

mahindra FINANCE

MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

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

Corporate Office: Mahindra Towers, 'A' Wing, 4th Floor, Dr. G M Bhosale Marg, Worli, Mumbai – 400 018.

Corporate Identity Number: L65921MH1991PLC059642

Tel: +91 22 66526000 | **Fax:** +91 22 24984170 | **ISIN No:** INE774D01024

Website: www.mahindrafinance.com | **Email:** investorhelpline_mmfsl@mahindra.com

Postal Ballot Notice

To,
The Members of Mahindra & Mahindra Financial Services Limited,

NOTICE is hereby given that in compliance with Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circulars, No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September 2020, No. 39/2020 dated 31st December 2020, No. 10/2021 dated 23rd June 2021, No. 20/2021 dated 8th December 2021 and No. 3/2022 dated 5th May 2022 ("MCA Circulars"), (collectively referred to as "MCA Circulars") and subject to other applicable laws and regulations, it is proposed to transact the following business by the Members of the Company through Postal Ballot through Remote E-voting process only ("Remote E-voting").

In terms of MCA Circulars, the companies are permitted to take all decisions requiring Members approval, by way of Postal Ballot through Remote E-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by Postal Ballot up to 31st December 2022.

The Company is sending the Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company/ KFin Technologies Limited, Registrar & Transfer Agent of the Company ("KFintech") or the Depository Participants and whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **Friday, 25th November 2022 ("cut-off date")**. Hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent only through the Remote E-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The proposed resolution and the Explanatory Statement setting out the material facts and reasons concerning the said item pursuant to Section 102 and Section 110 of the Act is annexed hereto for your consideration.

The Board of Directors of the Company ("the Board"), in compliance with Rule 22(5) of the Rules, has appointed Dr. C.V. Madhusudhanan (ICSI Membership No. FCS 5367) or failing him, Mr. V.R. Sankaranarayan (ICSI Membership No. FCS 11684), Partners, M/s. KSR & Co. Company Secretaries LLP, as the Scrutinizer ("Scrutinizer"), to scrutinize the Postal Ballot through Remote E-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with the related Rules and the MCA Circulars, the Company is providing the Remote E-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of KFinTech to provide the Remote E-voting facility to its Members.

The Remote E-voting commences on **Thursday, 1st December 2022 at 9.00 a.m. (IST) and concludes on Friday, 30th December 2022 at 5.00 p.m. (IST)**. The e-voting module shall be disabled by KFinTech for voting thereafter. Members are requested to peruse the proposed Resolution along with Explanatory Statement and thereafter record their assent or dissent by means of Remote E-voting facility provided by the Company not later than 5.00 p.m. (IST) on Friday 30th December 2022, failing which it will be strictly considered that no reply has been received from the Members.

The Remote E-voting facility is available at the link: **<https://evoting.kfintech.com>** Members desiring to exercise their votes are requested to carefully read the “Instructions for Remote E-voting” enumerated in the Notes to this Notice.

The Scrutinizer will submit his Report to the Chairman, or any person authorized by him upon completion of scrutiny of the votes. In terms of Regulation 44 of the Listing Regulations, the Company is required to submit voting results to the stock exchanges within 2 working days of the conclusion of general meeting. The Results of voting by means of Postal Ballot through Remote E-voting along with the Report of the Scrutinizer shall be declared by the Chairman or any person authorized by him, on or before **Monday, 2nd January 2023 by 6.00 p.m.** and will be displayed on the website of the Company at the link: **<https://www.mahindrafinance.com/investors/disclosures-reg-46-62/corporate-governance>** and on the website of KFinTech at **<https://evoting.kfintech.com>** The voting results declared along with the Report of the Scrutinizer shall be displayed at the Company’s Registered Office as well as Corporate Office besides being communicated to BSE Limited and the National Stock Exchange of India Limited, on which the Company’s Equity Shares are listed. The Resolution shall be deemed to have been passed on **Friday, 30th December 2022**, being the last date specified by the Company for Remote E-voting process, subject to receipt of the requisite number of votes in favour of the Resolution.

