



The last date for receipt of Postal Ballot is 12<sup>th</sup> June, 2017, 5:00 P.M.

## 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

### POSTAL BALLOT FORM

1.	Name(s) of Shareholder(s) : (including joint holders, if any)	:	
2.	Registered address of the Sole/First named Shareholder	:	
3.	Registered Folio No./DP ID & Client ID	:	
4.	Number of shares held	:	

I/We hereby exercise my/our vote(s) in respect of the Resolution as detailed in the Notice dated 10<sup>th</sup> May, 2017 convening Meeting of Equity Shareholders of Mahindra & Mahindra Limited, as directed by National Company Law Tribunal, Mumbai Bench, on Tuesday, 13<sup>th</sup> June, 2017 at 3:00 P.M. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai - 400 020 by sending my/our assent or dissent to the said Resolution by placing a tick mark (√) in the appropriate box below:

Description of the Resolution	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Resolution approving Scheme of Arrangement pursuant to sections 230 to 232 read with section 52 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies Act, 1956, as may be applicable, between Mahindra Two Wheelers Limited ("Demerged Company") and Mahindra & Mahindra Limited ("Resulting Company") and their respective Shareholders and Creditors			

Place:

Date:

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(Signature of the Shareholder or Authorised Signatory)

### ELECTRONIC VOTING PARTICULARS

The E-Voting facility is available at the link <https://evoting.karvy.com>

The electronic voting particulars are set out as below:

EVEN (Electronic Voting Event No.)	USER ID	PASSWORD
3004		

NOTES:

- ❖ Kindly read the instructions printed overleaf carefully before exercising your vote.
- ❖ If the voting rights are exercised electronically then, there is no need to use this form.

## INSTRUCTIONS

1. Pursuant to sections 230 to 232 read with sections 108 and 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, assent or dissent of the members in respect of the resolution detailed in the Notice dated 10<sup>th</sup> May, 2017 convening Meeting of Equity Shareholders of Mahindra & Mahindra Limited, as per directions of Mumbai Bench of National Company Law Tribunal ('NCLT'), on Tuesday, the 13<sup>th</sup> day of June 2017 at 3:00 P.M. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai - 400 020 is being additionally sought through Postal Ballot process/Remote E-voting as per directions of NCLT.
2. A member desiring to exercise vote by postal ballot, may send duly completed form in the enclosed business reply envelope. **The Voting period will commence on and from Sunday, 14<sup>th</sup> May, 2017 at 9:00 A.M. and end on Monday, 12<sup>th</sup> June, 2017 at 5:00 P.M.** The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M. on 12<sup>th</sup> June, 2017 failing which, it will be strictly considered that no reply has been received from the member. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Corporate Office of the Company. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
4. The Postal Ballot form should be completed and signed by the Shareholder(s). An unsigned Postal Ballot Form will be rejected.
5. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in which case the registration number of the Power of Attorney with the Company should be mentioned or a notarised copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
6. In case of shares held by Companies, Institutional Members (FPIs/Foreign Institutional Investors/Trust/Mutual Funds/Banks etc.) etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the Authorised Signatory(ies) duly verified. In case of Remote E-voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be E-mailed to the Scrutinizer at sbhagwatcs@yahoo.co.in and to the Company at investors@mahindra.com with a copy marked to evoting@karvy.com
7. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
9. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in Dematerialised form or in physical form, respectively.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on close of business on Monday, the 8<sup>th</sup> day of May, 2017, being the cut-off date.
11. A Member may request for a duplicate Postal Ballot Form, if so required, from the Company/Karvy Computershare Private Limited ('Karvy'). However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
12. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares have been paid.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
15. The proposed Scheme, if assented by majority of Shareholders representing three-fourth of the value, by way of Postal Ballot, Remote E-voting and Voting by Poll at the meeting shall be considered as passed on the date of Meeting i.e. Tuesday, the 13<sup>th</sup> day of June 2017.
16. In case of any clarification(s)/grievance(s) connected with facility for e-voting, the Members can contact Mr. Prem Kumar M., Manager, Karvy at Karvy Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID evoting@karvy.com or on Telephone Nos. 040 – 6716 1500/509, or call Karvy's toll free No. 1800-3454-001.
17. **E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and provisions of section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide Remote E-Voting facility (through E-Voting Platform of Karvy <https://evoting.karvy.com>), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that Remote E-Voting is optional. In case a Member has voted through Remote E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as Remote E-Voting, then voting done through Remote E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to Remote E-voting.**

### INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

- (a) A form other than one issued by the company has been used;
- (b) It has not been signed by or on behalf of the Member;
- (c) Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company/Depository;
- (d) It is not possible to determine without any doubt the assent or dissent of the Member;
- (e) Neither assent nor dissent is mentioned;
- (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (g) The envelope containing the Postal Ballot Form is received after the last date and time prescribed;
- (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (i) It is received from a Member who is in arrears of payment of calls;
- (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established.