

1st February, 2021

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: Notice of Postal Ballot - Disclosure under Regulation 30 of the Securities
and Exchange Board of India (Listing Obligations and Disclosure
Requirements) Regulations, 2015**

In furtherance to our letter dated 28th January, 2021 and pursuant to Regulation 30 read with Schedule III and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Notice of Postal Ballot dated 28th January, 2021 together with the Explanatory Statement which is being disseminated to the Members of the Company, seeking their approval in relation to the following Resolutions:

| Sr. No. | Description of the Ordinary Resolutions |
|---------|---|
| 1. | Appointment of Dr. Rebecca Nugent (DIN:09033085) as an Independent Director on the Board of Directors of the Company, to hold office for a term of 5 (five) consecutive years commencing from 5 th March, 2021 to 4 th March, 2026. |
| 2. | Appointment of Mr. Amit Raje (DIN:06809197) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation. |



In accordance with Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and in line with Ministry of Corporate Affairs ("MCA") General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020 and 39/2020 dated 31st December, 2020 ("MCA Circulars"), the Notice of Postal Ballot is being sent to those Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 29th January, 2021 ("cut-off date") and whose e-mail addresses are registered with the Company or KFin Technologies Private Limited, Registrar & Transfer Agent of the Company, or the Depository Participants.

The hard copy of Notice of Postal Ballot along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The Remote E-voting commences on Tuesday, 2nd February, 2021 at 9:00 a.m. (IST) and concludes on Wednesday, 3rd March, 2021 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, 29th January, 2021 may cast their votes electronically by way of Remote E-voting only.

The results of voting by means of Postal Ballot through Remote E-voting shall be declared on Thursday, 4th March, 2021 by 11:30 p.m. (IST).

Kindly take the same on record.

The Postal Ballot Notice is also being uploaded on the website of the Company at the link: <https://mahindrafinance.com/investor-zone/corporate-governance>.

Thanking you,

Yours Faithfully,
For Mahindra & Mahindra Financial Services Limited

Arnavaz

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.

Corporate Office: Mahindra Towers, 'A' Wing, 4th Floor, Worli, Mumbai – 400 018.

Corporate Identity Number: L65921MH1991PLC059642

Tel: +91 22 66526000 | **Fax:** +91 22 24984170

Website: www.mahindrafinance.com | **Email:** investorhelpline_mmfsl@mahindra.com

Postal Ballot Notice

[Notice pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs (**"MCA"**) General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020 and 39/2020 dated 31st December, 2020 respectively, (**collectively referred to as "MCA Circulars"**) and subject to other applicable laws and regulations, that the Ordinary Resolutions appended below are proposed to be passed by Members by way of Postal Ballot only through Remote E-voting.

In view of the ongoing COVID-19 pandemic requiring social distancing, MCA has in terms of the above MCA Circulars advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through Remote E-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by postal ballot upto 30th June, 2021.

The Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company/ KFin Technologies Private Limited, Registrar & Transfer Agent of the Company (**"KFinTech"**) or the Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the Remote E-voting System. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act pertaining to the Ordinary Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company (**"the Board"**), in compliance with Rule 22(5) of the Rules, has appointed Mr. S. N. Ananthasubramanian (ICSI Membership No. FCS 4206) and failing him, Ms. Malati Kumar (ICSI Membership No. ACS 15508), Partners, M/s. S. N. Ananthasubramanian & Co., Company Secretaries, as the Scrutinizer (**"Scrutinizer"**), for conducting the Postal Ballot through Remote E-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with the related Rules and the MCA Circulars, the Company is providing the Remote E-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of KFinTech to provide the Remote E-voting facility to its Members.

The Remote E-voting commences on **Tuesday, 2nd February, 2021 at 9:00 a.m. (IST) and concludes on Wednesday, 3rd March, 2021 at 5:00 p.m. (IST)**. The e-voting module shall be disabled by KFinTech for voting thereafter. Members are requested to peruse the proposed Resolutions along with Explanatory Statement and thereafter record their assent or dissent by means of Remote E-voting facility provided by the Company not later than **5:00 p.m. (IST) on 3rd March, 2021**, failing which it will be strictly considered that no reply has been received from the Members.

