

mahindra FINANCE

MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

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CIN: L65921MH1991PLC059642

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty-third Annual General Meeting ("AGM") of Mahindra & Mahindra Financial Services Limited ("Company")** will be held on **Friday, 28th day of July 2023, at 3.30 p.m.**, Indian Standard Time ("IST"), through **Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")** to transact the following businesses:

The proceedings of the Thirty-third 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:

Item No. 1:

Consideration and adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and joint Statutory Auditors thereon

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and joint Statutory Auditors thereon, as circulated to the Members, are hereby considered and adopted."

Item No. 2:

Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 and the reports of the joint Statutory Auditors thereon

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 and the report of the joint Statutory Auditors thereon, as circulated to the Members, are hereby considered and adopted."

Item No. 3:

Declaration of dividend on the equity shares of the Company for the financial year ended 31st March 2023

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT a dividend of ₹ 6/- (i.e. 300%) per equity share of the face value of ₹ 2/- each, for the financial year ended 31st March 2023 on 123,55,29,920 equity shares of the Company aggregating to ₹ 741.32 crores, as recommended by the Board of Directors of the Company be declared and that the said dividend be distributed out of the profits of the Company for the financial year ended 31st March 2023."

Item No. 4:

To resolve not to re-appoint Mr. Amit Kumar Sinha and not to fill the vacancy so created

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Amit Kumar Sinha (DIN: 09127387), who retires by rotation, and while being eligible does not seek re-appointment, be not re-appointed as a Director of the Company;

RESOLVED FURTHER THAT the vacancy, so created on the Board of the Company, be not filled."

SPECIAL BUSINESS:

Item No. 5:

Appointment of Mr. Raul Rebello as a 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 ("the Act") read with the Rules framed thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in

force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Raul Rebello (DIN: 10052487), who was appointed by the Board of Directors as an Additional Director of the Company, w.e.f. 1st May 2023 under section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, is hereby appointed as a Director of the Company, liable to retire by rotation”.

Item No. 6:

Appointment of Mr. Raul Rebello as Whole-time Director designated as “Executive Director and MD & CEO - Designate” from 1st May 2023 to 29th April 2024 and as the Managing Director of the Company designated as “Managing Director & CEO” from 30th April 2024 to 30th April 2028

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 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other laws as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and 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, and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Members of the Company be accorded to the appointment of Mr. Raul Rebello (DIN: 10052487) as Whole-time Director (“WTD”) of the Company designated as “Executive Director and MD & CEO - Designate” of the Company w.e.f. 1st May 2023 to 29th April 2024 (both days inclusive), and as the Managing Director (“MD”) of the Company designated as “Managing Director & CEO” w.e.f. 30th April 2024 to 30th April 2028 (both days inclusive), on an initial basic salary of ₹ 5,25,000 per month in the scale of ₹ 5,00,000 to ₹ 15,00,000 per month;

RESOLVED FURTHER THAT the approval of the Members be accorded to the Board of Directors of the Company (including any Committee thereof), to revise the basic salary payable to Mr. Raul Rebello during his tenure as the Executive Director and MD & CEO - Designate (from 1st May 2023 to 29th April 2024) and as the Managing Director & CEO of the Company (from 30th April 2024 to 30th April 2028) (“hereinafter referred to as the appointee”) within the above mentioned scale of basic salary;

RESOLVED FURTHER THAT in addition to the basic salary, the perquisites (including benefits and allowances), payable or allowable, ESOPs/ RSUs, retirals’ 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 not exceeding 200% of his Annual Basic Salary which would include gas, electricity, water, accommodation (furnished or otherwise including interest on housing deposit and rent) or house rent allowance in lieu thereof, furnishings, retention bonus, medical reimbursement, domiciliary expenses at actuals to cover self, spouse and children below the age of 25 years and leave travel concession for self and family, club subscription, use of Company cars (amount of car Lease, Fuel & Maintenance, Driver Reimbursement), education subsidy, Employer and Employee contribution to National Pension Scheme, medical and personal accident insurance, subsidy for Parents’ Medical Insurance, Group term Insurance and Club Mahindra/Holiday Home Facility, other monetary/non-monetary allowances, benefits, amenities and facilities, retirals’ in accordance with the Rules of the Company or bonus, special bonus, long term incentive or reward under any incentive scheme (s), 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.