SPECIAL BUSINESS:

Item No. 1:

Appointment of Mr. Diwakar Gupta (DIN: 01274552) as an Independent Director of the Company, for first term of five consecutive years commencing from 1st January 2023 to 31st December 2027 (both days inclusive).

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act and Regulation 17(6)(a),25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of Mr. Diwakar Gupta (DIN: 01274552), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five consecutive years commencing from 1st January 2023 to 31st December 2027 (both days inclusive) on such terms and conditions including remuneration as stated in the explanatory statement hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By Order of the Board

Brijbala Batwal
Company Secretary
FCS: 5220

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

Corporate Office: Mahindra Towers, 'A' Wing, 4th Floor, Dr. G M Bhosale Marg, Worli, Mumbai – 400 018

CIN: L65921MH1991PLC059642

Tel: +91 22 66526000/6156; **Fax:** +91 22 24984170

E-mail ID: investorhelpline_mmfs@mahindra.com;

Website: www.mahindrafinance.com

Place: Mumbai

Date: 25th November 2022

NOTES:

1. Explanatory Statement

The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) setting out the material facts and reasons concerning the proposal as stated at Item No. 1 of the accompanying Notice is annexed hereto.

2. Cut-off date for remote e-voting

Member(s) whose name(s) appear in the Register of Members/the List of Beneficial Owners as on **cut-off date i.e. Friday, 25th November 2022** will be considered for the purpose of voting in proportion to the Member’s shareholding in the paid-up equity share capital of the Company as on the cut-off date.

A person who is not a Member as on the cut-off date should treat the Notice for information purpose only. Member(s) cannot exercise their votes through proxy on Postal Ballot.

A Member need not cast all the votes in the same way. Members are requested to exercise their voting rights through remote e-voting only. No other means is permitted. The Company will not be dispatching physical copies of Notice of Postal Ballot to any Member. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

3. Members who have not registered their e-mail address are requested to register/update their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFintech by following due procedure.

4. **Weblink to access the Postal Ballot Notice**

This Postal Ballot Notice is uploaded and available electronically at the following links:

Website of the Company	https://www.mahindrafinance.com
Website of the stock exchanges where equity shares of the Company are listed	https://www.bseindia.com https://www.nseindia.com/
Website of e-voting agency	https://evoting.kfintech.com

5. **Voting through Remote E-voting:** In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular dated 9th December 2020 issued by SEBI on E-voting facility provided by Listed Entities, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, Members are provided with the facility to cast their votes electronically, through the E-voting services provided by KFintech on the Resolution set forth in this Notice of Postal Ballot, through Remote E-voting.

Members are requested to note that the Company is providing facility for Remote E-voting and the business is to be transacted through electronic voting system only.

I. **Information relating to E-voting:**

- (i) Day, date and time of commencement of voting through electronic means: **Thursday, 1st December 2022 at 9:00 a.m. (IST).**
- (ii) Day, date and time of end of voting through electronic means beyond which voting will not be allowed: **Friday, 30th December 2022 till 5:00 p.m. (IST).**
- (iii) Details of Website: **<https://evoting.kfintech.com>**
- (iv) The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the **cut-off date i.e. Friday, 25th November 2022**. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purpose only.
- (v) Details of person to be contacted for issues relating to e-voting: Mr. Suresh Babu D., Manager - RIS, KFin Technologies Limited, Unit: Mahindra & Mahindra Financial Services Limited, Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032. Toll Free No.: 1800-309-4001; E-mail: einward.ris@kfintech.com or evoting@kfintech.com or Email at investorhelpline_mmfs@mahindra.com for any further clarifications or requests pertaining to non-receipt of Postal Ballot Notice on registered e-mail ID.

- (vi) **Details of Scrutinizer:** Dr. C.V. Madhusudhanan (ICSI Membership No. FCS 5367) or failing him, Mr. V.R. Sankaranarayan (ICSI Membership No. FCS 11684), Partners, M/s. KSR & Co. Company Secretaries LLP.

