

Mahindra FINANCE

Mahindra & Mahindra
Financial Services Ltd.
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Mumbai 400 018 India

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15th January, 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.

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: Compliance with Clause 35A of the Listing Agreement –
Postal Ballot Voting Results (including e-voting)**

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 including e-voting, conducted for seeking **approval of the public Shareholders** to the proposed Scheme of Amalgamation of Mahindra Business & Consulting Services Private Limited with Mahindra & Mahindra Financial Services Limited and their shareholders and creditors under sections 391 to 394 and other applicable provisions of the Companies Act, 1956, in accordance with SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013, respectively.

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	3 rd December, 2014		
B.	Date of Report of the Scrutinizer	12 th January, 2015		
C.	Date of declaration of Results	13 th January, 2015		
D.	Total no. of shareholders on record date (3rd December, 2014)	48,158		
E.	Total number of postal ballot forms received from Equity Shareholders	297		
F.	Total number of valid postal ballot forms received from the Equity Shareholders who have cast their votes in the Postal Ballot Form	277		
G.	Number of invalid postal ballot forms	20		
H.	Total Number of Equity Shareholders who have cast their votes on e-voting platform	285		
I.	Total Number of Equity Shareholders who have cast their valid votes on e-voting platform	284		
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			



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

Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
1.	Postal Ballot conducted for seeking approval of the public Shareholders to the proposed Scheme of Amalgamation of Mahindra Business & Consulting Services Private Limited (MBCSPL) with Mahindra & Mahindra Financial Services Limited (MMFSL) and their shareholders and creditors under sections 391 to 394 and other applicable provisions of the Companies Act, 1956, in accordance with SEBI Circulars bearing nos. CIR/CFD/ DIL/5/2013 dated 4 th February, 2013 and CIR/CFD/ DIL/8/2013 dated 21 st May, 2013, respectively.	Resolution for seeking approval of the shareholders (other than individuals/entities forming part of Promoter and Promoter Group) for the proposed Scheme of Amalgamation of MBCSPL with MMFSL.	Postal Ballot and E-voting	The votes cast by the public shareholders in favour of the resolution are more than the number of votes cast by the public shareholders against it. The resolution has been passed by an overwhelming 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	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
Public Institutional Holders	24,64,95,195	15,91,08,563	64.55	15,91,08,563	0	100.00	-
Public - Others	2,62,61,500	28,98,998	11.04	28,97,803	1,195	99.96	0.04
Total	27,27,56,695	16,20,07,561	59.40	16,20,06,366	1,195	100.00	0.00

**** Note :** Pursuant to the requirements prescribed in Paragraph 5.16 (a) (iii) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, the Postal Ballot including e-voting



facility was provided only to Public Shareholders (other than the Promoter and Promoter Group) of the Company.

For Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