In addition to the above, the appointee shall be entitled to ESOPs/RSUs in accordance with the Company’s Employee Benefit Scheme(s), as may be approved by the Nomination and Remuneration Committee from time to time.

2. Contribution to Provident Fund, Superannuation Fund, Annuity Fund, Gratuity, etc. as applicable, 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.
3. 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.
4. 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/RSUs, 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 his Annual Basic Salary.

Provided that any revision(s) in the remuneration will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee, which would be based on Company performance and individual performance.

Provided that the remuneration payable to the appointee (including the salary, perquisites, ESOPs/RSUs, performance pay) would not exceed the limits laid down in section 197 and computed in the manner laid down in section 198 of the Act read with rules framed thereunder, including any statutory modifications or re-enactments thereof;

RESOLVED FURTHER 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, Performance Pay etc. as specified above subject to receipt of the requisite approvals, if any;

RESOLVED FURTHER THAT the approval of the Members 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."

Item No. 7:

Appointment of Mr. Amarjyoti Barua 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 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other laws as may be applicable, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and pursuant to the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Amarjyoti Barua (DIN: 09202472), in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company, is hereby appointed as a Non-Executive,

Non-Independent Director of the Company, w.e.f. 28th July 2023, liable to retire by rotation, on such terms and conditions as stated in the explanatory statement hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) are hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution."

Item No. 8:

Appointment of Mr. Ashwani Ghai 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 ("the Act"), the Rules framed thereunder and such other laws as may be applicable (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Ashwani Ghai (DIN: 09733798), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from 23rd June 2023 under section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, on such terms and conditions including remuneration as stated in the explanatory statement hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) are hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution."

Item No. 9:

Re-appointment of Mr. Milind Sarwate as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and

Qualification of Directors) Rules, 2014 and such other rules as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Policy on Appointment of Directors and Senior Management and succession planning for orderly succession to the Board and Senior Management, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Milind Sarwate (DIN: 00109854), who was appointed as an Independent Director of the Company by the Members of the Company vide Postal Ballot, w.e.f. 1st April 2019 and who holds the office as an Independent Director up to 31st March 2024 and who being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director, is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 1st April 2024 to 31st March 2029 (both days inclusive), not liable to retire by rotation, on such terms and conditions including remuneration as stated in the explanatory statement hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) are hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution."

Item No. 10:

Approval for introduction and implementation of 'Mahindra and Mahindra Financial Services Limited - Restricted Stock Units Plan 2023'

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

"RESOLVED THAT pursuant to the provisions of section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, relevant provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications issued thereunder (collectively referred as "SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the provisions of any regulations/guidelines prescribed by the Securities and Exchange Board of India ("SEBI"), any rules, circulars, notifications, directions issued by Reserve Bank of India and such other applicable laws and regulations (including any statutory amendment(s), or modification(s) thereto or re-enactment(s) thereof for the time being in force) and pursuant to relevant

