

## Mahindra FINANCE

### MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

**Registered Office:** Gateway Building, Apollo Bunder, Mumbai - 400 001.

**Corporate Office:** Mahindra Towers, 'A' Wing, 4th Floor, Worli, Mumbai – 400 018.

**Corporate Identity Number :** L65921MH1991PLC059642

**Tel:** +91 22 66526000; **Fax:** +91 22 24984170

**Website:** www.mahindrafinance.com; **email:** investorhelpline\_mmfs@mahindra.com

# Notice

## THE TWENTY-SIXTH ANNUAL GENERAL MEETING OF MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

will be held at Textiles Committee Auditorium, Government of India, Ministry of Textiles, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025, on Friday, the 22nd day of July, 2016, at 3.30 p.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016, together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares.
4. To appoint a Director in place of Mr. V. S. Parthasarathy (DIN 00125299), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED that** pursuant to sections 139, 142 and such other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors, Messrs. B. K. Khare & Co., Chartered Accountants, Mumbai, (ICAI Firm 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.”

### Notes:

1. In respect of the Ordinary Resolution at Item No. 4 a Statement giving additional information on the Director(s) seeking re-appointment is annexed herewith as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
3. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable.
5. A route map giving directions to reach the venue of the 26th Annual General Meeting is given at the end of the Notice.
6. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Messrs. Karvy Computershare Private Limited having their office at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
7. The Register of Members and Transfer Books of the Company will be closed from Saturday, 16th July, 2016 to Friday, 22nd July, 2016 (both days inclusive).

8. The dividend, if declared at the Annual General Meeting, will be credited/dispatched on or after Monday, 25th July, 2016 to those persons or their mandates:
- whose names appear as Beneficial Owners as at the end of the business hours on 15th July, 2016 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 15th July, 2016.
9. Under the Companies Act, 1956, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of section 205C of the Companies Act, 1956 and Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, the Company has transferred an amount of Rs. 2,41,317 in August, 2015 to the IEPF, being the unclaimed/unpaid dividend for the Financial Year 2007-08. No claim lies against the Company in respect thereof.
10. Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2008-09 and thereafter to the IEPF:

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
31 <sup>st</sup> March, 2009	27 <sup>th</sup> July, 2009	26 <sup>th</sup> August, 2016
31 <sup>st</sup> March, 2010	23 <sup>rd</sup> July, 2010	22 <sup>nd</sup> August, 2017
31 <sup>st</sup> March, 2011	29 <sup>th</sup> July, 2011	28 <sup>th</sup> August, 2018
31 <sup>st</sup> March, 2012	27 <sup>th</sup> July, 2012	26 <sup>th</sup> August, 2019
31 <sup>st</sup> March, 2013	25 <sup>th</sup> July, 2013	24 <sup>th</sup> August, 2020
31 <sup>st</sup> March, 2014	24 <sup>th</sup> July, 2014	23 <sup>rd</sup> August, 2021
31 <sup>st</sup> March, 2015	24 <sup>th</sup> July, 2015	23 <sup>rd</sup> August, 2022

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Messrs. Karvy Computershare Private Limited well in advance of the above due dates. It may be noted that once the amounts in the unpaid dividend accounts are transferred to IEPF, no claim shall lie against the Company in respect thereof.

11. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts [as referred to in section 205C(2) of the Companies Act, 1956] lying with the Company as on 24th July, 2015 (date of the last Annual General Meeting of the Company) on the website of the Company at the link <http://www.mahindrafinance.com/unpaid-unclaimed.aspx> as well as on the website of the Ministry of Corporate Affairs viz. <http://www.iepf.gov.in>.

The concerned Members are requested to verify the details of their unclaimed amounts, if any, from the said websites and lodge their claim with the Company's Registrar and Transfer Agents, Messrs. Karvy Computershare Private Limited, before the same is due for transfer to the IEPF.

12. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH. 13 duly filled in to Messrs. Karvy Computershare Private Limited having their office at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

13. To enable direct credit of the dividend amount into the Bank Account as per the Securities and Exchange Board of India circular dated 21st March, 2013, the Members are requested to update with their Depository Participant, the active Bank Account details (including 9 digit MICR Code and 11 digit IFSC Code), in case the holding is in dematerialized mode. In case the shares are held in physical mode, the said details may be communicated to the Registrar and Share Transfer Agents, by quoting the Reference Folio No., and attaching a photocopy of the cheque leaf of the active Bank Account along with a self-attested copy of the PAN card.

