

Mahindra Finance

**Mahindra & Mahindra
Financial Services Limited**
4th Floor, "A" Wing, Mahindra Towers,
Dr. G. M. Bhosale Marg, P. K. Kume Chowk,
Worli, Mumbai - 400 018, India.
Tel. : (022) 2496 3492 / 6652 6000
Fax : (022) 2498 4170 / 2498 4171

7th 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 8337/26598237/26598238

Name of the Scrip: Mahindra & Mahindra Financial Services Limited

Scrip Code : M&MFIN

Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement we are enclosing herewith the Certified True Copy of the Special Resolution passed at the Extraordinary General Meeting of the Company held on Tuesday, 6th November, 2012.

Please take the same on record.

Thanking you,

Yours faithfully,

Mahindra & Mahindra Financial Services Limited

Arnavaz

 **Arnavaz M. Pardiwalla**
Company Secretary & Compliance Officer

Encl: As Above



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Certified True Copy of the Special Resolution passed by the Shareholders at the Extraordinary General Meeting of the Company held on Tuesday, 6th November, 2012 at Swatantryaveer Savarkar Rashtriya Smarak, 252, S.V.S. Marg, Shivaji Park, Dadar (West), Mumbai - 400 028 at 10.00 a.m.

Approval for Issue of Equity Shares to Qualified Institutional Buyers under the Qualified Institutions Placement

"RESOLVED that pursuant to the provisions of section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where Equity Shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [**"SEBI (ICDR) Regulations"**], Foreign Exchange Management Act, 1999 (**"FEMA"**), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (**"SEBI"**), the Reserve Bank of India (**"RBI"**), the Government of India (**"GOI"**), the Stock Exchanges and/or any other competent authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, Foreign Investment Promotion Board, GOI and/or any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions (hereinafter referred to as **"the requisite approvals"**), which may be agreed to by the Board of



Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the Board be authorised to create, offer, issue and allot Equity Shares of the face value of Rs.10/- each for an aggregate amount not exceeding Rs. 925 crores to Qualified Institutional Buyers ("**QIBs**") under the Qualified Institutions Placement ("**QIP**"), in one or more tranches, whether or not such QIBs are Members of the Company, through a Placement Document and/or such other documents/writings/circulars/memoranda in such manner, at such price and on such terms and conditions as may be determined by the Board at an appropriate time in consultation with the Merchant Banker(s) appointed and/or to be appointed by the Company in relation to such QIP in accordance with the provisions of Chapter VIII of SEBI (ICDR) Regulations (the "**Issue**").

FURTHER RESOLVED that the Relevant Date for determination of the price of the Equity Shares to be issued to QIBs shall be the date of the Meeting in which the Board of Directors of the Company or the Committee of Directors duly authorised by the Board of Directors of the Company decides to open the Issue.

FURTHER RESOLVED that the Equity Shares to be issued and allotted in terms of this Resolution shall rank pari passu in all respects with the existing Equity Shares of the Company.

FURTHER RESOLVED that these Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed.

FURTHER RESOLVED that such of these Equity Shares to be issued as are not subscribed may be disposed of by the Board in such manner and/or on such terms as the Board may deem fit and proper, in its sole and absolute discretion.

FURTHER RESOLVED that for the purpose of giving effect to the above, the Board in consultation with the Merchant Banker(s), Advisors and/or other intermediaries as may be appointed by the Company in relation to the Issue, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of the aforesaid Equity Shares and listing thereof with the Stock Exchanges and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of any of the Equity Shares, including finalization of the



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timing of the Issue/offering(s), identification of the Investors to whom Equity Shares are to be offered, utilization of the Issue proceeds and to agree to such conditions or modifications that may be imposed by SEBI, RBI, Stock Exchanges or other authorities while granting the requisite approvals or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Certified True Copy
Mahindra & Mahindra Financial
Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Place: Mumbai
Date : 7th November, 2012

