

Mahindra FINANCE

21st June, 2014

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.

Mahindra & Mahindra
Financial Services Ltd.
Mahindra Towers, 4th Floor,
Dr. G. M. Bhosale Marg, Worli,
Mumbai 400 018 India

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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 to the Special Resolutions for increase in Borrowing limits from Rs. 38,000 crores to Rs. 45,000 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 pursuant to Clause 35A
of the Listing Agreement**

Sr. No.	Description	Particulars		
A.	Date of Postal Ballot Notice	9 th May, 2014		
B.	Date of Report of the Scrutinizer	18 th June, 2014		
C.	Date of declaration of Results	19 th June, 2014		
D.	Total no. of shareholders on record date (9 th May, 2014)	59,362		
		Resolution No. 1	Resolution No. 2	
E.	Total number of postal ballot forms received from Equity Shareholders	498	498	
F.	Total number of valid postal ballot forms received from the Equity Shareholders who have cast their votes in the Postal Ballot Form	470	419	
G.	Number of invalid postal ballot forms	28	79	
H.	Total Number of Equity Shareholders who have cast their votes on e-voting platform	412	412	
I.	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	-	-	-
J.	No. of shareholders who attended the meeting through video Conferencing - Not Applicable			



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.38,000 crores to Rs.45,000 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	29,64,34,346	29,64,34,346	100.00	29,64,34,346	0	100.00	0
Public Institutional Holders	24,04,26,246	13,37,76,411	55.64	13,13,93,175	23,83,236	98.22	1.78
Public - Others	3,19,04,368	27,75,366	8.70	27,73,017	2,349	99.92	0.08
Total	56,87,64,960	43,29,86,123	76.13	43,06,00,538	23,85,585	99.45	0.55



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CIN : L65921MH1991PLC059642

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 on a Private Placement basis under Sections 42 and 71 and all other applicable provisions of the Act read with the relevant Rules.	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	29,64,34,346	29,64,34,346	100.00	29,64,34,346	0	100.00	0
Public Institutional Holders	24,04,26,246	12,66,61,427	52.68	12,35,88,870	30,72,557	97.57	2.43
Public - Others	3,19,04,368	27,72,087	8.69	27,66,581	5,506	99.80	0.20
Total	56,87,64,960	42,58,67,860	74.88	42,27,89,797	30,78,063	99.28	0.72

For Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla

Company Secretary & Compliance Officer

