

**Details of results of E-voting and Poll pursuant to Clause 35A
of the Listing Agreement**

Sr. No.	Description	Particulars		
A.	Date of Notice	23 rd April, 2014		
B.	Date of Report of the Scrutinizer	25 th July, 2014		
C.	Date of declaration of Results	26 th July, 2014		
D.	Total No. of Shareholders on record date (4 th July, 2014)	54,254		
E.	No. of shareholders present in the meeting either in person or through proxy -			
	Shareholders	Present in person	Present through Proxy	Total
	Promoter and Promoter Group	3	--	3
	Public	76	3	79
	Total	79	3	82
F.	No. of shareholders who attended the meeting through Video Conferencing - Not Applicable			



The Results of the e-voting and poll in the prescribed format is given below :

Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
1.	Consider and adopt the Audited Financial Statements for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	E-voting and Poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan- ding 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	296245796	296245796	100	296245796	0	100	0
Public Institutional Holders	242107387	131417693	54.28	131305874	111819	99.91	0.09
Public - Others	30411777	2343249	7.71	2343249	0	100	0
Total	568764960	430006738	75.60	429894919	111819	99.97	0.03



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
2.	Declaration of Dividend on Equity Shares	Ordinary	E-voting and Poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan- ding 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	296245796	296245796	100	296245796	0	100	0
Public Institutional Holders	242107387	131434693	54.29	131434693	0	100	0
Public - Others	30411777	2343249	7.71	2343249	0	100	0
Total	568764960	430023738	75.61	430023738	0	100	0



Item No.	Details of the Agenda	Resolution required: (Ordinary/Special)	Mode of voting	Remarks
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.	Ordinary	E-voting and Poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan- ding 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	296245796	296245796	100	296245796	0	100	0
Public Institutional Holders	242107387	131434693	54.29	131434693	0	100	0
Public - Others	30411777	2343249	7.71	2343049	200	99.99	0.01
Total	568764960	430023738	75.60	430023538	200	100.00	100



Mahindra FINANCE

CIN : L65921MH1991PLC059642

Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
4.	Re-appointment of Auditors and fixing their remuneration.	Ordinary	E-voting and Poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding 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	296245796	296245796	100	296245796	0	100	0
Public Institutional Holders	242107387	131434693	54.29	131343434	91259	99.93	0.0694
Public - Others	30411777	2343249	7.71	2343069	180	99.99	0.0076
Total	568764960	430023738	75.61	429932299	91439	99.98	0.02



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
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.	Ordinary	E-voting and Poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan- ding 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	296245796	296245796	100	296245796	0	100	0
Public Institutional Holders	242107387	131434693	54.29	123464806	7969887	93.94	6.06
Public - Others	30411777	2343249	7.71	2343069	180	99.99	0.01
Total	568764960	430023738	75.61	422053671	7970067	98.15	1.85



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Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
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.	Ordinary	E-voting and Poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan- ding 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	296245796	296245796	100	296245796	0	100	0
Public Institutional Holders	242107387	131434693	54.29	127225531	4209162	96.80	3.20
Public - Others	30411777	2343249	7.71	2343069	180	99.99	0.01
Total	568764960	430023738	75.61	425814396	4209342	99.02	0.98



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
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.	Ordinary	E-voting and Poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan- ding 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	296245796	296245796	100	296245796	0	100	0
Public Institutional Holders	242107387	131434693	54.29	123577013	7857680	94.02	5.98
Public - Others	30411777	2343249	7.71	2343069	180	99.99	0.01
Total	568764960	430023738	75.61	422165878	7857860	98.17	1.83



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
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.	Ordinary	E-voting and Poll	Passed with Requisite 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	296245796	296245796	100	296245796	0	100	0.0000
Public Institutional Holders	242107387	131434693	54.29	131434693	0	100	0.0000
Public – Others	30411777	2343239	7.71	2343059	180	99.9923	0.0077
Total	568764960	430023728	75.61	430023548	180	99.99996	0.00004



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
9.	Revision in the remuneration of Mr. Ramesh Iyer, Managing Director of the Company.	Special	E-voting and Poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan- ding 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	296245796	296245796	100	296245796	0	100	0.00
Public Institutional Holders	242107387	131434693	54.29	131434693	0	100	0.00
Public - Others	30411777	2343074	7.70	2342719	355	99.9848	0.0152
Total	568764960	430023563	75.61	430023208	355	99.99992	0.00008

