



## NOTICE

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

THE EIGHTEENTH ANNUAL GENERAL MEETING OF MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED will be held at Patkar Hall, SNDT Women's University, 1st Nathibai Thackersey Road, New Marine Lines, Mumbai- 400 020 on Wednesday, 23rd day of July, 2008, at 3.30 p.m. to transact the following business:

**ORDINARY BUSINESS**

1. To receive and adopt the audited Balance Sheet as at 31st March, 2008 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Bharat Doshi, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Piyush Mankad, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Anjanikumar Choudhari, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint M/s. B. K. Khare & Co., Chartered Accountants, the retiring Auditors of the Company, as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

**SPECIAL BUSINESS**

7. To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

**"RESOLVED** that in accordance with the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956, Ms. Rama Bijapurkar who was appointed as an Additional Director and who ceases to hold office as per the provisions of section 260 of the Companies Act, 1956 at the ensuing Annual General Meeting and in respect of whom the Company has received a Notice from a Member in writing proposing her candidature for the office of Director as per the provisions of section 257 of the Companies Act, 1956, be and is hereby appointed a Director of the Company, liable to retire by rotation."

**Notes:**

- A. Explanatory Statement as required under section 173(2) of the Companies Act, 1956 is annexed hereto.
- B. 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.
- C. 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.
- D. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Karvy

Computershare Private Limited having their office at Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad 500081.

- E. The Register of Members and Transfer Books of the Company will be closed from Saturday, 28th June, 2008 to Wednesday, 23rd July, 2008 (both days inclusive).
- F. The dividend, if declared at the Annual General Meeting, will be paid on or after 23rd July, 2008 to those persons or their mandates:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on 27th June, 2008 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 27th June, 2008.

- G. Pursuant to the provisions of section 205A of the Companies Act, 1956, there were no unclaimed dividends for the financial year ended 31st March, 2000 due for transfer to the Investor Education and Protection Fund.

All unclaimed dividends for the financial year ended 31st March, 2001 will be transferred to the Investor Education and Protection Fund in July, 2008. Members who have not encashed the dividend warrants so far for the said period or any subsequent financial years are requested to make their claim to Karvy Computershare Private Limited at the above mentioned address. It may be noted that once the amounts in the unpaid dividend accounts are transferred to the Investor Education and Protection Fund, no claim shall lie against the Fund or the Company in respect thereof and the Members would lose their right to claim such dividend.

- H. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 109A of the Companies Act, 1956. Members desiring to avail of this facility may send their nomination in the prescribed Form No. 2B duly filled in to Karvy Computershare Private Limited having their office at Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad 500081.
- I. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing 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 shareholders holding shares in electronic form 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.

NOTICE (Contd.)

NOTICE

J. The Company has the facility of electronic credit of dividend directly to the respective Bank Accounts of the Members through the Electronic Clearing Service (ECS) of the Reserve Bank of India. Members wishing to avail of this facility are requested to intimate the Company's Registrar and Transfer Agents in the prescribed form and with the prescribed details. Shareholders located in places where ECS facility is not available may submit their Bank details. This will enable the Company to incorporate this information on the Dividend Warrants and thus prevent fraudulent encashment.

K. Members are requested to:

- (a) intimate to the Company's Registrar and Transfer Agents, Karvy Computershare Private Limited at the above mentioned address, changes, if any, in their registered addresses 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 at an early date, in case of shares held in demat form;
- (c) quote their folio numbers/Client ID/DP ID in all correspondence;
- (d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

L. Re-appointment of Directors

In respect of the information to be provided under Clause 49 of the Listing Agreement pertaining to the Directors being re-appointed, members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.

By Order of the Board  
 Arnavaaz M. Pardiwala  
 Company Secretary

**Registered Office:**

Gateway Building,  
 Apollo Bunder,  
 Mumbai - 400 001.

16th June, 2008.

**Annexure to Notice**

**Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.**

**Item No.7**

Based on the recommendation of the Nomination Committee, the Board of Directors vide its resolution passed on 14th June, 2008 appointed Ms. Rama Bijapurkar as an Additional Director. She holds office only up to the date of the forthcoming Annual General Meeting of the Company.

The Company has received a Notice from a Member signifying his intention to propose Ms. Rama Bijapurkar as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Ms. Rama Bijapurkar graduated with a B.Sc (Hons) degree in Physics from Miranda House, Delhi University and a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad. She is an independent market strategy consultant and also a visiting faculty and member, Board of Governors of the Indian Institute of Management, Ahmedabad. She has over 30 years of experience in industries such as advertising, marketing and consultancy. She has previous work experience with McKinsey & Company, MARG (now AC Nielsen India), and been a full time consultant with Hindustan Unilever Ltd. She has published extensively on emerging market and consumer related issues and is the author of the book titled "Winning in the Indian Market - Understanding the Transformation of Consumer India".

