

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

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NOTICE

THE THIRTY-FIRST ANNUAL GENERAL MEETING OF MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED will be held on **Monday, 26th day of July, 2021, at 3.30 p.m. (IST)** through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** facility to transact the business mentioned below.

The proceedings of the Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company at Gateway Building, Apollo Bunder, Mumbai - 400 001 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares.
4. To appoint a Director in place of Mr. Ramesh Iyer (DIN: 00220759), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **Re-appointment of Mr. Ramesh Iyer (DIN: 00220759) as Managing Director of the Company designated as “Vice-Chairman & Managing Director” for a period of 3 years with effect from 30th April, 2021 to 29th April, 2024**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with

Schedule V of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, “Policy on Appointment of Directors and Senior Management and succession planning for orderly succession to the Board and the Senior Management” and “Policy on Remuneration of Directors” and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be accorded to the re-appointment of Mr. Ramesh Iyer (DIN: 00220759) as the Managing Director of the Company designated as Vice-Chairman & Managing Director for a period of three years with effect from 30th April, 2021 to 29th April, 2024 (both days inclusive), liable to retire by rotation, on a salary in the scale of Rs. 9,50,000 per month to Rs. 40,00,000 per month.

FURTHER RESOLVED that the approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to revise the basic salary payable to Mr. Ramesh Iyer, as the Vice-Chairman & Managing Director (hereinafter referred to as the appointee) within the above mentioned scale of salary.

FURTHER RESOLVED that the perquisites (including benefits and allowances) payable or allowable and performance pay, to the appointee be as follows:

Perquisites:

1. In addition to the basic salary, the appointee shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities including those under the Company's

Special Post Retirement Benefits Scheme in accordance with the Rules of the Company.

The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

2. In addition to the above, the appointee shall be entitled to ESOPs in accordance with the Company's ESOPs Scheme(s) as may be approved by the Nomination and Remuneration Committee ("NRC"), from time to time.
3. Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity as per Rules of the Fund/Scheme in force from time to time, would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
4. Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration.
5. Provision of car for use on Company's business, telephone and other communication facilities at residence would not be considered as perquisites.

Performance pay:

In addition to the salary, perquisites and ESOPs, as mentioned above, the appointee would be entitled to performance pay based on the performance of the appointee and the Company not exceeding 225% of the Annual Basic Salary.

Provided that any revision(s) in the remuneration, will be decided by the Board based on the recommendations of the NRC and recommendation of NRC will be based on Company performance and individual performance.

Provided that the remuneration payable to the appointee (including the salary, perquisites, ESOPs, performance pay) shall not exceed the limits laid down in Section 197 and computed in the manner laid down in Section 198 of the Act, read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Schedule V of the Act.

FURTHER RESOLVED that where in any financial year during the currency of the tenure of the

appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances, benefits and performance pay as specified above subject to receipt of the requisite approvals, if any.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. **Appointment of Mr. Amit Raje (DIN: 06809197) as Whole-time Director of the Company designated as "Chief Operating Officer Digital Finance - Digital Business Unit" for a period of 5 years with effect from 1st April, 2021 to 31st March, 2026**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED that subject to the provisions of Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, "Policy on Appointment of Directors and Senior Management and succession planning for orderly succession to the Board and Senior Management" and "Policy on Remuneration of Directors" and subject to such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the appointment of Mr. Amit Raje (DIN: 06809197) as Whole-time Director of the Company designated as "Chief Operating Officer Digital Finance - Digital Business Unit" for a period of five years with effect from 1st April, 2021 to 31st March, 2026 (both

days inclusive), liable to retire by rotation, on a salary in the scale of Rs. 6,00,000 per month to Rs. 20,00,000 per month.

FURTHER RESOLVED that the approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to revise the basic salary payable to Mr. Amit Raje as Whole-time Director of the Company designated as “Chief Operating Officer Digital Finance – Digital Business Unit” (hereinafter referred to as the appointee) within the above mentioned scale of salary.

FURTHER RESOLVED that the perquisites (including benefits and allowances) payable or allowable and performance pay, to Mr. Amit Raje be as follows:

Perquisites:

1. In addition to the basic salary, the appointee shall also be entitled to perquisites which would include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement and leave travel concession for self and family, club fees, use of Company cars, medical and personal accident insurance and other benefits, amenities and facilities including those under the Company’s Special Post Retirement Benefits Scheme in accordance with the Rules of the Company.

The value of the perquisites would be evaluated as per Income-tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

2. In addition to the above, the appointee shall be entitled to ESOPs in accordance with the Company’s ESOPs Scheme(s) as may be approved by the Nomination and Remuneration Committee (“NRC”), from time to time.

The appointee shall also be entitled to ESOPs granted to him under the Parent Company’s (Mahindra & Mahindra Limited) Employees Stock Option Scheme.

During his tenure till the appointee becomes eligible for ESOPs under the Company’s ESOPs Scheme(s), he would be eligible for cash payout equivalent to the value of the options vested under the Parent Company’s Employees Stock

Option Scheme to be payable spread over 3 years.

3. Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity as per Rules of the Fund/Scheme in force from time to time, would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
4. Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration.
5. Provision of car for use on Company’s business, telephone and other communication facilities at residence would not be considered as perquisites.

Performance pay:

In addition to the salary, perquisites and ESOPs, as mentioned above, the appointee would be entitled to performance pay based on the performance of the appointee and the Company not exceeding 225% of the Annual Basic Salary.

Provided that any revision(s) in the remuneration, will be decided by the Board based on the recommendations of the NRC and recommendation of NRC will be based on Company performance and individual performance.

Provided that the remuneration payable to the appointee (including salary, perquisites, ESOPs, performance pay) shall not exceed the limits laid down in Section 197 and computed in the manner laid down in Section 198 of the Act, read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Schedule V of the Act.

FURTHER RESOLVED that where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances, benefits and performance pay as specified above subject to receipt of the requisite approvals, if any.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof)

to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

7. Appointment of Mr. Amit Kumar Sinha (DIN: 09127387) 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 Kumar Sinha (DIN: 09127387), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from 23rd April, 2021 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 the 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.”

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 02/2021 dated 13th January, 2021 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) has vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 permitted the holding of this Annual General Meeting (“AGM” or “the Meeting”) through

VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.

KFin Technologies Private Limited, Registrar & Transfer Agents of the Company, (“KFintech”) shall be providing the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained at Note No. 22 below.

2. In accordance with the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
3. **A.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business under Item Nos. 5 to 7 above is annexed hereto. As required, the relevant details under Regulations 26(4) and 36(3) of the Listing Regulations read with Secretarial Standard on General Meetings (SS-2) in respect of Directors seeking appointment/re-appointment at this AGM are given in the Explanatory Statement to the Notice of the AGM.

The Board of Directors has considered and decided to include the Item Nos. 5 to 7 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

- B.** Messrs. B S R & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the Twenty-seventh AGM held on 24th July, 2017.

Pursuant to the Notification issued by the MCA on 7th May, 2018 amending Section 139 of the Act and the Rules framed thereunder,

the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

5. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM.

Corporate/Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified scanned copy of the Board Resolution/ Authorisation letter to the Scrutinizer at the email ID: **scrutinizer@snaco.net** with a copy marked to **evoting@kfintech.com** and to the Company at **investorhelpline_mmfs@mahindra.com**, authorising its representative(s) to attend and vote through VC/OAVM on their behalf at the Meeting, pursuant to Section 113 of the Act.

6. Members of the Company under the category of Institutional Shareholders are encouraged to

attend and participate in the AGM through VC/OAVM and vote thereat.

7. In view of the ongoing COVID-19 pandemic, social distancing has to be a pre-requisite.

Pursuant to the above mentioned MCA Circulars, **physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.**

8. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. KFin Technologies Private Limited ("KFinTech") having their office at Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032.

9. ELECTRONIC DISPATCH OF NOTICE AND INTEGRATED ANNUAL REPORT:

In line with the MCA General Circulars dated 5th May, 2020 and 13th January, 2021 and SEBI Circulars dated 12th May, 2020 and 15th January, 2021, the Notice of the AGM alongwith the Integrated Annual Report for the Financial Year 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/KFinTech/Depositories. A copy of the Notice of this AGM alongwith the Integrated Annual Report is available on the website of the Company at **www.mahindrafinance.com**, websites of the Stock Exchanges where the Equity Shares of the Company are listed, viz. BSE Limited at **www.bseindia.com** and the National Stock Exchange of India Limited at **www.nseindia.com**, respectively, and on the website of KFinTech at **https://evoting.kfintech.com**. For any communication, the Members may also send a request to the Company's investor email id: **investorhelpline_mmfs@mahindra.com**. The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2020-2021 and the Notice of AGM to any Member.

10. BOOK CLOSURE:

The Register of Members and Transfer Books of the Company will be closed from **Tuesday, 20th July, 2021 to Monday, 26th July, 2021 (both days inclusive)** for the purpose of Dividend and AGM.

11. DIVIDEND:

The dividend, as recommended by the Board of Directors, if approved at the Annual General Meeting, would be paid subject to deduction of tax at source, as may be applicable, after Monday, 26th July, 2021, to those shareholders or their mandates:

- (a) whose names appear as Beneficial Owners as at the end of the business hours on **Monday, 19th July, 2021** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- (b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on **Monday, 19th July, 2021** in respect of the shares held in physical form, after giving effect to valid request(s) received for transmission/transposition of shares.

12. TDS ON DIVIDEND: Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Members with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. Members are requested to update their Permanent Account Number ("PAN") with the Company/KFintech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2021-22 provided PAN is furnished by the Shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income-tax Act, 1961.

However, no Tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2021-22 does not exceed Rs. 5,000. Please note that this includes the future dividends, if any, which may be declared by the Board in the FY 2021-22.

Separately, in cases where the Shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable

to an Individual above the age of 60 years), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not linked with Aadhar, tax will be deducted at a higher rate of 20%.

Section 206AB introduced by the Finance Act, 2021 effective 1st July, 2021, provides for deduction of higher rate of tax in case a person:

- (a) Had not filed Income Tax returns (ITR) for the last two preceding previous years where the time limit to file the return of income prescribed u/s 139 (1) of the Income-tax Act, 1961 has expired; and
- (b) Had aggregate TDS credit of Rs. 50,000 or more in each of these two preceding years.

Accordingly, in case both the above conditions are not fulfilled, tax would be deducted at a higher rate.

For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income-tax Act, 1961 at the applicable rates in force. As per the relevant provisions of Section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of Foreign Portfolio Investors/Foreign Institutional Investors, the withholding tax shall be as per the rate specified in 196D of the Act plus applicable surcharge and cess on the amount of Dividend payable to them.

However, as per Section 90 read with Section 195 of the Income-tax Act, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following:

- Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the Financial Year 2021-22;
- Self declaration in Form 10F;
- Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;

- Self-declaration in the format prescribed by the Company, certifying the following points:
 - i. Shareholders are and will continue to remain a tax resident of the country of their residence during the Financial Year 2021-22;
 - ii. Shareholders are eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Shareholders have no reason to believe that their claim for the benefits of the DTAA is impaired in any manner;
 - iv. Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the Financial Year 2021-22. In any case, the amounts paid/ payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
 - v. Shareholder is the ultimate beneficial owner of shares held in the Company and dividend receivable from the Company; and
 - vi. Non-Resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1st April, 2020 (if applicable).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts.

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident Shareholder.

Members may submit the aforementioned documents on the link: <https://ris.kfintech.com/form15/>. For detailed information and Frequently Asked Questions on Withholding tax, the tax rates prescribed and the documents required for availing applicable tax rates, Members are requested to visit the Company's website at <https://mahindrafinance.com/investor-zone/investor-information>.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of

receipt of the aforementioned details/documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible.

The Company shall arrange to email the soft copy of TDS certificate to the Shareholders at the registered email ID in due course, post payment of the said Dividend.

An email communication informing the Shareholders regarding this change in the Income-tax Act, 1961 as well as the relevant procedure to be adopted by them to avail the applicable tax rate is being sent by the Company at the registered email IDs of the Shareholders.

13. ELECTRONIC CREDIT OF DIVIDEND:

The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

Updation of mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send the following documents in original to KFintech latest by Monday, 12th July, 2021:

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions;
 - iii) 11 digit IFSC Code.

- b. original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested photocopy of the PAN Card; and
- d. self-attested photocopy of any document [such as Driving License, Election Identity Card, Passport] in support of the address of the Member as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/bankers' cheque/demand draft to such Members by post/courier once the normalcy is restored in view of the outbreak of COVID-19 pandemic.

14. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

- (i) Pursuant to Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") notified by the Ministry of Corporate Affairs with effect from 7th September, 2016, as amended, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.

Further, pursuant to Section 124 of the Act read with the IEPF Rules all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

In accordance with the aforesaid IEPF Rules, the Company has regularly sent communication to all such shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and whose shares are due for transfer to the IEPF Authority and has also published notice(s) in leading newspapers in English and regional language having wide circulation. The Company has sent communications to the Fixed Deposit holders informing them about their unclaimed matured Fixed Deposits/unclaimed interest accrued on the Deposits.

The details of such dividends/shares and other unclaimed moneys to be transferred to IEPF are uploaded on the website of the Company at the web-link: <https://mahindrafinance.com/investor-zone/corporate-governance>.

- (ii) **Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2013-14 and thereafter to IEPF are as under:**

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend	Proposed period for transfer of unclaimed dividend to IEPF
31 st March, 2014	24 th July, 2014	23 rd August, 2021	24 th August, 2021 to 22 nd September, 2021
31 st March, 2015	24 th July, 2015	23 rd August, 2022	24 th August, 2022 to 22 nd September, 2022
31 st March, 2016	22 nd July, 2016	21 st August, 2023	22 nd August, 2023 to 20 th September, 2023
31 st March, 2017	24 th July, 2017	23 rd August, 2024	24 th August, 2024 to 22 nd September, 2024
31 st March, 2018	27 th July, 2018	26 th August, 2025	27 th August, 2025 to 25 th September, 2025
31 st March, 2019	23 rd July, 2019	22 nd August, 2026	23 rd August, 2026 to 21 st September, 2026
31 st March, 2020	The Company did not declare any dividend for F.Y. 2019-20.		

The Company urges all the Members to encash/claim their respective dividend during the

prescribed period. Members who have not encashed the dividend warrants so far in respect of the aforesaid period(s), are requested to make their claim to KFinTech well in advance of the above due dates.

(iii) (a) Transfer of Unclaimed Dividend:

The Company has transferred an amount of Rs. 7,13,234 on 15th September, 2020 to the IEPF, being the unclaimed/unpaid dividend for the Financial Year 2012-13.

(b) Transfer of Unclaimed Matured Fixed Deposits and Interest accrued thereon:

Deposits remaining unclaimed for a period of seven years from the date they became due for payment have to be transferred to the IEPF established by the Central Government.

During the Financial Year 2020-21, the Company has transferred to the IEPF an amount of Rs. 8,22,000 being the unclaimed amount of matured Fixed Deposits and Rs. 2,35,003 towards unclaimed/unpaid interest accrued on the Deposits.

(c) Transfer of Shares:

Adhering to the various requirements set out in the IEPF Rules, as amended, the Company has during the Financial Year 2020-21 transferred 1,212 Equity Shares of the face value of Rs. 2 each on 22nd September, 2020, to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years.

(iv) Members/Investors whose shares, unclaimed dividend, matured deposit(s), matured debentures, application money due for refund, or interest thereon, etc., has been transferred to the IEPF, may claim the shares or apply for refund of the unclaimed amounts as the case may be, to the IEPF Authority, by making an electronic application in e-Form IEPF-5 as detailed on the website of the Ministry of Corporate Affairs at the web-link: <http://www.iepf.gov.in/IEPF/refund.html>. The e-Form can also be downloaded from the Company's website at www.mahindrafinance.com under the "Investor Zone" Section. No claim lies against the Company in respect of the shares/unclaimed amounts so transferred.

(v) Details of unclaimed amounts on the Company's website:

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 10th August, 2020 (date of the previous Annual General Meeting of the Company) on the website of the Company at the web-link: <https://mahindrafinance.com/investor-zone/corporate-governance> as well as on the website of the Ministry of Corporate Affairs at the web-link: <http://www.iepf.gov.in>.

15. MEMBERS ARE REQUESTED TO:

- (a)** intimate to KFinTech, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;
- (b)** intimate to respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in electronic/dematerialised form;
- (c)** quote their folio numbers/ Client ID and DP ID in all correspondence;
- (d)** consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names; and
- (e)** register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and KFinTech/Company, in case of Shares held in physical form, as directed by SEBI.

16. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider

converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFinTech to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. **National Securities Depository Limited**: <https://nsdl.co.in/faqs/faq.php> or **Central Depository Services (India) Limited**: <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure. Members may also refer to Frequently Asked Questions (“FAQs”) on Company’s website at the web-link: <https://mahindrafinance.com/investor-zone/faqs>.

17. NOMINATION:

Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to KFinTech having their office at Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 or send an email at: einward.ris@kfintech.com. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Both the forms are also available on the Company’s website at the web-link: <https://mahindrafinance.com/investor-zone/faqs>.

18. UPDATION OF MEMBERS’ DETAILS:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for compiling additional details is available on the Company’s website at the web-link: <https://mahindrafinance.com/investor-zone/financial-information> as also attached to this Annual Report.

Members holding shares in physical form are requested to submit the form duly completed to the Company or its Registrar and Transfer Agents in physical mode, as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

19. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 26th July, 2021. Members seeking to inspect such documents can send an email to Company’s investor email id: investorhelpline_mmfsl@mahindra.com.

20. Members are requested to support the Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with KFinTech (in case of Shares held in physical form).

21. PROCEDURE FOR REGISTERING THE EMAIL ADDRESS TO RECEIVE THIS NOTICE ELECTRONICALLY AND CAST VOTES ELECTRONICALLY:

- I. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - 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 the Company’s Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at the email ID: einward.ris@kfintech.com alongwith the copy of the signed request letter mentioning the Name, Address, Folio No., Email address and Mobile number of the Member,

self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the Member.

- II. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFinTech for temporary registration of email addresses of the Members in terms of the MCA Circulars.

Process to be followed for Temporary Registration of E-mail address:

- A. **The process for registration of email address with KFinTech for receiving the Notice of AGM and login ID and password for e-voting is as under:**

- i. Visit the link:

<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

- ii. Select the name of the Company viz. Mahindra & Mahindra Financial Services Limited and follow the steps for registration of email address.

- B. **The process for registration of email address with the Company for receiving the Notice of AGM and login ID and password for e-voting is as under:**

Members are requested to visit the website of the Company www.mahindrafinance.com and click on the tab **“Click here for temporary registration of email-id of Members for AGM 2021”** and follow the registration process as mentioned on the landing page.

- III. After successful submission of the email address, KFinTech will email a copy of this AGM Notice and Integrated Annual Report for FY. 2020-21 along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFinTech at evoting@kfintech.com.

- IV. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/KFinTech to enable servicing of notices/documents/Annual Reports and other communications electronically to their email address in future.

22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- i. **ATTENDING THE AGM:** Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFinTech. Members are requested to login at <https://emeetings.kfintech.com> and click on the **“Video Conference”** tab to **join the Meeting by using the remote e-voting credentials** provided in the email received from KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the Meeting etiquettes to join the Meeting.
- ii. Facility for joining AGM through VC/OAVM shall open at least 30 minutes before the commencement of the Meeting by following the procedure mentioned at Note No. 22 (i) above in the Notice, and this mode will be available throughout the proceedings of the AGM.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. In case of any query and/or help, in respect of attending the AGM through VC/OAVM mode, Members may refer the Help & Frequently Asked Questions (“FAQs”) and “AGM VC/OAVM” user manual available at the download Section of <https://evoting.kfintech.com/> or send a request at investorhelpline_mmfs@mahindra.com, or evoting@kfintech.com or contact **Mr. Suresh Babu D.**, Manager – RIS, KFin Technologies Private Limited at suresh.d@kfintech.com or call **Toll Free No.: 1800-309-4001** for any further clarifications.

23. PROCEDURE FOR REMOTE E-VOTING:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the provisions of Regulation 44 of the Listing Regulations and MCA Circulars, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech on all Resolutions set forth in this Notice, through remote e-voting. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility.

The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	From: Thursday, 22 nd July, 2021 at 9.00 a.m. [IST]
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To: Sunday, 25 th July, 2021 at 5.00 p.m. [IST]

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period.

A. Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”):

NSDL	CDSL
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none">Visit URL: https://eservices.nsd.comClick on the “Beneficial Owner” icon under “IDeAS” section.On the new page, enter your User ID and Password. Post successful authentication, click on “Access to e-Voting”Click on Company Name: Mahindra & Mahindra Financial Services Limited or E-Voting Service Provider and you will be re-directed to E-Voting Service Provider (“KFintech”) website for casting your vote during the remote e-Voting period.	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none">Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.comClick on “New System Myeasi” iconLogin with your Registered User ID and Password.Option will be made available to reach e-Voting page without any further authentication.You will see the e-Voting Menu. The Menu will have links of E-voting Service Provider i.e. KFintech e-Voting portal where the e-voting is in progress.Click on e-Voting service provider – KFintech to cast your vote.

Once the vote on a Resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are explained below:

Step 1: Access to NSDL/CDSL e-Voting System

I. Login method for e-voting for Individual Shareholders holding Shares of the Company in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Entities, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility. The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. To register click on link: <https://eservices.nsdl.com>
- ii. Select “Register Online for IDeAS” or click on the link: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Proceed with completing the required fields.
- iv. After successful registration, please follow steps given in Point No. 1 above to cast your vote.

2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:

- i. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- ii. Proceed with completing the required fields.
- iii. After successful registration, please follow steps given in Point No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of NSDL as per the following procedure:

- i. Visit URL: <https://www.evoting.nsdl.com>
- ii. Click on the “Login” icon which is available under “Shareholder/Member” section.
- iii. On the login page, enter User ID (that is, your sixteen digit number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.
- iv. Post successful authentication, you will be requested to select Name of the Company: **Mahindra & Mahindra Financial Services Limited** or the E-Voting Service Provider, i.e. KFintech.
- v. On successful selection, you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

- i. Visit URL: www.cdslindia.com
- ii. Provide your Demat Account Number and PAN.
- iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
- iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against **Mahindra & Mahindra Financial Services Limited** or select E-Voting Service Provider “KFintech” and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

B. Login Method for Individual Members holding Shares of the Company in Demat mode through their Depository Participants:

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-voting feature. Click on options available against the Company’s Name: Mahindra & Mahindra Financial Services Limited or E-Voting Service Provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at the NSDL and CDSL websites.

Helpdesk for Individual Shareholders holding Shares of the Company in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II. Login method for e-Voting for Shareholders other than Individual Shareholders holding Shares of the Company in demat mode and Shareholders holding Shares in physical mode

A. Members whose email IDs are registered with the Company/ Depository Participants, will receive an email from KFintech 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). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. 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 of minimum 8 characters with at least one upper case [A- Z], one lower case [a-z], one numeric value [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 “EVEN” i.e., ‘Mahindra & Mahindra Financial Services Limited – AGM’.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. **Monday**

19th July, 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 Council of the Institute of Company Secretaries of India and approved by the Central Government, 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 choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have confirmed, 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).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id: **scrutinizer@snaco.net** with a copy marked to **evoting@kfintech.com** and to the Company at **investorhelpline_mmfsl@mahindra.com**. The scanned image of the above

mentioned documents should be in the naming format "Corporate Name_Event No". It should reach the Scrutinizer and the Company not later than Sunday, 25th July, 2021 (5:00 p.m. IST).

In case if the authorized representative attends the Meeting, the above mentioned documents shall be submitted before the commencement of AGM.

- B.** In case email ID of Members is not registered with the Company/Depository Participants, then such Members are requested to register/update their email addresses with the Depository Participant(s) (in case of shares held in Dematerialised form) and inform KFintech at the email id: **evoting@kfintech.com** (in case of Shares held in physical form):
- i. Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
 - ii. Please follow all steps from Note. No. II A (i) to (xii) above to cast your vote by electronic means.

Members can also update their mobile number and e-mail address in the "**user profile details**" in their e-voting login on **<https://evoting.kfintech.com>** which may be used for sending further communication(s).

24. VOTING DURING AGM:

- a. The e-Voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM. Upon clicking the e-voting window, Members will be directed to the "Instapoll" page. An icon, "**Vote**", will be available at the bottom left on the Meeting Screen.
- b. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- c. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

- d. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

25. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:

- i. A Member can opt for only a single mode of voting i.e. through remote e-voting or e-voting at the AGM.
- ii. The voting rights of 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. **Monday, 19th July, 2021**. Members are eligible to cast their vote either through remote e-voting or in the AGM only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
- iii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e. Monday, 19th July, 2021, he/she/it 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: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to **9212993399**

1. Example for NSDL:

MYEPWD <SPACE>
IN12345612345678

2. Example for CDSL:

MYEPWD <SPACE>
1402345612345678

3. Example for Physical:

MYEPWD <SPACE>
XXXX1234567890

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

- c. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at **Toll free number 1800-309-4001** or write to them at **evoting@kfintech.com**.
- d. Member may send an e-mail request to **evoting@kfintech.com**. However, KFintech shall endeavor to send User ID and Password to those new Members whose e-mail IDs are available.
- e. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of **https://evoting.kfintech.com** [KFintech Website] or contact **Mr. Suresh Babu D., Manager – RIS** at **suresh.d@kfintech.com** or **evoting@kfintech.com** or call KFintech's **Toll Free No. 1800-309-4001** for any further clarifications.

26. SCRUTINIZER FOR E-VOTING AND DECLARATION OF RESULTS:

Mr. S. N. Ananthasubramanian (Membership FCS No. 4206) or failing him, Ms. Malati Kumar (Membership ACS No. 15508), Partner(s), M/s. S. N. Ananthasubramanian & Co., Company Secretaries, has been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared within two working days of the conclusion of the Meeting.

The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at **www.mahindrafinance.com** and on the website of KFintech at **https://evoting.kfintech.com/** immediately after the Results are declared and will simultaneously be forwarded to BSE Limited and the National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Monday, 26th July, 2021**, subject to receipt of the requisite number of votes in favour of the Resolutions.

27. SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM:

- a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to the Company's investor email-id i.e. **investorhelpline_mmfs@mahindra.com** so as to reach the Company by **3:30 p.m. (IST) on Friday, 23rd July, 2021**, to enable the Management to keep the information ready. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
- b. Alternatively, Members holding shares as on the cut-off date may also visit **https://evoting.kfintech.com/** and click on the tab "**Post Your Queries Here**" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be activated during the remote e-voting period and **shall be closed by 3.30 p.m. (IST) on Friday, 23rd July, 2021**.
- c. Members can also post their questions during AGM through the "**Ask A Question**" tab, which is available in the VC/OAVM Facility.

The Company will, at the AGM, endeavor to address the queries received till 3.30 p.m. (IST) on **23rd July, 2021**, from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

28. SPEAKER REGISTRATION BEFORE AGM:

Members of the Company, holding shares as on the cut-off date i.e. Monday, 19th July, 2021 and who would like to speak or express their views or ask questions during the AGM may register as speakers by visiting **https://emeetings.kfintech.com**, and clicking on "**Speaker Registration**" during the period from **Wednesday, 21st July,**

2021 to Friday, 23rd July, 2021. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

29. Members can also provide their feedback on the services provided by the Company and its Registrar & Transfer Agents by filling the "Shareholders Satisfaction Survey" form available on the website of the Company at <https://mahindrafinance.com/investor-zone/investor-information>. This feedback will help the Company in enhancing Shareholder Service Standards.

30. KPRISM – MOBILE SERVICE APPLICATION BY KFINTECH:

Members are requested to note that Kfintech has launched a mobile application – KPRISM and a website <https://kprism.kfintech.com> for online service to Shareholders.

Members can download the mobile application, register themselves (one time) for availing host of services viz., view of consolidated portfolio serviced by Kfintech, Dividend status, request for change of address, change/update Bank Mandate. Through the Mobile application, Members can download Annual Reports, standard forms and keep track of upcoming General Meetings and dividend disbursements. The mobile application is available for download from Android Play Store. Members may alternatively visit the link <https://kprism.kfintech.com/app/> to download the mobile application.

By Order of the Board

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

Email: investorhelpline_mmfsl@mahindra.com

Website: www.mahindrafinance.com

Place : Mumbai

Date : 23rd April, 2021

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 5

Mr. Ramesh Iyer (DIN: 00220759) has been the Managing Director of the Company since 30th April, 2001 and has played a key role in building Mahindra Finance into one of India's leading rural finance companies, since 1995. Mr. Iyer's efforts have led not only to the creation of a potentially global financial services powerhouse, but also supported the rapid expansion of the mobility and tractor businesses of Mahindra & Mahindra Limited ("M&M"), the parent company. The Company under his leadership has been recognised as a Great Place to Work for several years. Mr. Ramesh Iyer was elevated as Vice-Chairman & Managing Director of the Company with effect from 18th March, 2016.

The Board of Directors at its Meeting held on 23rd April, 2016, re-appointed Mr. Ramesh Iyer as Managing Director of the Company designated as Vice-Chairman & Managing Director with effect from 30th April, 2016 for a term of 5 (five) years on a salary in the scale of Rs. 5,00,000 per month to Rs. 10,00,000 per month. The Members of the Company by a Special Resolution passed through Postal Ballot concluded on 16th June, 2016, approved the said re-appointment and remuneration payable to Mr. Ramesh Iyer.

Further, the Members of the Company by means of a Postal Ballot voting process concluded on 8th December, 2019, approved the revision in the salary payable to Mr. Ramesh Iyer, Vice-Chairman & Managing Director of the Company in the scale of Rs. 9,50,000 per month to Rs. 15,00,000 per month with effect from 1st April, 2020 for the remainder of his term of office.

The business activities of the Company are increasing along with growth and opportunities in the Financial Services Sector. The Company is continuously expanding its financial services portfolio which apart from Vehicles & Tractor financing also includes personal loan, mutual fund distribution, financing commercial vehicles, construction equipment, SME financing, Invoice discounting, Digital Finance and Leasing.

In view of the growing business activities of the Company, responsibilities of the Vice-Chairman & Managing Director have considerably increased. Mr. Ramesh Iyer has steered the Company successfully during these

challenging times caused by the COVID-19 pandemic which continued to impact the economy throughout the financial year 2020-21.

Considering the performance of the Company, the Vice-Chairman & Managing Director's contribution towards the growth, his increasing responsibilities and trend in the industry, the Board of Directors of the Company at its Meeting held on 23rd April, 2021, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members at the ensuing Annual General Meeting, approved the re-appointment and scale of salary and the other terms of remuneration including performance pay and perquisites payable to Mr. Ramesh Iyer as the Vice-Chairman & Managing Director of the Company with effect from 30th April, 2021 for a period of 3 (three) years.

Profile:

Mr. Ramesh Iyer has completed 62 years of age. Mr. Ramesh Iyer's key mandate at Mahindra Group is to drive inclusive growth, aligned to our guiding belief of driving rural prosperity. He has been instrumental in building Mahindra Finance since 1995 into one of India's leading rural finance companies.

Mr. Iyer manages the Financial Services Sector of the Mahindra Group which includes Mahindra & Mahindra Financial Services Limited, Mahindra Insurance Brokers Limited, Mahindra Rural Housing Finance Limited, Mahindra Manulife Investment Management Private Limited and Mahindra Manulife Trustee Private Limited. He also oversees the operations of Mahindra Finance USA, LLC., a U.S. joint venture with De Lage Landen Financial Services Inc., (DLLFS) a wholly-owned subsidiary of the Rabobank Group. Mr. Ramesh Iyer is also a Member of the Group Executive Board of M&M.

Mr. Ramesh Iyer has been closely involved in the development of the country's dynamic Financial Services Sector. Mr. Iyer is the Chairman of Finance Industry Development Council (FIDC) and the Confederation of Indian Industry (CII) WR Task Force Committee on Human Resources and also co-chairs the NBFC Committee of IMC Chamber of Commerce & Industry. He is an active Member on various

committees like CII National Committee on Financial Inclusion and Digitisation, CII National Committee on Leadership & HR, Banking & Finance Committee of the Bombay Chamber of Commerce and Industry (BCCI) and the Taskforce of NBFCs of the Federation of Indian Chambers of Commerce and Industry (FICCI). He also serves on the boards of several Mahindra Group Companies.

Apart from being on the various bodies of the Financial Services Sector, Mr. Iyer is also on the Advisory Boards of various Educational Institutions like IITB-Washington University, Vidyalkar Institute of Technology – School of Management, WeSchools' PGDM-Rural Management Committee and on the College Development Committee of Vivek College of Commerce.

Mr. Ramesh Iyer is a recipient of various prestigious awards like: 'Asia Pacific Entrepreneurship Award (APEA) 2017 INDIA', 'Best CEO – Financial Services Sector Mid Cap' awarded by Business Today, 'CEO – FINANCIAL SERVICES' at the CEO AWARDS organized by CEO India magazine and also featured among Business Today's top 40 BFSI CEOs of India and Business World's Most Valuable CEOs - 2019. The Company under his leadership was honoured with the Forbes India "Conscious Capitalist of the Year" Award 2016.

A commerce graduate, Mr. Iyer has an MBA from Mumbai University and is an alumnus of several management and leadership programs conducted in India, the US, France, and China by institutions like IIM (Bangalore), Michigan Business School, Harvard Business School and IMD, Switzerland.

Mr. Ramesh Iyer is the Chairman of Mahindra Rural Housing Finance Limited and Mahindra Manulife Investment Management Private Limited, subsidiaries of the Company and Finance Industry Development Council, a Section 8 Company. He is the Vice-Chairman & Managing Director of Mahindra & Mahindra Financial Services Limited. Mr. Iyer is also a Director of Mahindra Insurance Brokers Limited, the insurance broking subsidiary, NBS International Limited, Mahindra First Choice Wheels Limited, Mahindra Agri Solutions Limited, Mahindra Susten Private Limited and Mahindra Finance USA LLC. He is an Independent Director of Noveltech Feeds Private Limited.

Mr. Ramesh Iyer is the Chairman/Member of the following Board Committees:

Sr. No.	Name of the Company	Name of the Committee	Position Held
1.	Mahindra & Mahindra Financial Services Limited	Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
		Asset Liability Committee	Member
		Committee for Strategic Investments	Member
		IT Strategy Committee	Member
2.	Mahindra Insurance Brokers Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
3.	Mahindra Rural Housing Finance Limited (Debt listed material subsidiary)	Asset Liability Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Nomination and Remuneration Committee	Member
4.	NBS International Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
5.	Mahindra First Choice Wheels Limited	Audit Committee	Member
6.	Mahindra Agri Solutions Limited	Allotment Committee	Member
7.	Mahindra Susten Private Limited	Finance & Accounts Audit Committee	Member
8.	Noveltech Feeds Private Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
9.	Mahindra Manulife Investment Management Private Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member

Mr. Ramesh Iyer holds 17,06,102 Equity Shares of Rs. 2 each in the Company.

The Special Resolution and the Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Ramesh Iyer in terms of Section 190 of the Act.

During the year 1st April, 2020 to 31st March, 2021, seven Board Meetings of the Company were held, and Mr. Iyer has attended all the seven Meetings.

Pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act, the re-appointment and remuneration payable to Mr. Ramesh Iyer is now being placed before the Members at the Annual General Meeting for their approval by way of a Special Resolution.

The following additional information as required by Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

(i) Nature of Industry:

The Company is a Non-Banking Financial Company engaged in providing finance for new and pre-owned auto and utility vehicles (including three wheelers), tractors, cars and commercial vehicles and SME Financing.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 1st January, 1991 and commenced business operations on 19th February, 1991.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

(iv) Financial performance based on given indicators - as per Audited Financial Statement for the year ended 31st March, 2021:

Particulars	Rupees (in Crores)
Turnover and Other Income	10,516.81
Net Profit as per Statement of Profit and Loss (after Tax)	335.15
Profit as computed under Section 198 of the Companies Act, 2013	1,885.88
Net Worth	14,711.51

(v) Foreign Investments or collaborations, if any:

As on 31st March, 2021, the Company has made a cumulative investment in its Joint Venture companies as under:

Mahindra Finance USA LLC – Rs. 210.55 Crores

Ideal Finance Limited (Sri Lanka) - Rs. 44 Crores

II. INFORMATION ABOUT THE APPOINTEE:

(i) Background details : Please refer “Profile” Section as stated above

(ii) Past remuneration during the financial year ended 31st March, 2021: Rs. 7.18 Crores

(iii) Recognition or Awards : Please Refer “Profile” Section as stated above

(iv) Job Profile and his suitability:

Mr. Ramesh Iyer has been the Managing Director of the Company since 30th April, 2001 and has been instrumental in building the Company since 1995 into one of India’s leading rural finance companies. He was elevated as “Vice-Chairman & Managing Director” with effect from 18th March, 2016.

Mr. Iyer is also the President-Financial Services Sector of the Mahindra Group which includes Mahindra & Mahindra Financial Services Limited, Mahindra Insurance Brokers Limited, Mahindra Rural Housing Finance Limited, Mahindra Manulife Investment Management Private Limited and Mahindra Manulife Trustee Private Limited. He also oversees the operations of Mahindra Finance USA, LLC., a U.S. joint venture with De Lage Landen Financial Services Inc., (DLLFS) a wholly-owned subsidiary of the Rabobank Group.

Mr. Ramesh Iyer has been closely involved in the development of the country’s dynamic Financial Services Sector.

Taking into consideration his qualifications and expertise in relevant fields, Mr. Ramesh Iyer is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.

(v) Remuneration Proposed:

Scale of Salary: Basic Salary in the scale of Rs. 9,50,000 per month to Rs. 40,00,000 per month with effect from 30th April, 2021.

Perquisites and Performance Pay: Other perquisites, allowances and performance pay as fully set out in Resolution No. 5.

Mr. Iyer is also entitled to grant of Stock Options as may be decided by the Nomination and Remuneration Committee of the Company, from time to time.

The number of Stock Options granted and outstanding as on 31st March, 2021 are 2,10,966 of which 26.54% have vested and are unexercised and the balance 73.46% would vest as per the vesting schedule.

The value of perquisites availed by Mr. Ramesh Iyer in the Financial Year 2021 was Rs. 89.87 lakhs.

It is proposed to authorise the Board (which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the basic salary payable to Mr. Ramesh Iyer, within the above mentioned scale of salary. Notice period applicable to a Whole-time Director of the Company is three months. There is no separate provision for the payment of severance fees.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is

commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, the Vice-Chairman & Managing Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

(i) Reasons of loss or inadequate profits:

Not applicable as the Company has posted a net profit after tax of Rs. 335.15 Crores for the year ended 31st March, 2021.

(ii) Steps taken or proposed to be taken for improvement and

(iii) Expected increase in productivity and profits in measurable terms:

Not applicable as the Company has adequate profits. The Company posted a profit before tax of Rs. 422.43 Crores for the year ended 31st March, 2021.

IV. Disclosures:

The information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Details of Remuneration paid to Directors for the Financial Year 2020-21".

Mr. Ramesh Iyer satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and 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, as amended. Mr. Iyer is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority.

Brief resume of Mr. Ramesh Iyer, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein, and pursuant to Schedule V of the Act are also provided in the Corporate Governance Report forming part of the Annual Report.

Having regard to the expertise, knowledge and experience of Mr. Ramesh Iyer, the Board is of the view that his association would be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his re-appointment to the Members as Managing Director of the Company designated as "Vice-Chairman & Managing Director".

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. Iyer, 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. 5 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members at a General Meeting of the Company, appointed Mr. Amit Raje (DIN: 06809197) as an Additional Non-

Executive Non-Independent Director of the Company with effect from 18th September, 2020.

Mr. Amit Raje has over 20 years of experience in Corporate Finance – M&A, Private Equity and Financial Services. Mr. Raje has moved from Mahindra & Mahindra Limited [“M&M”], the Parent Company, where he was the Executive Vice-President for Partnerships & Alliances.

The Members of the Company by means of a Postal Ballot through Remote E-voting which concluded on 3rd March, 2021, approved the appointment of Mr. Amit Raje as Non-Executive Non-Independent Director of the Company.

The Company has embarked on a digital transformation journey in order to design and develop products and solutions to service the customers digitally and broaden the horizons of financial inclusion in the country.

Your Company sees Digital Finance as a huge opportunity and expects it to contribute significantly to revenue and returns. In this context, a separate digital led business unit has been set-up to offer consumer convenience and consumer loans across the country. As a strategic step towards strengthening this promising line of business, the Board of Directors at its Meeting held on 5th March, 2021 has based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members at the ensuing Annual General Meeting of the Company, appointed Mr. Amit Raje as a Whole-time Director of the Company designated as “Chief Operating Officer Digital Finance – Digital Business Unit” for a period of five years, with effect from 1st April, 2021 till 31st March, 2026 (both days inclusive), liable to retire by rotation.

Profile:

Mr. Raje has completed 47 years of age. Mr. Amit Raje joined the Mahindra Group in July 2020 as Executive Vice President – Partnerships & Alliances and was responsible for leading the M&A and Investor Relations.

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 Noveltex Feeds Private Limited, Good Host Spaces Private Limited and Global Consumer Products Private Limited.

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.

Mr. Amit Raje is a post graduate from Mumbai University and an MBA with a specialization in Finance & Private Equity from the London Business School.

Mr. Amit Raje is the Whole-time Director of the Company designated as “Chief Operating Officer Digital Finance – Digital Business Unit” and Director of Mahindra Susten Private Limited.

Mr. Amit Raje is a Member of the following Board Committees of the Company:

- Asset Liability Committee
- Stakeholders Relationship Committee

Mr. Raje does not hold any Equity Shares in the Company.

The Special Resolution and the Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Amit Raje in terms of Section 190 of the Act.

The appointment of Mr. Amit Raje as a Director is effective from 18th September, 2020. During the year 1st April, 2020 to 31st March, 2021, four Board Meetings were held since his appointment and Mr. Amit Raje has attended all the four Meetings.

Pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act, the appointment and remuneration payable to Mr. Amit Raje is now being placed before the Members at the Annual General Meeting for their approval by way of a Special Resolution.

The following additional information as required by Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

(i) Nature of Industry:

The Company is a Non-Banking Financial Company engaged in providing finance for new and pre-owned auto and utility vehicles (including three wheelers), tractors, cars and commercial vehicles and SME Financing.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 1st January, 1991 and commenced business operations on 19th February, 1991.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable

(iv) Financial performance based on given indicators - as per Audited Financial Statement for the year ended 31st March, 2021:

Particulars	Rupees (in Crores)
Turnover and Other Income	10,516.81
Net Profit as per Statement of Profit and Loss (after Tax)	335.15
Profit as computed under Section 198 of the Companies Act, 2013	1,885.88
Net Worth	14,711.51

(v) Foreign Investments or collaborations, if any:

As on 31st March, 2021, the Company has made a cumulative investment in its Joint Venture companies as under:

Mahindra Finance USA LLC - Rs. 210.55 Crores

Ideal Finance Limited (Sri Lanka) - Rs. 44 Crores

II. Information about the appointee:

(i) Background details: Please refer "Profile" Section as stated above

(ii) Past remuneration during the financial year ended 31st March, 2021: Not Applicable

(iii) Recognition or Awards: Please refer "Profile" Section as stated above

(iv) Job Profile and his suitability:

Mr. Amit Raje was appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from 18th September, 2020. The Members of the Company by means of a Postal Ballot through Remote

E-voting mode on 3rd March, 2021, has approved the appointment of Mr. Amit Raje as Non-Executive Non-Independent Director of the Company.

Taking into consideration his qualifications and expertise in relevant fields, Mr. Amit Raje is best suited for the responsibilities currently assigned to him.

(v) Remuneration Proposed:

Scale of Salary: Basic Salary in the scale of Rs. 6,00,000 per month to Rs. 20,00,000 per month with effect from 1st April, 2021.

Perquisites and Performance Pay: Other perquisites, allowances and performance pay as fully set out in Resolution No. 6.

Mr. Amit Raje will be entitled to grant of Stock Options as may be decided by the Nomination and Remuneration Committee, from time to time. Mr. Raje is also entitled to ESOPs granted to him under the Parent Company's Employees Stock Option Scheme.

During his tenure till Mr. Raje becomes eligible for ESOPs under the Company's ESOPs Scheme(s), he would be eligible for cash payout equivalent to the value of the options vested under the Parent Company's Employees Stock Option Scheme to be payable spread over 3 years.

It is proposed to authorise the Board (which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the basic salary payable to Mr. Amit Raje, within the above mentioned scale of salary. Notice period applicable to a Whole-time Director of the Company is three months. There is no separate provision for the payment of severance fees.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is

commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, Mr. Raje does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

(i) Reasons of loss or inadequate profits:

Not applicable as the Company has posted a net profit after tax of Rs. 335.15 Crores for the year ended 31st March, 2021.

(ii) Steps taken or proposed to be taken for improvement and

(iii) Expected increase in productivity and profits in measurable terms:

Not applicable as the Company has adequate profits. The Company posted a profit before tax of Rs. 422.43 Crores for the year ended 31st March, 2021.

IV. Disclosures:

Since the appointment of Mr. Amit Raje as a Whole-time Director is effective from 1st April, 2021, the information and disclosures of the remuneration package of Mr. Raje as per the requirements of Section II of Part II of Schedule V of the Act is not mentioned in the Annual Report in the Corporate Governance Report Section. However, the information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Details of Remuneration paid to Directors for the Financial Year 2020-21".

Mr. Amit Raje satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and 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, as amended. Mr. Raje is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority.

Brief resume of Mr. Raje, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships of Board Committees, shareholding in the Company, if any, the number of Meetings of the Board attended during the year, as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein, and pursuant to Schedule V of the Act are also provided in the Corporate Governance Report forming part of the Annual Report.

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.

Having regard to the expertise, knowledge and experience of Mr. Amit Raje, the Board is of the view that his association would be of immense value for the growth of digital finance business of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his appointment to the Members as a Whole-time Director designated as "Chief Operating Officer Digital Finance – Digital Business Unit".

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. 6 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

ITEM NO. 7

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Amit Kumar Sinha (DIN: 09127387) as an Additional Non-Executive Non-Independent Director of the Company with effect from 23rd April, 2021. Mr. Sinha holds office up to the date of the forthcoming Annual General Meeting of the Company pursuant to 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 Kumar Sinha for the office of Director of the Company.

Mr. Amit Kumar Sinha 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, as amended. Mr. Amit Kumar Sinha 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 Kumar Sinha is the President - Group Strategy of Mahindra & Mahindra Limited ("M&M"), the Holding Company and a Member of the Group Executive Board. Mr. Sinha is leading the Group Strategy Office and works with Group's overall portfolio of businesses for growth over the short, medium and long-term. He also champions the international council and helps coordinate international synergies across Americas, Asia Pacific and Africa. His portfolio also includes the Risk and Economist functions. He is part of the Group Corporate Office Leadership Team.

Prior to joining M&M, Mr. Amit Kumar Sinha was a Senior Partner and Director with Bain & Company. Over 18 years at Bain, he managed large-scale, multi-country strategy, organization, digital and performance improvement projects. He also led numerous commercial due diligences and full potential portfolio strategy projects (post buyout) for leading Private equity funds across U.S., and India. Mr. Amit

Kumar Sinha started his career with Tata Motors and worked with IGate Patni (now Capgemini) in technology leadership roles in India, Singapore and U.S.

Mr. Amit Kumar Sinha holds dual MBA from The Wharton School, University of Pennsylvania, specializing in Finance and Strategy, where he was a Palmer scholar and received Siebel Scholarship. He holds a Bachelor of Engineering (Electrical and Electronics) from the Birla Institute of Technology, Ranchi. Mr. Amit Kumar Sinha is also an Ananta Aspen Fellow as part of their India leadership fellowship program.

Mr. Sinha is in the whole-time employment of M&M and draws remuneration from it. In accordance with the Policy on Remuneration of Directors, Mr. Sinha will not receive any sitting fees or remuneration from the Company during his tenure as a Non-Executive Non-Independent Director of the Company.

The Board is of the view that Mr. Amit Kumar Sinha's qualifications, 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 Kumar Sinha does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company. Mr. Sinha is not inter-se related to any Director or Key Managerial Personnel of the Company. He does not have any material pecuniary relationships or transactions with the Company, its subsidiaries, or any of the Directors, which would have any potential conflict with the interests of the Company at large.

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 Kumar Sinha 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. 7 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 at Item No. 7 of the Notice for approval of the Members.

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”) is given hereunder:

Name of Director	Mr. Amit Kumar Sinha
DIN	09127387
Age	47 years
Date of first appointment on the Board	23 rd April, 2021
Qualifications	Mr. Amit Kumar Sinha holds dual MBA from The Wharton School, University of Pennsylvania, specializing in Finance and Strategy, where he was a Palmer scholar and received Siebel Scholarship. He holds a Bachelor of Engineering (Electrical and Electronics) from the Birla Institute of Technology, Ranchi. Mr. Amit Kumar Sinha is also an Ananta Aspen Fellow as part of their India leadership fellowship program.
Brief Resume, Experience and Nature of expertise in specific functional areas, Recognition or awards.	<p>Mr. Amit Kumar Sinha has been appointed by Mahindra & Mahindra Limited (“M&M”) the parent company, as President, Group Strategy, effective 1st November, 2020. Mr. Amit Kumar Sinha is leading the Group Strategy Office and works with Group’s overall portfolio of businesses for growth over the short, medium and long-term.</p> <p>Prior to joining M&M, Mr. Amit Kumar Sinha was a Senior Partner and Director with Bain & Company. Over 18 years at Bain, he managed large-scale, multi-country strategy, organization, digital and performance improvement projects. He also led numerous commercial due diligences and full potential portfolio strategy projects (post buyout) for leading Private equity funds across U.S., and India. Mr. Amit Kumar Sinha started his career with Tata Motors and worked with IGate Patni (now Capgemini) in technology leadership roles in India, Singapore and U.S.</p>
Terms and conditions of appointment / re-appointment	Liable to retire by rotation.
Details of remuneration sought to be paid	Not Applicable
Details of remuneration last drawn (F.Y. 2020-21)	Not Applicable
Shareholding in the Company	Own : Nil For other persons on a beneficial basis: Nil
Relationship with other Directors and Key Managerial Personnel	Mr. Amit Kumar Sinha is not inter-se related to any other Director or Key Managerial Personnel of the Company.
Number of Board Meetings attended during the Financial Year 2020-21	Not Applicable (Since his appointment on the Board is effective from 23 rd April, 2021).
Directorships held in other Companies	Mahindra First Choice Wheels Limited Mahindra Electric Mobility Limited Fifth Gear Ventures Private Limited
Chairmanship/Membership of Committees of the Board of other Companies	<p>Mahindra Electric Mobility Limited</p> <ul style="list-style-type: none"> Audit Committee – Chairman <p>Mahindra First Choice Wheels Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee – Chairman

By Order of the Board

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
Email: investorhelpline_mmfs@mahindra.com
Website: www.mahindrafinance.com

Place : Mumbai
Date : 23rd April, 2021

Information at a glance for 31st Annual General Meeting

Sr. Particulars No.	Details
1. Day, Date and Time of AGM	Monday, 26 th July, 2021 at 3:30 p.m. (IST)
2. Mode	Video Conference (VC) and Other Audio-Visual Means (OAVM)
3. Participation through Video-Conferencing	Members can login from 3:00 p.m. (IST) on the date of AGM at https://emeetings.kfintech.com
4. Helpline Number for VC participation	Call KFinTech's Toll Free No.: 1800-309-4001.
5. Submission of Questions/Queries before AGM	<p>Questions/queries shall be submitted by 3:30 p.m. (IST) on Friday, 23rd July, 2021 by any of the following process:</p> <ul style="list-style-type: none"> • Email to: investorhelpline_mmfsl@mahindra.com mentioning name, DP ID and Client ID/folio number and mobile number, etc. • Members holding shares as on the cut-off date i.e.19th July, 2021 may also visit https://evoting.kfintech.com/ and click on the tab “Post Your Queries Here” and post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be activated during the remote e-voting period and shall be closed by 3:30 p.m. (IST) on Friday, 23rd July, 2021. • Members can also post their questions during AGM through the “Ask A Question” tab, which is available in the VC/OAVM Facility.
6. Speaker Registration before AGM	Visit https://emeetings.kfintech.com , and click on “ Speaker Registration ” during the period from Wednesday, 21st July, 2021 to Friday, 23rd July, 2021.
7. Recorded transcript	Will be made available post AGM at https://www.mahindrafinance.com/investor-zone/corporate-governance
8. Dividend for FY 2020-21 recommended by Board	Re.0.80 (40%) per Equity Share of the face value of Rs.2 each.
9. Dividend Book Closure dates	Tuesday, 20 th July, 2021 to Monday, 26 th July, 2021 (both days inclusive)
10. Dividend payment date	After Monday, 26 th July, 2021
11. Information of tax on Dividend 2020-21	https://mahindrafinance.com/investor-zone/investor-information
12. Cut-off date for E-voting	Monday, 19 th July, 2021
13. Remote E-voting start date and time	Thursday, 22 nd July, 2021 at 9:00 a.m. (IST)
14. Remote E-voting end date and time	Sunday, 25 th July, 2021 at 5:00 p.m. (IST)
15. Remote E-voting website of KFinTech	https://evoting.kfintech.com/
16. Name, address and contact details of e-voting service provider and Registrar and Transfer Agent	<p>Mr. Suresh Babu D., Manager – RIS, KFin Technologies Private Limited, Selenium, Tower B, Plot No. 31 - 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana.</p> <p>Contact details: Phone No.: 040-6716 2222 or call KFinTech's Toll Free No.: 1800-309-4001.</p>

Sr. Particulars No.	Details
17. Email registration and contact updation process	<p>Demat Shareholders: Contact respective Depository Participants.</p> <p>Physical Shareholders: Contact Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at the email ID: einward.ris@kfintech.com along with the copy of the signed request letter mentioning the Name, Address, Folio No., Email address and Mobile number of the Member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the Member.</p>
18. Email registration on Company/ Registrar and Transfer Agent's Website	<p>Members may visit the following website/web-link(s) and follow the registration process as guided therein:</p> <ul style="list-style-type: none"> • Members are requested to visit the website of the Company www.mahindrafinance.com and click on the tab "Click here for temporary registration of email-id of Members for AGM 2021". • Visit the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx. <ul style="list-style-type: none"> - Select the name of the Company viz. Mahindra & Mahindra Financial Services Limited and follow the steps for registration of e-mail address.