provisions of the Articles of Association of the Company, the Remuneration Policy for Key Managerial Personnel, Senior Management and other Employees and the Policy on Remuneration of Directors and subject to any approval(s) or consent(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s) or consent(s), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval and recommendation of the Board of Directors of the Company, the approval of the Members of the Company is hereby accorded to the introduction and implementation of Mahindra and Mahindra Financial Services Limited- Restricted Stock Units Plan 2023 ("MMFSL RSU Plan 2023"), salient features of which are provided in the explanatory statement to this Notice, and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted Committee, including the Nomination and Remuneration Committee) is hereby authorised to create, issue, allot, offer and grant from time to time, in one or more tranches, up to 59,44,320 (Fifty-nine lakhs forty four thousand three hundred and twenty) restricted stock units ("RSUs") constituting 0.48% of the fully paid-up share capital of the Company as on 31st March 2023, to or for the benefit of such person(s) working with the Company, whether in or outside India, including any Director, which expression shall include the Managing Director & Chief Executive Officer and Whole time Director(s) of the Company (excluding the employees who are promoters or person belonging to the promoter group or Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the MMFSL RSU Plan 2023, exercisable into not more than 59,44,320 (Fifty-nine lakhs forty four thousand three hundred and twenty) equity shares of the Company ("Shares") of the face value of ₹ 2/- (Rupees Two) each fully paid-up, as applicable, which shall be administered by the existing employee welfare trust of the Company namely 'Mahindra & Mahindra Financial Services Limited Employees' Stock Option Trust' ("Trust"), who shall use its free and utilisable funds (net of any outstanding liabilities and administrative expenses of the Trust) as statutorily permitted from time to time, and/or obtain loan/financial assistance from the Company for the purpose of subscribing to aforementioned Shares, on such terms and conditions and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of the MMFSL RSU Plan 2023;

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the RSU grantees upon exercise of RSUs in accordance with the terms of the grant and provisions of the MMFSL RSU Plan 2023, subject to payment/recovery of requisite exercise price and applicable taxes, on



such terms and conditions and in such manner as the Board/Committee may decide in accordance with the provisions of the applicable laws and the provisions of the MMFSL RSU Plan 2023 and such Shares shall rank pari passu in all respects with the then existing Shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organisation including merger/demerger, the ceiling in terms of number of Shares reserved under the MMFSL RSU Plan 2023 as mentioned above, shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per the provisions of the SEBI SBEB & SE Regulations and other applicable laws and such adjusted number of Shares shall be deemed to be the ceiling as originally approved by the Members of the Company;

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares mentioned above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any rights or obligations of the RSU grantees under the MMFSL RSU Plan 2023, and the ceiling as originally approved by the Members of the Company shall be deemed to be adjusted accordingly;

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the MMFSL RSU Plan 2023 at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No. 11:

Approval for provision of money by the Company to Mahindra & Mahindra Financial Services Limited Employees' Stock Option Trust under the 'Mahindra and Mahindra Financial Services Limited - Restricted Stock Units Plan 2023' ("MMFSL RSU Plan 2023") to fund the subscription of equity shares in terms of MMFSL RSU Plan 2023

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

"RESOLVED THAT pursuant to the provisions of section 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules,

2014, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") and other applicable laws and regulations (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force) and pursuant to the relevant provisions of the Articles of Association of the Company, and subject to the approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the Members of the Company hereby authorise the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted Committee, including the Nomination and Remuneration Committee to exercise its powers, including the powers, conferred by this resolution) to grant loan, provide guarantee or security in connection with an interest free loan/ financial assistance granted or to be granted, in one or more tranches, to the existing employee welfare trust of the Company namely the Mahindra & Mahindra Financial Services Limited Employees' Stock Option Trust ("Trust") for such amount(s) not exceeding ₹ 5 crores (Rupees Five crores only), being below the statutory limits prescribed under the Companies Act, 2013, with a view to enable the Trust to subscribe and/ or purchase equity shares of the Company ("Shares"), to be issued by the Company for the purpose and in connection with the implementation of the 'Mahindra and Mahindra Financial Services Limited - Restricted Stock Units Plan 2023' ("MMFSL RSU Plan 2023");

RESOLVED FURTHER THAT any loan or financial assistance provided by the Company shall be based on the terms of the MMFSL RSU Plan 2023 and shall be repayable to the Company upon realisation of proceeds on permitted sale/transfer of shares and any other income of the Trust;

RESOLVED FURTHER THAT the Board is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient."

