

30th June, 2018

Tel: +91 22 66526000
Fax: +91 22 24984170
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The General Manager-Department of
Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

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.

Scrip Code : 532720

Scrip Code : M&MFIN

Dear Sir,

Sub: Compliance under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - Notice of the 28th Annual General Meeting

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the 28th Annual General Meeting (AGM) of our Company scheduled to be held on Friday, 27th July, 2018, at 3.30 p.m. at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai - 400 020.

The Notice of the AGM, Attendance Slip, Proxy Form and the Annual Report for the Financial Year 2017-18 will be made available on the Company's website at the link:
<http://www.mahindrafinance.com/annual-reports.aspx>

Please 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 Office: Mahindra Towers, 'A' Wing, 4th Floor, Worli, Mumbai – 400 018.

Corporate Identity Number : L65921MH1991PLC059642

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

Website: www.mahindrafinance.com; **email:** investorhelpline_mmfsl@mahindra.com

NOTICE

THE TWENTY-EIGHTH ANNUAL GENERAL MEETING OF MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED will be held on **Friday, the 27th day of July, 2018, at 3.30 p.m.** at the **Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020** to transact the following business:

ORDINARY BUSINESS:

- 1.** To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
- 2.** To declare a dividend on Equity Shares.
- 3.** To appoint a Director in place of Dr. Anish Shah (DIN: 02719429), who retires by rotation and, being eligible, offers himself for re-appointment.
- 4.** To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED that pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the Twenty-seventh Annual General Meeting, the Company hereby ratifies the appointment of Messrs. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty-ninth Annual General Meeting of the Company to be held in the year 2019, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”

Notes:

- 1. A.** In respect of the Ordinary business as set out in Item No. 3 above, additional information on the Director(s) seeking re-appointment is annexed hereto as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2).

B. The Companies (Amendment) Act, 2017, which received the assent of the President on 3rd January, 2018 has *inter alia*, proposed to amend section 139 of the Companies Act, 2013, by omitting the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”). However, as the amendment has not been notified as on the date of this Notice, the Company has proposed an item on ratification of appointment of Auditors, Messrs. B S R & Co. LLP, Chartered Accountants, at the forthcoming AGM. Additional Information with respect to the Ordinary Resolution at Item No.4 for ratification of appointment of Statutory Auditors is annexed hereto. Members are requested to note that after notification of the Companies (Amendment) Act, 2017, such ratification will not be necessary.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

- 3.** The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- 4.** A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent

of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable, to attend and vote on their behalf at the Meeting. The Proxy-holder shall prove his identity at the time of attending the Meeting.

- 5.** A route map giving directions to reach the venue of the 28th Annual General Meeting is given at the end of the Notice. The prominent landmark for the venue is that it is ‘opposite Oval Maidan’.
- 6.** The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Messrs. Karvy Computershare Private Limited (“Karvy”) having their office at Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032.
- 7.** The Register of Members and Transfer Books of the Company will be closed from **Saturday, 21st July, 2018 to Friday, 27th July, 2018** (both days inclusive).
- 8.** The dividend, if declared at the Annual General Meeting, will be paid/ dispatched after **Friday, 27th July, 2018** to those persons or their mandates:
 - a) whose names appear as Beneficial Owners as at the end of the business hours on **Friday, 20th July, 2018** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India)

Limited in respect of the shares held in electronic form; and

- b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before **Friday, 20th July, 2018**.

9. Transfer to Investor Education and Protection Fund:

- (i) Pursuant to sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 ("the IEPF Rules") notified by the Ministry of Corporate Affairs with effect from 7th September, 2016, as amended, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.

Further, pursuant to section 124 of the Act read with the IEPF Rules all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

In accordance with the aforesaid IEPF Rules, the Company has regularly sent communication to all such shareholders whose

dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and also published notice(s) in leading newspaper in English and regional language having wide circulation. The Company has also written to the Fixed Deposit holders informing them about the unclaimed matured Fixed Deposits/interest payments.

The details of such dividends/shares and other unclaimed monies to be transferred to IEPF are uploaded on the website of the Company at the web-link <http://www.mahindrafinance.com/unpaid-unclaimed.aspx>.

