

25th July, 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 8235/26598236

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

Dear Sir,

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

We wish to inform you that the 25th Annual General Meeting (AGM) of the Company was held on 24th July, 2015 at Y.B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400 021.

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of remote E-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 25th AGM. The E-voting was open from Monday, 20th July, 2015 to Thursday, 23rd July, 2015.

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 AGM as the remote E-voting facility had been offered to the Shareholders and voting at the AGM was therefore conducted by means of a Poll.

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 remote E-voting and Poll. Mr. S. N. Ananthasubramanian has carried out the scrutiny of all the electronic votes received up to 5.00 p.m. on 23rd July, 2015 and Poll received till the conclusion of the Meeting and has submitted his Report on 25th July, 2015.



The Consolidated Results as per the Scrutinizer's Report dated 25th July, 2015 are as follows:

Item No.	Resolution	% Votes in favour	% Votes against	% Votes Abstained
Ordinary Resolution				
1.	To receive, consider and adopt: a) the Audited Financial Statement for the Financial Year ended 31 st March, 2015, together with the Reports of the Board of Directors and Auditors thereon, and b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31 st March, 2015, together with the Report of the Auditors thereon.	99.67	0	0.33
2.	Declaration of Dividend on Equity Shares.	99.68	0	0.32
3.	Approve not to fill the vacancy created on the Board of Directors of the Company in place of Mr. Uday Y. Phadke, Director, who retires by rotation and does not seek re-appointment.	99.65	0.02	0.33
4.	Re-appointment of M/s. B. K. Khare & Co. Chartered Accountants, (ICAI Firm Registration No. 105102W), as Statutory Auditors of the Company and approve their remuneration.	97.81	1.86	0.33
5.	Appointment of Mr. V. S. Parthasarathy as a Director, liable to retire by rotation.	95.87	3.81	0.32
Special Resolution				
6.	Alteration of the Articles of Association of the Company by adoption of a new set of Articles of Association.	98.93	0.34	0.73
7.	Approve payment of remuneration by way of commission up to one per cent of the net profits of the Company to the Non-Executive Directors, with effect from 1 st April, 2015.	97.94	1.72	0.34



Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 25th 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 voting results of the remote E-voting and Poll conducted at the 25th AGM along with the Scrutinizer's Report.

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

cc: Karvy Computershare Private Limited,
Karvy Selenium Tower B, Plot 31- 32, Gachibowli,
Financial District, Nanakramguda, Hyderabad - 500 032.

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, 2015	
B.	Date of Report of the Scrutinizer		25 th July, 2015	
C.	Date of declaration of Results		25 th July, 2015	
D.	Total no. of shareholders on record date (17 th July, 2015)		51933	
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	46	2	48
	Total	49	2	51
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.	To receive, consider and adopt: a) the Audited Financial Statement for the Financial Year ended 31st March, 2015, together with the Reports of the Board of Directors and Auditors thereon, and b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2015, together with the Report of the Auditors thereon	Ordinary	Remote 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	29,57,99,714	29,57,99,714	100.00	29,57,99,714	-	100.00	-
Public Institutional Holders	24,74,29,353	16,48,44,114	66.62	16,48,44,114	-	100.00	-
Public - Others	2,55,35,893	23,09,956	9.05	23,09,931	25	100.00	0.00
Total	56,87,64,960	46,29,53,784	81.40	46,29,53,759	25	100.00	0.00



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

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- -ing 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	29,57,99,714	29,57,99,714	100.00	29,57,99,714	-	100.00	-
Public Institutional Holders	24,74,29,353	16,48,71,614	66.63	16,48,71,614	-	100.00	-
Public - Others	2,55,35,893	23,09,971	9.05	23,09,946	25	100.00	0.00
Total	56,87,64,960	46,29,81,299	81.40	46,29,81,274	25	100.00	0.00



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
3.	Approve not to fill the vacancy created on the Board of Directors of the Company in place of Mr. Uday Y. Phadke, Director, who retires by rotation and does not seek re-appointment	Ordinary	Remote E-voting and poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing 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	29,57,99,714	29,57,99,714	100.00	29,57,99,714	-	100.00	-
Public Institutional Holders	24,74,29,353	16,48,71,614	66.63	16,47,66,856	1,04,758	99.94	0.06
Public - Others	2,55,35,893	23,09,922	9.05	23,09,532	390	99.98	0.02
Total	56,87,64,960	46,29,81,250	81.40	46,28,76,102	1,05,148	99.98	0.02



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
4.	Re-appointment of M/s. B. K. Khare & Co. Chartered Accountants, (ICAI Firm Registration No. 105102W), as Statutory Auditors of the Company and approve their remuneration	Ordinary	Remote E-voting and poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing 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	29,57,99,714	29,57,99,714	100.00	29,57,99,714	-	100.00	-
Public Institutional Holders	24,74,29,353	16,48,71,614	66.63	15,62,09,926	86,61,688	94.75	5.25
Public - Others	2,55,35,893	23,09,967	9.05	23,09,692	275	99.99	0.01
Total	56,87,64,960	46,29,81,295	81.40	45,43,19,332	86,61,963	98.13	1.87



Item No.	Details of the Agenda	Resolution required: (Ordinary/Special)	Mode of voting	Remarks
5.	Appointment of Mr. V. S. Parthasarathy as a Director, liable to retire by rotation	Ordinary	Remote E-voting and poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing 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	29,57,99,714	29,57,99,714	100.00	29,57,99,714	-	100.00	-
Public Institutional Holders	24,74,29,353	16,48,71,614	66.63	14,71,82,528	1,76,89,086	89.27	10.73
Public - Others	2,55,35,893	23,09,967	9.05	23,09,567	400	99.98	0.02
Total	56,87,64,960	46,29,81,295	81.40	44,52,91,809	1,76,89,486	96.18	3.82



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
6.	Alteration of the Articles of Association of the Company by adoption of a new set of Articles of Association	Special	Remote E-voting and poll	Passed with Requisite Majority

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstand- ing 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	29,57,99,714	29,57,99,714	100.00	29,57,99,714	-	100.00	-
Public Institutional Holders	24,74,29,353	16,29,78,193	65.87	16,14,03,828	15,74,365	99.03	0.97
Public - Others	2,55,35,893	23,09,967	9.05	23,09,942	25	100.00	0.00
Total	56,87,64,960	46,10,87,874	81.07	45,95,13,484	15,74,390	99.66	0.34



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Mode of voting	Remarks
7.	Approve payment of remuneration by way of commission up to one per cent of the net profits of the Company to the Non- Executive Directors, with effect from 1 st April, 2015.	Special	Remote 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	29,57,99,714	29,57,99,714	100.00	29,57,99,714	-	100.00	-
Public Institutional Holders	24,74,29,353	16,48,21,614	66.61	15,68,22,776	79,98,838	95.15	4.85
Public - Others	2,55,35,893	23,09,971	9.05	23,07,677	2,294	99.90	0.10
Total	56,87,64,960	46,29,31,299	81.39	45,49,30,167	80,01,132	98.27	1.73

