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

25th July, 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: Compliance with Regulations 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – AGM Proceedings and details of the Voting Results of the AGM

We wish to inform you that the 27th Annual General Meeting (AGM) of the Company was held on 24th July, 2017 at the Y. B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai- 400 021.

As per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company had provided the facility of remote E-voting to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 27th AGM. The e-voting was open from Thursday, 20th July, 2017 (9.00 a.m. IST) to Sunday, 23rd July, 2017 (5.00 p.m. IST).

Pursuant to the provisions of Section 107 of the Companies Act, 2013 there was no voting on the Resolutions by Show of Hands at the AGM and voting at the AGM was therefore conducted through electronic voting system ("Insta Poll").

Mahindra & Mahindra Financial Services Limited ★ Mumbai

The Board of Directors had appointed Mr. S. N. Ananthasubramanian or failing him, Ms. Malati Kumar of M/s. S. N. Ananthasubramanian & Co., Company Secretaries as the Scrutinizer for the remote e-voting and electronic voting ("Insta Poll") by Members at the AGM. Ms. Malati Kumar has carried out the scrutiny of all the remote electronic votes received up to 5.00 p.m. (IST) on 23rd July, 2017 and the electronic votes cast through Insta Poll, received till the conclusion of the AGM and has submitted her Report on 25th July, 2017.

Based on the consolidated Report of the Scrutinizer, all Ordinary Resolutions as set out in the Notice of the 27th AGM have been duly approved by the Members with requisite majority.

The AGM commenced at 3.30 p.m. and concluded at 4.47 p.m.

In this regard, please find enclosed the following:

1. Proceedings of the 27th AGM of the Company, pursuant to Regulation 30 of the Listing Regulations and;
2. Disclosures pertaining to the voting results of the remote e-voting and Insta Poll conducted at the 27th AGM, pursuant to provisions of Regulation 44(3) of the Listing Regulations along with the Consolidated 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

Mahindra & Mahindra Financial Services Limited ★ Mumbai

Encl : a/a

cc: Karvy Computershare Private Limited,
Karvy Selenium, Tower B, Plot No. 31- 32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032.

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Proceedings of the 27th Annual General Meeting of the Company pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 27th Annual General Meeting ("AGM") of the Members of Mahindra & Mahindra Financial Services Limited ("the Company") was held on Monday, 24th July, 2017 at the Y. B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai - 400 021.

Mr. Dhananjay Mungale, Chairman of the Board, chaired the Meeting. He welcomed the Members present at the Meeting and introduced his fellow colleagues on the dais. The requisite quorum being present, the Chairman called the Meeting to order. All the Directors of the Company attended the Meeting in person.

As per the attendance records, 84 Members including 1 proxy were present. The Chairman informed the Members that the Statutory Registers under the Companies Act, 2013 and other documents as referred to in the AGM Notice were available for inspection by the Members at the Meeting. It was further informed that there were no qualifications in the Auditors' Report on the Financial Statements and the Secretarial Audit Report. The Notice, Report of Board of Directors and the Auditors' Report and Secretarial Audit Report were taken as read with the permission of the Members present.

Thereafter, the Chairman delivered his speech. The Chairman stated that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through Insta Poll at the Meeting. It was further informed that there would be no voting by show of hands.

The following items of business as laid down in the Notice of the AGM dated 25th April, 2017, were transacted at the Meeting:

1. Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

Mahindra & Mahindra Financial Services Limited Mumbai

2. Declaration of Dividend of Rs. 2.40 per Equity Share of the face value of Rs. 2 each.

3. Re-appointment of Mr. Ramesh Iyer (DIN: 00220759) as a Director, who retired by rotation and, being eligible, had offered himself for re-appointment.

4. Appointment of Messrs. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W-100022), as the Statutory Auditors of the Company, in place of Messrs. B. K. Khare & Co., Chartered Accountants, (ICAI Firm Registration Number 105102W), the retiring Auditors of the Company and approve their remuneration.

The Chairman then invited the Members to offer their comments, make observations and seek clarifications, if any, on the Reports and the Accounts. Clarifications were provided to the queries raised by the Members.

