

NOTICE

SPECIMEN

THE TWENTY-THIRD ANNUAL GENERAL MEETING OF MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED will be held at Swatantryaveer Savarkar Rashtriya Smarak, 252, S.V.S. Marg, Shivaji Park, Dadar (West), Mumbai – 400 028 on Thursday, the 25th day of July, 2013, at 3.30 p.m. to transact the following business:

1. To receive and adopt the audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Bharat Doshi, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dhananjay Mungale, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED that pursuant to section 224 of the Companies Act, 1956, Messrs. B. K. Khare & Co., Chartered Accountants (ICAI Registration Number 105102W), the retiring Auditors of the Company, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company 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.”

Notes:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
- B. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- C. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Karvy Computershare Private Limited having their office at Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad 500 081.
- D. The Register of Members and Transfer Books of the Company will be closed from Saturday, 6th July, 2013 to Thursday, 25th July, 2013 (both days inclusive).
- E. The dividend, if declared at the Annual General Meeting, will be credited/ dispatched between 26th July, 2013 and 2nd August, 2013 to those persons or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on 5th July, 2013 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 after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 5th July, 2013.
- F. Under the Companies Act, 1956, the Share Application monies that are unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of section 205C of the Companies Act, 1956 and the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, the Company has transferred an amount of Rs. 20,69,550 in March, 2013 to the IEPF, being the unclaimed share application monies in respect of the Initial Public Offer (IPO) of the Company and no claim lies against the Company in respect thereof.
- G. Pursuant to the provisions of section 205A of the Companies Act, 1956, there were no unclaimed dividends for the Financial Year ended 31st March, 2005 due for transfer to the IEPF.

Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2005-06 and thereafter to the IEPF:

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Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
31st March, 2006	10th July, 2006	9th August, 2013
31st March, 2007 (Interim Dividend)	30th March, 2007	29th April, 2014
31st March, 2007	23rd July, 2007	22nd August, 2014
31st March, 2008	23rd July, 2008	22nd August, 2015
31st March, 2009	27th July, 2009	26th August, 2016
31st March, 2010	23rd July, 2010	22nd August, 2017
31st March, 2011	29th July, 2011	28th August, 2018
31st March, 2012	27th July, 2012	26th August, 2019

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim to Karvy Computershare Private Limited well in advance of the above due dates. It may be noted that once the amounts in the unpaid dividend accounts are transferred to IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend.

- H. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts [as referred to in section 205C(2)] lying with the Company as on 27th July, 2012 (date of the last Annual General Meeting of the Company) on the website of the Company viz. <http://www.mahindrafinance.com> as well as on the website of the Ministry of Corporate Affairs viz. <http://www.iepf.gov.in>.

The concerned Members are requested to verify the details of their unclaimed amounts, if any, from the said websites and lodge their claim with the Company's Registrar and Transfer Agents, Karvy Computershare Private Limited, before the same is due for transfer to the IEPF.

- I. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 109A of the Companies Act, 1956.

Members desiring to avail of this facility may send their nomination in the prescribed Form No. 2B duly filled in to Karvy Computershare Private Limited having their office at Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad 500 081.

- J. To enable direct credit of the dividend amount into the Bank Account as per the Securities and Exchange Board of India circular dated 21st March, 2013, the Members are requested to update with their Depository Participant, the active Bank Account details (including 9 digit MICR Code and 11 digit IFSC Code), in case the holding is in dematerialized mode. In case the shares are held in physical mode, the said details may be communicated to the Registrar & Share Transfer Agents, by quoting the Reference Folio No., and attaching a photocopy of the cheque leaf of the active Bank Account and a self attested copy of the PAN card.

- K. Members are requested to:

- intimate to the Company's Registrar and Transfer Agents, Karvy Computershare Private Limited at the above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
- intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in electronic/dematerialised form;
- quote their folio numbers/Client ID/DP ID in all correspondence;
- consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

- L. Pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Annual Report for the year 2012-13, Notice for the Annual General Meeting (AGM), etc., are being sent in electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company and who have not opted to receive the same in physical form.

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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 Karvy Computershare Private Limited (in case of Shares held in physical form).

The Annual Report and the Notice convening the AGM are also available on the website of the Company at the link viz. <http://www.mahindrafinance.com/annual-reports.aspx>.

M. Appointment/Re-appointment of Directors

Mr. Bharat Doshi holds 6,45,695 shares and Mr. Dhananjay Mungale holds 50,000 shares of Rs.2 each in the Company.

None of the Directors of the Company is inter-se related to each other.

In respect of the information to be provided under Clause 49 of the Listing Agreement pertaining to the Directors being re-appointed, Members are requested to kindly refer the Chapter on Corporate Governance in the Annual Report.

