



ATTENDANCE SLIP

Mahindra & Mahindra Limited

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

CIN: L65990MH1945PLC004558

website: www.mahindra.com • email: investors@mahindra.com • Tel: +91 22 22895500 • Fax: +91 22 22875485

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. Such request should reach the Company or its Registrar & Transfer Agents, Sharepro Services (India) Pvt. Ltd. at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072 on or before 24th July, 2015.

I hereby record my presence at the SIXTY-NINTH ANNUAL GENERAL MEETING of the Company being held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai – 400 020 on 7th August, 2015 at 3.00 pm.

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

Signature(s) of Shareholder(s) or Proxy

Note: You are requested to bring your copy of the Annual Report to the Meeting.

(To be retained throughout the Meeting)

E-VOTING SLIP



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ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
102088		

Note: 1. The remote e-voting period will commence on Monday, 3rd August, 2015 (09:00 am IST) and will end on Thursday, 6th August, 2015 (05:00 pm IST).

2. Please read instructions given overleaf before voting electronically.

Instructions for e-voting :

Members are requested to follow the instructions given below before they cast their vote through remote e-voting:

1. New Users

- (i) User ID and password/PIN for e-voting is provided in the table overleaf. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select “EVEN” (E-voting Event Number) of Mahindra & Mahindra Limited which is 102088.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature(s) of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to sbhagwatcs@yahoo.co.in with a copy marked to evoting@nsdl.co.in

2. Existing Users

If you are already registered with National Securities Depository Limited (“NSDL”) for e-voting then you can use your existing user ID and password/PIN for casting your vote. Please follow the steps from Sl. No. (vi) to (xii)

Voting at the General Meeting:

The facility for voting through e-voting system of NSDL shall also be made available at the Annual General Meeting (“AGM”) and Members attending the AGM who have not already cast their vote through ‘remote e-voting’ shall be able to exercise their right to vote at the AGM. Members who have cast their vote through ‘remote e-voting’ may also attend the meeting but shall not be entitled to cast their vote again.

General Instructions :

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholder available at the Downloads section of www.evoting.nsdl.com or call on toll free No. : 1800 222 990
- II. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 31st July, 2015.
- IV. Mr. Sachin Bhagwat, Practicing Company Secretary (Membership No. ACS10189) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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Name of the member(s)	:	
Registered address	:	
E-mail Id	:	
Folio No./Client Id	:	
DP ID	:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name:	_____	E-mail Id:	_____
Address:	_____	Signature:	<input type="text"/> , or failing him
2. Name:	_____	E-mail Id:	_____
Address:	_____	Signature:	<input type="text"/> , or failing him
3. Name:	_____	E-mail Id:	_____
Address:	_____	Signature:	<input type="text"/>

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69th Annual General Meeting of the Company, to be held on the 7th day of August, 2015 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1.	To receive, consider and adopt the: a. Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2015 including the Audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and b. Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2015 including the Audited Consolidated Balance Sheet as at 31 st March, 2015 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.		
2.	Declaration of Dividend on Ordinary (Equity) Shares.		

Resolution No.	Description	For	Against
3.	Re-appointment of Mr. Anand G. Mahindra (DIN: 00004695) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	Ratification of appointment of Messrs Deloitte Haskins & Sells, Chartered Accountants, (ICAI Firm Registration Number 117364W) as Auditors of the Company until the conclusion of the Seventy-First Annual General Meeting of the Company to be held in the year 2017 and approve their remuneration.		
5.	Approval of the Remuneration payable to Messrs N. I. Mehta & Co., Cost Accountants, the Cost Auditors of the Company.		
6.	Borrow by way of securities including but not limited to secured/unsecured redeemable Non-Convertible Debentures and/or Commercial Paper to be issued under Private Placement basis upto Rs. 5,000 crores.		
7.	Approval under section 180(1)(a) for creation of mortgage, charge and hypothecation on all or any of the movable and/or immovable properties, both present and future, of the Company upto Rs. 5,000 crores, for securing loan(s), debentures, bonds, or any other type of borrowing.		
8.	Approval and Adoption of new Articles of Association of the Company.		
9.	Payment of commission to Non-Executive Directors of the Company.		

Signed this _____ day of _____ 2015.

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other Member.