14. Members are requested to:
- intimate to the Company's Registrar and Transfer Agents, Messrs. Karvy Computershare Private Limited at the above mentioned address, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in physical form;
  - intimate to the respective Depository Participants, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in electronic/ dematerialised form;
  - quote their folio numbers/Client ID and DP ID in all correspondence;
  - consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

15. Pursuant to sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 26th Annual General Meeting (AGM) and the Annual Report for the year 2015-16, etc., would be sent in electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company/Registrar and Transfer Agents/ Depository Participant and who have not opted to receive the same in physical form.

For Members who have not registered their e-mail addresses and/or have opted to receive the documents in physical form, physical copies of the Annual Report for the year 2015-16 and the Notice of the 26th AGM would be sent in the permitted mode.

Members are requested to support the Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Messrs. Karvy Computershare Private Limited (in case of Shares held in physical form).

16. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2015 -16 will also be available on the Company's website at the link: <http://www.mahindrafinance.com/annual-reports.aspx> for their download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the shareholders may also send requests to the Company's investor email id: [investorhelpline\\_mmfs@mahindra.com](mailto:investorhelpline_mmfs@mahindra.com).
17. Relevant documents referred to in the Notice will be available for inspection at the Registered Office and the Corporate Office of the Company during

normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

18. Members/Proxies/Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

#### 19. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, etc. A form for compiling the additional details is being sent along with this Notice. Members holding shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

#### 20. Information relating to Voting through electronic means

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to its Members to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means in respect of the business to be transacted at the AGM, through e-Voting platform provided by Messrs. Karvy Computershare Private Limited (Karvy).

The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- The remote e-voting facility will be available during the following period:
  - Day, date and time of commencement of remote e-voting: Monday, 18th July, 2016 at 9.00 a.m.
  - Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: Thursday, 21st July, 2016 at 5.00 p.m.
- The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.
- Details of Website: <https://evoting.karvy.com>

- iv) Details of person(s) to be contacted for issues relating to e-voting:

Mr. Suresh Babu D., Deputy Manager – RIS,  
Karvy Computershare Private Limited  
Unit : Mahindra & Mahindra Financial Services Limited  
Karvy Selenium, Tower B, Plot 31-32,  
Gachibowli, Financial District, Nanakramguda,  
Hyderabad – 500 032.  
Tel. No.: +91 40 6716 2222;  
Toll Free No.: 1800-345-4001  
Fax No.: +91 40 2300 1153.  
**E-mail: suresh.d@karvy.com or  
evoting@karvy.com.**

**The instructions for remote e-voting are as under:**

**1.A. In case of Members receiving an Email from Karvy [for members whose email addresses are registered with the Company/Depository Participant(s)]:**

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number for Mahindra & Mahindra Financial Services Limited.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 15th July, 2016 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total

shareholding as on the cut-off date.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.

- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix) Voting has to be done for each item of the Notice separately.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

**B. In case of Members receiving physical copy of the Notice of AGM and Attendance Slip [for members whose email addresses are not registered with the Company/Depository Participant(s) or requesting physical copy]:**

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - ii) E-Voting Event Number-XXXX (EVEN), User ID and Initial Password is provided in the Attendance Slip.
  - iii) Please follow all the steps from (ii) to (xii) as mentioned in 1 (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
  3. In case of any query pertaining to e-voting, please visit Help & FAQs section and E-voting User Manual available at the download section of Karvy's website <https://evoting.karvy.com>.

4. Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. Friday, 15th July, 2016, may obtain the User Id and password in the manner as mentioned below:

- a. If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS:  
MYEPWD<space>E-VotingEventNumber+Folio no. or DPID Client ID to +91-9212993399

**Example for NSDL :**

MYEPWD<SPACE>IN12345612345678

**Example for CDSL :**

MYEPWD<SPACE>1402345612345678

**Example for Physical:**

MYEPWD<SPACE> XXXX1234567890

- b. if e-mail address or mobile number of the Member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- c. Member may call Karvy's Toll free number 1800-345-4001.
- d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).

5. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**21. General instructions/information for Members for voting on the Resolutions:**

- a. The facility for voting through Poll (Ballot) paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the AGM.
- b. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. A Member can opt for only a single mode of voting i.e. through remote e-voting or voting at the AGM. In case a Member votes through e-voting facility as well as through Poll (Ballot) paper at the AGM, the vote cast through e-voting shall only be considered and the voting through Poll (Ballot) paper at the AGM shall not be considered.
- c. The voting rights of Members shall be in proportion to their share in the paid-up Equity

Share capital of the Company as on the cut-off date i.e. Friday, 15th July, 2016. Members are eligible to cast their vote either through remote e-voting or at the AGM only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.

- d. Mr. S. N. Ananthasubramanian or failing him, Ms. Malati Kumar of M/s. S. N. Ananthasubramanian & Co., Company Secretaries have been appointed as Scrutinizer to scrutinize the e-voting process as well as voting through Poll (Ballot) paper at the AGM, in a fair and transparent manner.
- e. The Scrutinizer after scrutinising the votes cast at the Meeting by Poll (Ballot) paper and through remote e-voting, will not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any and submit the same forthwith to the Chairman of the Company or any other authorised Director of the Company, who shall counter sign the same.
- f. The Chairman or any other authorised Director shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company ([www.mahindrafinance.com](http://www.mahindrafinance.com)) and on the website of Karvy (<https://evoting.karvy.com>). The Results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.
- g. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 22nd July, 2016, subject to receipt of the requisite number of votes in favour of the Resolutions.

**By Order of the Board**

**Arnavaz M. Pardiwala**  
Company Secretary

**Registered Office:**

Gateway Building,  
Apollo Bunder,  
Mumbai - 400 001.  
CIN : L65921MH1991PLC059642  
Email: [investorhelpline\\_mmfs@mahindra.com](mailto:investorhelpline_mmfs@mahindra.com)

23rd April, 2016

## Details of Director(s) seeking re-appointment at the forthcoming Annual General Meeting

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given hereunder:

<b>Name of Director</b>	<b>Mr. V. S. Parthasarathy</b>
DIN	00125299
Age	53 years
A brief resume, Qualification(s), Experience and Nature of his expertise in specific functional areas, Recognition or awards.	<p>Mr. Parthasarathy holds a Bachelor's Degree in Commerce and is a fellow member of the Institute of Chartered Accountants of India. He is Harvard Alumni of Advanced Management Program - batch 2011. He has also been part of Mahindra Group's Senior Management team for Group strategy development, facilitated by Harvard Business School.</p> <p>Mr. V. S. Parthasarathy is Group Chief Financial Officer (CFO) and Group Chief Information Officer (CIO) of Mahindra &amp; Mahindra Limited (M&amp;M), the holding Company. In his role as Group CFO &amp; Group CIO of M&amp;M, he facilitates Mahindra Group in accomplishing its vision of 'being amongst the Top 50 most admired brands in the world'. He is a member of the think-tank of Mahindra Group's supervisory board called "Group Executive Board". He is also a member of the Global IT Customer Advisory Board of CISCO &amp; APJ Customer Advisory Board of HP. He is on the Board of listed entities of the Mahindra Group viz. Tech Mahindra Ltd., Mahindra &amp; Mahindra Financial Services Ltd., and Mahindra Holidays &amp; Resorts India Ltd., as well as several unlisted companies of the Group. He joined M&amp;M in 2000. At M&amp;M, he spearheaded functions like Finance, HR, M&amp;A, IT and International Operations before he was appointed CFO of M&amp;M. He has received many accolades and recognitions in the field of Finance, M&amp;A &amp; IT being a Group CFO and Group CIO and as Head of Group Finance and Mergers &amp; Acquisition.</p>
Terms and conditions of appointment or re-appointment	Liabli to retire by rotation.
Details of remuneration sought to be paid	Not Applicable
Details of the remuneration last drawn by such person (F.Y. 2015-16)	Not Applicable
Date of first appointment on the Board	24th July, 2014
Shareholding in the Company	250 Equity Shares of Rs. 2 each.
Relationship with other Directors and Key Managerial Personnel	None of the Directors of the Company is inter-se related to each other or with the Key Managerial Personnel of the Company.
The number of Meetings of the Board attended during the Financial Year 2015-16.	5 (out of 5 Meetings held)
Other Directorships (excluding Mahindra & Mahindra Financial Services Limited)	<p>Mahindra Aerospace Private Limited  Mahindra Reva Electric Vehicles Limited  Mahindra Defence Systems Limited  Mahindra USA Inc.  Mahindra Yueda (Yancheng) Tractor Company Limited  Mahindra Tractor Assembly Inc.  CIE Automotive, S.A.  Mahindra North America Technical Centre, Inc.  Mahindra Holidays &amp; Resorts India Limited  New Democratic Electoral Trust  Mahindra Two Wheelers Limited  Tech Mahindra Limited  Mahindra Emarket Limited  Peugeot Motocycles SAS</p>

