

- Type of Issue:** Public Issue by Mahindra & Mahindra Financial Services Limited (the "Company" or the "Issuer") of unsecured subordinated 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. 750 crores aggregating to Rs. 1,000 crores ("Tranche – I Issue").
- Issue size (INR crore):** Rs. 250 crores with an option to retain oversubscription upto Rs. 750 crores aggregating upto Rs. 1,000 crores. The Issuer has issued and allotted NCDs aggregating to Rs. 1,000 crores in the Tranche – I Issue.*
**Source: Minutes of the Meeting between Company; the Lead Managers; and the Registrar dated June 03, 2016*

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

Particulars	Rating Agency	Rating
i. as disclosed in the offer document	CARE Limited	CARE AAA
	India Ratings and Research Private Limited	IND AAA
ii. at the end of 1st FY (March 31, 2017) [#]	CARE Limited	CARE AAA
	India Ratings and Research Private Limited	IND AAA
iii. at the end of 2nd FY (March 31, 2018) [#]	CARE Limited	CARE AAA
	India Ratings and Research Private Limited	IND AAA
iv. at the end of 3rd FY (March 31, 2019)*	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 7.4333 times of the Base Issue Size and 1.8583 times of the Tranche – I Issue Size.*

* Source: Minutes of the Meeting between Company; the Lead Managers; and the Registrar dated June 03, 2016

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, 2017) [#]	2nd FY (March 31, 2018) [#]	3rd FY (March 31, 2019)*
Income from operations	7,146.20	8,533.15	Not Applicable
Net Profit for the period	529.70	1,051.43	Not Applicable
Paid-up equity share capital	113.01	122.90	Not Applicable
Reserves excluding revaluation reserves	6,847.15	9,792.31	Not Applicable

[#] Source: Stock Exchange Filings – Audited financial statement submitted on April 25, 2017 and 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, 2017)	Traded
ii. at the end of 2nd FY (March 31, 2018)	Traded
iii. at the end of 3rd FY (March 31, 2019)*	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, 2017)		NIL	
ii. at the end of 2nd FY (March 31, 2018)		NIL	
iii. at the end of 3rd FY (March 31, 2019)*	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.
 *Unutilized amount of Rs. 1740.00 lacs has been kept in a separate bank account. The NSD issue expense of Rs.1786.42 lacs has been adjusted against securities premium reserve as per the accounting policy.
 # Source: Notes to unaudited financial results for the quarter ended June 30, 2016
- 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 May 17, 2016
- 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
Mahindra & Mahindra Ltd., part of the US\$ 17.8 billion Mahindra Group, have signed an MOU to enter into a strategic alliance with the country's largest shared transportation platform, Ola to empower 40,000 driver partners across India by 2018.	September 5, 2016
Mahindra & Mahindra Financial Services Ltd has informed BSE that the Board of Directors of the Company at its meeting held on October 25, 2016, has inter-alia, considered and approved: 1. Raising of funds by way of Public Issue of Non-Convertible Debentures, subject to receipt of necessary approvals, if any, for an amount not exceeding Rs. 4,000 crores, in one or more tranches, secured or unsecured (Tier-II capital), pursuant to the provisions of the Securities	October 26, 2016

Announcement	Date
and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable laws ("Public Issue of NCDs"). 2. Setting up a Medium Term Notes ("MTN") programme for raising of funds by way of secured or unsecured issue of Rupee Denominated Notes Overseas settled in USD ("Notes") and raising of funds by way of Notes under the MTN programme, subject to receipt of necessary approvals, if any, for an amount not exceeding Rs. 5,000 crores or its equivalent in any other currency, in one or more tranches, pursuant to the provisions of the applicable laws ("Overseas Bond Issue"), subject to market conditions	
Messrs BSR & CO. is appointed as Statutory Auditor in place of existing Statutory Auditor, Messrs B.K. Khare & Co. from the conclusion of 27th AGM to be held on July 24, 2017	April 25, 2017
Investment of an amount not exceeding Rs. 25 crores in the equity share capital of Orizonte 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