

## MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

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

Corporate Identity Number: L65921MH1991PLC059642

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

Website: [www.mahindrafinance.com](http://www.mahindrafinance.com) • email: [investorhelpline\\_mmfsf@mahindra.com](mailto:investorhelpline_mmfsf@mahindra.com)

Dear Member(s),

### **Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013**

The Company proposes to increase its current borrowing limits from Rs. 45,000 crores to Rs. 50,000 crores in order to further expand its business activities and to meet its increased financial needs, as more specifically described in the Special Resolution under Item No.1 appended to this Notice. As per the provisions of section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company cannot borrow moneys in excess of the aggregate of the paid-up capital of the Company and its free reserves without the approval of the Members by way of a Special Resolution.

For this purpose, the Company may be required to secure some of the borrowings by creating mortgage/ charge on all or any of the movable or immovable properties of the Company in favour of the lender(s). In terms of section 180(1)(a) of the Act, the creation of such charge, mortgage and hypothecation requires the approval of the Members by way of a Special Resolution.

The Company also proposes to offer or invite subscriptions for Non-Convertible Debentures, Subordinated Debentures, Bonds, and/or other debt securities, etc., on a private placement basis, in one or more tranches, subject to the approval of the Members, in accordance with the provisions of sections 42, 71 and all other applicable provisions, if any, of the Act read with the Rules made thereunder and as more specifically described in the Special Resolution under Item No.2 of the Notice.

The Company proposes the Special Resolutions to be passed by the Members through Postal Ballot, pursuant to section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 ("the Rules"). Accordingly, the draft of the Special Resolutions together with the Explanatory Statement setting out the material facts and reasons for the Resolutions is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ["the Board"], in compliance with Rule 22(5) of the Rules, has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, or failing him, Ms. Malati Kumar, Practising Company Secretary as Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner.

In compliance with clause 35B of the Listing Agreement and provisions of section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of despatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Computershare Private Limited to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link <https://evoting.karvy.com>. For e-voting, please read carefully the "Procedure/Instructions for e-voting" enumerated in the notes to this Notice.

Members opting to vote through physical mode; i.e. sending the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with their assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 12<sup>th</sup> June, 2015 by 6.00 p.m. Please note that any Postal Ballot Form(s) received thereafter will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman or the Managing Director or the Company Secretary of the Company, after completion of scrutiny of the Postal Ballots received in electronic and physical mode. The Results of the Postal Ballot will be announced by the Chairman or the Managing Director or the Company Secretary of the Company on Wednesday 17<sup>th</sup> June, 2015, at 4.30 p.m. at the Company's Corporate Office situated at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018. The Results of the Postal Ballot and the Report of the Scrutinizer shall be displayed at the Company's Registered Office as well as Corporate Office besides being communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The Results and the Report of the Scrutinizer will also be hosted on the Company's website [www.mahindrafinance.com](http://www.mahindrafinance.com) and the Results will thereafter be published in at least 1 (one) English and 1 (one) vernacular newspaper circulating in Maharashtra. The Resolutions will become effective on and from the date of announcement of results of the Postal Ballot by the Chairman or the Managing Director or the Company Secretary of the Company.

### **DRAFT SPECIAL RESOLUTIONS :**

#### **To approve Borrowing limits of the Company and creation of charge on the assets of the Company**

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

**"RESOLVED** that in supersession of the Special Resolution passed by the Shareholders by means of a Postal Ballot on 19<sup>th</sup> June, 2014 and pursuant to the provisions of sections 180(1)(a), 180(1)(c) and all other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable and the Memorandum and Articles of Association of the Company, consent of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow moneys from time to time and, if they think fit, for creation of such mortgage, charge and/or hypothecation as may be necessary, on such of the assets of the Company, both present and future, in such manner as the Board may direct, in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate

(hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments, even though the moneys to be borrowed together with the moneys already borrowed by the Company may exceed at anytime, the aggregate of the paid-up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose of an outstanding aggregate value not exceeding Rs. 50,000 crores (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements/ Debenture Trust Deeds entered/to be entered into by the Company in respect of the said borrowings.

**FURTHER RESOLVED** that the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company."

**Private Placement of Non-Convertible Debentures and/or other Debt Securities**

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

**"RESOLVED** that pursuant to the provisions of sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 [hereinafter collectively referred to as "the Rules"] as may be amended from time to time, and subject to such other Regulations/Guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures including but not limited to Subordinated Debentures, bonds, and /or other debt securities, etc., in one or more tranches, aggregating upto Rs. 21,000 crores (Rupees Twenty-one Thousand crores), on a private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

**FURTHER RESOLVED** that the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such moneys are to be borrowed from time to time, as to interest, repayment, security or otherwise, as it may deem expedient, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**FURTHER RESOLVED** that the Board be and is hereby authorised to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company."

