

- Type of Issue:** Public Issue by Mahindra & Mahindra Financial Services Limited (the "Company" or the "Issuer") of unsecured redeemable non convertible debentures ("NCDs") of face value Rs. 1,000/- each for an amount of Rs. 250 crores with an option to retain oversubscription upto Rs. 1,750 crores aggregating to Rs. 2,000 crores ("Tranche – I Issue").
- Issue size (INR crore):** Rs. 250 crores with an option to retain oversubscription upto Rs. 1,750 crores aggregating upto Rs. 2,000 crores. The Issuer has issued and allotted NCDs aggregating to Rs. 1,150.5313 crores in the Tranche – I Issue.*
**Source: Minutes of the Meeting between Company; the Lead Managers; and the Registrar dated July 21, 2017*

3. **Rating of instrument alongwith name of the rating agency:**

Particulars	Rating Agency	Rating
i. as disclosed in the offer document	Brickwork Ratings India Private Limited	BWR AAA / Outlook Stable
	India Ratings and Research Private Limited	IND AAA / Outlook Stable
ii. at the end of 1st FY (March 31, 2018)#	Brickwork Ratings India Private Limited	BWR AAA / Outlook Stable
	India Ratings and Research Private Limited	IND AAA / Outlook Stable
iii. at the end of 2nd FY (March 31, 2019)*	Not Applicable	Not Applicable
iv. at the end of 3rd FY (March 31, 2020)*	Not Applicable	Not Applicable

Source: Half Yearly Compliance Report dated April 25, 2017 and April 25, 2018

* Rating not disclosed as reporting for the relevant fiscal years has not been completed

4. **Whether the security created is adequate to ensure 100% asset cover for the debt securities (See Regulation 26 (6) of SEBI (Issue and Listing of Debt Securities) Regulations, 2008):** No*

* Since the Tranche – I Issue was an unsecured issue of NCDs

5. **Subscription level (number of times):** After considering cheque return and technical rejection cases, the Issue was subscribed 4.6021 times of the Base Issue Size and 0.5753 times of the Tranche – I Issue Size.*

* Source: Minutes of the Meeting between Company; the Lead Managers; and the Registrar dated July 21, 2017

6. **Financials of the Issuer (as per the annual financial results submitted to stock exchanges under Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

(Consolidated)

(Rs. In Crores)

Parameters	1st FY (March 31, 2018)#	2nd FY (March 31, 2019)*	3rd FY (March 31, 2020)*
Income from operations	8,533.15	Not Applicable	Not Applicable
Net Profit for the period	1,051.43	Not Applicable	Not Applicable
Paid-up equity share capital	122.90	Not Applicable	Not Applicable
Reserves excluding revaluation reserves	9,792.31	Not Applicable	Not Applicable

Source: Stock Exchange Filings – Audited financial statement submitted on April 25, 2018

* Financials not disclosed as reporting for the relevant fiscal years has not been completed

7. **Status of the debt securities (whether traded, delisted, suspended by any stock exchange, etc.)#**

Particulars	Status
i. at the end of 1st FY (March 31, 2018)	Traded
ii. at the end of 2nd FY (March 31, 2019)*	Not Applicable
iii. at the end of 3rd FY (March 31, 2020)*	Not Applicable

NCDs are listed on BSE Limited ("BSE")

* Trading status not disclosed as reporting for the relevant fiscal years has not been completed

8. Change in Directors of issuer from the disclosures in the offer document:

Particulars	Name of the Director	Date	Appointed / Resigned
i. at the end of 1st FY (March 31, 2018)		NIL	
ii. at the end of 2nd FY (March 31, 2019)*	Not Applicable	Not Applicable	Not Applicable
iii. at the end of 3rd FY (March 31, 2020)*	Not Applicable	Not Applicable	Not Applicable

* Changes in directors not disclosed as reporting for relevant fiscal years has not been completed.

9. Status of utilization of issue proceeds (as submitted to stock exchanges under Regulation 52(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

- i. **as disclosed in the offer document:** The Net Proceeds raised through this Issue will be utilised for following activities in the ratio provided as below:-
- For the purpose of onward lending, financing, and for repayment of interest and principal of existing borrowings of the Company – At least 75% of amount proposed to be financed from Net Proceeds
 - General Corporate Purposes - Maximum of up to 25% of amount proposed to be financed from Net Proceeds

The NCDs will be in the nature of Subordinated Debt and will be eligible for Tier II capital and accordingly will be utilised in accordance with statutory and regulatory requirements including requirements of RBI.

- ii. **Actual utilization:** The funds have been utilized according to the objects of the issue.*

Source: Notes to audited financial results for the year ended March 31, 2018

- iii. **Reasons for deviations, if any:** Not Applicable

10. Delay or default in payment of interest/ principal amount (See Regulation 23 (5) of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Yes/ No) (If yes, further details of the same may be given).

- i. **Disclosures in the offer document in terms of issue:** The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.*

*Source: Tranche - I Prospectus dated June 29, 2017

- ii. **Delay in payment from the due date:** No^

^Source: Stock Exchange Filings

- iii. **Reasons for delay/ non-payment, if any:** Not Applicable

11. Any other Material Information:

Announcement	Date
Investment of an amount not exceeding Rs. 25 crores in the equity share capital of Horizonte Business Solutions Limited, in one or more tranches	July 26, 2017
Listing of equity shares of the Company allotted to QIBs pursuant to Qualified Institutional Placement	December 11, 2017

Source: Stock Exchange Filings