

Mahindra Finance

**Mahindra & Mahindra
Financial Services Limited**
4th Floor, "A" Wing, Mahindra Towers,
Dr. G. M. Bhosale Marg, P. K. Kurne Chowk,
Worli, Mumbai - 400 018. India.
Tel. : (022) 2496 3492 / 6652 6000
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16th November, 2012

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 8235/26598236

Fax No : 2659 8237/2659 8238/2659 8120

Name of the Scrip: Mahindra & Mahindra Financial Services Limited

Scrip Code : M&MFIN

Dear Sir,

**Sub: Outcome of Qualified Institutions Placement Committee
Meeting- Allotment of Equity Shares issued to Qualified
Institutional Buyers under the Qualified Institutions Placement**

We wish to inform you that the Qualified Institutions Placement Committee at its Meeting held today, i.e. 16th November, 2012, has allotted 97,50,257 (Ninety Seven Lakhs Fifty Thousand Two Hundred and Fifty Seven) Equity Shares of Rs.10 each at a price of Rs.889/- (Rupees Eight Hundred and Eighty Nine) per Equity Share aggregating to Rs. 866,79,78,473 (Rupees Eight Hundred Sixty-six crores Seventy-nine lakhs Seventy-eight Thousand Four Hundred and Seventy-three) to Qualified Institutional Buyers under the Qualified Institutions Placement.

Kindly take the above on record.

Thanking you,

Yours faithfully,

Mahindra & Mahindra Financial Services Limited

Arnavaz
Arnavaz M. Pardiwalla

Company Secretary & Compliance Officer

Encl : Certified True Copy of the Resolution of the Qualified Institutions Placement Committee



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE
QUALIFIED INSTITUTIONS PLACEMENT COMMITTEE OF THE BOARD
OF DIRECTORS OF MAHINDRA & MAHINDRA FINANCIAL SERVICES
LIMITED AT ITS MEETING HELD ON 16TH NOVEMBER, 2012**

"RESOLVED that pursuant to the Special Resolution passed by the Members at the Extraordinary General Meeting of the Company held on 6th November, 2012, and pursuant to the Resolution passed by the Board of Directors at its Meeting held on 9th October, 2012, in connection with the issue of Equity Shares to Qualified Institutional Buyers under the Qualified Institutions Placement, sanction of the Committee be accorded to the Company to allot 97,50,257 Equity Shares of the Face Value of Rs.10 each for cash at a price of Rs.889 per Equity Share including share premium of Rs.879 per Equity Share, aggregating Rs.866.80 crores, bearing Distinctive Nos. from 104002736 to 113752992 (both inclusive) to 47 Qualified Institutional Buyers as per the statement placed before the Committee and initialed by the Chairman for the purpose of identification.

FURTHER RESOLVED that the new Equity Shares allotted shall rank *pari passu inter se*, in all respects with the existing Equity Shares of the Company, including as to dividend.

FURTHER RESOLVED that the Company do effect delivery of the aforesaid 97,50,257 Equity Shares of the face value of Rs.10/- each to the allottees in dematerialised form as stipulated in the respective Application Forms and any Director of the Company or Mr. V. Ravi, Chief Financial Officer of the Company or Ms. Arnavaz M. Pardiwalla, Company Secretary & Compliance Officer be authorised to finalise the terms and conditions with the Depositories and be further authorised severally to execute on behalf of the Company any documents, deeds, agreements or any of the relative documents with such Depositories and, if required, the same shall be executed under the Common Seal of the Company in the presence of any Director of the Company and Mr. V. Ravi, Chief Financial Officer of the Company or Ms. Arnavaz M. Pardiwalla, Company Secretary & Compliance Officer or Mr. T. V. S. D. Ganesh, Manager - Accounts, in conformity with the provisions of the Articles of Association of the Company.

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FURTHER RESOLVED that if necessary, the Common Seal of the Company be taken out of the Registered Office of the Company beyond the city limits.

FURTHER RESOLVED that any Director of the Company or Ms. Arnavaz M. Pardiwalla, Company Secretary & Compliance Officer, be authorized to do all acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle any question or difficulty whatsoever that may arise in this regard to give effect to this Resolution."

Certified True Copy

Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla

Company Secretary & Compliance Officer

Mumbai, 16th November, 2012