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Membership/ Chairmanship of  
Committees  
of other Boards  
(excluding Mahindra & Mahindra  
Financial Services Limited)

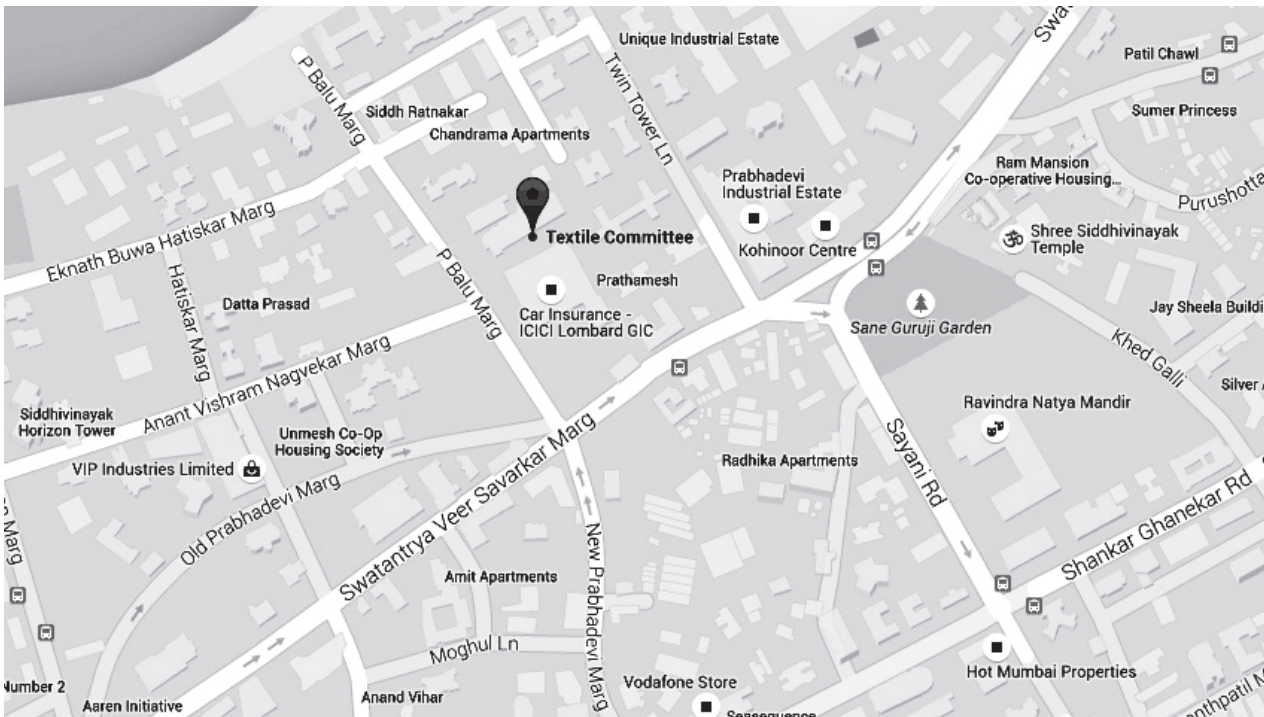
- A. Mahindra Aerospace Private Limited**  
Audit Committee – Member
- B. Mahindra Defence Systems Limited**  
Nomination and Remuneration Committee – Member
- C. Mahindra Reva Electric Vehicles Limited**
- Audit Committee – Chairman
  - Nomination and Remuneration Committee –Member
- D. Mahindra Holidays & Resorts India Limited**
- Audit Committee – Member
  - Stakeholders Relationship Committee – Member
  - Risk Management Committee – Member
  - Committee of Directors - Investment – Member
  - Corporate Social Responsibility Committee – Member
- E. Mahindra Two Wheelers Limited**
- Audit Committee- Chairman
  - Nomination and Remuneration Committee – Member
- F. Peugeot Motorcycles SAS**
- Audit and Finance Committee - Chairman
- G. Tech Mahindra Limited**
- Investment Committee – Member
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**ROUTE MAP OF THE VENUE OF THE  
26th ANNUAL GENERAL MEETING OF THE COMPANY**

