

3rd July, 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 Sir,

Sub: Compliance under Regulation 47 and Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"]

Ref: Newspaper Advertisements regarding Notice of the 28th Annual General Meeting (AGM), Remote e-voting and Notice of Book Closure

In compliance with Regulation 47 and Regulation 30 read with Schedule III of the Listing Regulations, enclosed please find the Newspaper advertisements published on 3rd July, 2018, in Business Standard [all India editions] (in English) and Sakal (in Marathi), in respect of the following:

- i. Twenty-eighth Annual General Meeting of the Company scheduled to be held on 27th July, 2018;
- ii. Particulars of Remote e-voting for the AGM; and
- iii. Notice of Book Closure under section 91 of the Companies Act, 2013.

Kindly take the same on record.

The newspaper advertisements may also be accessed on the website of the Company at the web-link: http://www.mahindrafinance.com/newspaper_advertisement.aspx.

Thanking you,

Yours Faithfully,
For Mahindra & Mahindra Financial Services Limited



Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Encl : a/a



Mahindra Finance

MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

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

CIN: L65921MH1991PLC059642

Tel.: +91 22 6652 6000 • Fax: +91 22 2498 4170

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

NOTICE OF THE 28TH ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE

(A) ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-eighth Annual General Meeting ("AGM") of the Members of Mahindra & Mahindra Financial Services Limited will be held on Friday, 27th July, 2018 at 3:30 p.m. at the Rama Waramul Auditorium, Kishinchand Chellaram College, Dinchaw Wacha Road, Churchgate, Mumbai - 400 020 to transact the business as set out in the Notice of the AGM dated 25th April, 2018. The said Notice along with Proxy Form, Attendance Slip along with the Audited Standalone and Consolidated Financial Statements, Reports of the Board of Directors and the Auditors for the financial year ended 31st March, 2018, have been sent to the Members at their registered address by post/courier, and electronically to those Members whose email addresses are registered with the Company/Depository/ Participant(s) for communication purposes.

Members are hereby informed that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, ("the Rules"), the Secretarial Standard on General Meeting (SS-2) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to its Members the facility to exercise their right to vote on the resolutions proposed to be passed at the 28th AGM by electronic means ("remote e-voting") and the business may be transacted through the e-voting services provided by M/s. Karyv ComputerShare Private Limited ("Karyv"), the Registrar & Share Transfer Agents of the Company. The Company has opted to provide the same electronic voting system of Karyv at the AGM, as used during remote e-voting and the said facility shall be in operation till all the resolutions are considered and voted upon in the AGM and may be used for voting only by the Members attending the AGM who hold shares as on the cut-off date, and who have not already cast their vote through remote e-voting.

The instructions for remote e-voting are given in the Notice of the AGM and are also available on the website of Karyv at the link <https://evoting.karyv.com>. Members are requested to note the following:

1. The remote e-voting will commence on **Monday, 23rd July, 2018 at 9.00 a.m. (IST)** and will end on **Thursday, 26th July, 2018 at 5.00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or dematerialised form as on the cut-off date of **Friday, 20th July, 2018** may cast their vote electronically. The remote e-voting module shall be disabled by Karyv for voting thereafter and Members will not be allowed to vote electronically beyond the said date and time.
2. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on **Friday, 20th July, 2018** ("cut-off date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
3. Any person who acquires Shares and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. **20th July, 2018**, may obtain the User Id and password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS to +91-9212993399 as given below:
Example for NSDL: NYEPWD<SPACE>IN12345612345678
Example for CDSL: NYEPWD<SPACE>1402345612345678

Example for Physical: NYEPWD<SPACE><E-Voting Event Number><SPACE>XXXX1234567890

b. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karyv.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Member may call Karyv's Toll free number 1800-345-4001.

d. Member may send an e-mail request to evoting@karyv.com.

4. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to vote again at the AGM.

The annual Report of the Company for the Financial Year 2017-18, inter alia containing the Notice of the 28th AGM, Attendance Slip and Proxy Form is available on the website of the Company at the web-link <http://www.mahindrafinance.com/annual-reports.aspx> and on Karyv's website at the web-link <https://evoting.karyv.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.

M/s. N. Ananthasubramanian or falling him, Ms. Malati Kumar of M/s. S. N. Ananthasubramanian & Co., Company Secretaries, has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as e-voting at the AGM (through "Insta Poll") in a fair and transparent manner.

The results of the remote e-voting and votes cast at the AGM shall be declared not later than forty-eight hours from the conclusion of the Meeting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.mahindrafinance.com and on the website of Karyv <https://evoting.karyv.com> immediately after their declaration, and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

If any Member wishes to get a printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the Member. Such request may be sent to ehwardrfs@karyv.com or investorhelpline_mmfsl@mahindra.com.

In case of any queries pertaining to e-voting, please visit the Help, Frequently Asked Questions (FAQs) section and e-voting user manual available at the download section of <https://evoting.karyv.com>. The query or grievance connected with the remote e-voting may also be addressed to:

Mr. Suresh Babu D., Deputy Manager - RIS,
M/s. Karyv ComputerShare Private Limited,

Unit : Mahindra & Mahindra Financial Services Limited,
Karyv Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

Tel. No.: +91 40 6716 2222 • Toll Free No.: 1800-345-4001 • Fax No.: +91 40 2300 1153.

E-mail: suresh.d@karyv.com or evoting@karyv.com.

(B) BOOK CLOSURE

Notice is further given pursuant to Section 91 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, that the Register and Index of Members and Share Transfer Books of the Company will remain closed from **Saturday, 21st July, 2018 to Friday, 27th July, 2018** (both days inclusive) for the purpose of the 28th AGM and for determination of the persons who may be entitled to dividend that may be declared at the AGM. The dividend, if declared, at the forthcoming AGM of the Company shall be paid to those Members or their mandates:

- a) whose names appear as Beneficial Owners as at the end of the business hours on 20th July, 2018 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of 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 & Share Transfer Agents on or before 20th July, 2018.

The Securities and Exchange Board of India has directed the payment of dividend through electronic mode. Members are requested to update their bank account details with the Company/Karyv/Depository Participants, as the case may be, before Friday, 20th July, 2018.

By Order of the Board

Sd/-

Arnavaz M. Pandiwalla

Company Secretary & Compliance Officer

Date : 3rd July, 2018

Place : Mumbai