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

Arnavaz M. Pardiwalla  
Company Secretary

Place : Mumbai  
Date : 6<sup>th</sup> May, 2015

**NOTES:**

1. The Company has engaged the services of M/s. Karvy Computershare Private Limited ("Karvy") to provide e-voting facility to the Members of the Company as an alternate to dispatch the Postal Ballot Form. If a Member has voted through e-voting facility, he/she/it is not required to send the Postal Ballot Form.
2. **E-voting:** In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility for all its Members to enable them to cast their votes electronically as an alternative to dispatch the Postal Ballot Forms. Please note that e-voting is entirely optional for the Member(s) and that the Member(s) can opt only for one mode of voting. If a Member has opted for e-voting, then he/she/it is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.
3. **The procedure and instructions for E-voting are as follows:**
  - a) Date and time of commencement of voting through electronic means : 14<sup>th</sup> May, 2015 at 10.00 a.m.
  - b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 12<sup>th</sup> June, 2015 till 6.00 p.m.
  - c) Details of Website: <https://evoting.karvy.com>
  - d) Details of persons to be contacted for issues relating to e-voting: Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel. No.: +91 40 6716 2222; Toll Free No.:1800 345 4001; Fax No. : +91 40 2300 1153; E-mail : [evoting@karvy.com](mailto:evoting@karvy.com).
  - e) Details of Scrutinizer: Mr. S. N. Ananthasubramanian, Practising Company Secretary, or failing him, Ms. Malati Kumar, Practising Company Secretary.

The instructions for e-voting are as under :

**1. A. In case of Members receiving an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant] :**

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. /DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number for Mahindra & Mahindra Financial Services Limited.
- vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 6<sup>th</sup> May, 2015 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. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

**B. In case of Members receiving physical copy of the Postal Ballot Notice and Form [for Members whose email IDs are not registered with the Company/Depository Participant or requesting physical copy] :**

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
  - ii) Initial Password is provided in the Postal Ballot Form.
  - iii) Please follow all the steps from (iii) to (xi) as mentioned in (A) above, to cast your vote.
4. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
  5. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
  6. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being 6<sup>th</sup> day of May, 2015. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
  7. Mr. S. N. Ananthasubramanian, Practising Company Secretary, or failing him, Ms. Malati Kumar, Practising Company Secretary have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  8. The Scrutinizer shall within a period not exceeding seven (7) days from the last date of receipt of Postal Ballot Forms/ conclusion of the e-voting period make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  9. The Results of the Resolutions shall be declared by the Chairman or the Managing Director or the Company Secretary of the Company and the Resolutions will be deemed to be passed on the date of such declaration subject to receipt of the requisite number of votes in favour of the Resolutions.
  10. The Results declared along with the Scrutinizer's Report will be available on the website of the Company ([www.mahindrafinance.com](http://www.mahindrafinance.com)) and on Karvy's website (<https://evoting.karvy.com>) and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.

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

Arnavaz M. Pardiwalla  
Company Secretary

Date : 6<sup>th</sup> May, 2015  
Place : Mumbai

Note: An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is appended hereto.

### Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice dated 6<sup>th</sup> May, 2015:

#### ITEM NO.1

In terms of the provisions of section 180(1)(c) of the Act, the Board of Directors of a company cannot borrow moneys in excess of the amount of the paid-up capital of the company and its free reserves without the approval of the Members by way of a Special Resolution.

The Members by a Special Resolution passed by means of a Postal Ballot Voting process on 19<sup>th</sup> June, 2014, had empowered the Board of Directors of the Company to borrow moneys upto Rs. 45,000 crores even though such borrowing would be in excess of the paid-up share capital and free reserves of the Company.

The moneys so borrowed by the Company and outstanding as at 31<sup>st</sup> March, 2015 amounted to Rs. 26,263.30 crores. During the year 2014-15, the Company has disbursed approximately Rs. 24,331 crores and it has plans to disburse over Rs. 35,000 crores during the current year, for financing the Mahindra range of vehicles and tractors and for other products like Cars, Commercial Vehicles, Construction Equipment, Pre-owned Vehicles, etc., of reputed automobile manufacturers, for Invoice Discounting and SME Financing.

In order to further expand its business and to meet increased financial needs for the budgeted disbursements, it is proposed to enhance its borrowing limits to Rs. 50,000 crores, while maintaining the prescribed capital adequacy norms laid down by the Reserve Bank of India.

The Company may be required to secure some of the borrowings by creating mortgage/charge on all or any of the movable or immovable properties of the Company in favour of the lender(s) in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). In terms of section 180(1)(a) of the Act any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole, of any such undertaking requires the approval of the Members by way of a Special Resolution.

Accordingly, the consent of the Members is being sought for the enhancement of the borrowing limits and to secure such borrowings by mortgage/charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company as set out in Resolution No.1 appended to this Notice.

The Board recommends the passing of the Resolution under Item No.1 as a Special Resolution.

Your approval is sought by voting through Postal Ballot pursuant to the provisions of section 110 of the Act read together with such Rules as may be applicable for passing the Special Resolution as set out in this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this item of business.

