

26th July, 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.

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&MFİN

Dear Sir,

Sub: Compliance with Clause 35A of the Listing Agreement –
AGM Voting Results- Declaration of Results of E-voting and Poll

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of E-voting to the Shareholders to enable them to cast their vote electronically on all the resolutions proposed in the Notice of the 24th Annual General Meeting (AGM) of the Company. The E-voting was open from 18th July, 2014 to 20th July, 2014.

In accordance with the provisions of the Companies Act, 2013 and in terms of the clarification issued by the Ministry of Corporate Affairs, there was no voting by Show of Hands at the 24th AGM, as E-voting facility had been offered to the Shareholders. The voting was therefore conducted by means of Poll at the AGM.

The Board of Directors had appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, or failing him, Ms. Malati Kumar, Practising Company Secretary as the Scrutinizer for the E-voting and Poll process. Mr. S. N. Ananthasubramanian has carried out the scrutiny of all the electronic votes received up to the close of working hours on 20th July, 2014 and Poll received till the conclusion of the Meeting and has submitted his Report on 25th July, 2014.

The Consolidated Results as per the Scrutinizer's Report dated 25th July, 2014 is as follows:

Item No.	Resolutions	% Votes in favour	% Votes against
Ordinary Resolutions			
1.	Consider and adopt the Audited Financial Statements for the	99.97	0.03



Mahindra FINANCE

CIN : L65921MH1991PLC059642

	year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend on Equity Shares	100.00	0.00
3.	Resolved not to fill the vacancy caused by the retirement of Dr. Pawan Kumar Goenka, Director, who retires by rotation and does not seek re-appointment.	100.00	0.00
4.	Re-appointment of Auditors and fixing their remuneration.	99.98	0.02
5.	Appointment of Mr. Piyush Mankad as an Independent Director to hold office for a term upto five consecutive years commencing from 24th July, 2014, not liable to retire by rotation.	98.15	1.85
6.	Appointment of Mr. M. G. Bhide as an Independent Director to hold office for a term upto five consecutive years commencing from 24th July, 2014, not liable to retire by rotation.	99.02	0.98
7.	Appointment of Mr. Dhananjay Mungale as an Independent Director to hold office for a term upto five consecutive years commencing from 24th July, 2014, not liable to retire by rotation.	98.17	1.83
8.	Appointment of Ms. Rama Bijapurkar as an Independent Director to hold office for a term upto five consecutive years commencing from 24th July, 2014, not liable to retire by rotation.	100.00	0.00
Special Resolution			
9.	Revision in the remuneration of Mr. Ramesh Iyer, Managing Director of the Company.	100.00	0.00

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 24th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Pursuant to provisions of Clause 35A of the Listing Agreement, please find enclosed herewith the disclosures pertaining to the **consolidated results of the E-voting and Poll** conducted at the 24th Annual General Meeting of the Company.

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

