

Mahindra FINANCE

MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

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

Corporate Identity Number: L65921MH1991PLC059642

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

Website: www.mahindrafinance.com • email: investorhelpline_mmfs@mahindra.com

POSTAL BALLOT FORM

POSTAL BALLOT NO. _____

1. Name(s) of Member(s) :
2. Registered address of the Sole/first named Member :
3. Name(s) of Joint holder(s), if any :
4. Registered Folio No. / DPID No. / Client ID No.*
(*applicable to investors holding shares in dematerialised form) :
5. No. of Shares held :
6. I/We hereby exercise my/our vote in respect of the Resolution as proposed to be passed through Postal Ballot for the business stated in the Notice of the Company dated 3rd December, 2014, by sending my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Approval of the Scheme of Amalgamation of Mahindra Business & Consulting Services Private Limited (a wholly-owned subsidiary) with the Company and their shareholders and creditors under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956, by public shareholders in accordance with the SEBI Circulars.			

Place :

Date :

(Signature of Member)

The Company is pleased to offer e-voting facility as an alternate, for the Members of the Company to enable them to cast their votes electronically instead of sending the Postal Ballot Forms to the Scrutinizer. Detailed instructions for e-voting are given in Note No. 3 of the Postal Ballot Notice. E-Voting is optional.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

NOTE: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS FOR VOTING IN PHYSICAL MODE

1. A Member desiring to exercise the vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope (bearing the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form respectively) by the first named Member and in his/her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authorisation giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. Unsigned or incorrect Postal Ballot Form will be rejected.
7. A Member need not use all the votes nor needs to cast all the votes in the same way.
8. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 9th January, 2015 by 6.00 p.m. Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has not been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at Sr. No. 8 above.
10. The voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Member(s) on the date of the Notice annexed herewith i.e. 3rd December, 2014.
11. Member(s) are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. The Results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The Results and Report of the Scrutinizer will also be hosted on the Company's website www.mahindrafinance.com and the Results will thereafter be published in newspapers, for the information of Members.