

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

23rd July, 2016

The General Manager-Department of
Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code : 532720

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.

Scrip Code : M&MFIN

Dear Sir,

Sub: Certified True Copy of the Resolutions passed at the 26th Annual General Meeting of the Shareholders of the Company

Pursuant to provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Certified True Copy of the Resolutions passed at the 26th Annual General Meeting of the Shareholders of the Company held on 22nd July, 2016.

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



Certified True Copy of the Ordinary Resolutions passed by the Shareholders of Mahindra & Mahindra Financial Services Limited at the 26th Annual General Meeting of the Company held on Friday, the 22nd day of July, 2016 at Textiles Committee Auditorium, Government of India, Ministry of Textiles, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025.

- 1. Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon.**

"RESOLVED that the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon, as laid before the Meeting be received and adopted."

- 2. Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Report of the Auditors thereon.**

"RESOLVED that the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Report of the Auditors thereon, as laid before the Meeting be received and adopted."

- 3. Declaration of Dividend of Rs. 4 per Equity Share of the face value of Rs. 2 each.**

"RESOLVED that a dividend of Rs. 4.00 per Equity Share on 56,87,64,960 Equity Shares of Rs.2 each fully paid-up aggregating Rs. 271.3 crores (including dividend tax) be declared and that the said dividend be distributed from the Company's profits for the year ended 31st March, 2016, to those shareholders whose names appeared on the Register of Members on 15th July, 2016 and in respect of shares held in electronic form, the dividend be paid to those shareholders whose names appeared in the list of beneficial owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited as on 15th July, 2016."

4. Re-appointment of Mr. V. S. Parthasarathy (DIN: 00125299) as a Director, liable to retire by rotation.

“RESOLVED that Mr. V. S. Parthasarathy (DIN 00125299), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.”

5. Re-appointment of Messrs. B. K. Khare & Co., Chartered Accountants, (ICAI Firm Registration No. 105102W), as Statutory Auditors of the Company.

“RESOLVED that pursuant to sections 139, 142 and such other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors, Messrs. B. K. Khare & Co., Chartered Accountants, Mumbai, (ICAI Firm Registration Number 105102W), the retiring Auditors of the Company, be re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company, in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”



Certified True Copy
Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Place: Mumbai
Date : 23rd July, 2016