The Remote E-voting facility is available at the link: <https://evoting.kfintech.com>. Members desiring to exercise their votes are requested to carefully read the **"Instructions for Remote E-voting"** enumerated in the notes to this Notice.

The Scrutinizer will submit his/her Report to the Chairman or any other person of the Company authorised by him, upon completion of scrutiny of the votes. The Results of voting by means of Postal Ballot through Remote E-voting shall be declared by the Chairman or any other person of the Company authorised by the Chairman on the website of the Company at the link: <https://mahindrafinance.com/investor-zone/corporate-governance> and communicated to the Stock Exchanges on **Thursday, 4th March, 2021 by 11:30 p.m. (IST)**. The Results of the Postal Ballot and the Report of the Scrutinizer shall be displayed at the Company's Registered Office as well as Corporate Office besides being communicated to BSE Limited and the National Stock Exchange of India Limited, on which the Company's Equity Shares are listed. The Results and the Report of the Scrutinizer will also be hosted on the Company's website at the link: <https://mahindrafinance.com/investor-zone/corporate-governance> and on the website of KFinTech at <https://evoting.kfintech.com>. The Results will thereafter be published in at least 1 (one) English and 1 (one) vernacular newspaper

circulating in Maharashtra. The Resolutions shall be deemed to have been passed on **Wednesday, 3rd March, 2021**, being the last date specified by the Company for Remote E-voting process, subject to receipt of the requisite number of votes in favour of the Resolutions.

ORDINARY RESOLUTIONS:

Item No.1 : Appointment of Dr. Rebecca Nugent as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, Dr. Rebecca Nugent (DIN: 09033085), who has given her consent along with a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 5th March, 2021 to 4th March, 2026.”

Item No.2 : Appointment of Mr. Amit Raje as a Non-Executive Non-Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Amit Raje (DIN: 06809197), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from 18th September, 2020 under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of forthcoming Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

**By Order of the Board
For Mahindra & Mahindra Financial Services Limited**

**Arnavaz M. Pardiwalla
Company Secretary**

Registered Office:

Gateway Building, Apollo Bunder, Mumbai - 400 001.

CIN: L65921MH1991PLC059642

Tel: +91 22 66526000/6156

Fax: +91 22 24984170

E-mail: investorhelpline_mmfs@mahindra.com

Website: www.mahindrafinance.com

Place : Mumbai

Date : 28th January, 2021

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (**“the Act”**) stating material facts and reasons for the proposed Resolutions is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (**“NSDL”**) and Central Depository Services (India) Limited (**“CDSL”**) as on **Friday, 29th January, 2021 (“cut-off date”)** and is being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or KFintech or the Depository Participant(s). The Company will not be dispatching physical copies of Notice of Postal Ballot to any Member.

Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFintech by following due procedure.

A copy of this Postal Ballot Notice is available on the website of the Company at <https://mahindrafinance.com/investor-zone/corporate-governance>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at <https://evoting.kfintech.com>.

3. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date, i.e. **Friday, 29th January, 2021**. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.

4. Members cannot exercise votes by proxy on Postal Ballot.
5. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
6. All the documents referred to in this Notice and the Explanatory Statement pursuant to Sections 102 and 110 of the Act, will be posted on the Company's website at the web-link: <https://mahindrafinance.com/investor-zone/corporate-governance>, to facilitate online inspection of relevant documents until the last date of E-voting of this Postal Ballot i.e. **Wednesday, 3rd March, 2021**.
7. **Voting through Remote E-voting:** In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their votes electronically, through the evoting services provided by KFintech on the Resolutions set forth in this Notice of Postal Ballot, through Remote E-voting.

Members are requested to note that the Company is providing facility for Remote E-voting and the business is to be transacted through electronic voting system only.

I. Information relating to E-voting:

- A. Day, date and time of commencement of voting through electronic means: **Tuesday, 2nd February, 2021 at 9:00 a.m. (IST)**.
- B. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: **Wednesday, 3rd March, 2021 till 5:00 p.m. (IST)**.
- C. Details of Website: <https://evoting.kfintech.com>.
- D. Details of person to be contacted for issues relating to e-voting: Mr. Suresh Babu D., Deputy Manager - RIS, KFin Technologies Private Limited, Unit: Mahindra & Mahindra Financial Services Limited, Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032. **Tel. No.:** 040-6716 2222; **Toll Free No.:** 1800-345-4001; **Fax No.:** +91 40 2300 1153; **E-mail:** suresh.d@kfintech.com or evoting@kfintech.com.
- E. **Details of Scrutinizer:** Mr. S. N. Ananthasubramanian (ICSI Membership No. FCS 4206) and failing him, Ms. Malati Kumar (ICSI Membership No. ACS 15508), Partners, M/s. S. N. Ananthasubramanian & Co., Company Secretaries.