- (ii) Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2010-11 and thereafter to the IEPF are as under:

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend	Proposed period for transfer of unclaimed dividend to IEPF
31st March, 2011	29th July, 2011	28th August, 2018	29th August, 2018 to 27th September, 2018
31st March, 2012	27th July, 2012	26th August, 2019	27th August, 2019 to 25th September, 2019
31st March, 2013	25th July, 2013	24th August, 2020	25th August, 2020 to 23rd September, 2020
31st March, 2014	24th July, 2014	23rd August, 2021	24th August, 2021 to 22nd September, 2021

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend	Proposed period for transfer of unclaimed dividend to IEPF
31st March, 2015	24th July, 2015	23rd August, 2022	24th August, 2022 to 22nd September, 2022
31st March, 2016	22nd July, 2016	21st August, 2023	22nd August, 2023 to 20th September, 2023
31st March, 2017	24th July, 2017	23rd August, 2024	24th August, 2024 to 22nd September, 2024

The Company urges all the Members to encash/claim their respective dividend during the prescribed period. Members who have not encashed the dividend warrants so far in respect of the aforesaid period(s), are requested to make their claim to Karvy well in advance of the above due dates.

(iii) (a) **Transfer of Unclaimed Dividend:**

The Company has transferred an amount of ₹ 3,39,065 on 7th September, 2017 to the IEPF, being the unclaimed/unpaid dividend for the Financial Year 2009-10.

(b) **Transfer of Unclaimed Matured Fixed Deposits and Interest accrued thereon:**

During the Financial Year 2017-18 the Company has transferred to the IEPF an amount of ₹ 1,00,000 being the unclaimed amount of matured Fixed Deposits and ₹ 83,164 towards unclaimed/unpaid interest accrued on the Deposits, in respect of the Financial Year 2010-11.

(c) **Transfer of Shares:**

Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has during the Financial Year 2017-18 transferred 65,442 Equity Shares of the face value of ₹ 2 each to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. 31st October, 2017.

- iv) Members/Investors whose shares, unclaimed dividend, matured deposit(s), matured debentures, application money due for refund, or interest thereon, etc., has been transferred to the IEPF, may claim the shares or apply for refund of the unclaimed amounts as the case may be, to the IEPF Authority, by making an electronic application in e-Form IEPF-5 as detailed on the website of the Ministry of Corporate Affairs at the web-link: <http://iepf.gov.in/IEPFA/refund.html>. The e-Form can also be downloaded from the Company's website at www.mahindrafinance.com under the "Investor Zone" Section. Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. No claim lies against the Company in respect of the shares/unclaimed amounts so transferred.

v) **Details of unclaimed amounts on the Company's website:**

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016, the Company has uploaded the

details of unpaid and unclaimed amounts lying with the Company as on 24th July, 2017 (date of the last Annual General Meeting of the Company) on the website of the Company at the web-link: <http://www.mahindrafinance.com/unpaid-unclaimed.aspx> as well as on the website of the Ministry of Corporate Affairs at the web-link: <http://www.iepf.gov.in>

- 10.** Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Karvy having their office at Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Both the forms are also available on the website of the Company at the web-link: www.mahindrafinance.com/investorzone-faqs.aspx.

- 11.** The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the

Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.

12. National Automated Clearing House (NACH):

- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided NACH facility to the Members for the remittance of dividend. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited.
- (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the

Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the Members.

13. Members are requested to:

- a) intimate to the Company's Registrar and Transfer Agents, Karvy at the above mentioned address, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;
- b) intimate to the respective Depository Participant, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in electronic/dematerialised form;
- c) quote their folio numbers/ Client ID and DP ID in all correspondence; and
- d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

14. Pursuant to sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 28th Annual General Meeting (AGM) *inter alia* indicating the process and manner of remote e-voting along with attendance slip and proxy form and the Annual Report for the year 2017-18, would be sent by electronic mode to those of the Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agents/ Depository Participant and who

have not opted to receive the same in physical form.

