

REF:NS:SEC:

7th August, 2018

National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400051.

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

Bourse de Luxembourg
Societe de la Bourse de Luxembourg
Societe Anonyme/R.C.B. 6222,
B.P. 165, L-2011 Luxembourg.

London Stock Exchange Plc
10 Paternoster Square
London EC4M 7LS.

Dear Sirs,

Sub: Disclosure of Voting Results of the Remote e-voting and voting at the 72nd Annual General Meeting of the Company held on 7th August, 2018, as per the requirements of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

At the 72nd Annual General Meeting ("AGM") of Mahindra & Mahindra Limited held on 7th August, 2018 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai - 400 020, all the items of business contained in the Notice of the AGM dated 29th May, 2018 were transacted and approved by the Shareholders with requisite majority.

The details of the combined voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the AGM) are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Scrutinizer's Report on the combined voting results is also attached herewith.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For MAHINDRA & MAHINDRA LIMITED



NARAYAN SHANKAR
COMPANY SECRETARY

Encl: as above

-:1:-

Date of the AGM/EGM	:	7 th August, 2018
Total number of shareholders on record date		
- Book Closure dates being 14 th July, 2018 to 7 th August, 2018	:	2,66,209
- Cut-off date for ascertaining voting rights of Members i.e. 31 st July, 2018	:	2,68,044
Number of Shareholders present in the Meeting either in person or through proxy	:	359
Promoters and Promoter Group	:	11
Public	:	348
Number of Shareholders attended the Meeting through Video Conferencing	:	Not arranged
Promoters and Promoter Group	:	
Public	:	



Agenda-wise

The mode of voting for all the resolutions was:

1. Remote e-voting conducted between Friday, 3rd August, 2018 at 9.00 a.m. (IST) and Monday, 6th August, 2018 at 5.00 p.m. (IST); and
2. E-voting conducted at the Meeting (Insta Poll)

Given below is the resolution-wise combined result of remote e-voting and e-voting conducted at the Meeting:



Resolution 1:-

To receive, consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25,42,71,118	25,42,71,118	100.0000	25,42,71,118	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25,42,71,118	100.0000	25,42,71,118	0	100.0000	0.0000
Public - Institutions	E-Voting	64,99,36,996	55,19,82,522	84.9286	55,17,83,639	1,98,883	99.9640	0.0360
	Poll		30,00,000	0.4616	30,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		55,49,82,522	85.3902	55,47,83,639	1,98,883	99.9642	0.0358
Public - Non Institutions	E-Voting	33,89,84,430*	9,83,05,033	28.9999	9,83,04,967	66	99.9999	0.0001
	Poll		7,47,981	0.2207	7,47,981	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		9,90,53,014	29.2206	9,90,52,948	66	99.9999	0.0001
Total		1,24,31,92,544*	90,83,06,654	73.0624	90,81,07,705	198,949	99.9781	0.0219

* Includes the following:-

1. 'Shares held by Custodians against which Depository Receipts have been issued'.
2. 5,29,16,180 shares representing 4.256% of share capital of the Company held by Mahindra & Mahindra Employees' Stock Option Trust and 40,61,740 shares representing 0.327% of the share capital of the Company held by Employees Welfare Trust, which are governed under SEBI (Share Based Employee Benefits) Regulations, 2014. As provided in these Regulations, the Trustees of these Trusts are not entitled to vote in respect of the shares held by such Trusts.
3. 22,00,468 shares representing 0.18% of share capital of the Company transferred to Investor Education and Protection Fund Authority. The voting rights on these shares remain frozen until the rightful owner claims the shares.



Resolution 2:-

Declaration of Dividend on Ordinary (Equity) Shares.

Resolution required: (Ordinary/ Special)			Ordinary resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25,42,71,118	25,42,71,118	100.0000	25,42,71,118	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25,42,71,118	100.0000	25,42,71,118	0	100.0000	0.0000
Public - Institutions	E-Voting	64,99,36,996	56,01,04,795	86.1783	55,99,23,465	1,81,330	99.9676	0.0324
	Poll		30,00,000	0.4616	30,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		56,31,04,795	86.6399	56,29,23,465	1,81,330	99.9678	0.0322
Public - Non Institutions	E-Voting	33,89,84,430*	12,71,28,255	37.5027	12,71,28,189	66	99.9999	0.0001
	Poll		7,47,981	0.2207	7,47,981	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,78,76,236	37.7234	12,78,76,170	66	99.9999	0.0001
Total		1,24,31,92,544*	94,52,52,149	76.0343	94,50,70,753	1,81,396	99.9808	0.0192

