

13th October, 2016

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 Sirs,

**Sub: Reconciliation of Share Capital Audit Report for the Second Quarter
ended 30th September, 2016**

In compliance with SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002, as amended from time to time, we submit herewith the Report made by M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, with regard to Reconciliation of Share Capital Audit of the Company as at 30th September, 2016 and certifying due compliance with related requirements during the quarter ended on that date.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,
Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Encl: a/a



RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

(Pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulations 1996
R/w SEBI Circular dated 31.12.2002)

1.	Report for quarter ended	30.09.2016					
2.	ISIN	INE774D01024					
3.	Face Value	Rs.2/- each					
4.	Name of the Company	Mahindra & Mahindra Financial Services Limited					
5.	Registered Office Address	Gateway Building, Apollo Bunder, Mumbai - 400 001, Maharashtra.					
6.	Correspondence Address	Mahindra Towers, 4 th Floor, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai - 400 018.					
7.	Telephone and Fax Nos.	Ph. No. 022-66526000 Fax : 022-24984170					
8.	Email Address	investorhelpline_mmfsl@mahindra.com					
9.	Name of the Stock Exchange where the company's Securities are listed:	National Stock Exchange of India Limited BSE Limited					
		Number of Shares	% of Total Issued Capital				
10.	Issued Capital	56,87,64,960	100				
11.	Listed Capital (Exchange Wise) All (as per company records)	56,87,64,960	100				
12.	Held in dematerialised form in CDSL	87,15,746	1.53				
13.	Held in dematerialized form in NSDL	55,90,94,796	98.30				
14.	Physical	9,54,418	0.17				
15.	Total No. of Shares (12+13+14)	56,87,64,960	100				
16.	Reasons for differences if any ,between (10&11), (10&15), (11&15)	Nil					
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
	Particulars	No. of shares	Applied/ Not Applied for listing	Listed on Stock exchanges (Specify name)	Whether intimated to CDSL	Whether intimated to NSDL	In principle approval pending for Stock Exchange (specify names)
	Nil	Nil	Nil	Nil	Nil	Nil	Nil



Manish Ghia & Associates

18.	Register of Members is updated (Yes /No)	YES
	If not, updated up to which date	N.A.
19.	Reference of previous quarter with regard to excess dematerialized shares, if any	Nil
20.	Has the Company resolved the matter mentioned in Point No.19 above, in the current quarter? If not reason why?	N.A

21. Mention that total number of requests, if any, confirmed after 21 days and the total number of requests pending beyond 21 days with the reason for delay:

Total No. of demat requests	No. of requests	No. of shares	Reason for delay
Confirmed after 21 days	Nil	Nil	N. A.
Pending for more than 21 days	Nil	Nil	N. A.

22.	Name, Telephone & Fax No. of Compliance Officer of the company	Ms. Arnava M. Pardiwalla, Company Secretary & Compliance Officer Ph No.022-66526000 Fax:022-24984170
23.	Name, Address, Telephone & Fax No., Regn No. of the Auditor	Manish Ghia & Associates Company Secretaries 4, Old Chandan Niwas, 1 st Floor, M. V. Road, Off. Andheri – Kurla Road, Behind Andheri Gymkhana, Andheri (East), Mumbai – 400 069. Tel No. 2682 6287 ; Fax No. 2682 6288 M. No. FCS: 6252, C. P. No. 3531
24.	Appointment of common agency for share registry work (if yes, name and address)	Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Phone Number: 040- 67162222 Fax: 040- 23001153 Email: einward.rls@karvy.com
25.	Any other detail that the auditor may like to provide, (e.g. BIFR Company, delisting from Stock Exchange, company changed its name etc.)	NIL

For Manish Ghia & Associates
Company Secretaries



Manish Ghia

Manish L. Ghia
Partner

M. No. FCS: 6252, C.P. No. 3531

Place: Mumbai

Date: 13th October, 2016