

7th February, 2013

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

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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 Ordinary Resolution for sub-division of each Equity Share of the Company of the Face Value of Rs. 10 each into 5 (five) Equity Shares of the Face Value of Rs. 2 each and Special Resolutions for amendment of Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company, respectively.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Mahindra and Mahindra Financial Services Limited

Arnavaz

Ar **Arnavaz M. Pardiwalla**
Company Secretary and 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	26 th December, 2012		
B.	Date of Report of the Scrutinizer	2 nd February, 2013		
C.	Date of declaration of Results	5 th February, 2013		
D.	Total no. of shareholders on record date (26 th December, 2012)	30,021		
E.	Total number of postal ballot forms received from Equity Shareholders	1,011		
F.	Total number of valid postal ballot forms received from the Equity Shareholders who have cast their votes in the Postal Ballot Form	Resolution no. 1	Resolution no. 2	Resolution no. 3
		978	920	920
G.	Number of invalid postal ballot forms	33	91	91
H.	Total Number of Equity Shareholders who have cast their votes on e-voting platform	136	133	134
I.	No. of shareholders present in the meeting either in person or through proxy - N.A.			
	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 - N.A.			

Agenda wise voting results:

In case of postal ballot & e-voting for Resolution number 1 :

Item no.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
1.	Sub-division of each Equity Share of the Face Value of Rs.10 each into 5 Equity Shares of the Face Value of Rs.2 each.	Ordinary	Postal Ballot & E-voting	Passed with Overwhelming Majority

Promoter/ Public	No. of shares held (1)	No. of votes Polled	% of votes polled on	No. of votes -in favour (4)	No. of votes - against	% of votes in favour on votes	% of votes against on votes
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		(2)	outstanding shares (3)=[(2)/(1)]*100		(5)	Polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5,94,60,876	5,94,60,876	100.00	5,94,60,876	0	100.00	-
Public Institutional Holders	4,90,03,258	2,59,15,973	52.89	2,59,15,973	0	100.00	-
Public - Others	52,88,858	5,32,129	10.06	5,31,956	173	99.9675	0.0325
Total	11,37,52,992	8,59,08,978	75.52	8,59,08,805	173	99.9998	0.0002

In case of postal ballot & e-voting for Resolution number 2 :

Item no.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
2.	Amendment of Clause V of the Memorandum of Association of the Company.	Special	Postal Ballot & E-voting	Passed with Overwhelming Majority

Promoter / Public	No. of shares held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes -in favour (4)	No. of votes - against (5)	% of votes in favour on votes Polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5,94,60,876	5,94,60,876	100.00	5,94,60,876	0	100.00	-
Public Institutional Holders	4,90,03,258	2,59,15,973	52.89	2,59,15,973	0	100.00	-



Public - Others	52,88,858	5,28,971	10.00	5,28,745	226	99.9573	0.0427
Total	11,37,52,992	8,59,05,820	75.52	8,59,05,594	226	99.9997	0.0003

In case of postal ballot & e-voting for Resolution number 3 :

Item no.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
3.	Amendment of Article 3 of the Articles of Association of the Company.	Special	Postal Ballot & E-voting	Passed with Overwhelming Majority

Promoter /Public	No. of shares held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes -in favour (4)	No. of votes - against (5)	% of votes in favour on votes Polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5,94,60,876	5,94,60,876	100.00	5,94,60,876	0	100.00	-
Public Institutional Holders	4,90,03,258	2,59,15,973	52.89	2,59,15,973	0	100.00	-
Public - Others	52,88,858	5,28,939	10.00	5,28,748	191	98.9639	0.0361
Total	11,37,52,992	8,59,05,788	75.52	8,59,05,597	191	99.9998	0.0002

For Mahindra and Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla

Company Secretary and Compliance Officer