* Includes the following:-

1. 'Shares held by Custodians against which Depository Receipts have been issued'.
2. 5,29,16,180 shares representing 4.256% of share capital of the Company held by Mahindra & Mahindra Employees' Stock Option Trust and 40,61,740 shares representing 0.327% of the share capital of the Company held by Employees Welfare Trust, which are governed under SEBI (Share Based Employee Benefits) Regulations, 2014. As provided in these Regulations, the Trustees of these Trusts are not entitled to vote in respect of the shares held by such Trusts.
3. 22,00,468 shares representing 0.18% of share capital of the Company transferred to Investor Education and Protection Fund Authority. The voting rights on these shares remain frozen until the rightful owner claims the shares.



Resolution 3:-

Re-appointment of Mr. Anand Mahindra (DIN:00004695) as a Director, who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25,42,71,118	25,42,71,118	100.0000	25,42,71,118	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25,42,71,118	100.0000	25,42,71,118	0	100.0000	0.0000
Public - Institutions	E-Voting	64,99,36,996	56,01,03,391	86.1781	55,07,19,539	93,83,852	98.3246	1.6754
	Poll		30,00,000	0.4616	30,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		56,31,03,391	86.6397	55,37,19,539	93,83,852	98.3335	1.6665
Public - Non Institutions	E-Voting	33,89,84,430*	12,93,30,908	38.1525	12,93,25,988	4,920	99.9962	0.0038
	Poll		7,47,981	0.2207	7,47,981	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,00,78,889	38.3732	13,00,73,969	4,920	99.9962	0.0038
Total		1,24,31,92,544*	947,453,398	76.2113	93,80,64,626	93,88,772	99.0091	0.9909

* Includes the following:-

1. 'Shares held by Custodians against which Depository Receipts have been issued'.
2. 5,29,16,180 shares representing 4.256% of share capital of the Company held by Mahindra & Mahindra Employees' Stock Option Trust and 40,61,740 shares representing 0.327% of the share capital of the Company held by Employees Welfare Trust, which are governed under SEBI (Share Based Employee Benefits) Regulations, 2014. As provided in these Regulations, the Trustees of these Trusts are not entitled to vote in respect of the shares held by such Trusts.
3. 22,00,468 shares representing 0.18% of share capital of the Company transferred to Investor Education and Protection Fund Authority. The voting rights on these shares remain frozen until the rightful owner claims the shares.



Resolution 4:-

Ratification of the Remuneration payable to Messrs D. C. Dave & Co., Cost Accountants (Firm Registration Number 000611), appointed as the Cost Auditors of the Company for the Financial Year ending 31st March, 2019.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25,42,71,118	25,42,71,118	100.0000	25,42,71,118	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		25,42,71,118	25,42,71,118	100.0000	25,42,71,118	0	100.0000
Public - Institutions	E-Voting	64,99,36,996	56,01,04,795	86.1783	55,48,55,470	52,49,325	99.0628	0.9372
	Poll		30,00,000	0.4616	30,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		56,31,04,795	86.6399	55,78,55,470	52,49,325	99.0678	0.9322
Public - Non Institutions	E-Voting	33,89,84,430*	12,71,27,602	37.5025	12,71,21,376	6,226	99.9951	0.0049
	Poll		7,47,981	0.2207	7,45,581	2,400	99.6791	0.3209
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,78,75,583	37.7232	12,78,66,957	8,626	99.9933	0.0067
Total		1,24,31,92,544*	94,52,51,496	76.0342	93,99,93,545	52,57,951	99.4438	0.5562

* Includes the following:-

- 'Shares held by Custodians against which Depository Receipts have been issued'.
- 5,29,16,180 shares representing 4.256% of share capital of the Company held by Mahindra & Mahindra Employees' Stock Option Trust and 40,61,740 shares representing 0.327% of the share capital of the Company held by Employees Welfare Trust, which are governed under SEBI (Share Based Employee Benefits) Regulations, 2014. As provided in these Regulations, the Trustees of these Trusts are not entitled to vote in respect of the shares held by such Trusts.
- 22,00,468 shares representing 0.18% of share capital of the Company transferred to Investor Education and Protection Fund Authority. The voting rights on these shares remain frozen until the rightful owner claims the shares.



