

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 : L65921MH1991PLCO59642

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

Website: www.mahindrafinance.com; **email:** investorhelpline_mmfs@mahindra.com

NOTICE

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

will be held at Y. B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai – 400 021, on **Monday, the 24th day of July, 2017, at 3.30 p.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Ramesh Iyer (DIN 00220759), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including

any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Messrs. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W-100022), be appointed as the Statutory Auditors of the Company, in place of the retiring Auditors of the Company, Messrs. B. K. Khare & Co. Chartered Accountants, (ICAI Firm Registration Number 105102W), to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting until the conclusion of the Thirty-second Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting, as may be applicable), 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.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any

questions, difficulties or doubts that may arise in this regard.”

Notes:

1. In respect of the Ordinary Resolution at Item No. 3, 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). Additional information with respect to the Ordinary Resolution at Item No. 4 for appointment of Statutory Auditors is also annexed herewith.
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.

The Proxy-holder shall prove his identity at the time of attending the Meeting.

5. A route map giving directions to reach the venue of the 27th Annual General Meeting is given at the end of the Notice. The prominent landmark for the venue is that it is 'next to Sachivalaya Gymkhana, Mantralaya'.
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 No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
7. The Register of Members and Transfer Books of the Company will be closed from **Tuesday, 18th July, 2017 to Monday, 24th July, 2017** (both days inclusive).
8. The dividend, if declared at the Annual General Meeting, will be paid/dispatched after **Monday, 24th July, 2017** to those persons or their mandates:
 - a) whose names appear as Beneficial Owners as at the end of the business hours on **Monday, 17th July, 2017** 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
 - b) 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 **Monday, 17th July, 2017**.

9. Transfer to Investor Education and Protection Fund

- (i) Pursuant to sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 ("the IEPF Rules") notified by the Ministry of Corporate Affairs with effect from 7th September, 2016, as amended or re-enacted, 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 they became due for payment, are required to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, pursuant to section 124 of the Act read with the IEPF Rules all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF.

As per the IEPF Rules, the Company has sent communication to all such shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and also published notice(s) in leading newspapers in English and regional language having wide circulation.

The details of such dividends/shares to be transferred to IEPF are uploaded on the website of the Company at the web-link: <http://www.mahindrafinance.com/unpaid-unclaimed.aspx>

- (ii) Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2009-10 and thereafter to the IEPF:

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend	Proposed period for transfer of unclaimed dividend to IEPF
31st March, 2010	23rd July, 2010	22nd August, 2017	23rd August, 2017 to 21st September, 2017
31st March, 2011	29th July, 2011	28th August, 2018	29th August, 2018 to 27th September, 2018
31st March, 2012	27th July, 2012	26th August, 2019	27th August, 2019 to 25th September, 2019
31st March, 2013	25th July, 2013	24th August, 2020	25th August, 2020 to 23rd September, 2020
31st March, 2014	24th July, 2014	23rd August, 2021	24th August, 2021 to 22nd September, 2021
31st March, 2015	24th July, 2015	23rd August, 2022	24th August, 2022 to 22nd September, 2022
31st March, 2016	22nd July, 2016	21st August, 2023	22nd August, 2023 to 20th September, 2023

The Company urges all the Members to encash/claim their respective dividend during the prescribed period. 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.

- (iii) The Company has transferred an amount of Rs. 2,54,886 on 30th August, 2016 to the IEPF, pursuant to the provisions of section 205C of the erstwhile Companies Act, 1956, being the unclaimed/unpaid dividend for the Financial Year 2008-09. Further, pursuant to sections 124 and 125 of the Companies Act, 2013 and the IEPF Rules, the Company has also transferred an amount of Rs. 17,707 to the IEPF on 21st April, 2017, being the interest accrued on matured Fixed Deposits of the Company. No claim lies against the Company in respect thereof.

Members/Investors whose shares, unclaimed dividend, matured deposit(s), matured debentures, application money due for refund, or interest thereon, etc., has been transferred to the IEPF, may claim the shares or apply for refund of the unclaimed amounts as the case may be to the IEPF Authority, by making an application in Form IEPF-5 as detailed on the website of the Ministry of Corporate Affairs at the link: <http://iepf.gov.in/IEPFA/refund.html>.

- (iv) 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 lying with the Company as on 22nd July, 2016 (date of the last Annual General Meeting of the Company) on the website of the Company at the web-link: <http://www.mahindrafinance.com/unpaid-unclaimed.aspx> as well as on the website of the Ministry of Corporate Affairs at the link: <http://www.iepf.gov.in>.

- 10.** 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 No. 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.
- 11.** The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the

payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/ change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.

12. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS). Members wishing to avail of this facility are requested to intimate the Company's Registrar and Transfer Agents/Depository Participants in the prescribed form and with the prescribed details. Members located in places where ECS/NECS facility is not available may submit their bank details to the Registrar and Transfer Agents. This will enable the Company to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.

13. National Automated Clearing House (NACH):

(a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided NACH facility to the Members for the remittance of dividend. Members holding

shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agents, Messrs. Karvy Computershare Private Limited.

(b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

14. Members are requested to:

- a) 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;
- b) intimate to the respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in electronic/dematerialised form;

- c) quote their folio numbers/ Client ID and DP ID in all correspondence; and
- d) 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 27th Annual General Meeting (AGM) inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form and the Annual Report for the year 2016-17, would be sent by electronic mode to those of the Members whose e-mail addresses are registered 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 2016-17 and the Notice of the 27th AGM would be sent by 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 27th Annual General Meeting and the Annual Report for

2016-17 will also be available on the Company's website at the web-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 Members may also send a request to the Company's investor email id: **investorhelpline_mmfsl@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 the copy of Annual Report to the Meeting.

19. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar and Transfer Agents.

20. 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.

21. Procedure for Remote E-voting

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 provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Messrs. Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, through remote e-voting.

The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and the Member can exercise his vote at the AGM. A Member may avail of the facility at his discretion, as per the instructions provided herein.

- i) The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	From : Thursday, 20th July, 2017 (9.00 a.m. IST)
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Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To : Sunday, 23rd July, 2017 (5.00 p.m. IST)
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- ii) 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.

- iii) Details of Website:

<https://evoting.karvy.com>

- iv) Details of persons 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 No. 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 :

- A In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)] which includes details of E-Voting Event**

Number (EVEN), USER ID and password:

- 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. **17th July, 2017** 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 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** with a copy to **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.
- 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>** or contact **investorhelpline_mmfsl@mahindra.com**, or at **evoting@karvy.com** or phone No. +91 40 6716 2222 or call Karvy's toll free No. 1800-345-4001, for any further clarifications.
- 3.** 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. **Monday, 17th July, 2017**, 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./ DP ID Client ID, the Member may send SMS:

MYEPWD<SPACE> E-Voting
Event Number + Folio
no. or DP ID 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./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID 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. However, Karvy shall endeavour to send User ID and Password to those new Members whose e-mail IDs are available.

4. 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).

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

- a. **Voting at AGM:** The Members, who have not cast their vote through remote e-voting can

exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system (“Insta Poll”) shall be made available at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting.

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 casts votes by both the modes then voting done through remote e-voting facility shall prevail and voting at the AGM shall not be considered.

- b. 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. **Monday, 17th July, 2017**. 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.
- c. 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 Insta Poll at the AGM, in a fair and transparent manner.

- d.** The Scrutinizer after scrutinising the votes through remote e-voting and votes cast at the Meeting by Insta Poll, 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.
- e.** 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) 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.

- f.** The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Monday, 24th July, 2017**, 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

25th April, 2017

Additional Information with respect to Item Nos. 3 and 4

Item No. 3

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:

Name of Director	Mr. Ramesh Iyer
DIN	00220759
Age	58 years
A brief resume, Qualification(s), Experience and Nature of his expertise in specific functional areas, Recognition or awards.	<p>Mr. Ramesh Iyer has been the Managing Director of the Company with effect from 30th April, 2001 and is associated with the Company since inception. He has been elevated as Vice-Chairman of the Board of Directors designated as "Vice-Chairman & Managing Director" with effect from 18th March, 2016.</p> <p>He comes with a wealth of experience in matters relating to business development, finance and marketing. He holds a Bachelor's Degree in Commerce and a Master's Degree in Business Administration.</p> <p>Mr. Iyer is also the President – Financial Services Sector and a Member of the Group Executive Board of Mahindra & Mahindra Limited, the holding company.</p> <p>Mr. Iyer is a Member of the Banking & Finance Committee of the Bombay Chamber of Commerce and Industry, the Core Committee of Finance Industry Development Council (FIDC) and the Task Force of NBFCs of Federation of Indian Chambers of Commerce and Industry (FICCI). He is also the Co-Chairman of the Group on Finance & Leasing and Insurance of the Council of Economic Affairs, set up by Society of Indian Automobile Manufacturers (SIAM). Besides this, he is the Chairman of WR HR Council Sub-Committee of CII since 2016 and a member of leadership team of IMD Alumni Club India.</p> <p>Mr. Iyer is a recipient of various prestigious awards, the most recent ones being, 'Best CEO – Financial Services Sector Mid Cap' award by Business Today, two awards in the category 'CEO of the Year' and 'Most Admired Rural Entrepreneur of the Year Award' at The Rural Marketing Forum and Awards, conducted by CMO Asia and also an award in the category 'CEO – FINANCIAL SERVICES' at the CEO AWARDS 2015 organised by CEO India magazine. Mr. Ramesh Iyer has also won the "Business Leadership Award" by Indian Achievers Forum in 2015.</p>