II. Instructions for Remote E-voting:

The manner of voting by (A) Individual Shareholders holding shares of the Company in Demat mode, (B) Shareholders other than Individuals holding shares of the Company in Demat mode and all shareholders holding shares of the Company in Physical mode, is explained in the instructions given hereinbelow:

A. Individual Shareholders holding Shares of the Company in Demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on “e-voting facility provided by Listed Entities”, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat account/websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

Accordingly, Shareholders are requested and encouraged to reach out to their Depository Participants/Depositories to register and avail of the facility. Weblink of the SEBI Circular for easy access and reference of the Shareholders is as follows:

https://www.sebi.gov.in/legal/circulars/dec-2020/e-voting-facility-provided-by-listed-entities_48390.html

The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

- ❖ **Login Method for Individual Shareholders holding shares in Demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”):**

NSDL	CDSL
<p>1. User already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <p>i. Visit URL: https://eservices.nsd.com</p> <p>ii. Click on the “Beneficial Owner” icon under “IDeAS” section.</p> <p>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting” under value added services on the panel available on the left hand side.</p>	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <p>i. Visit URL: https://web.cdslindia.com/myeasinew/Home/Login</p> <p>OR</p> <p>URL: www.cdslindia.com and click on “Login” icon available on the right hand side and then click on “New System Myeasi” icon</p> <p>ii. Login with your Registered User ID and Password.</p>

<ul style="list-style-type: none"> iv. Click on “Active e-voting cycle” option under e-voting. v. Click on the e-voting link available against Company Name “Mahindra & Mahindra Financial Services Limited” or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication. 	<ul style="list-style-type: none"> iii. Option will be made available to reach e-Voting page without any further authentication. iv. You will see the e-voting Menu. The Menu will have links of E-voting Service Provider i.e. KFintech e-voting portal where the e-voting is in progress. v. Click on e-voting service provider – KFintech to cast your vote.
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com ii. Select “Register Online for IDeAS” on the panel available on the left hand side or click on the below link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed to complete registration using your DPID/Client ID, mobile number, etc. iv. After successful registration, please follow steps given in Point 1 above to cast your vote. 	<p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in Point 1 above to cast your vote.
<p>3. By visiting the e-voting website of NSDL</p> <ul style="list-style-type: none"> i. Visit URL: https://www.evoting.nsdl.com/ ii. Click on the “Login” icon which is available under “Shareholder/Member” section. iii. A new screen will open. Please enter your User ID (i.e. your sixteen digit demat account number held with NSDL starting with “IN”) and Password (in case you are registered with NSDL platform) or through OTP (in case your mobile/E-mail address is registered in your Demat account) and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the Company name i.e. ‘Mahindra & Mahindra Financial Services Limited’ or the e-voting Service Provider, i.e. KFintech. 	<p>3. By visiting the e-voting website of CDSL</p> <ul style="list-style-type: none"> i. Visit URL: www.cdslindia.com Provide your Demat Account Number and PAN. ii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. iii. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against “Mahindra & Mahindra Financial Services Limited” or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.

v. On successful selection, you will be redirected to the e-voting page of KFintech to cast your vote without any further authentication.	
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❖ **Login Method for Individual Members holding shares in Demat mode through their demat accounts / website of Depository Participant**

- (i) Members can also login using the login credentials of their Demat account through their Depository Participant registered with NSDL/ CDSL for e-voting facility.
- (ii) Once you login, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see **e-voting feature**.
- (iii) Click on options available against the Company's name '**Mahindra & Mahindra Financial Services Limited**' or '**e-voting service provider – KFintech**' and you will be redirected to e-voting website of **KFintech** for casting your vote during the remote e-voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at the respective websites.