Item No. 12:

To approve Material Related Party Transactions between the Company and Mahindra & Mahindra Limited, Promoter and Holding Company 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 Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of and dealing with Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into/continue with the existing Related Party Transaction(s)/contract(s)/arrangement(s)/agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations with Mahindra & Mahindra Limited ("M&M"), the Promoter and Holding Company of the Company and a 'Related Party' under section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of:

- a) Availing fund based and non-fund based support;
- b) Purchase/sale/transfer/exchange/lease of vehicles, business assets to meet the business objectives and requirements;
- c) Availing/rendering of any services;
- d) Sharing or usage of each other's resources and reimbursements;
- e) Any transfer of resources, services or obligations to meet its objectives/requirements;

on such material terms and conditions as mentioned in the explanatory statement to this Resolution and as may be mutually agreed between the Company and M&M, such that the aggregate value of the Related Party Transactions with M&M will not breach the maximum limit for each of the financial years from FY2023-24 to FY2027-28, which is the higher of the monetary value of ₹ 4,000 Crores (Rupees Four Thousand Crores only) and an amount which is 30% of the annual audited consolidated turnover as per the last audited financial statements of the Company, provided that the said contract(s)/ arrangement(s)/ agreement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and at arm's length basis;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) are hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary

contract(s), deed(s), agreement(s), application(s) and such other documents, papers, forms and writings, as may be required, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT all actions taken by the Board of the Company in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

Item No. 13:

Alteration to the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 4, 13 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder ("the Act"), other applicable laws/ statutory provisions, if any (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and subject to necessary approvals as may be required from the Ministry of Corporate Affairs, or any other regulatory/ statutory authority(ies) and subject to such terms, conditions, amendments or modifications as may be imposed, required or suggested by any such authority(ies), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard), consent of the Members of the Company is hereby accorded to alter the Memorandum of Association ("MOA") of the Company by completely substituting the existing sub-clause III (B) (21) under *"Matters which are necessary for furtherance of the Objects specified in Clause III (A)"* with the following new sub-clause III (B) (21):

21. To amalgamate, enter into any partnership or partially amalgamate with or acquire the whole or any part of the business, property and liabilities of, or acquire any interest in the business or undertaking of, or enter into any partnership(s), arrangement(s), agreement(s) including co-sourcing, co-origination or co-lending agreement(s), transaction(s), joint ownership(s), tie-up(s), joint venture(s), collaboration(s) with any entity carrying on or engaged in the business or transaction, which the Company is or may be authorised to carry on, or with any entity in similar or related business including Financial Institutions, Banks, Insurance Companies or with any other person,



association of persons, firm, company, public body, corporation, society ("entities"), or act as service providers, representatives, agents or intermediaries for the above entities, for sharing of profits or losses or union of interest or reciprocal concession or co-operation or mutual benefit or for direct or indirect benefit to the Company or its stakeholders;

RESOLVED FURTHER THAT the Board of Directors is hereby authorised for and on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable and to settle all questions, difficulties or doubts that may arise in regard to the implementation of this Resolution."

Item No. 14:

Increase in the borrowing limits of the Company

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the 30th Annual General Meeting of the Company held on 10th August 2020 and pursuant to the provisions of section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules made thereunder (including any statutory amendment(s), or modification(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of the relevant provisions of the Articles of Association of the Company, the 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 include any committee of the Board) to borrow, from time to time, for the purpose of the business of the Company, any sum or sums of moneys for and on behalf of the Company, in Indian Rupees and/or in any foreign currency: (i) by way of availing of credit facilities (fund based and non-fund based) and all kinds of financial assistance by all permissible methods, secured and/or unsecured from banks, financial institutions, bodies corporate or any person(s), (ii) by way of issue of foreign currency notes, bonds, rupee denominated bonds or any other eligible instrument to the eligible investors/lenders in the international market on private placement basis or otherwise or availing of loan(s) by way of external commercial borrowing as may be permissible by the Reserve Bank of India, from eligible lenders or persons, (iii) by way of issue of redeemable non-convertible debentures, subordinated debentures, bonds, commercial papers or any other security or instrument(s) on private placement basis or otherwise in the domestic market to institutional investors, foreign institutional investors/foreign portfolio investors, qualified institutional buyers, resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, state industrial development corporations, provident funds, pension funds, superannuation funds,

gratuity funds, venture capital funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and/or industrial research organisations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors or any other persons, (iv) by way of acceptance of deposits from public, shareholders, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or other eligible persons, or (v) by way of issuance of any other permissible instruments or methods of borrowing, whether unsecured or secured by creation of mortgage, charge, hypothecation, lien, pledge or otherwise on the Company's assets and properties, whether movable or immovable, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, may exceed, at any time, the aggregate of the paid up share capital, free reserves and securities premium, provided that the total amount borrowed by the Company and outstanding at any point of time, shall not exceed ₹ 1,10,000 crores (Rupees One Lakh Ten Thousand crores only);

