

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

18th June, 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.

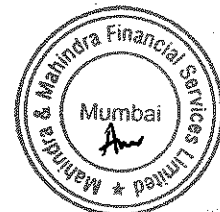
Scrip Code : M&MFIN

Dear Sir,

**Sub: Compliance with Regulation 44(3) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal
Ballot Voting Results**

Pursuant to the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["the Listing Regulations"], please find enclosed herewith the disclosures pertaining to the voting results of the Postal Ballot (including remote e-voting) conducted for seeking the approval of the Members in respect of the following business:

1. Special Resolution for increase in Borrowing limits from Rs. 50,000 crores to Rs. 55,000 crores under section 180(1)(c) of the Companies Act, 2013 ("the Act") and creation of charge on the assets of the Company under section 180(1)(a) of the Act.
2. Special Resolution for issue of Non-Convertible Debentures including Subordinated Debentures, in one or more tranches, aggregating upto Rs. 24,500 crores on a Private Placement basis.
3. Special Resolution for re-appointment of Mr. Ramesh Iyer, Managing Director designated as "Vice-Chairman & Managing Director" of the Company.



4. Ordinary Resolution for appointment of Mr. V. Ravi as a Director.
5. Special Resolution for appointment of Mr. V. Ravi as a Whole-time Director designated as "Executive Director & Chief Financial Officer" of the Company.
6. Ordinary Resolution for appointment of Dr. Anish Shah as a Director.

The Resolutions are deemed to have been passed on Thursday, 16th June, 2016, being the last date of receipt of the duly completed Postal Ballot forms and remote e-voting.

Mr. S. N. Ananthasubramanian, Partner, M/s. S. N. Ananthasubramanian & Co., Company Secretaries, who was appointed as the scrutinizer for the Postal Ballot process, has submitted his Report on the same dated 17th June, 2016. Based on the Report, we confirm that all the Resolutions as contained in Postal Ballot Notice dated 10th May, 2016 were approved by requisite majority of the Members.

Enclosed please find the details of the voting results of the Postal Ballot and remote e-voting pursuant to Regulation 44(3) of the Listing Regulations along with the Scrutinizers' Report.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

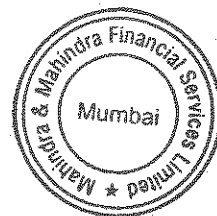
For Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla

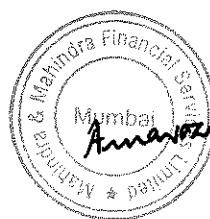
Company Secretary & Compliance Officer

Encl : a/a



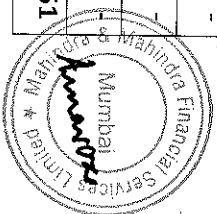
Details of voting results of the Postal Ballot and E-voting pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM/ Postal Ballot Notice	10 th May, 2016
Total no. of shareholders on record date (10 th May, 2016)	49,412
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable



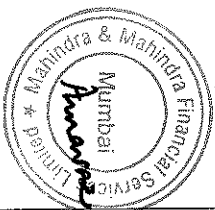
Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?
1.	Special Resolution for increase in Borrowing limits from Rs. 50,000 crores to Rs. 55,000 crores under section 180(1)(c) of the Companies Act, 2013 ("the Act") and creation of charge on the assets of the Company under section 180(1)(a) of the Act.	Special	Not Applicable

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting Poll	-	29,12,07,660	98.59	29,12,07,660	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	29,53,64,717	29,12,07,660	98.59	29,12,07,660	-	100.00	-
Public-Institutional	E-Voting Poll	-	17,62,88,756	71.33	17,38,92,315	23,96,441	98.64	1.36
	Postal Ballot (if applicable)	-	5,50,000	0.22	5,50,000	-	100.00	-
	Total	24,71,30,912	17,68,38,756	71.56	17,44,42,315	23,96,441	98.64	1.36
Public - Non Institutions	E-Voting Poll	-	9,02,081	3.43	9,01,968	113	99.99	0.01
	Postal Ballot (if applicable)	-	27,27,695	10.38	27,27,695	-	100.00	-
	Total	2,62,69,331	36,29,776	10.38	36,29,663	113	100.00	-
Total		56,87,64,960	47,16,76,192	82.93	46,92,79,638	23,96,554	99.49	0.51