Helpdesk for Individual Shareholders holding securities of the Company in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

B. Login method for e-voting for shareholders other than Individual shareholders holding shares in demat mode and all shareholders holding securities in physical mode

- a. Members whose E-mail IDs are registered with the Company/ Depository Participants (s), will receive an E-mail from KFintech which includes details of e-voting Event Number (EVEN), USER ID and password and follow the following process:
 - i. Launch internet browser by typing the URL: **https://evoting.kfintech.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), 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 KFintech 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 of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, E-mail 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 **“EVEN”** i.e., ‘Mahindra & Mahindra Financial Services Limited’ and click on **“Submit”**.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. **Friday 25th November 2022** 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 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 folio/ demat account.
- ix. You may then cast your vote by selecting an appropriate option and click on **“Submit”**.
- x. A confirmation box will be displayed. Click **“OK”** to confirm else **“CANCEL”** to modify. Once you have confirmed, 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.
- xi. 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 authorized representative(s), to the Scrutinizer at e-mail ID: **madhu@ksrandco.in** with a copy to **evoting@kfintech.com** and to the Company at **investorhelpline_mmfs@mahindra.com** They may also upload the same in the e-voting module. The scanned file of the above-mentioned documents should be in the naming format **“MMFSL - Postal Ballot”**.

It should reach the Scrutinizer, Kfintech and the Company not later than **Friday, 30th December 2022 (5.00 p.m. IST)**.

- b. In case of members who have not registered their email addresses with the Company/Depository Participant(s):
- (a) Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
 - (b) Members holding shares in physical form may register their E-mail address and mobile number with the Company's Registrar and Transfer Agent, KFinTech by sending an E-mail request at the E-mail ID **einward.ris@kfintech.com** along with the copy of the signed request letter mentioning the name, address, Folio No., E-mail address and mobile number of the Member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the Member, for registering their email address and receiving notice of Postal Ballot and the e-voting instructions.

Upon registration, Member will receive an e-mail from KFinTech which includes details of E-voting Event Number (EVEN), USER ID and password and Postal Ballot Notice.

Please follow all steps from B (a) (i) to (x) above to cast your vote by electronic means.

Members can also update their mobile number and e-mail address by using the web-link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

- c. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/the Company's Registrar & Transfer Agent, KFinTech to enable servicing of notices/ documents/Annual Reports electronically to their email address.

Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:

- i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
 - 1. Example for NSDL:
MYEPWD <SPACE>IN12345612345678
 - 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 - 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address and mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- iii. Member may call on KFinTech's toll-free number 1800-309-4001 [from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days].
 - iv. Member may send an e-mail request to evoting@kfintech.com After due verification of the request, User ID and password will be sent to the Member.
 - v. If the Member is already registered with KFinTech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
6. In case of any query, clarification(s) and/or grievance(s), in respect of voting by electronic means, please refer the Help & Frequently Asked Questions (FAQs) section and E-voting user manual available at the download Section of KFinTech's website <https://evoting.kfintech.com> or contact Mr. Suresh Babu D., Manager - RIS, KFin Technologies Limited, Unit: Mahindra & Mahindra Financial Services Limited, Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 or at the email ID einward.ris@kfintech.com or evoting@kfintech.com or call KFinTech's Toll free No. 1800-309-4001, or send an email at investorhelpline_mmfsl@mahindra.com for any further clarifications.

The Remote E-voting period commences on Thursday, 1st December 2022 at 9:00 a.m. (IST) and ends on Friday, 30th December 2022 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 25th November 2022 may cast their votes electronically by way of Remote E-voting only. The Remote E-voting module shall be disabled for voting thereafter. Once the vote on the Resolution is cast by the Member, the Member will not be allowed to change it subsequently.

7. Resolution passed by the Members through Postal Ballot will be deemed to have been passed as if the same has been passed at a General Meeting of the Members and shall be deemed to have been passed on the **last date of Remote E-voting, i.e. Friday, 30th December 2022**, subject to receipt of the requisite number of votes in favour of the Resolution.
8. **Temporary Registration of the e-mail address in case of members whose e-mail ids are not registered**

To facilitate the Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFinTech for temporary registration of E-mail addresses of the Members in terms of the MCA Circulars.

The process for registration of E-mail address with KFinTech for receiving the Notice of Postal Ballot and login ID and password for e-voting is as under:

- a. Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- b. Select the Company name viz. Mahindra & Mahindra Financial Services Limited.
- c. Enter the DP ID & Client ID/Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
- d. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
- e. Enter your E-mail address and mobile number.
- f. The system will then confirm the E-mail address for receiving this Postal Ballot Notice.

