

18th June, 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.

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Name of the Scrip: Mahindra & Mahindra Financial Services Limited

Scrip Code : M&MFIN

Dear Sir,

**Sub: Compliance with Clause 35A of the Listing Agreement -
Postal Ballot Voting Results**

Pursuant to provisions of Clause 35A of the Listing Agreement, please find enclosed herewith the disclosures pertaining to the voting results of the Postal Ballot conducted for seeking the approval of the Shareholders in respect of the Special Resolutions for increase in Borrowing limits from Rs. 45,000 crores to Rs. 50,000 crores under Section 180(1)(c) of the Companies Act, 2013 ("the Act") and creation of charge on the Company's property(ies) under Section 180(1)(a) of the Act and for issue of Non-Convertible Debentures and/or other Debt Securities on a Private Placement basis under Sections 42 and 71 and all other applicable provisions of the Act read with the relevant Rules.

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



**Details of voting results of the Postal Ballot and E-voting pursuant to Clause 35A
of the Listing Agreement**

Sr. No.	Description	Particulars		
A.	Date of Postal Ballot Notice	6 th May, 2015		
B.	Date of Report of the Scrutinizer	16 th June, 2015		
C.	Date of declaration of Results	17 th June, 2015		
D.	Total no. of shareholders on record date (6 th May, 2015)	54,739		
		Resolution No. 1	Resolution No. 2	
E.	Total number of postal ballot forms received from Equity Shareholders	196	196	
F.	Total number of valid postal ballot forms received from the Equity Shareholders who have cast their votes in the Postal Ballot Form	187	187	
G.	Number of invalid postal ballot forms	9	9	
H.	Total Number of Equity Shareholders who have cast their votes on e-voting platform	296*	296*	
I.	Total Number of Equity Shareholders who have cast their valid votes on e-voting platform	296	296	
J.	No. of shareholders present in the meeting either in person or through proxy - Not Applicable			
	Shareholders	Present in person	Present through Proxy	Total
	Promoter and Promoter Group	-	-	-
	Public	-	-	-
	Total	-	-	-
K.	No. of shareholders who attended the meeting through video Conferencing - Not Applicable			

*Note : Two folios have not cast all their votes in the same manner. Hence total number of folios is 296.



The Results of the Postal Ballot in the prescribed format is given below :

Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
1.	Special Resolution for increase in borrowing limits from Rs.45,000 crores to Rs.50,000 crores under Section 180 (1)(c) of the Companies Act, 2013 ("the Act") and creation of charge on the Company's property(ies) under Section 180(1) (a) of the Act.	Special	Postal Ballot and E-voting	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing shares	No. of votes- in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	29,58,21,204	29,12,07,660	98.44	29,12,07,660	0	100.00	0
Public Institutional Holders	24,46,24,581	16,06,58,365	65.68	15,80,74,963	25,83,402	98.39	1.61
Public - Others**	283,19,175	27,79,705	9.82	27,77,935	1,205	99.94	0.04
Total	56,87,64,960	45,46,45,730	79.94	45,20,60,558	25,84,607	99.43	0.57

**Valid votes abstained from voting =565



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
2.	Special Resolution for issue of Non-Convertible Debentures and/or other Debt Securities in one or more tranches, aggregating upto Rs.21,000 crores on a Private Placement basis.	Special	Postal Ballot and E-voting	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing shares	No. of votes- in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoter and Promoter Group	29,58,21,204	29,12,07,660	98.44	29,12,07,660	0	100.00	0
Public Institutional Holders	24,46,24,581	16,06,58,365	65.68	15,80,74,963	25,83,402	98.39	1.61
Public - Others**	283,19,175	27,79,705	9.82	27,78,110	1,030	99.94	0.04
Total	56,87,64,960	45,46,45,730	79.94	45,20,60,733	25,84,432	99.43	0.57

**Valid votes abstained from voting =565

For Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla

Company Secretary & Compliance Officer