By Order of the Board

Arnavaz M. Pardiwala

Company Secretary

Registered Office :

Gateway Building,

Apollo Bunder,

Mumbai - 400 001.

23rd April, 2013

Mahindra FINANCE

Mahindra & Mahindra Financial Services Limited

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

ATTENDANCE SLIP

SPECIMEN

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slips on request Provided such request is received by the Company/Registrar & Transfer Agents, Karvy Computershare Private Limited at Plot No. 17-24 Vittalrao Nagar, Madhapur, Hyderabad - 500 081 before 15th July, 2013.

Folio No./ Demat Account No.:

No. of Shares:

Name & Address of the Shareholder:

I hereby record my presence at the TWENTY-THIRD ANNUAL GENERAL MEETING of the Company being held at Swatantryaveer Savarkar Rashtriya Smarak, 252, S.V.S Marg, Shivaji Park, Dadar (West), Mumbai - 400 028 on Thursday, the 25th day of July, 2013 at 3.30 p.m.

Name(s) of the Shareholder(s)/ Proxy (IN BLOCK CAPITALS)

Signature(s) of the Shareholder(s) or Proxy

NOTE: No duplicate Attendance Slip will be issued at the Meeting Hall. You are requested to bring your copy of the Annual Report to the Meeting.

Mahindra FINANCE

Mahindra & Mahindra Financial Services Limited

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

PROXY FORM

I/We

of.....being a member/members of MAHINDRA &

MAHINDRA FINANCIAL SERVICES LIMITED hereby appoint

..... of or failing him

..... of as my/our Proxy to vote for me/us and on my/our behalf

at the Twenty-Third Annual General Meeting of the Company to be held on 25th July, 2013 and at any adjournment thereof.

As witness my/our hand(s) this..... day of..... 2013.

Signed by the said.....

Affix 15 Ps.
Revenue
Stamp

NOTE: The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.



ADAM SAAB

Village - Manvi, Taluka - Manvi,
District - Raichur, Karnataka,
Pin code - 584 123



JAGAT SINGH

Village - Jubbli, The Chopal,
District - Shimla, Himachal Pradesh,
Pin code - 171 210



KARAMJIT SINGH

Village - Jeondan, Taluka - Rampura Phul,
District - Bhatinda, Punjab,
Pin code - 151 103

ENVISION ★ ELEVATE ★

EMPOWER ★



RAJENDRA KUMAR MEENA

Village - Chatrapura,
Post Office - Khanpura,
District - Jhalawar, Rajasthan,
Pin code - 326 038



DADARAO BABARAO HOLGANDE

Village - Gondala, Post Office - Khudaj,
Taluka - Sengaon, District - Hingoli,
Maharashtra, Pin code - 431 542



NANDESWAR DAIMARY

Village - Nalbari,
Post Office - Kacharison,
District - Sonitpur, Assam,
Pin Code - 784 117

MAHINDRA FINANCE

GROUP STRUCTURE

Mahindra
&
Mahindra
Limited

Mahindra &
Mahindra
Financial
Services
Limited
(51.2%)

Mahindra
Insurance
Brokers Limited
(85%)

Mahindra
Rural Housing
Finance
Limited (87.5%)

Mahindra
Finance USA
LLC (49% Joint
Venture with
Rabobank
Group
Subsidiary)

Mahindra
Business &
Consulting
Services Private
Limited (100%)

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Consolidated

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CORPORATE INFORMATION

Directors

Bharat Doshi - *Chairman*
 Uday Y. Phadke
 Pawan Goenka
 Dhananjay Mungale
 M. G. Bhide
 Piyush Mankad
 Rama Bijapurkar
 Ramesh Iyer - *Managing Director*

Chief Financial Officer

V. Ravi

Company Secretary

Arnavaz M. Pardiwala

Registered Office

Gateway Building,
 Apollo Bunder,
 Mumbai - 400 001.

Corporate Office

Mahindra Towers,
 4th Floor, Dr. G M. Bhosale Marg,
 P. K. Kurne Chowk, Worli,
 Mumbai - 400 018.

Committees of the Board

Audit Committee

Dhananjay Mungale - *Chairman*
 Uday Y. Phadke
 M. G. Bhide
 Rama Bijapurkar
 Piyush Mankad

Remuneration/Compensation Committee

Piyush Mankad - *Chairman*
 Bharat Doshi
 Dhananjay Mungale
 Uday Y. Phadke
 M. G. Bhide

Share Transfer and Shareholders/ Investors Grievance Committee

M.G. Bhide - *Chairman*
 Uday Y. Phadke
 Ramesh Iyer

Asset Liability Committee

Dhananjay Mungale - *Chairman*
 Uday Y. Phadke
 Ramesh Iyer

Risk Management Committee

Dhananjay Mungale - *Chairman*
 M. G. Bhide
 Rama Bijapurkar

Nomination Committee

Piyush Mankad
 Bharat Doshi
 Dhananjay Mungale
 Uday Y. Phadke
 M. G. Bhide

Corporate Social Responsibility Committee

Piyush Mankad
 Bharat Doshi
 Uday Y. Phadke
 Ramesh Iyer

Auditors

B. K. Khare & Co.
 Chartered Accountants,
 706/708, Sharda Chambers,
 Mumbai - 400 020.

Solicitors

Khaitan & Co.
 One Indiabulls Centre, 13th Floor,
 841, Senapati Bapat Marg,
 Elphinstone Road,
 Mumbai - 400 013.