RESOLVED FURTHER THAT the Board of Directors of the Company are hereby authorised to do all such acts, deeds, matters and things as it/they may, in its/their absolute discretion, deem necessary, expedient, usual or proper and to settle all questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No. 15:

Increase in limits for creation of security in connection with borrowing(s)

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Members at the 30th Annual General Meeting of the Company held on 10th August 2020 and pursuant to the provisions of section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be applicable (including any statutory amendment(s), or modification(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of the relevant provisions of the Articles of Association of the Company, the 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 include any Committee of the Board) for creation/ modification / satisfaction of charges including mortgage, hypothecation or lien (hereinafter referred to as "charges") in addition to existing charges, on movable and/or immovable properties including the whole or substantially the whole of the undertaking(s) of the Company, wherever situated, present and future, whether presently belonging to the Company or not, including any enhancement therein, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s), agent(s) etc. (hereinafter referred to as "person") for the purpose of securing the borrowings made by the Company and outstanding at any point of time, within the aggregate borrowing limits as approved by the shareholders pursuant to section 180(1)(c) of the Act, including for securing the borrowings made through debentures, notes, bonds or any other debt security issued/ to be issued by the Company in the domestic or international markets, or to secure loans/credit facilities (Fund Based and non-fund based) availed/to be availed by the Company from any person, or for securing the funds borrowed through external commercial borrowings or through such other instruments or transactions;

RESOLVED FURTHER THAT the Board of Directors of the Company are hereby authorised to finalise the documents and deeds, as may be necessary with respect to creation/modification/ satisfaction of charges created/to be created on immovable and/ or movable properties of the Company in connection with the borrowing(s) on such terms and conditions as may be decided by the Board in consultation with the lenders/trustees and for performing all such acts, things and deeds as may be necessary for giving effect to this resolution."

By Order of the Board

Brijbala Batwal
Company Secretary
FCS No.:5220

Place: Mumbai
Date: 21st June 2023

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

Corporate Office: Mahindra Towers,
'A' Wing, 4th Floor, Worli, Mumbai - 400 018.
CIN: L65921MH1991PLC059642
Tel: +91 22 6652 6000; Fax: +91 22 2498 4170
E-mail ID: investorhelpline_mmfs@mahindra.com;
Website: www.mahindrafinance.com



NOTES AND SHAREHOLDER INFORMATION:

1. **Convening of 33rd Annual General Meeting ("AGM"/"Meeting") through Video Conferencing or Other Audio Visual Means ("VC"/"OAVM"):**

In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 10/2022 dated 28th December 2022 read with MCA General Circular Nos. 02/2022, 20/2020, 17/2020 & 14/2020 dated 5th May 2022, 5th May 2020, 13th April 2020 and 8th April 2020, respectively (collectively referred to as "MCA Circulars"), the Company will be conducting its 33rd AGM through VC/OAVM.

KFin Technologies Limited, Registrar & Transfer Agent of the Company ("KFin"/"RTA") shall be providing 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 provided at Note No. 18 below.

In accordance with the Secretarial Standard - 2 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.

2. **Quorum:** Pursuant to the abovementioned 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 Companies Act, 2013 ("the Act").

3. **Proxy:** 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 the AGM is scheduled to be held through VC/OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 ("SEBI Circulars"), physical attendance of Members in the AGM has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. **Corporate/Institutional Members:** Corporate/Institutional Members (i.e., other than individuals/HUF, NRI, etc.) are entitled to appoint their

authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or e-voting at the AGM. Corporate/Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution/authorisation letter to the Scrutiniser at E-mail ID: madhu@ksrandco.in with a copy marked to KFin at evoting@kfintech.com and to the Company at investorhelpline_mmfsf@mahindra.com, authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act. 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.

