

- 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 INR 1,000/- each for an amount of INR 250 crores with an option to retain oversubscription upto INR 1,750 crores aggregating to INR 2,000 crores ("Tranche – I Issue").
- Issue size (INR crore):** INR 250 crores with an option to retain oversubscription upto INR 1,750 crores aggregating upto INR 2,000 crores. The Issuer has issued and allotted NCDs aggregating to INR 1,150.5313 crores in the Tranche – I Issue.\*  
*\*Source: Minutes of the Meeting between the 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) <sup>#</sup>	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) <sup>#</sup>	Brickwork Ratings India Private Limited	BWR AAA / Outlook Stable
	India Ratings and Research Private Limited	IND AAA / Outlook Stable
iv. at the end of 3rd FY (March 31, 2020) <sup>#</sup>	Brickwork Ratings India Private Limited	BWR AAA / Outlook Stable
	India Ratings and Research Private Limited	IND AAA / Outlook Stable

<sup>#</sup> Source: Half Yearly Compliance Report dated April 25, 2018, April 24, 2019 and May 15, 2020

- 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*
- 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 the 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**

Parameters	(In INR Crores)		
	1st FY (March 31, 2018) <sup>#</sup>	2nd FY (March 31, 2019) <sup>#</sup>	3rd FY (March 31, 2020) <sup>#</sup>
Income from operations	8,533.15	10,371.70	11,882.95
Net Profit for the period	1,051.43	973.48	516.21
Paid-up equity share capital	122.90	122.98	123.07
Reserves excluding revaluation reserves	9,792.31	11,347.53	11,845.93

<sup>#</sup> Source: Stock Exchange Filings – Audited financial statement submitted on April 25, 2018, April 24, 2019 and May 15, 2020

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

Particulars	Status
i. at the end of 1st FY (March 31, 2018)	Traded
ii. at the end of 2nd FY (March 31, 2019)	Traded
iii. at the end of 3rd FY (March 31, 2020)	Traded

<sup>#</sup> NCDs are listed on BSE Limited ("BSE")

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)	M. G Bhide	March 31, 2019	Resigned <sup>^</sup>
	Piyush Mankad	March 31, 2019	Resigned <sup>^</sup>
iii. at the end of 3rd FY (March 31, 2020)	Milind Sarwate	April 1, 2019	Appointed
	Dhananjay Mungale	July 24, 2019	Appointed
	Rama Bijapurkar	July 24, 2019	Appointed
	Arvind Sonde	December 9, 2019	Appointed
	Chandrashekhar Bhave	February 3, 2020	Appointed

<sup>^</sup> Resigned having attained the age of over 75 years

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<sup>^</sup>

<sup>^</sup>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 INR 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
The Board of Directors of the Company at its Meeting held on 27th July, 2018 has inter-alia, considered and approved Raising of funds by way of Public Issue of Secured and/or Unsecured Non-Convertible Debentures, subject to receipt of necessary approvals, if any, for an amount not exceeding INR 10,000	July 27, 2018

<b>Announcement</b>	<b>Date</b>
crores in one or more tranches, pursuant to the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable laws ('Public Issue of NCDs')	
The Company along with Mahindra Asset Management Company Private Limited ("MAMCPL") and Mahindra Trustee Company Private Limited ("MTCPL"), wholly-owned subsidiaries of the Company has on 21st June, 2019 entered into a Share Subscription Agreement and Shareholders' Agreement with Manulife Asset Management (Singapore) Pte. Ltd. ("Manulife") to sell 49% stake in MAMCPL & MTCPL	June 21, 2019
International Finance Corporation invests \$ 200 million in the Company	December 2, 2019
Manulife Asset Management (Singapore) Pte. Ltd. ("Manulife") has completed the acquisition of 49% stake in Mahindra Asset Management Company Private Limited ("MAMCPL") and Mahindra Trustee Company Private Limited ("MTCPL"), wholly-owned subsidiaries of the Company	April 29, 2020
The Company will issue 61,77,64,960 fully paid-up Equity Shares of face value of Rs. 2 each through rights basis, for an aggregate amount not exceeding Rs. 3,089 Crores (Rupees Three thousand eighty-nine Crores only) , assuming full subscription	July 18, 2020

Source: Stock Exchange Filings

Note: For other material information, please refer <https://www.bseindia.com/corporates/ann.html>