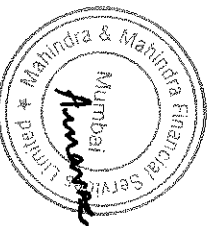
Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?
2.	Special Resolution for issue of Non-Convertible Debentures including Subordinated Debentures, in one or more tranches, aggregating upto Rs. 24,500 crores on a Private Placement basis.	Special	Not Applicable

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	-	29,12,07,660	98.59	29,12,07,660	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	29,53,64,717	29,12,07,660	98.59	29,12,07,660	-	100.00	-
Public-Institutional	E-Voting	-	17,62,88,756	71.33	17,38,92,315	23,96,441	98.64	1.36
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,50,000	0.22	5,50,000	-	100.00	-
	Total	24,71,30,912	17,68,38,756	71.56	17,44,42,315	23,96,441	98.64	1.36
Public - Non Institutions	E-Voting	-	9,02,081	3.43	8,99,816	2,265	99.75	0.25
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	27,26,495	10.38	27,26,495	-	100.00	-
	Total	2,62,69,331	36,28,576	13.81	36,26,311	2,265	99.94	0.06
Total		56,87,64,960	47,16,74,992	82.93	46,92,76,286	23,98,706	99.49	0.51



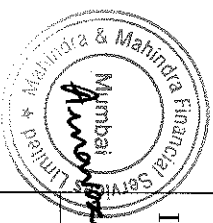
Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?
3.	Special Resolution for re-appointment of Mr. Ramesh Iyer, Managing Director designated as "Vice-Chairman & Managing Director" of the Company.	Special	Not Applicable

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour	No. of votes- against	% 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	E-Voting	-	29,12,07,660	98.59	29,12,07,660	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	29,53,64,717	29,12,07,660	98.59	29,12,07,660	-	100.00	-
Public-Institutional	E-Voting	-	17,50,75,103	70.84	17,40,67,210	10,07,893	99.42	0.58
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,50,000	0.22	5,50,000	-	100.00	-
	Total	24,71,30,912	17,56,25,103	71.07	17,46,17,210	10,07,893	99.43	0.57
Public - Non Institutions	E-Voting	-	9,02,051	3.43	9,01,935	116	99.99	0.01
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	27,26,495	10.38	27,26,495	-	100.00	-
	Total	2,62,69,331	36,28,546	13.81	36,28,430	116	100.00	0.00
Total		56,87,64,960	47,04,61,309	82.72	46,94,53,300	10,08,009	99.79	0.21

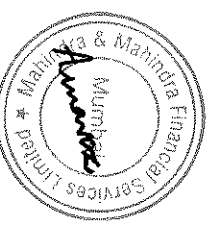


Item No.	Details of the Agenda	Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?
4.	Ordinary Resolution for appointment of Mr. V. Ravi as a Director.	Ordinary	Not Applicable

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour	No. of votes - against	% 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	E-Voting	-	29,12,07,660	98.59	29,12,07,660	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	29,53,64,717	29,12,07,660	98.59	29,12,07,660	-	100.00	-
Public-Institutional	E-Voting	-	17,62,88,756	71.33	17,39,76,912	23,11,844	98.69	1.31
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,50,000	0.22	5,50,000	-	100.00	-
	Total	24,71,30,912	17,68,38,756	71.56	17,45,26,912	23,11,844	98.69	1.31
Public - Non Institutions	E-Voting	-	9,01,951	3.43	9,01,887	64	99.99	0.01
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	27,26,495	10.38	27,26,495	-	100.00	-
	Total	2,62,69,331	36,28,446	13.81	36,28,382	64	100.00	0.00
Total		56,87,64,960	47,16,74,862	82.93	46,93,62,954	23,11,908	99.51	0.49



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?					
5.	Special Resolution for appointment of Mr. V. Ravi as a Whole-time Director designated as "Executive Director & Chief Financial Officer" of the Company.	Special	Not Applicable					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour	No. of votes - against	% 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	E-Voting	-	29,12,07,660	98.59	29,12,07,660	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	29,53,64,717	29,12,07,660	98.59	29,12,07,660	-	100.00	-
Public-Institutional	E-Voting	-	17,50,75,103	70.84	17,40,67,210	10,07,893	99.42	0.58
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,50,000	0.22	5,50,000	-	100.00	-
	Total	24,71,30,912	17,56,25,103	71.07	17,46,17,210	10,07,893	99.43	0.57
Public - Non Institutions	E-Voting	-	9,01,951	3.43	9,01,826	125	99.99	0.01
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	27,26,495	10.38	27,26,495	-	100.00	-
	Total	2,62,69,331	36,28,446	13.81	36,28,321	125	100.00	0.00
Total		56,87,64,960	47,04,61,209	82.72	46,94,53,191	10,08,018	99.79	0.21



Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?
6.	Ordinary Resolution for appointment of Dr. Anish Shah as a Director.	Ordinary	Not Applicable

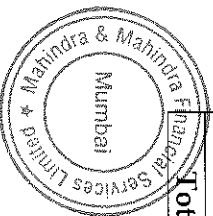
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	-	29,12,07,660	98.59	29,12,07,660	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	29,53,64,717	29,12,07,660	98.59	29,12,07,660	-	100.00	-
Public-Institutional	E-Voting	-	17,62,88,756	71.33	15,55,61,050	2,07,27,706	88.24	11.76
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,50,000	0.22	5,50,000	-	100.00	-
	Total	24,71,30,912	17,68,38,756	71.56	15,61,11,050	2,07,27,706	88.28	11.72
Public - Non Institutions	E-Voting	-	9,01,951	3.43	9,01,840	111	99.99	0.01
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	27,26,310	10.38	27,26,310	-	100.00	-
	Total	2,62,69,331	36,28,261	13.81	36,28,150	111	100.00	0.00
Total		56,87,64,960	47,16,74,677	82.93	45,09,46,860	2,07,27,817	95.61	4.39

For Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla

Company Secretary & Compliance Officer



S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

10/ 26, Brindaban, Thane - 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SCRUTINIZER'S REPORT

To,

The Vice-Chairman & Managing Director,
Mahindra & Mahindra Financial Services Limited
CIN: L65921MH1991PLC059642
Gateway Building, Apollo Bunder,
Mumbai - 400 001.

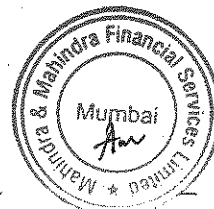
We are pleased to present the report on the **POSTAL BALLOT** conducted by the Company to pass four Special Resolutions and two Ordinary Resolutions as contained in the Notice of Postal Ballot dated May 10, 2016.

1. In terms of provisions of section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as the Scrutinizer by the Company on April 23, 2016 to conduct the Postal Ballot as contained in the Notice dated May 10, 2016.
2. Members approval was sought for:
 - a) Approving Borrowing limits of the Company and creation of charge on the assets of the Company;
 - b) Private Placement of Non-Convertible Debentures including Subordinated Debentures;
 - c) Re-appointment of Mr. Ramesh Iyer, Managing Director designated as "Vice-Chairman & Managing Director" of the Company;
 - d) Appointment of Mr. V. Ravi as a Director;
 - e) Appointment of Mr. V. Ravi as a Whole-time Director designated as "Executive Director & Chief Financial Officer" of the Company;
 - f) Appointment of Dr. Anish Shah as a Director.



Scrutinizer's Report on Postal Ballot of Mahindra & Mahindra Financial Services Limited

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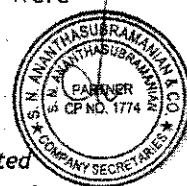
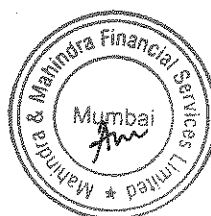
**S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES**

10/ 26, Brindaban, Thane - 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

3. The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on May 10, 2016, the Company completed dispatch of the Notice of Postal Ballot as under:
- On May 16, 2016, by email to 29,502 Members who had registered their email-ids with the Company/ Depositories; and
 - On May 17, 2016, by courier to 6,277 Members, by registered post to 13,627 Members and by speed post to 1 Member in physical form.
4. In terms of the aforesaid notice, members were required to convey their assent or dissent, as the case may be, as under:
- In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelopes addressed to me upto 5:30 p.m. on Thursday, June 16, 2016.
 - In case of remote e-Voting, votes to be cast electronically on the e-voting platform provided by M/s. Karvy Computershare Private Limited (Karvy) upto 5:30 p.m. on Thursday, June 16, 2016.
5. I received 49 Postal Ballot Forms and 390 members had cast their votes on the remote e-Voting platform, till 5:30 p.m. on Thursday, June 16, 2016.
6. With the support of M/s. Karvy Computershare Private Limited, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of members were verified with their specimen signatures registered with RTA and as provided by the Depositories.
7. In case of remote e-Voting, members' demographic details, their voting rights and voting pattern were provided by the RTA.
8. The votes, if any, cast by a member(s) both in physical form and remote e-Voting having been identified, votes cast through remote e-Voting only were considered valid.