II. Instructions for Remote E-voting:

- A. **Member will receive an e-mail from KFintech [for Members whose e-mail IDs are registered with the Company/ Depository Participant(s)] which includes details of E-Voting Event Number ("EVEN"), USER ID and password:**
 - i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii) Enter the login credentials (i.e. User ID and password mentioned in the email). In case of physical folio, User ID will be EVEN followed by your Folio No. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the E-Voting Event Number for **Mahindra & Mahindra Financial Services Limited**.
 - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. **29th January, 2021** under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.

- viii) Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.
- ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: scrutinizer@snaco.net with a copy to evoting@kfintech.com and to the Company at investorhelpline_mmfsl@mahindra.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "MMFSL - Postal Ballot".

It should reach the Scrutinizer and the Company by email not later than **Wednesday, 3rd March, 2021 (5:00 p.m. IST)**.

B. In case of Members who have not registered their email addresses with the Company/ Depository Participant(s):

i. Temporary Registration of Email Address:

To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFintech for registration of email addresses of the Members in terms of the MCA Circulars, by following the procedure given below:

- (a) Members are requested to get their email addresses registered not later than **5:00 p.m. (IST) on 28th February, 2021** by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> with the following details:

- Name registered as per records of the Company;
- DP ID - Client ID / Folio No.;
- Email ID to be registered for receiving the Postal Ballot Notice;
- Self-attested copy of PAN Card.

- (b) Post successful registration of the email, the Member will receive a soft copy of the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, the Member may write to einward.ris@kfintech.com.

- (c) Please follow all the steps mentioned in Note No. 7 II A (i) to (xi) above to cast your vote by electronic means.

ii. Permanent Registration of Email Address:

- (a) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.

- (b) Members holding shares in physical form may register their email address and mobile number with KFintech by sending an email request at the email ID einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the Notice of Postal Ballot and the e-voting instructions.

- iii. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/the Company's Registrar & Transfer Agent, KFintech to enable servicing of notices/ documents/Annual Reports electronically to their email address.

- 8. In case of any query, clarification(s) and/or grievance(s), in respect of voting by electronic means, please refer the Help & Frequently Asked Questions (FAQs) section and E-voting user manual available at the download Section of KFintech's website <https://evoting.kfintech.com> or contact at investorhelpline_mmfsl@mahindra.com or Mr. Suresh Babu D., Deputy Manager - RIS, KFin Technologies Private Limited, Unit: Mahindra & Mahindra Financial Services Limited, Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 or at the email ID evoting@kfintech.com or on Phone No. 040-6716 2222 or call KFintech's Toll free No. 1800-345-4001, for any further clarifications.

- 9. The Remote E-voting period **commences on Tuesday, 2nd February, 2021 at 9:00 a.m. (IST) and ends on Wednesday, 3rd March, 2021 at 5:00 p.m. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date **i.e. Friday, 29th January, 2021** may cast their votes electronically by way of Remote E-voting only. The Remote E-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

10. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members, and shall be deemed to have been passed on the last date of voting, i.e., **Wednesday, 3rd March, 2021**, subject to receipt of the requisite number of votes in favour of the Resolutions.
11. Information as required under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) for Item Nos. 1 and 2 is given hereunder:

| Name of the Director | Dr. Rebecca Nugent | Mr. Amit Raje |
|---|---|---|
| DIN | 09033085 | 06809197 |
| Age | 44 years | 47 years |
| Date of first appointment on the Board | Not Applicable | 18 th September, 2020 |
| Brief resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards. | <p>Dr. Rebecca Nugent is the Stephen E. and Joyce Fienberg Professor of Statistics & Data Science, the Associate Department Head and Co-Director of Undergraduate Studies for the Carnegie Mellon Statistics & Data Science Department, and an affiliated faculty member of the Block Center for Technology and Society. She has over 15 years of experience in university-level academia in statistics & data science consulting, research, applications, education, and administration. Dr. Nugent is the co-chair of the National Academy of Sciences, Engineering, and Medicine study on Improving Defense Acquisition Workforce Capability in Data Use and recently served on the NASEM study Envisioning the Data Science Discipline: The Undergraduate Perspective.</p> <p>She is the Founding Director of the Statistics & Data Science Corporate Capstone program, an experiential learning initiative that partners with industry and government organizations on developing and deploying data science solutions to current business challenges and regularly consults with global enterprises in finance, marketing, health care, and educational technology. Dr. Nugent has worked extensively in clustering and classification methodology with an emphasis on high-dimensional, big data problems and record linkage applications and has served in related leadership positions including President of the International Federation of Classification Societies (slated for 2022). Her current research focus is the development and deployment of interactive data analytics platforms that promote data-informed decision making and allow for adaptive instruction and the study of data science as a science.</p> <p>She has won several national and university teaching awards including the American Statistical Association Waller Award for Innovation in Statistics Education and serves as one of the co-editors of the Springer Texts in Statistics.</p> <p>She received her PhD in Statistics from the University of Washington, her M.S. in Statistics from Stanford University, and her B.A. in Mathematics, Statistics, and Spanish from Rice University.</p> | <p>Mr. Amit Raje is currently Executive Vice-President – Partnerships & Alliances of Mahindra & Mahindra Limited, the Parent company and is responsible for leading M&A and Investor Relations at the Mahindra Group.</p> <p>Prior to joining the Mahindra Group, Mr. Amit Raje was the Managing Director in the Principal Investing Area of Goldman Sachs. He was a Nominee Director of Goldman Sachs on the Boards of Noveltech Feeds Private Limited, Good Host Spaces Private Limited and Global Consumer Products Private Limited.</p> <p>Mr. Amit Raje has cumulative experience of over 20 years in Corporate Finance, Mergers & Acquisitions and Private Equity. Prior to Goldman Sachs, Mr. Raje worked with Kotak Investment Advisors Limited, the alternate asset arm of Kotak Mahindra Bank, and Deloitte & Co., in the Transaction Advisory Services.</p> <p>Mr. Amit Raje is a post graduate from Mumbai University and an MBA with a specialisation in Finance & Private Equity from the London Business School.</p> <p>Mr. Amit Raje has been appointed as a Member of the Audit Committee, Stakeholders Relationship Committee, Risk Management Committee and Asset Liability Committee of the Company with effect from 28th January, 2021.</p> |

| Name of the Director | Dr. Rebecca Nugent | Mr. Amit Raje |
|--|--|---|
| Terms and conditions of appointment/ re-appointment | Appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years commencing from 5 th March, 2021 to 4 th March, 2026, on passing of the Ordinary Resolution by the Members. | Liable to retire by rotation. |
| Details of remuneration sought to be paid | Dr. Rebecca Nugent would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof, including reimbursement of expenses incurred in the discharge of her duties. In addition, she would be entitled to commission as determined each year by the Board of Directors within the limits approved by the Members of the Company for the Non-Executive Directors of the Company. | Not Applicable |
| Details of remuneration last drawn (F.Y. 2019-20) | Not Applicable | Not Applicable |
| Shareholding in the Company | Own : Nil For other persons on a beneficial basis: Nil | Own : Nil For other persons on a beneficial basis: Nil |
| Relationship with other Directors and Key Managerial Personnel | Dr. Rebecca Nugent is not related inter-se to any Director or Key Managerial Personnel of the Company. | Mr. Amit Raje is not related inter-se to any other Director or Key Managerial Personnel of the Company. |
| Number of Board Meetings attended during the Financial Year 2020-21 till date. | Not Applicable | 3 (out of 3 Meetings held since his appointment on the Board of Directors of the Company) |
| Directorships held in other Companies | Nil | Mahindra Susten Private Limited |
| Chairmanship/ Membership of Board Committees of other Companies | Nil | Nil |

**By Order of the Board
For Mahindra & Mahindra Financial Services Limited**

**Arnavaz M. Pardiwalla
Company Secretary**

Registered Office:

Gateway Building, Apollo Bunder, Mumbai - 400 001.