	<p>Mr. Iyer was also one of the finalists in the CNBC 15th Asia Business Leaders Awards 2016 held in Jakarta, Indonesia and has been recently featured in Business Today magazine in the top 40 BFSI CEOs of India.</p> <p>Mr. Ramesh Iyer is on the Board of various Mahindra Group Companies.</p>
Terms and conditions of appointment or re-appointment and Details of remuneration sought to be paid	The terms and conditions of re-appointment and remuneration of Mr. Ramesh Iyer would be governed by the terms and conditions approved by the Members vide Special Resolution passed by means of a Postal Ballot Voting process on 16th June, 2016.
Details of the remuneration last drawn by such person (F.Y. 2016-17)	The remuneration paid to Mr. Ramesh Iyer during the Financial Year 2016-17 is Rs. 684.93 lakhs.
Date of first appointment on the Board	30th April, 2001
Shareholding in the Company	7,43,432 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 2016-17	6 (out of 6 Meetings held)
Other Directorships (excluding Mahindra & Mahindra Financial Services Limited)	<p>Mahindra Insurance Brokers Limited</p> <p>Mahindra Rural Housing Finance Limited</p> <p>NBS International Limited</p> <p>Mahindra First Choice Services Limited</p> <p>Mahindra First Choice Wheels Limited</p> <p>Mahindra Finance USA, LLC</p> <p>Finance Industry Development Council (Section 8 Company)</p>
Membership/ Chairmanship of Committees of other Boards (excluding Mahindra & Mahindra Financial Services Limited)	<p>A. Mahindra Insurance Brokers Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Member • Nomination and Remuneration Committee – Member <p>B. Mahindra Rural Housing Finance Limited</p> <ul style="list-style-type: none"> • Asset Liability Committee – Chairman • Corporate Social Responsibility Committee – Chairman • Nomination and Remuneration Committee – Member <p>C. NBS International Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee – Member <p>D. Mahindra First Choice Services Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member <p>E. Mahindra First Choice Wheels Limited</p> <ul style="list-style-type: none"> • Audit Committee – Member

Item No. 4

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs. B. K. Khare & Co., Chartered Accountants (ICAI Firm Registration No. 105102W), the present Auditors of the Company complete their term as Auditors at the conclusion of the ensuing 27th Annual General Meeting ("AGM") of the Company.

Accordingly, the Board of Directors has based on the recommendation of the Audit Committee, proposed the appointment of Messrs. B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022 as the Statutory Auditors of the Company to hold office for a term of 5 years, commencing from the conclusion of this AGM until the conclusion of the 32nd AGM of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM held after this AGM, as may be applicable, 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. Messrs. B S R & Co. LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be in conformity with the provisions of section 139 of the Act and that they satisfy the criteria provided in section 141 of the Act and are independent of the Management.

B S R & Co. ("the firm") was constituted on 27th March, 1990 having Firm Registration No. 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on 14th October, 2013 with Firm Registration No. 101248W/W-100022. The Registered Office of the firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011.

Messrs. B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Affiliates include B S R & Associates LLP, B S R & Company, B S R and Co, BSR and Associates, BSR and Company, B S R R & Co, B S S R & Co and B B S R & Co.

Messrs. B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida and Kochi.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the Members.

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 Ordinary Resolution as set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any, in the Company.