Scrutinizer's Report on Postal Ballot of Mahindra & Mahindra Financial Services Limited

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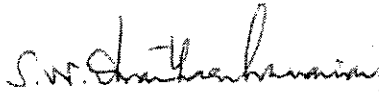


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E-mail: sna@snaco.net, Website: www.snaco.net

8. The votes, if any, cast by a member(s) both in physical form and remote e-Voting having been identified, votes cast through remote e-Voting only were considered valid.
9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-Voting result, I report that, four Special Resolutions and two Ordinary Resolutions as contained in the notice of Postal Ballot dated May 10, 2016 have been passed with requisite majority.

I have annexed with this report, the details of the Postal Ballot Forms and remote e-Voting and the analysis of the Result of the Ordinary and Special Resolutions as contained in the said Notice.

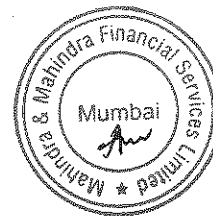


S. N. Ananthasubramanian

C.P.No. 1774

Date : June 17, 2016

Place : Thane



S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

10/ 26, Brindaban, Thane - 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
 E-mail: sna@snaco.net, Website: www.snaco.net

Details of the Postal Ballot & remote e-Voting

A	Postal Ballot	
1	Number of Forms received from Members	49
2	Number of Forms rejected / not considered for reasons as stated below:-	
	a. Signature mismatch	03
	b. Duplicate	00
	c. Not signed	00
	d. Not Voted	00
	e. Voted for Both	00
	f. Board Resolution not attached	00
	Total Invalid Forms	03
3	Number of Valid Forms (A)	46
B	Remote e-Voting	
1	Number of Members who participated in e-Voting.	390
2	Invalid e-Votes	0
3	Number of Valid e-Votes (B)	390
C	Total (A+B)	436

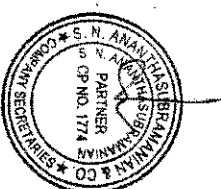


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E-mail: sna@snaco.net, Website: www.snaco.net

Apart from the aforesaid, pursuant to Clause 16.5.3(e) of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, votes of Members who have abstained from voting on the Resolution have been considered as invalid votes for that Resolution.

Resolution No	Number of		Number of Votes contained in	
	Remote e-Votes	Postal Ballot Forms	Remote e-Votes	Postal Ballot Forms
1	02	01	16,869	900
2	02	02	16,869	2,100
3	07	02	12,30,552	2,100
4	04	02	16,999	2,100
5	08	02	12,30,652	2,100
6	04	04	16,999	2,285



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COMPANY SECRETARIES

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E-mail: snaco@snaco.net, Website: www.snaco.net

Result of Postal Ballot

Item No. 1: To approve Borrowing limits of the Company and creation of charge on the assets of the Company							
Number of				Number of Votes contained in			Percentage (%)
Particulars	Remote e-Votes	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Received	388	45	433	46,83,98,497	32,77,695	47,16,76,192	
Assent	*361	45	406	46,60,01,943	32,77,695	46,92,79,638	99.49
Dissent	*29	00	29	23,96,554	00	23,96,554	00.51
Total	390	45	435	46,83,98,497	32,77,695	47,16,76,192	100.00

* Votes in respect of 2 folios were not cast in the same manner.

Based on the aforesaid result, I report that, the Special Resolution as contained in Item No. 1 of the Notice of Postal Ballot dated May 10, 2016, has been passed with requisite majority.

S. N. Ananthasubramanian

S. N. Ananthasubramanian
C.P.No. 1774



Date : June 17, 2016
Place : Thane



S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

10/26, Brindaban, Thane - 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Item No. 2: Private Placement of Non-Convertible Debentures including Subordinated Debentures

Particulars	Number of			Number of Votes contained in			Percentage (%)
	Remote e-Votes	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Received	388	44	432	46,83,98,497	32,76,495	47,16,74,992	
Assent	*360	44	404	46,59,99,791	32,76,495	46,92,76,286	99.49
Dissent	*29	00	29	23,98,706	00	23,98,706	00.51
Total	389	44	433	46,83,98,497	32,76,495	47,16,74,992	100.00

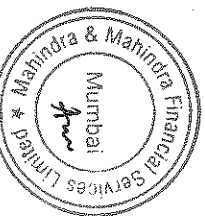
** Votes in respect of 1 folio were not cast in the same manner.*

Based on the aforesaid result, I report that, the Special Resolution as contained in Item No. 2 of the Notice of Postal Ballot dated May 10, 2016, has been passed with requisite majority.

