Mahindra FINANCE

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

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16th October, 2017

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 : Execution of definitive documents in relation to the sale of shares of Mahindra Insurance Brokers Limited

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that pursuant to the approval granted by the Insurance Regulatory and Development Authority of India dated 5th October, 2017, the Company has entered into a Share Purchase Agreement ("**SPA**"), a Shareholders Agreement ("**SHA**") and other ancillary agreement with Inclusion Resources Private Limited ("**IRPL**") and Mahindra Insurance Brokers Limited ("**MIBL**") on 16th October, 2017. MIBL is a subsidiary of the Company.

As on date, the Company holds 21,90,692 equity shares corresponding to 85% of MIBL's total issued and paid-up share capital and IRPL holds 3,86,598 equity shares corresponding to 15% of MIBL's total issued and paid-up share capital.

Under the SPA, the Company proposes to sell and IRPL proposes to purchase 1,28,866 equity shares of MIBL corresponding to 5% of MIBL's total issued and paid-up share capital.

In lieu of the sale of the aforesaid equity shares by the Company to IRPL, the Company will receive an aggregate consideration of INR 65,00,00,000.

Mahindra & Mahindra Financial Services Limited
Mumbai

Post the completion of the sale and purchase of the equity shares in accordance with the SPA, the Company's aggregate shareholding in MIBL will stand reduced to 80% of MIBL's total issued and paid-up share capital and IRPL's aggregate shareholding in MIBL will be equivalent to 20% of MIBL's total issued and paid-up share capital.

The details of the disclosures required to be made by the Company under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in Annexure 1.

Kindly take the above on record.

Thanking you,

Yours Faithfully,
For Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Mahindra & Mahindra Financial Services Limited ★ Mumbai

Encl: a/a

ANNEXURE 1

Disclosures under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Disclosure Requirement	Details
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year.	Not applicable
2.	Date on which the agreement for sale has been entered into.	16th October, 2017
3.	The expected date of completion of sale/disposal.	On or before 16th April, 2018
4.	Consideration received from such sale/disposal.	INR 65,00,00,000
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof.	IRPL is an existing shareholder of MIBL and currently holds 15% of MIBL's total issued and paid-up share capital. IRPL will purchase an additional 5% stake in MIBL from the Company taking its total equity stake in MIBL to 20%. Immediately after the completion of the proposed transaction, 100% of IRPL's total issued and paid-up share capital will be acquired by Fundamental Insurance Investments Limited which is a member of the XL Catlin group of companies.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	Not applicable
7.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not applicable

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