5. **Explanatory Statement:** Pursuant to the provisions of section 102 of the Act, an explanatory statement on the Special Businesses at Item Nos. 5 to 15 of this Notice is annexed hereto. The Board of Directors has considered and decided to include the Item Nos. 5 to 15, given above as Special Businesses in the ensuing AGM, as they are unavoidable in nature.

Additional information with respect to Ordinary Business set out at Item No. 4 is annexed hereto. Further, information with respect to Item Nos. 5 to 9 of this Notice, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and clause 1.2.5 of SS-2 issued by ICSI, is also annexed as Annexure A to the explanatory statement, to this Notice. Both shall be read as part of this Notice.

6. **Electronic dispatch of Notice and Annual Report:** In compliance with MCA Circulars and SEBI Circulars, the financial statements including Board's Report, Auditor's Report and other documents required to be attached therewith ("Annual Report") for the financial year ended 31st March 2023 ("FY2023") pursuant to section 136 of the Act and the Notice of the 33rd AGM ("AGM Notice") pursuant to section 101 of the Act read with the Rules framed thereunder are being sent only in electronic mode to those Members whose e-mail address are registered with the Company/KFin or the Depository Participant(s). Members can request for hard copy of the Annual Report & AGM notice by sending a request at investorhelpline_mmfsf@mahindra.com.

A copy of the AGM Notice and the Annual Report for FY2023 is available on the Company's website - <https://www.mahindrafinance.com>, Stock Exchanges website where the shares of the Company are listed i.e., BSE Limited - <https://www.bseindia.com/> and National Stock Exchange of

India Limited - <https://www.nseindia.com/> and on the website of KFin - <https://evoting.kfintech.com>.

7. **Book Closure:** The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 22nd July 2023 to Friday, 28th July 2023 (both days inclusive) for determining the entitlement of the Shareholders for the purpose of Dividend and AGM.
8. **Dividend:** The dividend on equity shares for FY2023, as recommended by the Board of Directors, and if declared at the AGM, will be paid/dispatched by the Company through permitted modes, subject to deduction of tax at source, as may be applicable, after Friday, 28th July 2023, to those shareholders or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on Friday, 21st July 2023 in the list of Beneficial Owners to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of the shares held in dematerialised ("demat") 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 Friday, 21st July 2023 in respect of the shares held in physical form, after giving effect to valid request(s) received for transmission/transposition of shares and lodged with the Company or Registrar and Transfer Agent on or before Friday, 21st July 2023.
9. **Electronic credit of Dividend:** 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 Agent 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: As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account in Form ISR-1 along with the original cancelled cheque bearing the name of the Member to the Company at investorhelpline__mmfsl@mahindra.com or to KFin at einward.ris@kfintech.com for updation of their bank account

details. 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.

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 Depository Participants ("DPs").

For 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 dispatch the dividend warrant/bankers' cheque/demand draft to such Members by post/courier.

10. **TDS:** Pursuant to the provisions of Income-tax Act, 1961 as amended by the Finance Act, 2020, dividend income has become taxable in the hands of shareholders w.e.f. 1st April 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. The details of the applicable tax rates for various categories of shareholders and documentation required from the shareholders to claim exemption/lower tax rates is mentioned in "**Annexure B - TDS on Dividend**" forming part of this Notice. Shareholders are requested to update their Permanent Account Number ("PAN"), residential status and address, category of holding, e-mail ID, mobile no., Bank details with the Company/KFin (in case of shares held in physical mode) and with Depositories (in case of shares held in demat mode).

Members are requested to upload the correct and completed forms together with documents as detailed in "**Annexure B - TDS on Dividend**", by logging on to <https://ris.kfintech.com/form15/forms.aspx?q=Q> or email to einward.ris@kfintech.com on or before **Monday, 10th July 2023**, in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained **post 10th July 2023**. 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.