Registrar and Share Transfer Agents

Karvy Computershare Pvt. Ltd.
 Plot No. 17-24,
 Vittalrao Nagar, Madhapur,
 Hyderabad - 500 081.

Bankers

Allahabad Bank
 Bank of America
 Bank of Baroda
 Bank of India
 Bank of Maharashtra
 Barclays Bank PLC
 Canara Bank
 Central Bank of India
 Chinatrust Commercial Bank
 Citibank N.A.
 Corporation Bank
 Dena Bank
 Deutsche Bank AG
 Federal Bank Limited
 FirstRand Bank Limited
 HDFC Bank Ltd
 HSBC Ltd
 ICICI Bank Ltd
 IDBI Bank Ltd
 Indian Bank
 IndusInd Bank Ltd
 ING Vysya Bank Ltd
 Punjab National Bank
 Standard Chartered Bank
 State Bank of Bikaner and Jaipur
 State Bank of Hyderabad
 State Bank of India
 State Bank of Patiala
 Syndicate Bank
 The Bank of Novascotia
 The Jammu & Kashmir Bank Ltd
 The Royal Bank of Scotland
 UCO Bank
 UBS AG
 United Bank of India
 Yes Bank Ltd



*MAHINDRA
FINANCE
IS ALL ABOUT*



**ENVISIONING
ELEVATING
and
EMPOWERING**



Our vision is to help transform lives across semi-urban and rural India. To
elevate people's aspirations to the threshold of achievements.
And to empower people to live a life of self-reliance and dignity.

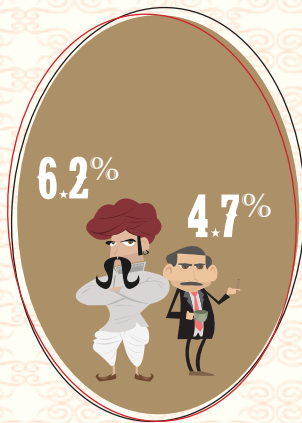
In all these decades, we have travelled to remotest places and unique
cultures of India across 1,33,907 villages and 565 districts, spoken to
people in their language and even their regional dialects and been a part
of their everyday lives.

At Mahindra Finance, we share a special relationship with our 2.5 Million
customers. We help drive their aspirations. They, in turn drive our
business growth. A symbiotic relationship or sound business acumen.

Customers represent our real assets and their worth is reflected in the
strength of our balance sheet and the sustainability of our business.

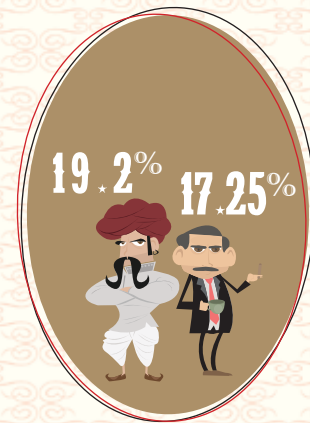
Our mission is to drive inclusive growth in India, and we cherish the trust
of all our stakeholders.

India's rural population is **12%** of the world's population*



GROWTH OF GROSS DOMESTIC PRODUCT#

CAGR between 2000 and 2012

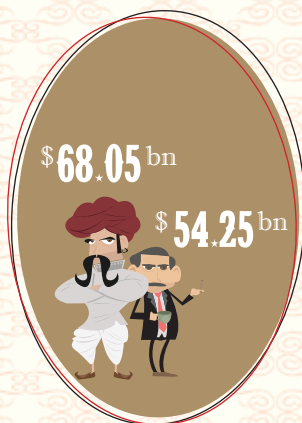


ANNUAL PER CAPITA CONSUMPTION GROWTH#

Between 2010 and 2012



RURAL
v/s
URBAN
INDIA



CONSUMER SPENDING#

Between 2010 and 2012



FMCG AND CONSUMER DURABLES SALES^

*Source: Indian Brand Equity Foundation

#Source: Masters of Rural Markets: Profitably Selling to India's Rural Consumers, Accenture Report

^Source: Tata Strategic Report