

REF:NS:SEC:
9th August, 2014

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The Secretary
National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block
Bandra-Kurla Complex

Dear Sir,

Sub: 68th Annual General Meeting of the Equity Shareholders of the Company

This is to inform you that the Shareholders of the Company at their 68th Annual General Meeting held on 8th August, 2014 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai - 400 020 have, inter alia, approved the following:

1. Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2014 including the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. Declaration of Dividend of Rs.13.50 per Ordinary (Equity) Share and a Special Dividend of Re.0.50 per Ordinary (Equity) Share aggregating Rs.14 per Ordinary (Equity) Share of the face value of Rs.5 each.
3. Not to fill the vacancy created on the Board of Directors of the Company in place of Mr. Narayanan Vaghul and Mr. A. K. Nanda, who retired by rotation and did not seek re-appointment as Directors of the Company.
4. Re-appointment of Messrs Deloitte Haskins & Sells, Chartered Accountants as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the third consecutive AGM of the Company.
5. Appointment of Mr. M. M. Murugappan and Mr. Nadir B. Godrej as Independent Directors for a term of four consecutive years respectively commencing from 8th August, 2014.
6. Appointment of Mr. Deepak S. Parekh as an Independent Director for a term of three consecutive years commencing from 8th August, 2014.

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7. Appointment of Mr. R. K. Kulkarni, Mr. Anupam Puri, Dr. Vishakha N. Desai and Mr. Vikram Singh Mehta as Independent Directors for a term of five consecutive years respectively commencing from 8th August, 2014.
8. Appointment of Mr. Bharat Doshi, Mr. S. B. Mainak and Dr. Pawan Goenka as Directors liable to retire by rotation.
9. Special Resolution for the appointment of Dr. Pawan Goenka as an Executive Director and remuneration payable to him.
10. Remuneration payable to Messrs N. I. Mehta & Co., Cost Accountants, the Cost Auditors of the Company.
11. Special Resolution to create, offer, issue and allot Ordinary (Equity) Shares of Rs.5 each of the Company to Mahindra & Mahindra Employees' Stock Option Trust.
12. Special Resolution to invite/accept/renew unsecured/secured Deposits from the public and/or Members of the Company.
13. Special Resolution to borrow by way of securities including but not limited to secured/unsecured redeemable Non-Convertible Debentures and/or Commercial Paper to be issued under Private Placement basis.

Please take the same on record.

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



 NARAYAN SHANKAR
COMPANY SECRETARY

Dr. N. I. Mehta & Co. (Stock Exchange) Ltd. (N. I. Mehta & Co.)