The Board of Directors had appointed Mr. S. N. Ananthasubramanian or failing him, Ms. Malati Kumar of M/s. S. N. Ananthasubramanian & Co., Company Secretaries as the Scrutinizer for the remote e-voting and electronic voting (through Insta Poll) process. The Board of Directors had authorised the Chairman or any other Director to declare the results of voting.

The Scrutinizer's Report was received and accordingly all the Ordinary Resolutions as set out in the Notice were declared as passed with requisite majority, as specified below:

Sr. No.	Agenda	Resolution required (Ordinary/ Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting and electronic voting ("Insta Poll") at the AGM	Passed with requisite majority

Mahindra & Mahindra Financial Services Limited ★ Mumbai

Sr. No.	Agenda	Resolution required (Ordinary/ Special)	Mode of Voting	Remarks
2.	Declaration of Dividend on Equity Shares.	Ordinary	Remote e-voting and Insta Poll at the AGM	Passed with requisite majority
3.	Re-appointment of Mr. Ramesh Iyer (DIN: 00220759) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting and Insta Poll at the AGM	Passed with requisite majority
4.	Appointment of Messrs. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W-100022), as the Statutory Auditors of the Company, in place of Messrs. B. K. Khare & Co., Chartered Accountants, (ICAI Firm Registration Number 105102W), the retiring Auditors of the Company and approve their remuneration.	Ordinary	Remote e-voting and Insta Poll at the AGM	Passed with requisite majority

Yours Faithfully,
For Mahindra & Mahindra Financial Services Limited

Mahindra & Mahindra Financial Services Limited ★ Mumbai

Ramesh Iyer
Vice-Chairman & Managing Director

Details of results of Remote E-voting and Electronic Voting through Insta Poll pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/~~EGM~~	**Annual General Meeting held on Monday, 24th July, 2017**
Total no. of shareholders on record date (17th July, 2017)	54,567
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	84 3 81
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not Applicable

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Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?
1.	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.	Ordinary	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour (4)	No. of votes – against (5)	% 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	29,49,07,551	29,49,07,551	100	29,49,07,551	0	100	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**29,49,07,551**	**29,49,07,551**	**100**	**29,49,07,551**	**0**	**100**	**0.00**
Public- Institutions	E-Voting	23,57,83,084	15,13,40,681	64.1864	15,13,40,681	0	100	0.00
	Insta Poll		0	0	0	0	0	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**23,57,83,084**	15,13,40,681	64.1864	15,13,40,681	**0**	**100**	**0.00**
Public – Non Institutions	E-Voting	3,80,74,325	80,55,345	21.1569	80,55,330	15	100	0.00
	Insta Poll		2,48,303	0.6522	2,48,303	0	100	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3,80,74,325	**83,03,648**	**21.8091**	**83,03,633**	**15**	**100**	**0.00**
Total		56,87,64,960	**45,45,51,880**	**79.9191**	**45,45,51,865**	**15**	**100**	**0.00**

Mahindra Financial Services Limited Mumbai

Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?
2.	Declaration of Dividend on Equity Shares.	Ordinary	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour (4)	No. of votes – against (5)	% 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	29,49,07,551	29,49,07,551	100	29,49,07,551	0	100	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**29,49,07,551**	**29,49,07,551**	**100**	**29,49,07,551**	**0**	**100**	**0.00**
Public- Institutions	E-Voting	23,57,83,084	15,13,40,681	64.1864	15,13,40,681	0	100	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**23,57,83,084**	**15,13,40,681**	**64.1864**	**15,13,40,681**	**0**	**100**	**0.00**
Public – Non Institutions	E-Voting	3,80,74,325	80,55,345	21.1569	80,55,340	5	100	0.00
	Insta Poll		2,48,303	0.6522	2,48,303	0	100	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**3,80,74,325**	**83,03,648**	**21.8091**	**83,03,643**	**5**	**100**	**0.00**
Total		**56,87,64,960**	**45,45,51,880**	**79.9191**	**45,45,51,875**	**5**	**100**	**0.00**

Mumbai

Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?
3.	Re-appointment of Mr. Ramesh Iyer (DIN: 00220759) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	Not Applicable

