Mahindra FINANCE

Mahindra & Mahindra
Financial Services Ltd.
Mahindra Towers, 4th Floor,
Dr. G. M. Bhosale Marg, Worli,
Mumbai 400 018 India

Tel: +91 22 66526000
Fax: +91 22 24984170
+91 22 24984171

13th 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 8235/26598346
Fax No: 26598237/26598238/26598347/26598348

Name of the Scrip: Mahindra & Mahindra Financial Services Limited
Scrip Code : M&MFIN

Dear Sir,

Sub : Certified True Copy of the Resolution passed by Public Shareholders by way of Postal Ballot including e-voting

We are enclosing herewith the Certified True Copy of the Resolution passed on 13th January, 2015, by the Public Shareholders of Mahindra & Mahindra Financial Services Limited by way of Postal Ballot including e-voting.

Please take the same on record.

Thanking you,

Yours faithfully,
Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Mahindra & Mahindra Financial Services Limited
Mumbai

Encl: a/a

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Certified True Copy of the Resolution passed on 13th January, 2015 by the Public Shareholders of Mahindra & Mahindra Financial Services Limited, by way of Postal Ballot including e-voting and the results declared by the Managing Director on 13th January, 2015.

"**RESOLVED that** pursuant to the SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/ CFD/DIL/8/2013 dated 21st May, 2013 (together referred to as "**SEBI Circulars**"), the Observation Letter dated 28th November, 2014 issued by the BSE Limited and the Observation Letter dated 1st December, 2014 issued by the National Stock Exchange of India Limited, the Amalgamation as embodied in the Scheme of Amalgamation under Sections 391 to 394 of the Companies Act 1956, of Mahindra Business & Consulting Services Private Limited ("MBCSPL") with the Company and their respective shareholders and creditors ("**Scheme of Amalgamation**") be and is hereby approved subject to any conditions as may be imposed by the Hon'ble High Court of Judicature at Bombay while sanctioning the Scheme of Amalgamation.

FURTHER RESOLVED that the Board of Directors (which includes any Committee thereof) of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implement the Amalgamation embodied in the Scheme of Amalgamation and to accept such modification and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Bombay while sanctioning the Scheme of Amalgamation or by any authority under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out and/or implementing the Scheme of Amalgamation."

Certified True Copy
Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer
ACS NO: 11387

Mahindra & Mahindra Financial Services Limited
Mumbai

Place: Mumbai
Date : 13th January, 2015