For Members who have not registered their e-mail addresses and/or have opted to receive the documents in physical form, physical copies of the Annual Report for the year 2017-18 and the Notice of the 28th AGM would be sent by the permitted mode.

Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Karvy (in case of Shares held in physical form).

15. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website at the web-link: <http://www.mahindrafinance.com/annual-reports.aspx> for their download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the Members may also send a request to the Company's investor email id: investorhelpline_mmfsi@mahindra.com.

16. Relevant documents referred to in the Notice will be available for inspection at the Registered Office and the Corporate Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

17. Members/Proxies/Representatives are requested to bring their Attendance Slip along with the copy of Annual Report to the Meeting.

18. Updation of Permanent Account Number (PAN) / Bank Account Details of Members:

The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account details to Karvy along with a self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

19. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. A form for compiling the additional details is being sent along with this Notice. Members holding shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

20. SEBI has decided that securities of listed companies can be transferred only in dematerialised form, from a cut-off date, to be notified. In view of the above and to avail various benefits

of dematerialisation, Members are advised to dematerialise shares held by them in physical form.

21. Procedure for Remote E-voting:

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy on all resolutions set forth in this Notice, through remote e-voting.

The Members may cast their vote using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and the Member can exercise his vote at the AGM. A Member may avail of the facility at his discretion, as per the instructions provided herein:

- i) The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	From : Monday, 23rd July, 2018 at 9.00 a.m. (IST)
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Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To : Thursday, 26th July, 2018 at 5.00 p.m. (IST)
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- ii) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting

module shall be disabled by Karvy upon expiry of the aforesaid period.

- iii) Details of Website:
<https://evoting.karvy.com>
- iv) Details of persons to be contacted for issues relating to e-voting:

Mr. Suresh Babu D.,
Deputy Manager – RIS,
Karvy Computershare Private Limited
Unit: Mahindra & Mahindra
Financial Services Limited
Karvy Selenium, Tower B,
Plot No. 31-32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad – 500 032.
Tel. No.: +91 40 6716 2222;
Toll Free No.: 1800-345-4001
Fax No.: +91 40 2300 1153.
E-mail: suresh.d@karvy.com or evoting@karvy.com.

The instructions for remote e-voting are as under :

1. A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Event Number (EVEN), USER ID and password:

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case

of Demat account, User ID will be your DP ID and Client 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 EVEN 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. **20th July, 2018** 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.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.

- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix) Voting has to be done for each item of the Notice separately.
- x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi) 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(s).

- xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are 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 **e-voting@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 Notice of AGM and Attendance Slip [for members whose email addresses are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- i) Launch internet browser by typing the URL: **<https://evoting.karvy.com>**.
- ii) E-Voting Event Number-(EVEN) XXXX, User ID and Initial Password is provided in the Attendance Slip.

- iii) Please follow all the steps from (ii) to (xii) as mentioned in 1 (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

In case of any query pertaining to e-voting, please visit Help & FAQs section and E-voting user Manual available at the download section of Karvy's website <https://evoting.karvy.com> or contact investorhelpline_mmfsi@mahindra.com or at e-voting@karvy.com or Phone No. +91 40 6716 2222 or call Karvy's Toll free No. 1800-345-4001, for any further clarifications.

3. Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. **Friday, 20th July, 2018**, may obtain the User ID and password in the manner as mentioned below:

- a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS:

MYEPWD<SPACE> E-Voting
Event Number + Folio
no. or DP ID Client ID to
+91-9212993399

Example for NSDL:

MYEPWD<SPACE>
IN12345612345678

Example for CDSL:

MYEPWD<SPACE>
1402345612345678

Example for Physical:

MYEPWD<SPACE>
XXXX1234567890

- b. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c. Member may call Karvy's Toll free number 1800-345-4001.

- d. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose e-mail IDs are available.