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour (4)	No. of votes – against (5)	% 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	**29,49,07,551**	29,49,07,551	100	29,49,07,551	0	100	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**29,49,07,551**	**29,49,07,551**	**100**	**29,49,07,551**	**0**	**100**	**0.00**
Public- Institutions	E-Voting	**23,57,83,084**	15,13,40,681	64.1864	14,94,56,111	18,84,570	98.75	1.25
	Insta Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**23,57,83,084**	**15,13,40,681**	**64.1864**	**14,94,56,111**	**18,84,570**	**98.75**	**1.25**
Public – Non Institutions	E-Voting	**3,80,74,325**	80,55,345	21.1569	80,55,135	210	100	0.00
	Insta Poll		2,48,303	0.6522	2,48,303	0	100	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**3,80,74,325**	**83,03,648**	**21.8091**	**83,03,438**	**210**	**100**	**0.00**
Total		56,87,64,960	45,45,51,880	79.9191	45,26,67,100	18,84,780	99.59	0.41

Mahindra & Mahindra Financial Services Limited ★ Mumbai

Item No.	Details of the Agenda	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution?
4.	Appointment of Messrs. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W-100022), as the Statutory Auditors of the Company, in place of Messrs. B. K. Khare & Co., Chartered Accountants, (ICAI Firm Registration Number 105102W), the retiring Auditors of the Company and approve their remuneration.	Ordinary	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand-ing shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes – against (5)	% 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	29,49,07,551	29,49,07,551	100	29,49,07,551	0	100	0.00
	Insta Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**29,49,07,551**	**29,49,07,551**	**100**	**29,49,07,551**	**0**	**100**	**0.00**
Public-Institutions	E-Voting	23,57,83,084	15,13,40,681	64.1864	14,78,13,186	35,27,495	97.67	2.33
	Insta Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**23,57,83,084**	**15,13,40,681**	**64.1864**	**14,78,13,186**	**35,27,495**	**97.67**	**2.33**
Public – Non Institutions	E-Voting	3,80,74,325	80,55,345	21.1569	80,53,430	1,915	99.98	0.02
	Insta Poll		2,48,303	0.6522	2,48,303	0	100	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	3,80,74,325	**83,03,648**	**21.8091**	**83,01,733**	**1,915**	**99.98**	**0.02**
Total		56,87,64,960	**45,45,51,880**	**79.9191**	**45,10,22,470**	**35,29,410**	**99.22**	**0.78**

Yours Faithfully,

For Mahindra & Mahindra Financial Services Limited

Mahindra & Mahindra Financial Services Limited ★ Mumbai

Ramesh Iyer
Vice-Chairman & Managing Director

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

25th July, 2017

To,
The Vice-Chairman & Managing Director
MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED
CIN: L65921MH1991PLC059642
Gateway Building, Apollo Bunder,
Mumbai - 400 001.

Dear Sir,

We would like to thank you for appointing us as the Scrutinizer for remote e-Voting and voting by your Members at the 27th Annual General Meeting (AGM) of your Company held on Monday, 24th July, 2017 at 3:30 p.m.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

FOR S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

Malati A. Kumar

Malati Kumar
Partner
C.P. No. 10980
Thane

Mahindra & Mahindra Financial Services Limited ★ Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	**MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED**
MEETING	**27th Annual General Meeting**
DAY, DATE & TIME	**Monday, 24th July, 2017 at 3:30 p.m.**
VENUE	**Y. B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai – 400 021.**

1. **Appointment as Scrutinizer**

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted at the 27th Annual General Meeting (AGM) of **MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED** (hereinafter referred to as **the Company**) held on **Monday, 24th July, 2017 at 3:30 p.m.** at the venue.

2. **Dispatch of Notice convening the AGM**

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), the Company completed dispatch of Notice of the AGM as under:

- On **28th June, 2017** by **e-mail** to **41,724** members who had registered their email-ids with the Company/ RTA/ Depositories

Mahindra & Mahindra Financial Services Limited ★ Mumbai

- On **28th June, 2017** by **Speed Post** to **1** member, by **Registered Post** to **9,977** members and by **Courier** to **4,532** members in physical form.

3. Cut-off date

The Voting rights were reckoned as on **Monday, 17th July, 2017,** being the cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the AGM.

4. Remote e-Voting Process

4.1 **Agency**

The Company has appointed **Karvy Computershare Private Limited (Karvy)** as the agency for providing the remote e-Voting platform.

