

31st July, 2017

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

Scrip Code : 532720

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

Scrip Code : M&MFIN

Dear Sir,

Sub: Certified True Copy of the Resolutions passed at the 27th Annual General Meeting of the Shareholders of the Company

Pursuant to provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Certified True Copy of the Resolutions passed at the 27th Annual General Meeting of the Shareholders of the Company held on Monday, 24th July, 2017.

Kindly take the same on record.

Thanking you,

Yours Faithfully,
For Mahindra & Mahindra Financial Services Limited

Arnavaz

**Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer**

Encl: a/a



Certified True Copy of the Ordinary Resolutions passed by the Shareholders of Mahindra & Mahindra Financial Services Limited at its 27th Annual General Meeting held on Monday, the 24th day of July, 2017 at Y. B. Chavan Auditorium, Yashwantrao Chavan Pratishthan, General Jagannath Bhosale Marg, next to Sachivalaya Gymkhana, Mumbai - 400 021.

- 1. Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.**

"RESOLVED that the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon, as laid before the Meeting be received and adopted."

- 2. Declaration of Dividend of Rs. 2.40 per Equity Share of the face value of Rs. 2 each.**

"RESOLVED that a dividend of Rs. 2.40 per Equity Share on 56,87,64,960 Equity Shares of Rs. 2 each fully paid-up aggregating Rs. 161.0 Crores (including dividend tax) be declared and that the said dividend be distributed from the Company's profits for the year ended 31st March, 2017, to those shareholders whose names appeared on the Register of Members on 17th July, 2017 and in respect of shares held in electronic form, the dividend be paid to those shareholders whose names appeared in the list of beneficial owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited as on 17th July, 2017."

- 3. Re-appointment of Mr. Ramesh Iyer (DIN: 00220759) as a Director.**

"RESOLVED that Mr. Ramesh Iyer (DIN 00220759), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."



4. Appointment of Messrs. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W-100022), as the Statutory Auditors of the Company, in place of Messrs. B. K. Khare & Co., Chartered Accountants, (ICAI Firm Registration Number 105102W), the retiring Auditors of the Company and approve their remuneration.

“RESOLVED that pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Messrs. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 101248W/W-100022), be appointed as the Statutory Auditors of the Company, in place of the retiring Auditors of the Company, Messrs. B. K. Khare & Co., Chartered Accountants, (ICAI Firm Registration Number 105102W), to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting until the conclusion of the Thirty-second Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting, as may be applicable), at a remuneration to be determined by the Board of Directors of the Company, in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

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.”

Certified True Copy
Mahindra & Mahindra Financial Services Limited

Arnavaz

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Place : Mumbai
Date : 31st July, 2017

