).

3) The Consolidated financial results include the results of the subsidiaries Mahindra Insurance Brokers Ltd. (85%), Mahindra Rural Housing Finance Ltd. (87.50%), Mahindra Asset Management Company Private Limited (100%), Mahindra Trustee Company Private Limited (100%) and financial results of a (49%) Joint Venture company, Mahindra Finance USA LLC, in the United States. The standalone financial results of Mahindra Finance USA LLC, which does not constitute material component of the consolidated financial results have neither been audited nor reviewed by the statutory auditors.

4) The Company is engaged primarily in the business of financing and accordingly there are no separate reportable segments as per Accounting Standard 17 dealing with Segment Reporting.

5) The Company has complied with the prudential guidelines issued by the Reserve Bank of India in respect of Income Recognition and Provision for Non-Performing Assets.

6)* The figures for the last quarter of the current year and of the previous year are the balancing figures between audited figures in respect of the full financial year and the published year- to-date figures up to third quarter.

7) Pursuant to the scheme of amalgamation ('the Scheme') of erstwhile Mahindra Business & Consulting Services Private Ltd. (MBCSPL), a wholly owned subsidiary, with the Company under sections 391 to 394 of the Companies Act, 1956, as approved by the Board of Directors of respective Companies at its meeting held on 22nd October, 2014 and subsequently sanctioned by Hon'ble High Court of Judicature at Bombay vide their order dated 20th March, 2015, all the assets and liabilities, including reserves, of MBCSPL were transferred and vested in the Company effective from appointed date 01st April, 2014. The Scheme became effective upon filing with the Registrar of Companies on 18th April, 2015. Accordingly, a) the Scheme has been given effect to in these financial statements during the quarter ended 31st March, 2015 and accounted in the books under "Pooling of Interest" method as prescribed in Accounting Standard 14 on "Accounting for Amalgamations" ; b) Previous year figures are strictly not comparable with current year figures.
The scheme has, however, no material effect on the financial results for the quarter and the year ended 31st March, 2015.

8) During the quarter ended 31st March, 2015, the Company has made following additional investments :
i) Rs.679.70 lacs equivalent to US $ 1.09 million in Mahindra Finance USA LLC, a Joint Venture company formed jointly with De Lage Landen Financial Services Inc. in the United States (year ended 31st March, 2015 Rs.2998.96 lacs equivalent to US $ 4.92 million); and
ii) Rs.90.00 lacs in Mahindra Asset Management Company Private Limited, its wholly owned subsidiary, by subscription to 9,00,000 Equity shares of Face Value of Rs.10/- each for cash at par fully paid up on a rights basis (year ended 31st March, 2015: Rs.100.00 lacs).
There is no consequent change in the Company's shareholding pattern.
iii) Rs. 0.05 lacs in 500 Equity shares of Rs.10/- each in New Democratic Electoral Trust.

9) Pursuant to the Companies Act, 2013 (the "Act") becoming effective from 1st April, 2014, the Company has recomputed the depreciation based on the useful life of the assets as prescribed in Schedule II of the Act. This has resulted in additional charge of depreciation of Rs. 276.43 lacs for the quarter ended 31st March, 2015 (year ended 31st March, 2015 Rs.1384.02 lacs). Further, as per the transitional provision, carrying value of assets of Rs. 317.77 lacs (net of Deferred tax of Rs. 163.62 lacs) is adjusted in the opening balance of retained earnings in respect of assets where the remaining useful life is NIL as at 1st April, 2014.

10) Employee benefits expense for the quarter and the year ended 31st March, 2015 are net of write back of provision made in the previous year towards Ex-gratia of Rs.2006.13 lacs, which is no longer required.

11) In the standalone results, Other expenses for the quarter ended 31st March, 2015 includes Nil (quarter ended 31st December, 2014 and 31st March, 2014 : Rs.0.12 lacs and Rs.1391.85 lacs respectively; year ended 31st March, 2015 and 31st March, 2014 : Rs. 241.47 lacs, Rs.15011.59 lacs respectively) incurred towards professional fees for manpower services provided by Mahindra Business & Consulting Services Private Ltd. (MBCSPL). All the employees of MBCSPL have been transferred on the payrolls of the Company in a phased manner commencing from the quarter ended March, 2014. Consequently, the cost of these employees of Rs.3255.21 lacs for the quarter ended 31st March, 2015 (quarter ended 31st December, 2014 and 31st March, 2014 : Rs.3438.13 lacs and Rs. 2237.26 lacs respectively, year ended 31st March, 2015 and 31st March, 2014 : Rs. 14003.63 lacs, Rs.2237.26 lacs respectively) is included in employee benefits expense.

12) Previous period/year figures have been regrouped / reclassified, wherever found necessary, to conform to current period/year classification.

**For and on behalf of the Board of Directors**
**Mahindra & Mahindra Financial Services Ltd.**

**Ramesh Iyer**
**Managing Director**

**Date : 23rd April, 2015**
**Place : Mumbai**