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Mahindra FINANCE

MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

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

CIN: L65921MH1991PLC059642

TEL: +91 22 66526000 • FAX: +91 22 24984170

Website: www.mahindrafinance.com • Email: investorhelpline_mmfsl@mahindra.com

NOTICE TO THE MEMBERS

Notice is hereby given in compliance with Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Company has on **16th May, 2017**, completed the dispatch of the Postal Ballot Notice dated 9th May, 2017 alongwith the Statement setting out material facts, the Postal Ballot Form and a self-addressed reply envelope (for which postage will be paid by the Company) to the Members who have not registered their e-mail ids with the Depositories or with the Company and has also sent emails through Karvy Computershare Private Limited ("Karvy"), the Registrar and Share Transfer Agents of the Company, alongwith the details of Login ID and password to the Members who have registered their e-mail ids with the Depositories or with the Company for seeking approval of the Members of the Company by Postal Ballot, including voting by Electronic means ("**Remote e-voting**"), for the following business:

Sr. No.	Description of the Special Resolutions
1.	Increase in Borrowing limits from Rs. 55,000 crores to Rs. 60,000 crores under Section 180(1)(c) of the Companies Act, 2013 ("the Act") and creation of charge on the assets of the Company under Section 180(1)(a) of the Act.
2.	Issue of Secured/Unsecured Redeemable Non-Convertible Debentures including Subordinated Debentures, in one or more series/tranches, aggregating upto Rs. 29,000 crores, on a Private Placement basis.
3.	Place of keeping Registers and Index of Members, Debentureholders and copies of Annual Returns, pursuant to the provisions of Section 94 of the Act.

As required by Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Karvy to provide remote e-voting facility to the Members of the Company.

The Voting through Postal Ballot and remote e-voting would commence on **Wednesday, 17th May, 2017 (9.30 a.m. IST)**. The Notice and Postal Ballot Form are also available on the website of the Company, at the link <http://www.mahindrafinance.com/announcements.aspx> and on the website of Karvy at <https://evoting.karvy.com>. The same is also available on the website of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), where the Equity Shares of the Company are listed. Members who do not receive the Postal Ballot Notice or who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form, may download it from the website of the Company or from the link <https://evoting.karvy.com> or may e-mail their request for a duplicate Postal Ballot Form to Mr. Suresh Babu D at suresh.d@karvy.com.

The Board of Directors of the Company has appointed Mr. S. N. Ananthasubramanian or failing him, Ms. Malati Kumar of M/s. S. N. Ananthasubramanian & Co., Company Secretaries, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Members are requested to note that the physical Postal Ballot Form duly completed and signed should reach the Scrutinizer on or before **Thursday, 15th June, 2017 by 5.30 p.m. (IST)**. The remote e-voting facility shall be available from **Wednesday, 17th May, 2017 from 9.30 a.m. (IST) to Thursday, 15th June, 2017 till 5.30 p.m. (IST)**. The remote e-voting platform would be disabled by Karvy thereafter. Any Postal Ballot Forms/Electronic Votes received after the said date and time will be treated as if reply from such Members has not been received. In case a Member votes through remote e-voting facility as well as sends his/her/its vote through physical ballot, the vote cast through remote e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Upon completion of the scrutiny of the Postal Ballots received in electronic or physical mode, the Scrutinizer will submit his Report to the Chairman or any other authorised Director of the Company. The Results of the Postal Ballot shall be announced on **Saturday, 17th June, 2017, on or before 5.00 p.m. (IST)** through the website of the Company at the link <http://www.mahindrafinance.com/announcements.aspx>. The Results declared along with the Scrutinizer's Report will be hosted on the website of the Company at the link <http://www.mahindrafinance.com/announcements.aspx> and on Karvy's website at the link <https://evoting.karvy.com> and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.

In case of any query pertaining to e-voting, please visit Help & FAQs section available at Karvy's website <https://evoting.karvy.com>. The query or grievance connected with voting by Postal Ballot including remote e-voting may also be addressed to:

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: +91 040 6716 2222 • Fax: +91 40 2300 1153

Email: suresh.d@karvy.com or evoting@karvy.com

Toll Free No.: 1800 345 4001.

The voting rights of the Members shall be reckoned as on **9th May, 2017** which is the **cut-off date**. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.

By Order of the Board
For Mahindra & Mahindra Financial Services Limited
sd/-
Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Place: Mumbai

Date: 17th May, 2017