- g. The Members may also visit the website of the Company <https://www.mahindrafinance.com> and click on the “E-mail registration” and follow the registration process as guided thereafter.
 - h. After successful submission of the E-mail address, Kfintech will E-mail a copy of this Postal Ballot Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to Kfintech at einward.ris@kfintech.com or call at toll free number 1800 309 4001.
9. All documents referred to in the Notice and Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an e-mail to investorhelpline_mmfsl@mahindra.com
10. Members of the Company including Institutional Investors are encouraged to vote on the resolution proposed in this Notice.

11. Transfer to Investor Education and Protection Fund (“IEPF”)

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016, as amended (“the IEPF Rules”), all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits remaining unpaid or unclaimed for a period of 7 years from the date it is transferred to unpaid dividend account/ they became due for payment, are required to be transferred to the Investor Education and Protection Fund (“IEPF”) administered by the Central Government. Further, pursuant to Section 124 of the Act read with the IEPF Rules, all equity shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by MCA.

Members are requested to claim the following unclaimed amounts:

- Unclaimed/Unpaid Dividend: Request to claim and encash dividends declared by the Company in previous years, if unclaimed by you, by sending a request at einward.ris@kfintech.com With respect to unclaimed dividend, if any, for FY 2015-16, kindly claim the same on or before 21st August 2023. Details of unclaimed dividend is available on the website of the Company.
- Fixed Deposits placed with the Company: You are requested to claim the maturity and interest amounts thereon, paid by the Company, if unclaimed/ un-encashed by you, by sending an email to mfinfd@mahindra.com or uploading the documents (ID proof & personalised cheque copy/bank statement) against the FDR no at the link: <https://www.mahindrafinance.com/customer-service#write-to-us>
- Non-Convertible Debentures: If you have subscribed to Company’s Non-convertible Debentures in Public Issue in 2016 and onwards, you are requested to claim the principle amount and interest thereon, paid by the Company, if unclaimed/ un-encashed by you, by sending a request at einward.ris@kfintech.com

12. Important Notice

UPDATION OF MANDATORY KYC DETAILS

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 read with clarificatory Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, has mandated physical shareholders to furnish PAN, nomination, contact details (postal address with PIN, mobile number & E-mail address), bank account details (bank name & branch, bank account number and IFSC code) and specimen signature ('mandatory KYC'). Accordingly, Members holding shares in physical form are requested to complete the mandatory KYC by sending an E-mail request along with duly signed Form ISR-1 and other relevant forms to KFinTech at the E-mail ID: **einward.ris@kfintech.com**

As per SEBI circular, non-availability of any of the above documents/details with KFinTech on or after 1st April 2023 will result in freezing of the physical shareholders' folios.

By Order of the Board

Brijbala Batwal
Company Secretary
FCS: 5220

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

Corporate Office: Mahindra Towers, 'A' Wing, 4th Floor, Dr. G M Bhosale Marg, Worli, Mumbai – 400 018

CIN: L65921MH1991PLC059642

Tel: +91 22 66526000/6156; **Fax:** +91 22 24984170

E-mail ID: investorhelpline_mmfs@mahindra.com

Website: www.mahindrafinance.com

Place: Mumbai

Date: 25th November 2022

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 (“the Act”), sets out all material facts and reasons relating to the business mentioned under Item No.1 of the accompanying Notice dated 25th November 2022.

Item No. 1

Proposal

Pursuant to the provisions of Sections 149, 150 and 152 of the Act read with the applicable rules made thereunder, basis recommendation of the Nomination and Remuneration Committee (“NRC”/ “Committee”), the Board of Directors of the Company (“Board”) have recommended to the Members of the Company for approval, the appointment of Mr. Diwakar Gupta (DIN:01274552) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 consecutive years commencing from 1st January 2023 to 31st December 2027 (both days inclusive).

