

## Quarterly Compliance Report on Corporate Governance

Name of the Company: Mahindra & Mahindra Financial Services Limited

Quarter ending on: 31<sup>st</sup> December, 2014

Particulars		Clause of Listing agreement	Compliance Status Yes/No	Remarks
(1)	(2)	(3)	(4)	(5)
II.	Board of Directors	49 (II)		
(A)	Composition of Board	49 (IIA)	Yes	
(B)	Independent Directors	49 (IIB)	Yes	<p>The Company is in compliance with the provisions of this Clause.</p> <p>The Company has taken definitive steps as under:</p> <ol style="list-style-type: none"> <li>To lay down evaluation criteria for performance evaluation of Independent Directors and shall appropriately disclose the same in the Annual Report for the Financial Year 2014-15.</li> <li>To formulate suitable familiarisation Programmes for Independent Directors, details of which shall be disclosed on the Company's website and a web link thereto would be provided for in the Annual Report for the Financial Year 2014-15.</li> </ol>
(C)	Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	



	(D)	Other provisions as to Board and Committees	49 (IID)	Yes	
	(E)	Code of Conduct	49 (IIE)	Yes	The Annual Report of 2014-15 shall contain a declaration of compliance with the Code of Conduct.
	(F)	Whistle Blower Policy	49 (IIF)	Yes	
<b>III.</b>	<b>Audit Committee</b>		49 (III)		
	(A)	Qualified & Independent Audit Committee	49 (IIIA)	Yes	
	(B)	Meeting of Audit Committee	49 (IIIB)	Yes	
	(C)	Powers of Audit Committee	49 (IIIC)	Yes	
	(D)	Role of Audit Committee	49 (IIID)	Yes	
	(E)	Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV.</b>	<b>Nomination and Remuneration Committee</b>		49 (IV)	Yes	The Annual Report for the Financial Year 2014-15 shall contain disclosures on the Remuneration Policy and the Evaluation criteria.
<b>V.</b>	<b>Subsidiary Companies</b>		49 (V)	Yes	A web link of the Company's Policy for determining Material Subsidiaries shall be provided in the Annual Report for the Financial Year 2014-15.
<b>VI.</b>	<b>Risk Management</b>		49 (VI)	Yes	
<b>VII.</b>	<b>Related Party Transactions</b>		49 (VII)	Yes	
<b>VIII.</b>	<b>Disclosures</b>		49 (VIII)		
	(A)	Related party transactions	49 (VIIIA)	Yes	There were no material Related Party Transactions in this quarter. A web link of the Company's Policy on Related Party Transactions shall be provided in the Annual Report for the Financial Year 2014-15.



	(B)	Disclosure of Accounting Treatment	49 (VIII B)	N. A.	Applicable accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report.
	(C)	Remuneration of Directors	49 (VIII C)	Yes	
	(D)	Management	49 (VIII D)	Yes	The Management Discussion & Analysis shall form part of the Annual Report for F. Y. 2014-15.
	(E)	Shareholders	49 (VIII E)	Yes	The requisite disclosure has been made in the Postal Ballot Notice dated 23 <sup>rd</sup> December, 2014 for seeking the approval of shareholders for the appointment of Mr. Chandrashekhar Bhawe as an Independent Director of the Company.  Appropriate disclosures of relationships between Directors inter-se shall be made in the Annual Report for F.Y. 2014-15.
	(F)	Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	The same would be complied as and when monies are raised.
IX.		CEO/CFO Certification	49 (IX)	Yes	The Annual Report for the Financial Year 2014-15 shall contain the CEO/CFO Certification.
X.		Report on Corporate Governance	49 (X)	Yes	The Report on Corporate Governance shall form part of the Annual Report for the Financial Year 2014-15.
XI.		Compliance	49 (XI)	Yes	The Compliance Certificate shall be annexed to the Directors Report and will be sent to Stock Exchanges alongwith the Annual Report for the Financial Year 2014-15.

For Mahindra & Mahindra Financial Services Limited

*Arnavaz*

**Arnavaz M. Pardiwalla**  
Company Secretary & Compliance Officer

Place : Mumbai

Date : 14<sup>th</sup> January, 2015

