

Mahindra
Rise.

Mahindra & Mahindra Limited

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

CIN: L65990MH1945PLC004558

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NOTICE OF ANNUAL GENERAL MEETING AND E-VOTING INFORMATION

Notice is hereby given that the Sixty-Ninth Annual General Meeting (“AGM”) of Mahindra & Mahindra Limited is scheduled to be held on Friday, 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. The Notice of AGM setting out the Ordinary and Special businesses to be transacted thereat together with Annual Report, inter alia, including the Audited Financial Statements for the financial year ended 31st March, 2015 and the Reports of Directors and Auditors thereon, Audited Consolidated Financial Statements for the financial year ended 31st March, 2015 and the Report of the Auditors thereon, Attendance Slip and Proxy Form have been sent to the Members at their registered addresses by Post/Courier and electronically to those members whose e-mail addresses are registered with the Depositories or the Company.

Please note that these documents are also being uploaded on the website of the Company www.mahindra.com for your ready reference and will be made available for inspection at the Registered Office of the Company during business hours on any working day. However, a Member who wishes to receive a physical copy of the said documents may send an e-mail to investors@mahindra.com duly quoting his DP ID and Client ID/ Folio Number.

A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member.

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to its Members in respect of the businesses to be transacted at the 69th AGM. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility.

The remote e-voting will commence on Monday, 3rd August, 2015 at 9.00 a.m. (IST) and will end on Thursday, 6th August, 2015 at 5.00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Member, the same cannot be changed subsequently.

A person, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 31st July, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

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. The persons who acquire shares and become Members of the Company after the despatch of the Notice and hold shares as on the cut-off date, may obtain User ID and Password by sending a request at evoting@nsdl.co.in or investors@mahindra.com.

The Company has opted to provide the same electronic voting system of NSDL at the AGM, as used during remote e-voting and the said facility shall be in operation till all the resolutions are considered and voted upon in the AGM and may be used for voting only by the Members attending the AGM who hold shares as on the cut-off date, and who have not already cast their vote through ‘remote e-voting’. A Member may participate in the AGM even after exercising his right to vote through ‘remote e-voting’ but shall not be allowed to vote again in the AGM.

The Notice of AGM is available on the Company's website <http://www.mahindra.com/Investors/Mahindra-and-Mahindra/Resource> and on NSDL website <https://www.evoting.nsdl.com>. The procedure for remote e-voting is available in the Notice of AGM as well as on the website of NSDL <https://www.evoting.nsdl.com>. In case of any queries pertaining to e-voting, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholder available at the Downloads section of <https://www.evoting.nsdl.com>. In case of any clarification(s)/grievance(s) connected with the e-voting, the Members can contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, at Trade World, A wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013 or at the email IDs: evoting@nsdl.co.in or RajivR@nsdl.co.in or on the following Telephone Nos.: 022-2499 4600 / 022-24994738.

For **MAHINDRA & MAHINDRA LIMITED**

Sd/-

NARAYAN SHANKAR
COMPANY SECRETARY

Place: Mumbai

Date: 14th July, 2015