#### ITEM NO.2

In terms of section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 [hereinafter referred to as "the Rules"], a company offering or making an invitation to subscribe to Non-Convertible Debentures ('NCDs') on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs during the year.

The Members by a Special Resolution passed by means of a Postal Ballot Voting process on 19<sup>th</sup> June, 2014, had approved of the issuance of NCDs and/or other debt securities on a private placement basis, in accordance with the provisions of the Act, for a period of one year from the date of passing of the Special Resolution.

NCDs including Subordinated Debentures, Commercial Papers, Bonds, etc., issued on a private placement basis constitute a significant source of borrowings for the Company. The aggregate borrowings of the Company at present is approximately Rs. 26,263.30 crores, of which NCDs including Subordinated Debentures, comprise Rs. 6,102.20 crores.

It is proposed to offer or invite subscriptions for NCDs including Subordinated Debentures, Bonds, and/or other debt securities, etc., in one or more tranches, aggregating upto Rs. 21,000 crores (Rupees Twenty-one Thousand crores) on a private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under section 42 and other applicable provisions, if any, of the Act read with the Rules framed thereunder as set out in Resolution No.2 appended to this Notice.

The Board recommends the passing of the Resolution under Item No.2 as a Special Resolution.

Your approval is sought by voting through Postal Ballot pursuant to the provisions of section 110 of the Act read together with such Rules as may be applicable for passing the Special Resolution as set out in this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this item of business.

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

Arnavaz M. Pardiwalla  
Company Secretary

Place : Mumbai  
Date : 6<sup>th</sup> May, 2015

**SPECIMEN****Mahindra FINANCE****MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED**

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

Corporate Identity Number: L65921MH1991PLC059642

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

Website: [www.mahindrafinance.com](http://www.mahindrafinance.com) • email: [investorhelpline\\_mmfsf@mahindra.com](mailto:investorhelpline_mmfsf@mahindra.com)**POSTAL BALLOT FORM**

POSTAL BALLOT NO. \_\_\_\_\_

1. Name(s) of Member(s) \_\_\_\_\_ :

2. Registered address of the \_\_\_\_\_  
Sole/first named Member

3. Name(s) of Joint holder(s), if any \_\_\_\_\_ :

4. Registered Folio No. / DPID No. / \_\_\_\_\_  
Client ID No.\*  
(\*applicable to investors holding  
shares in dematerialised form)

5. No. of Shares held \_\_\_\_\_ :

6. I/We hereby exercise my/our vote in respect of the Special Resolutions as proposed to be passed through Postal Ballot for the business stated in Item Nos. 1 and 2 in the Notice of the Company dated 6<sup>th</sup> May, 2015, by sending my/our assent or dissent to the said Resolution(s) by placing tick (✓) mark at the appropriate box below:

Sr. No.	Description	No. of Shares held	I/We assent to the Resolution(s) (FOR)	I/We dissent to the Resolution(s) (AGAINST)
1.	Special Resolution for increase in Borrowing limits from Rs. 45,000 crores to Rs. 50,000 crores under section 180(1)(c) of the Companies Act, 2013 ("the Act") and creation of charge on the Company's property(ies) under section 180(1)(a) of the Act.			
2.	Special Resolution for issue of Non-Convertible Debentures and/or other Debt Securities, in one or more tranches, aggregating upto Rs. 21,000 crores on a Private Placement basis.			

Place : \_\_\_\_\_

Date : \_\_\_\_\_

(Signature of Member)

The Company is pleased to offer e-voting facility as an alternate for the Members of the Company, to enable them to cast their votes electronically instead of sending the Postal Ballot Forms to the Scrutinizer. Detailed instructions for e-voting are given in Note No. 3 of the Postal Ballot Notice. E-Voting is optional.

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD

**NOTE:** Please read carefully the instructions printed overleaf before exercising your vote.

MEMORANDUM

## INSTRUCTIONS FOR VOTING IN PHYSICAL MODE

1. A Member desiring to exercise the vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope (bearing the address of the Scrutinizer appointed by the Board of Directors of the Company). Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form respectively) by the first named Member and in his/her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorisation giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Members.
5. The right of voting by Postal Ballot shall not be exercised by a Proxy.
6. Unsigned or incorrect Postal Ballot Form will be rejected.
7. A Member need not use all the votes nor needs to cast all the votes in the same way.
8. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 12<sup>th</sup> June, 2015 by 6.00 p.m. Postal Ballot Form received after this date will be treated as if the reply from the Member(s) has not been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at Sr. No. 8 above.
10. The voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Member(s) on the date of the Notice annexed herewith i.e. 6<sup>th</sup> May, 2015.
11. Member(s) are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. The Results of the Postal Ballot will be declared at the Corporate Office of the Company as specified in the Notice.
14. The Results and Report of the Scrutinizer will also be hosted on the Company's website [www.mahindrafinance.com](http://www.mahindrafinance.com) and the Results will thereafter be published in newspapers, for the information of Members.