

Mahindra Finance

Mahindra & Mahindra
Financial Services Limited
4th Floor, "A" Wing, Mahindra Towers,
Dr. G. M. Bhosale Marg, P. K. Kurne Chowk,
Worli, Mumbai - 400 018, India.
Tel. : (022) 2496 3492 / 6652 6000
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1st August, 2012

The Secretary,
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 / 2659 8236
Fax No: 26598237 / 26598238 / 2659 8120

Name of the Scrip: Mahindra & Mahindra Financial Services Limited

Scrip Code : M&MFIN

Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement we are enclosing herewith the Certified True Copy of the Resolutions passed at the Annual General Meeting of the Company held on 27th July, 2012.

Please take the same on record.

Thanking you,

Yours faithfully,
Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Encl: As above



Certified True Copy of the Resolutions passed by the Shareholders of Mahindra & Mahindra Financial Services Limited at the 22nd Annual General Meeting of the Company held on Friday, the 27th day of July, 2012 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai- 400 020.

1. **Ordinary Resolution:**

"RESOLVED that the Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss for the year ended 31st March, 2012, together with the Reports of the Auditors' and Directors' as laid before the Meeting be received and adopted."

2. **Ordinary Resolution:**

"RESOLVED that a dividend of Rs. 14.00 per share on 10,40,02,735 Equity Shares of Rs.10 each fully paid up aggregating Rs.168.2 crores (including dividend tax) be declared and that the said dividend be distributed from the Company's profits for the year ended 31st March, 2012, to those shareholders whose names appeared on the Register of Members on 6th July, 2012 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 Depositories Limited and Central Depository Services (India) Limited as on 6th July, 2012."

3. **Ordinary Resolution:**

"RESOLVED that Mr. Manohar G. Bhide be re-appointed as a Director of the Company."

4. **Ordinary Resolution:**

"RESOLVED that Mr. Uday Y. Phadke be re-appointed as a Director of the Company."

5. **Ordinary Resolution:**

"RESOLVED that pursuant to section 224 of the Companies Act, 1956, Messrs. B. K. Khare & Co., Chartered Accountants (ICAI 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."

6. **Special Resolution:**

"RESOLVED that pursuant to the provisions of section 31 and all other applicable provisions, if any, of the Companies Act, 1956 and Rules framed thereunder and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the existing Articles of Association of the Company be amended as under:

- i) The following Article be inserted after the existing Article 100 as Article 100A:

Participation through Electronic Mode

100A. Notwithstanding anything contrary contained in the Articles of Association, the Company may provide Video Conference facility and/or other permissible electronic or virtual facilities for communication to enable the Shareholders of the Company to participate in General Meetings of the Company. Such participation by the Shareholders at General Meetings of the Company through Video Conference facility and/or use of other permissible electronic or virtual facilities for communication shall be governed by such legal or regulatory provisions as applicable to the Company for the time being in force.

- ii) The following Article be inserted after the existing Article 158 as Article 158A:

Participation through Electronic Mode

158A. Notwithstanding anything contrary contained in the Articles of Association, the Director(s) may participate in Meetings of the Board and Committees thereof, through Video Conference facility and/or other permissible electronic or virtual facilities for communication. Such participation by the Director(s) at Meetings of the Board and Committees thereof, through Video Conference facility and/or use of other permissible electronic or virtual facilities for communication shall be governed by such legal or



regulatory provisions as applicable to the Company for the time being in force.

- iii) The following proviso be inserted after the existing Article 159(a):

Provided further that a Director participating in a Meeting through use of Video Conference or any other permissible electronic mode of communication shall be counted for the purpose of quorum, notwithstanding anything contrary contained in the Articles of Association.

- iv) The following Article be inserted after the existing Article 102(2) as Article 102(2A):

102(2A). Notwithstanding anything contrary contained in the Articles of Association, a document may be served by the Company on any Member by any electronic mode of communication and in such manner as is/ may be permitted by any law. Where a document is served by any such electronic mode, the service thereof shall be deemed to be effected in the manner as is/may be provided by any law.

FURTHER RESOLVED that the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee or any person which the Board may constitute/ nominate to exercise its powers, including the powers conferred by this Resolution) be authorised to carry out the abovementioned amendments in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this Resolution."

Certified True Copy
Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer



Place: Mumbai

Date : 1st August , 2012