4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

22. General instructions/information for Members for voting on the Resolutions:

- a. **Voting at AGM:** The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ("Insta Poll") shall be made available at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only a single mode of voting i.e. through

- remote e-voting or voting at the AGM. In case a Member casts votes by both the modes then voting done through remote e-voting facility shall prevail and voting at the AGM shall not be considered.
- b.** The voting rights of Members shall be in proportion to their share in the paid-up Equity Share capital of the Company as on the cut-off date i.e. **Friday, 20th July, 2018**. Members are eligible to cast their vote either through remote e-voting or at the AGM only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
 - c.** Mr. S. N. Ananthasubramanian or failing him, Ms. Malati Kumar of M/s. S. N. Ananthasubramanian & Co., Company Secretaries have been appointed as Scrutinizer to scrutinize the e-voting process as well as voting through Insta Poll at the AGM, in a fair and transparent manner.
 - d.** The Scrutinizer after scrutinising the votes through remote e-voting and votes cast at the Meeting by Insta Poll, will not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any and submit the same forthwith to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall counter sign the same.
 - e.** The Chairman or any person authorised by him shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company (**www.mahindrafinance.com**) and on the website of Karvy (**<https://evoting.karvy.com>**). The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.
 - f.** The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Friday, 27th July, 2018**, subject to receipt of the requisite number of votes in favour of the Resolutions.

By Order of the Board

Arnavaz M. Pardiwalla
Company Secretary

Registered Office :

Gateway Building,
Apollo Bunder,
Mumbai - 400 001.

CIN : L65921MH1991PLC059642

Email:investorhelpline_mmfs@mahindra.com

25th April, 2018

Additional Information with respect to Item Nos. 3 and 4

Item No. 3

Details of Director(s) seeking re-appointment at the forthcoming Annual General Meeting

Dr. Anish Shah, Non-Executive Non-Independent Director of the Company, is liable to retire by rotation and, being eligible, has offered himself for re-appointment.

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

Name of Director	Dr. Anish Shah
DIN	02719429
Age	48 years
A brief resume, Qualification(s), Experience and Nature of his expertise in specific functional areas, Recognition or awards.	<p>Dr. Anish Shah is the Group President (Strategy) for the Mahindra Group. His key focus areas are strategy development and implementation, building capabilities such as digitisation and analytics, driving international growth especially in the US and Africa. The Group Strategy office also leads Risk Management and Performance Review, plus enables synergies across Group companies.</p> <p>Prior to joining Mahindra & Mahindra in 2014, Dr. Anish Shah was President and CEO of GE Capital India, where he led the transformation of the business, including a turnaround of its SBI Card joint venture. His career at GE spanned 14 years. As Director, Global Mortgage, he worked across more than thirty countries to drive growth and manage risk, and as Senior Vice-President (Marketing and Product Development) at GE Mortgage Insurance, he led various growth initiatives and played a key role in preparing the business for an IPO, as a spinoff from GE. Dr. Anish Shah also received GE's prestigious Lewis Latimer Award for outstanding utilization of Six Sigma in developing a "Digital Cockpit". Before GE, Dr. Anish Shah worked at Bank of America, Bain & Company, and Citibank.</p> <p>Dr. Shah holds a PhD from Carnegie Mellon's Tepper School of Business where his doctoral thesis was in the field of corporate governance. He has also received a Master's degree from Carnegie Mellon, and a post-graduate diploma in Management from the Indian Institute of Management, Ahmedabad.</p>

Terms and conditions of appointment or re-appointment	Liable to retire by rotation.
Details of remuneration sought to be paid	Not Applicable
Details of the remuneration last drawn by such person (F.Y. 2017-18)	Not Applicable
Date of first appointment on the Board	18th March, 2016
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	None of the Directors of the Company is inter-se related to each other or with the Key Managerial Personnel of the Company.
The number of Meetings of the Board attended during the Financial Year 2017-18	5 (out of 7 Meetings held)
Other Directorships (excluding Mahindra & Mahindra Financial Services Limited)	Mahindra Trucks and Buses Limited
	Mahindra Lifespace Developers Limited
	Mahindra École Centrale
	Indian National Committee - United World College
	Orizonte Business Solutions Limited
	Confederation of Indian Industry (Western Region)
	PF Holdings B.V.
Membership/ Chairmanship of Committees of other Boards (excluding Mahindra & Mahindra Financial Services Limited)	Mahindra Vehicle Sales and Services Inc.
	Mahindra Lifespace Developers Limited
	• Audit Committee – Member
	• Nomination and Remuneration Committee - Member
	• Loans & Investment Committee – Member
	• Rights Issue Committee - Member

Item No. 4

At the Twenty-seventh Annual General Meeting ("AGM") held on 24th July, 2017, Members had approved the appointment of Messrs. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 101248W/W-100022) as Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of the Twenty-seventh AGM until the conclusion of the Thirty-second AGM of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at the AGM, as may be applicable.

