

7th April, 2018

The General Manager-Department of
Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Scrip Code : 532720

The Manager-Listing Department,
National Stock Exchange of India Limited,
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051.
Scrip Code : M&MFIN

Dear Sirs,

**Sub: Reconciliation of Share Capital Audit Report for the Fourth Quarter
ended 31st March, 2018**

In compliance with SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002, as amended from time to time, we submit herewith the Report made by M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, with regard to Reconciliation of Share Capital Audit of the Company as at 31st March, 2018 and certifying due compliance with related requirements during the quarter ended on that date.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,
Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Encl: a/a



RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

(Pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulations 1996
R/w SEBI Circular dated 31.12.2002)

1.	Report for quarter ended	31.03.2018					
2.	ISIN	INE774D01024					
3.	Face Value	Rs. 2/- each					
4.	Name of the Company	Mahindra & Mahindra Financial Services Limited					
5.	Registered Office Address	Gateway Building, Apollo Bunder, Mumbai - 400 001, Maharashtra.					
6.	Correspondence Address	Mahindra Towers, 4 th Floor, Dr. G. M. Bhosale Marg, P. K. Kurne Chowk, Worli, Mumbai - 400 018.					
7.	Telephone and Fax Nos.	Ph. No. : 022-66526000 Fax : 022-24984170					
8.	Email Address	investorhelpline_mmfs@mahindra.com					
9.	Name of the Stock Exchange where the company's Securities are listed:	National Stock Exchange of India Limited BSE Limited					
		Number of Shares			% of Total Issued Capital		
10.	Issued Capital	61,77,64,960			100.00		
11.	Listed Capital (Exchange Wise) All (as per company records)	61,77,64,960			100.00		
12.	Held in dematerialised form in CDSL	77,88,832			1.26		
13.	Held in dematerialised form in NSDL	60,92,04,748			98.61		
14.	Physical	7,71,380			0.13		
15.	Total No. of Shares (12+13+14)	61,77,64,960			100.00		
16.	Reasons for differences if any, between (10&11), (10&15) and (11&15)	Nil					
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
	Particulars	No. of shares	Applied/ Not Applied for listing	Listed on Stock exchanges (Specify name)	Whether intimated to CDSL	Whether intimated to NSDL	In principle approval pending for Stock Exchange (specify names)
	Nil	Nil	Nil	Nil	Nil	Nil	Nil
18.	Register of Members is updated (Yes /No)	Yes					
	If not, updated up to which date	N.A.					



19.	Reference of previous quarter with regard to excess dematerialised shares, if any	Nil		
20.	Has the Company resolved the matter mentioned in Point No.19 above, in the current quarter? If not reason why?	N.A.		
21.	Mention that total number of requests, if any, confirmed after 21 days and the total number of requests pending beyond 21 days with the reason for delay:			
	Total No. of demat requests	No. of requests	No. of shares	Reason for delay
	Confirmed after 21 days	Nil	Nil	N.A.
	Pending for more than 21 days	Nil	Nil	N.A.
22.	Name, Telephone & Fax No. of Compliance Officer of the Company	Ms. Arnava M. Pardiwalla, Company Secretary & Compliance Officer Ph No.: 022-66526000 Fax : 022-24984170		
23.	Name, Address, Telephone & Fax No., Regn No. of the Auditor	Mr. Manish Ghia Partner, C. P. No. 3531 Manish Ghia & Associates Company Secretaries 4, Old Chandan Niwas, 1 st Floor, M. V. Road, Off. Andheri – Kurla Road, Behind Andheri Gymkhana, Andheri (East), Mumbai – 400 069. Tel No. 022 2681 5400; Fax No. 022 2681 5455 Email: mg@mgconsulting.in		
24.	Appointment of common agency for share registry work (if yes, name and address)	Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Phone No. : 040-67162222 Fax: 040-23001153 Email: einward.ris@karvy.com		
25.	Any other detail that the auditor may like to provide, (e.g. BIFR Company, delisting from Stock Exchange, company changed its name etc.)	Nil		



For Manish Ghia & Associates
Company Secretaries

Manish Ghia

Manish L. Ghia
Partner

M. No. FCS 6252 C.P. No. 3531

Place : Mumbai

Date : 7th April, 2018