Ms. Bijapurkar serves as an Independent Director on the Boards of Infosys Technologies Limited, CRISIL Limited, CRISIL Risk & Infrastructure Solutions Limited, Axis Bank Limited, Godrej Consumer Products Limited, Entertainment Network (India) Limited (Radio Mirchi), ICICI Prudential Life Insurance Company Limited, Bharat Petroleum Corporation Limited, Give Foundation (a not-for-profit company), Subhiksha Trading Services Limited, Mahindra Holidays & Resorts India Limited and Ambit Holdings Private Limited.

Ms. Bijapurkar is a member of the Audit Committee of Infosys Technologies Limited, Godrej Consumer Products Limited and Mahindra Holidays & Resorts India Limited. She is the Chairperson of the Investor Grievance Committee of Infosys Technologies Limited. She is also a Member of the Remuneration/Compensation Committee of Godrej Consumer Products Limited, CRISIL Limited, Axis Bank Limited, Mahindra Holidays & Resorts India Limited (Chairperson) and Ambit Holdings Private Limited.

The Board is of the view that her vast knowledge and experience in customer insight and market strategy will be of immense benefit to the Company and therefore, recommends her appointment as Director of the Company to the shareholders.

Ms. Bijapurkar does not hold any shares in the Company. Ms. Bijapurkar is not related to any other Director of the Company.

Apart from Ms. Rama Bijapurkar, none of the other Directors of the Company is concerned or interested in this item of business.

By Order of the Board  
 Arnavaaz M. Pardiwala  
 Company Secretary

**Registered Office:**

Gateway Building,  
 Apollo Bunder,  
 Mumbai 400 001.

16th June, 2008.



### Mahindra & Mahindra Financial Services Limited

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

#### ATTENDANCE SLIP

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

Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slips on request Provided such request is received by the Company / Registrar & Transfer Agents, Karvy Computershare Private Limited at Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081 before 13th July, 2008.

Folio No.:  
No. of Shares :  
Name & Address of the Shareholder :

I hereby record my presence at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company being held at Patkar Hall, SNDT Women's University, 1st Nathibai Thackersey Road, New Marine Lines, Mumbai- 400 020 on Wednesday, the 23rd July, 2008, at 3.30 p.m.

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

Signature(s) of the Shareholder(s) or Proxy

**NOTE:** No duplicate Attendance Slip will be issued at the Meeting Hall. You are requested to bring your copy of the Annual Report to the Meeting.



### Mahindra & Mahindra Financial Services Limited

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

#### PROXY FORM

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member/members of MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_

as my/ our Proxy to vote for me/ us and on my/ our behalf at the Eighteenth Annual General Meeting of the Company to be held on 23rd July, 2008 and at any adjournment thereof.

As witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2008.

Signed by the said \_\_\_\_\_

Affix a 15 Ps. Revenue Stamp

**NOTE:** The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.



#### BANK ACCOUNT PARTICULARS/ ECS MANDATE FORM

I/We \_\_\_\_\_ do hereby authorize Mahindra & Mahindra Financial Services Limited.

To print the following details on my/ our dividend warrant (✓ whichever is applicable.)

To Credit my dividend amount directly to my Bank account by ECS.

My / our Folio No: \_\_\_\_\_

DP ID No. \_\_\_\_\_ Client Id. No. \_\_\_\_\_

Particulars of Bank Account:

- A. Bank Name : \_\_\_\_\_
- B. Branch Name : \_\_\_\_\_
- Address (for Mandate only) : \_\_\_\_\_
- C. 9 Digit Code number of the Bank & branch as appearing on the MICR cheque : \_\_\_\_\_
- D. Account Type (Saving / Current) : \_\_\_\_\_
- E. Account No. as appearing on the cheque book : \_\_\_\_\_
- F. STD Code & Telephone No. : \_\_\_\_\_

I/ We shall not hold the Bank responsible if the ECS could not be implemented or the Bank discontinue(s) the ECS, for any reason.

**MAIL TO**

KARVY COMPUTERSHARE PRIVATE LIMITED (unic: Mahindra & Mahindra Financial Services Limited) Plot No. 17-24 Vittalrao Nagar, Madhapur, Hyderabad 500 081 or to your Depository Participant if you hold shares in electronic form.

Signature of the Shareholder



Please attach the photocopy of a cheque or a blank cancelled cheque issued by your Bank relating to your above account for verifying the accuracy of the 9 digit code number. In case you are holding shares in demat form, kindly advise your Depository Participant to take note of your Bank account particulars / ECS mandate.