The Company proposes to appoint Mr. Diwakar Gupta before the next Annual General Meeting to be convened in 2023, hence, approval of the Members is being sought through this postal ballot.

As an Independent Director, Mr. Diwakar Gupta shall be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof within the limits prescribed under the Act, re-imburement for expenses incurred in connection with attending Board/Committee meetings, remuneration including commission as determined for each year by the Board within the limits approved/ may be approved by the Members of the Company from time to time, and as permitted by law. The members of the Company have vide special resolution passed at 25th Annual General Meeting of the Company held on 24th July 2015 approved payment of remuneration to the Non Executive Directors by way of commission, either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, as the Board of Directors may from time to time determine, up to one per cent of the net profits of the Company in any financial year as computed in the manner provided in section 198 of the Act.

The terms and conditions of appointment of Mr. Diwakar Gupta as an Independent Director of the Company is available on the website of the Company and can be accessed on the weblink: **<https://www.mahindrafinance.com/investors/disclosures-reg-46-62/corporate-governance#MMFSL-policies>**

Currently, the Board comprises nine Directors with Non-Executive Non-Independent Chairman, Vice-Chairman & Managing Director, two Non-Executive Non-Independent Directors and five Independent Directors [including 2 (two) Women Independent Directors].

The composition of the Board of the Company post induction of Mr. Diwakar Gupta, if approved by the Members will continue to be in compliance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Act. The proposed appointment is in line with the requirements of the Articles of Association of the Company, Policy on Appointment of Directors and Senior Management and Succession Planning for Orderly Succession to the Board and the Senior Management and Policy on remuneration of Directors of the Company. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Diwakar Gupta for the office of Director of the Company.

Statutory requirement for Members approval

In terms of provision of section 152(2) of the Act every director shall be appointed in a general meeting.

In terms of Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director of a listed entity, shall require approval of shareholders by way of a special resolution. Further in terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022, effective 14.11.2022, if the special resolution for appointment of Independent Director fails to get the requisite majority of votes; but the votes cast in favour of the resolution exceeds the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director of the Company shall be deemed to have been made under regulation 25(2A) of the Listing Regulations.

Further, pursuant to the provisions of Regulation 17(6)(a) of Listing Regulations, the Board shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

Disclosures from Mr. Diwakar Gupta

Mr. Diwakar Gupta has given his consent to act as Director of the Company under section 152(5) of the Companies Act, 2013 and has confirmed that he is not disqualified from being appointed as a Director of the Company under section 164(2) of the Companies Act, 2013. Mr. Gupta has confirmed that he satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR. PD. 008/03.10.119/2016-17 dated 1st September 2016 ("Master Direction") and the Nomination and Remuneration Committee of the Board has evaluated the 'Fit and Proper Criteria' prescribed by the Reserve Bank of India (RBI) in accordance with the aforesaid RBI Master Direction and has recommended his appointment. Mr. Gupta has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or such other authority pursuant to BSE Circular No. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited Circular No. NSE/CML/2018/24, both dated 20th June 2018 ("Stock Exchange Circulars") pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr. Diwakar Gupta has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Diwakar Gupta has submitted declaration of Independence in accordance with Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and is independent of the Management. He has also provided all the required statutory disclosures/ declarations and his Directorship/ Committee memberships are within the statutorily permitted limits.

Mr. Diwakar Gupta is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and is exempted from appearing for the online proficiency self-assessment test conducted by IICA in accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder.

Disclosures and details of terms and conditions of appointment of Mr. Diwakar Gupta as stipulated under Regulation 36(3) of the Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided in the Annexure to this Explanatory Statement and should be taken and read as part hereof.

Brief resume of Mr. Diwakar Gupta

Mr. Diwakar Gupta aged 69 years, is a post-graduate in Physics from University of Delhi and graduate with Honours in Physics from St. Stephen's College, New Delhi.

Mr. Gupta is a seasoned Banker having over 48 years of experience in banking and financial services sector. He was associated with State Bank of India (SBI) for 39 years where he had held several top executive/senior management positions and demitted office as its Managing Director and Chief Financial Officer in 2013. During his tenure with SBI, he had among various diverse assignments, partnered with Unique Identification Authority of India Limited for rollout of the biometric based unique identification program of Government of India (Aadhaar).