4.2 **Remote e-Voting Period**

Remote e-Voting platform was open from **9:00 a.m. on Thursday, 20th July, 2017** till **5:00 p.m. on Sunday, 23rd July, 2017** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the remote e-Voting platform provided by Karvy.

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-Voting, such as their names, DP

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Id & Client Id/ folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, Karvy, the remote e-Voting agency provided us with the names, DP Id & Client ID/ folios and shareholding of the members who had cast their votes through remote e-Voting.

5.3 The Company had authorised Karvy to provide electronic voting system ("Insta Poll") to the members who attended the AGM.

6. Counting Process

6.1 On completion of voting at the AGM, Karvy, provided us with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.

6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to authorizations/ proxies lodged with the Company.

6.3 We unblocked the remote e-Voting results on the Karvy e-Voting platform in the presence of Mr. Vinit Nagool and Ms. Shivani Abhyankar and downloaded the remote e-Voting results.

7. Results

7.1 I observed that

a) **51** Members had cast their votes at the AGM.

b) **387** Members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 25th April, 2017 is enclosed herewith.

Mahindra & Mahindra Financial Services Limited Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net; website www.snaco.net

7.3 Based on the aforesaid results, we report that **Four Ordinary Resolutions** as contained in Item No. 1 to Item No. 4, of the Notice of the AGM dated **25th April, 2017 have been passed with the requisite majority.**

FOR S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

Malati A. Kumar

Malati Kumar
Partner
C.P. No. 10980

25th July, 2017
Thane

Mahindra & Mahindra Financial Services Limited ★ Mumbai

Countersigned:
Mahindra & Mahindra Financial Services Limited

Ramesh G. Iyer
Vice - Chairman & Managing Director

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

Consolidated Results

1. **To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	385	45,43,03,562	51	2,48,303	436	45,45,51,865	100.00
Dissent	2	15	0	0	2	15	0.00
Total	387	45,43,03,577	51	2,48,303	438	45,45,51,880	100.00

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice of the AGM dated **25th April, 2017** has been **passed with requisite majority.**

Malati A. Kumar

Malati Kumar
C.P. No. 10980

25th July, 2017
Thane

Mahindra & Mahindra Financial Services Limited ★ Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

2. Declaration of Dividend on Equity Shares.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	386	45,43,03,572	51	2,48,303	437	45,45,51,875	100.00
Dissent	1	5	0	0	1	5	0.00
Total	387	45,43,03,577	51	2,48,303	438	45,45,51,880	100.00

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice of the AGM dated **25th April, 2017** has been **passed with requisite majority.**

Malati A. Kumar

Malati Kumar
C.P. No. 10980

25th July, 2017
Thane

Mahindra & Mahindra Financial Services Limited ★ Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

3. **Re-appointment of Mr. Ramesh Iyer (DIN: 00220759) as a Director, who retires by rotation and being eligible, offers himself for re-appointment .**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	375	45,24,18,797	51	2,48,303	426	45,26,67,100	99.59
Dissent	12	18,84,780	0	0	12	18,84,780	0.41
Total	387	45,43,03,577	51	2,48,303	438	454551,880	100.00

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the AGM dated **25th April, 2017** has been **passed with requisite majority.**

Malati A. Kumar

Malati Kumar
C.P. No. 10980

25th July, 2017
Thane

Mahindra & Mahindra Financial Services Limited ★ Mumbai

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4. **Appointment of M/s. BSR & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W-100022), as the Statutory Auditors of the Company, in place of Messrs. B.K.Khare & Co., Chartered Accountants (ICAI Firm Registration Number 105102W), the retiring Auditors of the Company and approve their remuneration.**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	362	45,07,74,167	51	2,48,303	413	45,10,22,470	99.22
Dissent	25	35,29,410	0	0	25	35,29,410	0.78
Total	387	45,43,03,577	51	2,48,303	438	45,45,51,880	100.00

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 4** of the Notice of the AGM dated **25th April, 2017** has been **passed with requisite majority.**

Malati A. Kumar

Malati Kumar
C.P. No. 10980

25th July, 2017
Thane

Countersigned:
Mahindra & Mahindra Financial Services Limited

Ramesh G. Iyer
Vice - Chairman & Managing Director