**AGM Venue:**

Textiles Committee Auditorium,  
Government of India, Ministry of Textiles,  
P. Balu Road, Prabhadevi Chowk,  
Prabhadevi, Mumbai – 400 025.

**Prominent Landmark: Siddhivinayak Temple**





# Mahindra FINANCE

## MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

**Registered Office:** Gateway Building, Apollo Bunder, Mumbai - 400 001.

**Corporate Office:** Mahindra Towers, 'A' Wing, 4<sup>th</sup> Floor, Worli, Mumbai – 400 018.

**Corporate Identity Number :** L65921MH1991PLC059642

**Tel:** +91 22 66526000; **Fax:** +91 22 24984170

**Website:** www.mahindrafinance.com; **email:** investorhelpline\_mmfsl@mahindra.com

## ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slips on request, provided such request is received by the Company/Registrar & Transfer Agents, Karvy Computershare Private Limited at Karvy Selenium, Tower-B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 on or before 12th July, 2016.

Name & Registered Address

of the Shareholder:

Joint Holder 1:

Joint Holder 2:

Folio No.:

DP ID.:

Client ID.:

No. of Shares:

**I hereby record my presence at the TWENTY-SIXTH ANNUAL GENERAL MEETING of the Company being held at Textiles Committee Auditorium, Government of India, Ministry of Textiles, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025 on Friday, the 22<sup>nd</sup> day of July, 2016 at 3.30 p.m.**

Name(s) of the Shareholder(s)/Representative/Proxy (IN BLOCK CAPITALS)	
Signature(s) of the Shareholder(s)/ Representative/Proxy	

**Note:** You are requested to bring your copy of the Annual Report to the Meeting.

### ELECTRONIC VOTING PARTICULARS

Shareholders may please note the User Id and Password given below for the purpose of remote e-voting in terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

EVEN (E-Voting Event Number)	USER ID	PASSWORD

#### Notes:

1. The remote e-voting period will commence on Monday, 18<sup>th</sup> July, 2016 (9.00 a.m. IST) and will end on Thursday, 21<sup>st</sup> July, 2016 (5.00 p.m. IST).
2. Detailed instructions for e-voting are given in Note No.20 of the AGM Notice.



# Mahindra FINANCE

## MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

Registered Office: Gateway Building, Apollo Bunder, Mumbai - 400 001.

Corporate Office: Mahindra Towers, 'A' Wing, 4<sup>th</sup> Floor, Worli, Mumbai – 400 018.

Corporate Identity Number : L65921MH1991PLC059642

Tel: +91 22 66526000; Fax: +91 22 24984170

Website: www.mahindrafinance.com; email: investorhelpline\_mmfsl@mahindra.com

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): \_\_\_\_\_

Registered Address of the Member : \_\_\_\_\_

\_\_\_\_\_

E-mail Id: \_\_\_\_\_ Folio No./ Client ID: \_\_\_\_\_ DP ID: \_\_\_\_\_

I/We, being the Member(s) of MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED holding \_\_\_\_\_ Equity Shares hereby appoint :

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature: \_\_\_\_\_

as my/our Proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the Twenty-Sixth Annual General Meeting of the Company, to be held on Friday, 22<sup>nd</sup> July, 2016 at 3.30 p.m. at Textiles Committee Auditorium, Government of India, Ministry of Textiles, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description
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<b>Ordinary Business</b>	
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- |    |   |
|----|---|
| 1. | To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2016, together with the Reports of the Board of Directors and Auditors thereon. |
|----|---|

2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2016, together with the Report of the Auditors thereon.
3.	Declaration of Dividend on Equity Shares.
4.	Re-appointment of Mr. V. S. Parthasarathy (DIN: 00125299) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.
5.	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.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxyholder

Affix Revenue Stamp of ₹ 1/-
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**Notes:**

1. This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. A person can act as Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights; provided that a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder.