

Mahindra FINANCE

Mahindra & Mahindra
Financial Services Ltd.
Mahindra Towers, 4th Floor,
Dr. G. M. Bhosale Marg, Worli,
Mumbai 400 018, India.

1st June, 2016

Tel: +91 22 66526000
Fax: +91 22 24984170
+91 22 24984171

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

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

Scrip Code : 532720

Scrip Code : M&MFIN

Dear Sir,

Sub: Declaration in respect of Audit Reports with an unmodified opinion for the financial year ended 31st March, 2016

Ref: Our Letter dated 23rd April, 2016 regarding outcome of Board Meeting

We refer to our letter dated 23rd April, 2016, whereby we had submitted the Audited Standalone and Consolidated Financial Results of the Company along with Auditors Report and Form A in accordance with Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further to our aforesaid letter and pursuant to the amendment to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide notification dated 25th May, 2016 read with SEBI Circular No. CIR/CFD/CMD/56/2016 dated 27th May, 2016, we hereby declare that the Statutory Auditors, M/s. B. K. Khare & Co., Chartered Accountants, Mumbai, have submitted the Audit Reports for Standalone and Consolidated Financial Results of the Company for the year ended 31st March, 2016 with an unmodified opinion.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla

Company Secretary & Compliance Officer

