

Mahindra Rise.

MAHINDRA & MAHINDRA LIMITED

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

CIN: L65990MH1945PLC004558

website: www.mahindra.com • e-mail: investors@mahindra.com

Tel: +91 22 22895500 • Fax: +91 22 22875485

NOTICE

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 the (i) Audited Financial Statements for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon; and (ii) Audited Consolidated Financial Statements for the financial year ended 31st March, 2015 and the Report of the Auditors thereon, are being sent to the Members.

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.

Notice is further given that pursuant to the provisions of section 91 of the Companies Act, 2013 and the Rules framed thereunder, the Register of Members and Transfer Books of the Company will remain closed from Saturday, 18th July, 2015 to Friday, 7th August, 2015 (both days inclusive) for ascertaining the list of Members who would be entitled to receive dividend of Rs.12 per Ordinary (Equity) Share of the face value of Rs.5 each for the year ended 31st March, 2015, that may be declared at the AGM of the Company. The dividend, if declared, at the AGM shall be paid to those Members or their mandates:

- (a) whose names appear as Beneficial Owners as at the end of the business hours on 17th July, 2015 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/ Sharepro Services (India) Private Limited ("Sharepro"), Registrar & Share Transfer Agents on or before 17th July, 2015.

Members wishing to receive dividend through electronic mode are requested to intimate the Company/Sharepro/Depository Participants in the prescribed form and with the prescribed details before 17th July, 2015.

For **MAHINDRA & MAHINDRA LIMITED**

Sd/-
NARAYAN SHANKAR
COMPANY SECRETARY

Place: Mumbai

Date: 8th July, 2015

Registrar & Share Transfer Agents:

Sharepro Services (India) Private Limited

13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.

Tel. Nos.: 022-67720300/67720400 Fax: 022-28591568

email: sharepro@shareproservices.com