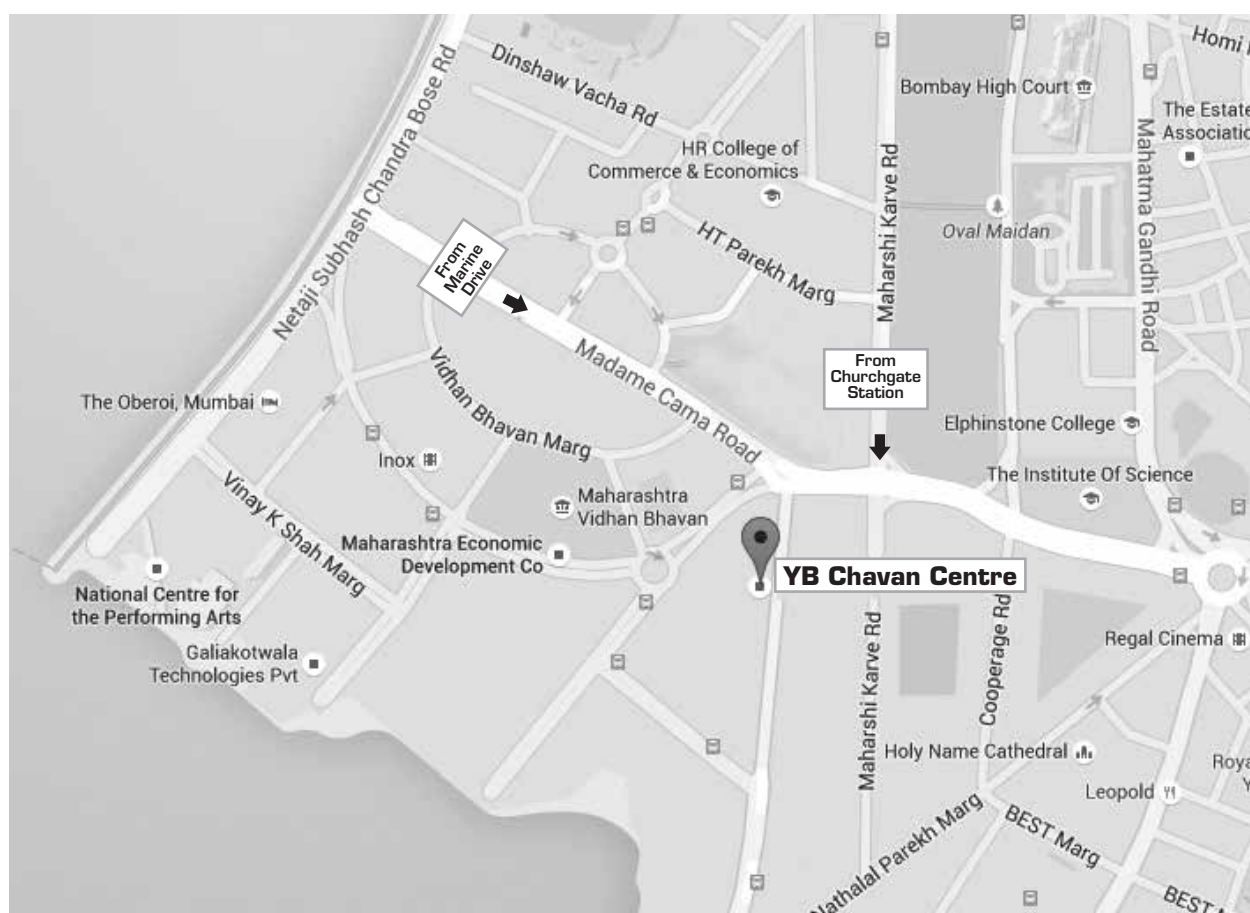
Mahindra FINANCE
MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

**ROUTE MAP OF THE VENUE OF THE
27TH ANNUAL GENERAL MEETING OF THE COMPANY**

AGM Venue:

Y. B. Chavan Auditorium,
Yashwantrao Chavan Pratishthan,
General Jagannath Bhosale Marg,
Next to Sachivalaya Gymkhana,
Mumbai – 400 021.

Prominent Landmark: Sachivalaya Gymkhana, Mantralaya.



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

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. Such request should reach the Company/Registrar & Transfer Agents, Messrs Karvy Computershare Private Limited at Karvy Selenium, Tower-B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 on or before 14th July, 2017.

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-SEVENTH ANNUAL GENERAL MEETING of the Company being held at Y. B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai – 400 021 on Monday, the 24th day of July, 2017 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 **Thursday, 20th July, 2017 (9.00 a.m. IST)** and will end on **Sunday, 23rd July, 2017 (5.00 p.m. IST)**.
2. Detailed instructions for e-voting are given in Note No. 21 of the AGM Notice.

Mahindra FINANCE

MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

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

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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-Seventh Annual General Meeting of the Company, to be held on Monday, 24th July, 2017 at 3.30 p.m. at Y. B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
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Ordinary Business

1.	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31 st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
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| 2. | Declaration of Dividend on Equity Shares. |
| 3. | Re-appointment of Mr. Ramesh Iyer (DIN: 00220759) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment. |
| 4. | Appointment of Messrs. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W-100022), as the Statutory Auditors of the Company, in place of Messrs. B. K. Khare & Co., Chartered Accountants, (ICAI Firm Registration Number 105102W), the retiring Auditors of the Company and approve their remuneration. |
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Signed this _____ day of _____ 2017

Signature of Shareholder

Signature of Proxy-holder(s)

Affix Revenue Stamp of ₹ 1/-

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. The Proxy-holder shall prove his identity at the time of attending the Meeting.