Mr. Gupta was also the Chief Executive Officer of SBI Cards, and Chief Operating Officer of State Bank of Patiala, a subsidiary of SBI. After his stint in SBI, he worked as a Senior Advisor (Banking Project) to Aditya Birla Nuvo Ltd. and as an Advisor in India Value Fund Advisors, a leading India-focused PE fund (since rebranded as True North). Mr. Gupta has also worked with Asian Development Bank, Manila ("ADB"), where he oversaw the private sector and PPP operations of the Bank and participated in the Bank's broader corporate initiatives like launching and operationalizing the biometric based National ID system of Philippines (akin to Aadhaar), and creating ADB Ventures, a donor-funded hybrid venture trust fund. He has chaired the Digital Innovation Sandbox and has been a member of the steering committee supervising ADB's digital agenda.

Currently, Mr. Gupta is serving as an Independent Director on the board of esteemed companies like, CRISIL Ratings Limited, Mahindra Holidays & Resorts India Limited ("MHRIL"), Mahindra Susten Private Limited, Fullerton India Credit Company Limited ("FICC"). He is Non-Executive Chairman of India Debt Resolution Company Limited. He is also the Senior Advisor (Research) at CAFRAL (Centre for Advanced Financial Research and Learning), an RBI promoted institution and Senior Advisor with True North.

Mr. Gupta was also a Member of the Expert Committee for Resolution Framework for COVID-19-related Stress, constituted by RBI in 2020. He was Chairman of the Task Force created by Department of Financial Services, Ministry of Finance, Government of India, to review consortium / multiple lending, and suggest measures to make it more efficient. He was also a member of the High-Level Steering Committee to review Supervisory Processes of Banks, chaired by Deputy Governor, RBI.

Skill Matrix, role description and recommendation of Board

The Board of Directors have adopted a skill matrix consisting of core skills/expertise/competencies required to be collectively possessed by the Board of Directors of the Company in the context of the business(es) and sector(s) of the Company. The core skill sets/ expertise as identified by the Board include business experience, financial experience and risk oversight, technology and innovation, governance & regulatory oversight, consumer insights and marketing exposures. As per self- assessment received from Mr. Diwakar Gupta, he possesses all the skill sets as stated in the skill matrix approved adopted by the Board.

The Committee had evaluated the balance of skills, knowledge and experience of the Board and on the basis of such evaluation, prepared a description of the role and capabilities required of an independent Director. The role description specified by the Committee for the said position required the person to have specialized banking experience / experience of Regulatory interface in Indian Industry, who could add value to the function, especially given the Company's aspiration to grow its balance sheet to a large asset base with enhanced credit products. Proposed Independent Director should have demonstrated experience and ability that is relevant for the Board's oversight role with respect to the Company's business and affairs.

In terms of succession planning, to fill the vacancy that would be caused in the position of Independent Directors whose term would be expiring in near future, to broad base the Board and to have optimum combination of skills, knowledge and expertise on the Board, few candidates were evaluated from a wide range of background who fit into the criteria. To this end, the candidature of Mr. Diwakar Gupta was shortlisted.

On evaluation of the academics, skill sets and competencies, experience demonstrated in long standing banking career, including exposure in finance, risk oversight, management, governance, strategy and considering the knowledge & business acumen of Mr. Diwakar Gupta, the Committee is of the view that he meets the role description as set out by the Committee.

Board concurs to the above and is of the opinion that Mr. Gupta's demonstrated professional expertise across various sectors and knowledge will immensely benefit the Board in terms of valuable insights and perspectives and his proposed appointment will be in the interest of the Company.

Accordingly, the Board recommends passing of the Special Resolution as mentioned in the accompanying Notice for appointment of Mr. Diwakar Gupta as an Independent Director of the Company not liable to retire by rotation, for a first term of five consecutive years commencing from 1st January 2023 to 31st December 2027 (both days inclusive) including remuneration as applicable to other Independent Directors of the Company.

