

13th October, 2016

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 : Quarterly Compliance Report on Corporate Governance

Please find enclosed herewith the Quarterly Compliance Report on Corporate Governance as required under **Regulation 27 (2)** of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the second quarter and half year ended 30th September, 2016.

Kindly take the same on record.

Thanking you,

Yours Faithfully,
For Mahindra & Mahindra Financial Services Limited

A. Arnavaaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer



Encl: a/a



Compliance Report on Corporate Governance

(Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity : Mahindra & Mahindra Financial Services Limited
 2. Quarter ending : 30th September, 2016

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholders Relationship Committee(s) held in listed entities including this listed entity
Mr.	Dhananjay Mungale	PAN: AADPM4264H DIN:00007563	Chairperson /Non-Executive/ Independent	24-07-2014	5 years with effect from 24-07-2014	5	5	2
Mr.	Manohar G. Bhide	PAN: ABBPB2711K DIN:00001826	Non-Executive/ Independent	24-07-2014	5 years with effect from 24-07-2014.	2	2	1
Mr.	Piyush Mankad	PAN: AEDPM7042R DIN: 00005001	Non-Executive/ Independent	24-07-2014	5 years with effect from 24-07-2014.	6	6	2
Mr.	Chandrashekhar B. Bhave	PAN: AADPB6164B DIN: 00059856	Non-Executive/ Independent	03-02-2015	5 years with effect from 03-02-2015.	1	1	1



Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholders Relationship Committee(s) held in listed entities including this listed entity
Mrs.	Rama Bijapurkar	PAN: AADPB9849D DIN: 00001835	Non-Executive/ Independent	24-07-2014	5 years with effect from 24-07-2014.	3	1	1
Mr.	V. S. Parthasarathy	PAN: AADPV5236G DIN:00125299	Non-Executive / Non-Independent	24-07-2014		3	4	2
Mr.	Anish Shah	PAN: AACPS2427B DIN: 02719429	Non-Executive / Non-Independent	18-03-2016		2	2	0



Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholders Relationship Committee(s) held in listed entities including this listed entity
Mr.	Ramesh Iyer	PAN: AAAPI6054Q DIN: 00220759	Executive	30-04-2016		2	3	0
Mr.	V. Ravi	PAN: ABKPV6883B DIN: 00307328	Executive	25-07-2015		2	4	0



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	i. Mr. Chandrashekhar B. Bhave ii. Mr. Dhananjay Mungale iii. Mr. Manohar G. Bhide iv. Mrs. Rama Bijapurkar v. Mr. Piyush Mankad vi. Mr. V. S. Parthasarathy vii. Mr. Anish Shah	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive Non-Independent Non-Executive Non-Independent
2. Nomination and Remuneration Committee	i. Mr. Piyush Mankad ii. Mr. Manohar G. Bhide iii. Mr. Dhananjay Mungale iv. Mr. Chandrashekhar B. Bhave	Chairperson-Non-Executive-Independent Non-Executive -Independent Non-Executive-Independent Non-Executive-Independent
3. Risk Management Committee	i. Mr. Chandrashekhar B. Bhave ii. Mr. Manohar G. Bhide iii. Mrs. Rama Bijapurkar iv. Mr. Dhananjay Mungale v. Mr. V. S. Parthasarathy	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive Non-Independent
4. Stakeholders Relationship Committee	i. Mrs. Rama Bijapurkar ii. Mr. Manohar G. Bhide iii. Mr. Ramesh Iyer iv. Mr. V. Ravi	Chairperson-Non-Executive-Independent Non-Executive-Independent Executive Executive



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
23 rd April, 2016	22 nd July, 2016	89 days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee: 22 nd July, 2016, 4 th August, 2016 and 30 th September, 2016	Yes	Audit Committee: 23 rd April, 2016	89 days, 12 days and 56 days

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :
 - a. Audit Committee
 - a. Nomination and Remuneration Committee
 - b. Stakeholders Relationship Committee
 - c. Risk Management Committee
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The Report for the quarter ended 30th June, 2016, was placed before the Board of Directors at its Meeting held on 22nd July, 2016. This Report shall be placed before the Board at its forthcoming Meeting to be held on 25th October, 2016.

For Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer



ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of Financial Year along with second quarter report of next Financial Year

1. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)*
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>* Note:</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. . For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Mahindra & Mahindra Financial Services Limited</p> <p><i>Arnavaz</i></p> <p>Arnavaz M. Pardiwalla Company Secretary & Compliance Officer</p>		