CIN: L65921MH1991PLC059642

Tel: +91 22 66526000/6156

Fax: +91 22 24984170

E-mail: investorhelpline_mmfsl@mahindra.com

Website: www.mahindrafinance.com

Place : Mumbai

Date : 28th January, 2021

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 (**"the Act"**), sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice dated 28th January, 2021.

ITEM NO. 1

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee, has at its Meeting held on 28th January, 2021 and subject to the approval of the Members by means of a Postal Ballot, approved the proposal for the appointment of Dr. Rebecca Nugent (DIN: 09033085) as an Independent Director on the Board of Directors of the Company who shall hold office with effect from 5th March, 2021 for a period of 5 (five) consecutive years, not liable to retire by rotation.

The Board recommends the appointment of Dr. Rebecca Nugent as an Independent Director in accordance with the provisions of Section 149 read with Schedule IV to the Act, to hold office for a term of 5 (five) consecutive years on the Board of Directors of the Company commencing from 5th March, 2021 to 4th March, 2026.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Dr. Rebecca Nugent for the office of Independent Director of the Company.

Dr. Rebecca Nugent has confirmed that she is not disqualified from being appointed as a Director under Section 164 of the Act and that she satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR.PD.008/03.10.119/2016-17 dated 1st September, 2016. Dr. Nugent has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies, and has given her consent in writing to act as Director of the Company.

The Company has also received necessary declarations from Dr. Rebecca Nugent stating that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), as presently applicable.

In terms of Regulation 25(8) of the Listing Regulations, Dr. Rebecca Nugent has confirmed that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence.

In the opinion of the Board, Dr. Rebecca Nugent fulfills the conditions as specified in the Act and the Rules framed thereunder and the Listing Regulations for appointment as an Independent Director, and she is independent of the Management.

As on date of this Notice, Dr. Nugent does not hold by herself or for any other person on a beneficial basis, any Equity Shares in the Company.

Dr. Rebecca Nugent is not inter-se related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

Having regard to the qualifications, experience and knowledge of Dr. Rebecca Nugent, the Board is of the view that her association would be of immense benefit and value to the Company and, therefore, recommends her appointment as an Independent Director to the Members. As per the provisions of Section 149 of the Act, Dr. Nugent shall hold office for a term of five consecutive years commencing from 5th March, 2021 to 4th March, 2026, and is not liable to retire by rotation. Copy of the draft letter of appointment of Dr. Rebecca Nugent setting out the terms and conditions of her appointment are available on the website of the Company at the link: <https://mahindrafinance.com/investor-zone/corporate-governance> for online inspection by the Members.

Save and except Dr. Rebecca Nugent, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice. None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other.

The Board recommends the Ordinary Resolution set out in the Notice under Item No.1 in relation to the appointment of Dr. Rebecca Nugent as an Independent Director for approval by the Members of the Company.

ITEM NO. 2

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Amit Raje (DIN: 06809197) as an Additional Non-Executive Non-Independent Director of the Company with effect from 18th September, 2020. He holds office up to the date of the forthcoming Annual General Meeting of the Company under Section 161 of the Act and Article 147 of the Articles of Association of the Company.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Amit Raje for the office of Director of the Company.

Mr. Amit Raje has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and that he satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction No. DNBR.PD.008/03.10.119/2016-17 dated 1st September, 2016. Mr. Amit Raje has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies, and has given his consent in writing to act as Director of the Company.

Mr. Amit Raje, Executive Vice-President-Partnerships & Alliances of Mahindra & Mahindra Limited, the Holding Company will be considered as a Non-Independent Director. The remuneration to Mr. Amit Raje shall be governed by the Company's Policy on Remuneration of Directors.

The Board is of the view that Mr. Amit Raje's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his appointment to the Members.

As on the date of this Notice, Mr. Amit Raje does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

The Articles of Association of the Company are available on the website of the Company at the link: <https://mahindrafinance.com/investor-zone/corporate-governance> for online inspection by the Members.

Save and except Mr. Amit Raje, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 2 in relation to the appointment of Mr. Amit Raje as a Director of the Company, liable to retire by rotation, for approval by the Members of the Company.

**By Order of the Board
For Mahindra & Mahindra Financial Services Limited**

**Arnavaz M. Pardiwalla
Company Secretary**

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Place : Mumbai

Date : 28th January, 2021