S.N. Ananthasubramanian

S. N. Ananthasubramanian

C.P.No. 1774



Date : June 17, 2016

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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E-mail: snaco@snaco.net, Website: www.snaco.net

Item No. 3: Re-appointment of Mr. Ramesh Iyer (DIN: 00220759), Managing Director designated as "Vice-Chairman & Managing Director" of the Company

	Number of			Number of Votes contained in			Percentage (%)
Particulars	Remote e-Votes	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Received	383	44	427	46,71,84,814	32,76,495	47,04,61,309	
Assent	*372	44	416	46,61,76,805	32,76,495	46,94,53,300	99.79
Dissent	*12	00	12	10,08,009	00	10,08,009	00.21
Total	384	44	428	46,71,84,814	32,76,495	47,04,61,309	100.00

* Votes in respect of 1 folio were not cast in the same manner.

Based on the aforesaid result, I report that, the Special Resolution as contained in Item No. 3 of the Notice of Postal Ballot dated May 10, 2016, has been passed with requisite majority.

S. N. Ananthasubramanian

S. N. Ananthasubramanian

C.P.No. 1774

Date : June 17, 2016

Place : Thane



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COMPANY SECRETARIES

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E-mail: sna@snaco.net, Website: www.snaco.net

Item No. 4: Appointment of Mr. V. Ravi (DIN: 00307328) as a Director

Particulars	Number of		Number of Votes contained in				Percentage (%)
	Remote e-Votes	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Received	386	44	430	46,83,98,367	32,76,495	47,16,74,862	
Assent	*371	44	415	46,60,86,459	32,76,495	46,93,62,954	99.51
Dissent	*17	00	17	23,11,908	00	23,11,908	00.49
Total	388	44	432	46,83,98,367	32,76,495	47,16,74,862	100.00

** Votes in respect of 2 folios were not cast in the same manner.*

Based on the aforesaid result, I report that, the Ordinary Resolution as contained in Item No. 4 of the Notice of Postal Ballot dated May 10, 2016, has been passed with requisite majority.

S.N. Ananthasubramanian
S. N. Ananthasubramanian

C.P.No. 1774

Date : June 17, 2016

Place : Thane



S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

10/26, Brindaban, Thane - 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Item No. 5: Appointment of Mr. V. Ravi (DIN: 00307328) as a Whole-time Director designated as "Executive Director & Chief Financial Officer" of the Company

Particulars	Number of			Number of Votes contained in			Percentage (%)
	Remote e-Votes	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Received	382	44	426	46,71,84,714	32,76,495	47,04,61,209	
Assent	*369	44	413	46,61,76,696	32,76,495	46,94,53,191	99.79
Dissent	*14	00	14	10,08,018	00	10,08,018	00.21
Total	383	44	427	46,71,84,714	32,76,495	47,04,61,209	100.00

* Votes in respect of 1 folio were not cast in the same manner.

Based on the aforesaid result, I report that, the Special Resolution as contained in Item No. 5 of the Notice of Postal Ballot dated May 10, 2016, has been passed with requisite majority.

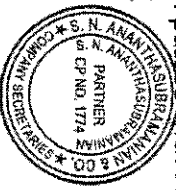
S. N. Ananthasubramanian

S. N. Ananthasubramanian

C.P.No. 1774

Date : June 17, 2016

Place : Thane



S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

10/ 26, Brindaban, Thane - 400 601 Tel: 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Item No. 6: Appointment of Dr. Anish Shah (DIN: 02719429) as a Director

Particulars	Number of			Number of Votes contained in			Percentage (%)
	Remote e-Votes	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Received	386	42	428	46,83,98,367	32,76,310	47,16,74,677	
Assent	*356	42	398	44,76,70,550	32,76,310	45,09,46,860	95.61
Dissent	*31	00	31	2,07,27,817	00	2,07,27,817	4.39
Total	387	42	429	46,83,98,367	32,76,310	47,16,74,677	100.00

** Votes in respect of 1 folio were not cast in the same manner.*

Based on the aforesaid result, I report that, the Ordinary Resolution as contained in Item No. 6 of the Notice of Postal Ballot dated May 10, 2016, has been passed with requisite majority.

S. N. Ananthasubramanian

S. N. Ananthasubramanian

C.P.No. 1774

Date : June 17, 2016

Place : Thane



CERTIFIED TRUE COPY
MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

Anand

COMPANY SECRETARY