Interest and Inspection

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 1 of the Notice.

All documents referred to in this Notice and Explanatory Statement shall be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to Friday, 30th December 2022. Members seeking to inspect such documents can send an email to investorhelpline_mmfsl@mahindra.com

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

By Order of the Board

Brijbala Batwal
Company Secretary
FCS: 5220

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

Corporate Office: Mahindra Towers, 'A' Wing, 4th Floor, Dr. G M Bhosale Marg, Worli, Mumbai – 400 018

CIN: L65921MH1991PLC059642

Tel: +91 22 66526000/6156; **Fax:** +91 22 24984170

E-mail ID: investorhelpline_mmfsl@mahindra.com

Website: www.mahindrafinance.com

Place: Mumbai

Date: 25th November 2022

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

Details of Director pursuant to 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–2 on General Meetings issued by the Institute of Company Secretaries of India, is given below:

Resolution	Appointment of Mr. Diwakar Gupta (DIN: 01274552) as an Independent Director of the Company, for first term of five consecutive years commencing from 1st January 2023 to 31st December 2027 (both days inclusive)
Name of Director	Mr. Diwakar Gupta
Director Identification Number (DIN)	01274552
Nationality	Indian
Date of first appointment on the Board	Not Applicable (“N.A.”)
Tenure with the Company	N.A.
Date of Birth/ Age	25 th July 1953/69 years (He will complete 1 st term of 5 consecutive years before attaining 75 years of age.)
Qualifications	Postgraduate in Physics from University of Delhi and graduation with Honours in Physics from St. Stephen’s College, New Delhi
Capacity/Position	Non-Executive, Independent Director, not liable to retire by rotation.
Brief Resume	As stated in the explanatory statement to this Notice
Listed entities from which the Director has resigned in the past three years	NIL
List of directorships held in Indian companies (as on 25 th November 2022)	<ol style="list-style-type: none"> 1. Mahindra Holidays & Resorts India Limited (Listed). Director since 1st December 2020. 2. Mahindra Susten Private Limited. Directors since 21st October 2020 3. CRISIL Ratings Limited 4. India Debt Resolution Company Limited 5. Fullerton India Credit Company Limited, NBFC
Chairman/Member of the Committees of the Board of Directors of the Company	N.A.
Chairperson/ Member of the Committees of the Board of other Companies in which he is a Director as on 25 th November 2022	<ol style="list-style-type: none"> 1. CRISIL Ratings Limited: <ol style="list-style-type: none"> (a) Ratings Subcommittee (b) Nomination and Remuneration Committee (c) Corporate Social Responsibility Committee 2. Mahindra Holidays & Resorts India limited: <ol style="list-style-type: none"> (a) Audit Committee, Chairman (b) Risk Management Committee 3. Fullerton India Credit Company Limited: <ol style="list-style-type: none"> (a) Audit Committee, Chairman (b) Risk Oversight Committee (c) Nomination and Remuneration Committee (d) Review Committee for Non-Cooperative Borrowers

	4. Mahindra Susten Private Limited: (a) Internal Compensation Committee
Number of Equity Shares held in the Company by himself or on beneficial basis for any other person	NIL
Last drawn remuneration (including sitting fees and commission) from the Company.	N.A.
Terms and Conditions of appointment, details of remuneration to be paid.	He shall be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof, reimbursement for expenses incurred in connection with attending Board/Committee meetings, remuneration including commission as determined for each year by the Board within the limits approved/ will be approved by the Members of the Company from time to time and as permitted by law.
Experience	Career banker with over 48 years of experience in Banking and Financial Services
Expertise	Banking, Finance, Risk management, Legal, Governance and Strategy, etc.
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	As detailed in the explanatory statement of this Notice
Number of meetings attended (Board/Committee Meetings)	N.A.
Relationship with other Directors/ Key Managerial Personnel ("KMP")/ Manager	Mr. Gupta is not related, directly or indirectly, to any Director/ KMP of the Company. The Company does not have any Manager.