In terms of the requirement of first proviso of section 139(1), Members are requested to ratify the appointment of Auditors to hold office until the conclusion of the Twenty-ninth AGM of the Company to be held in the year 2019.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any, in the Company.

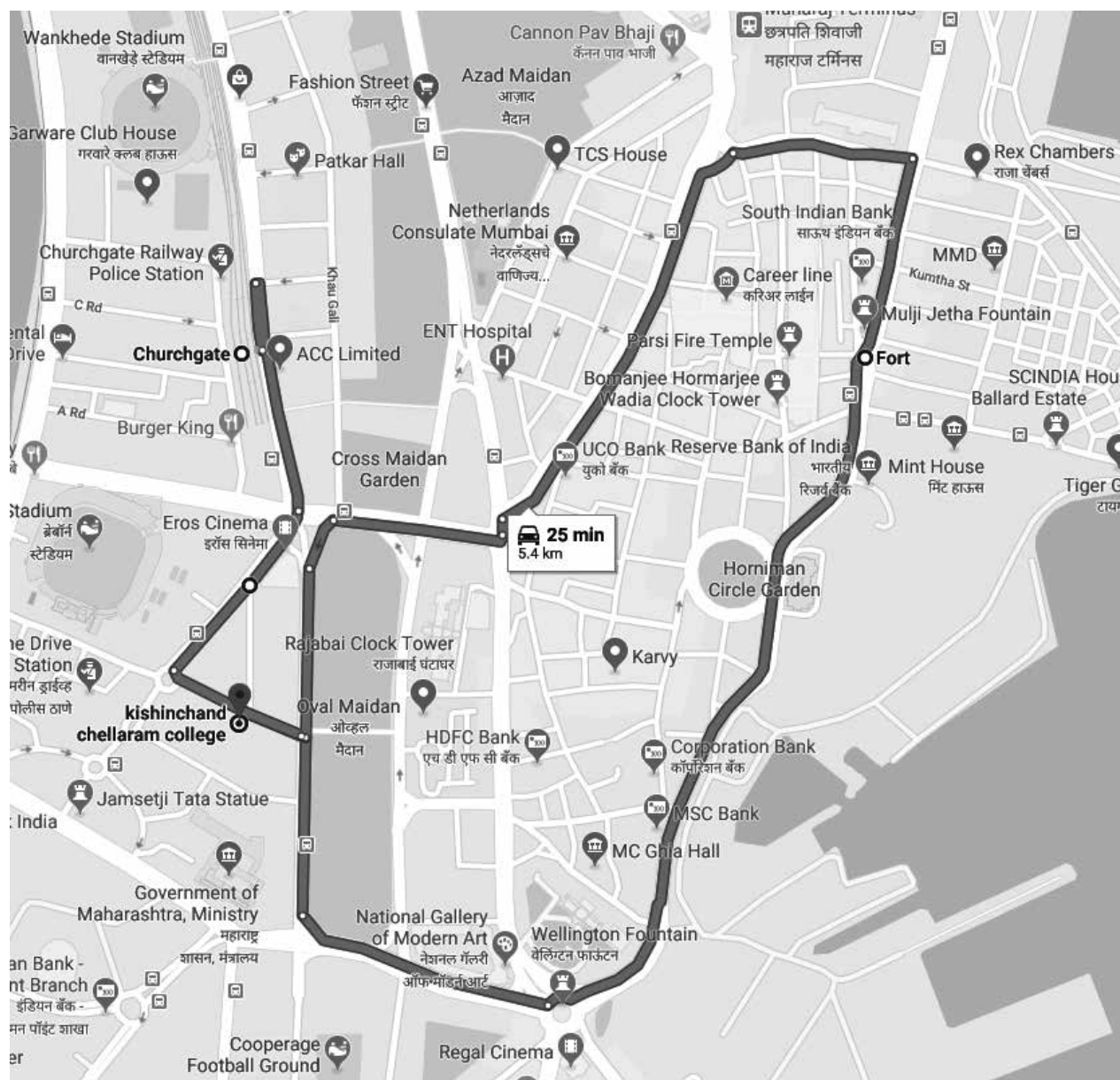
Mahindra FINANCE
MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

**ROUTE MAP OF THE VENUE OF THE
 28TH ANNUAL GENERAL MEETING OF THE COMPANY**

AGM Venue:

Rama Watumull Auditorium,
 Kishinchand Chellaram College,
 Dinshaw Wachha Road,
 Churchgate, Mumbai – 400 020.

Prominent Landmark: Opposite Oval Maidan



MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED**Registered Office:** Gateway Building, Apollo Bunder, Mumbai - 400 001.**Corporate Office:** Mahindra Towers, 'A' Wing, 4th Floor, Worli, Mumbai – 400 018.**Corporate Identity Number:** L65921MH1991PLC059642**Tel:** +91 22 66526000; **Fax:** +91 22 24984170**Website:** www.mahindrafinance.com; **email:** investorhelpline_mmfsf@mahindra.com**ATTENDANCE SLIP****PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slips on request, provided such request is received by the Company/Registrar & Transfer Agents, Messrs. Karvy Computershare Private Limited at Karvy Selenium, Tower-B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 on or before 17th July, 2018.

Name & Registered Address
of the Shareholder:

Joint Holder 1:

Joint Holder 2:

Folio No.:

DP ID.:

Client ID:

No. of Shares:

I hereby record my presence at the TWENTY-EIGHTH ANNUAL GENERAL MEETING (AGM) of the Company being held at the Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020 on Friday, the 27th day of July, 2018 at 3.30 p.m.

Name(s) of the Shareholder(s)/Representative/Proxy (IN BLOCK CAPITALS)	
Signature(s) of the Shareholder(s)/Representative/Proxy	

Note: You are requested to bring your copy of the Annual Report to the Meeting.**ELECTRONIC VOTING PARTICULARS**

Shareholders may please note the User Id and Password given below for the purpose of remote e-voting in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Notes:

1. The remote e-voting period will commence on **Monday, 23rd July, 2018 (9.00 a.m. IST)** and will end on **Thursday, 26th July, 2018 (5.00 p.m. IST)**.
2. Detailed instructions for remote e-voting are given in Note No. 21 of the AGM Notice.

MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED**Registered Office:** Gateway Building, Apollo Bunder, Mumbai - 400 001.**Corporate Office:** Mahindra Towers, 'A' Wing, 4th Floor, Worli, Mumbai – 400 018.**Corporate Identity Number:** L65921MH1991PLC059642**Tel:** +91 22 66526000; **Fax:** +91 22 24984170**Website:** www.mahindrafinance.com; **email:** investorhelpline_mmfs@mahindra.com**PROXY FORM****[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s): _____

Registered Address of the Member: _____

E-mail Id: _____ Folio No./ Client ID: _____ DP ID: _____

I/We, being the Member(s) of _____ Shares of Mahindra & Mahindra Financial Services Limited, hereby appoint :

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him/her

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him/her

3. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Twenty-Eighth Annual General Meeting of the Company, to be held on Friday, the 27th day of July, 2018 at 3.30 p.m. at the Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
Ordinary Business	
1.	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31 st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2.	Declaration of Dividend on Equity Shares.

3.	Re-appointment of Dr. Anish Shah (DIN: 02719429) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.
4.	Ratification of appointment of Messrs. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W-100022), as Statutory Auditors of the Company and approve their remuneration.

Signed this _____ day of _____ 2018

Signature of Shareholder

Signature of Proxy-holder(s)

Affix Revenue Stamp of ₹ 1/-

Notes:

1. This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. A person can act as Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights; provided that a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder. The Proxy-holder shall prove his identity at the time of attending the Meeting.