

TRACK RECORD OF THE PUBLIC ISSUES MANAGED BY THE MERCHANT BANKER IN THE LAST 3 FINANCIAL YEARS

MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED

1. Type of Issue

Public Issue by Mahindra & Mahindra Financial Services Limited, (“Company” or “Issuer”) of Unsecured Subordinated Redeemable Non-Convertible Debentures (“NCDs”) of face value of Rs. 1,000 each for an amount of Rs. 250 crores (“Base Issue Size”), with an option to retain oversubscription upto Rs 1750 crore aggregating upto Rs 2,000 crore (“Tranche 1 Issue”) and is being offered by way of the Tranche 1 Prospectus dated June 29, 2017 containing, inter alia, the terms and conditions of the Tranche 1 Issue (“Tranche 1 Prospectus”), which should be read together with the Shelf Prospectus dated June 29, 2017 (“Shelf Prospectus”) filed with the registrar of companies, Maharashtra, Mumbai (“RoC”), designated stock exchange and the Securities and Exchange Board of India (“SEBI”).The Shelf Prospectus and the Tranche I Prospectus constitutes the prospectus (“Prospectus”). The NCDs will be eligible for Tier II Capital.

2. Issue size (Rs crore)

Base Issue Size of Rs. 250 crore with an option to retain oversubscription for an amount up to Rs. 2000 crore *

**The Company raised Rs. 1150.5313 crore in the Tranche I Issue.*

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

3. Rating of instrument alongwith name of the rating agency

Particular	Rating Agency	Rating
(i) As disclosed in the offer document	India Ratings & Research Private Limited	‘IND AAA’/ Outlook Stable
	Brickwork Ratings India Private Limited	BWR AAA, Outlook: Stable
(ii) At the end of 1 st FY (March 31, 2018)	India Ratings & Research Private Limited	‘IND AAA’/ Outlook Stable
	Brickwork Ratings India Private Limited	BWR AAA, Outlook: Stable
(iii) At the end of 2 nd FY (March 31, 2019)	India Ratings & Research Private Limited	‘IND AAA’/ Outlook Stable
	Brickwork Ratings India Private Limited	BWR AAA, Outlook: Stable
(iv) At the end of 3 rd FY (March 31, 2020)	India Ratings & Research Private Limited	‘IND AAA’/ Outlook Stable
	Brickwork Ratings India Private Limited	BWR AAA, Outlook: Stable

3. Whether the security created is adequate to ensure 100% asset cover for the debt securities : NA*

** It is an Unsecured Issue of NCDs.*

4. **Subscription level (number of times)* :** The Issue was subscribed 4.6021 times of the Base Issue Size and 0.5753 times of the Tranche I Issue after considering cheque returns and technical rejections.

* Source – Minutes of the Meeting between the Company, Registrar to the Issue and Lead Managers to the Issue dated July 21, 2017.

5. **Financials of the issuer ((as per the annual financial results submitted to stock exchanges under Section 52 of the Listing Obligation and Disclosure Requirements)**

(On Standalone basis) (Rs In Lakhs)

Parameters	1st FY (March 31, 2018)#	2nd FY (March 31, 2019)#	3rd FY (March 31, 2020)#
Income from operations	8,53,315	8,72,290.86	1,009,785.16
Net Profit for the period	1,05,143	1,55,706.35	90,640.39
Paid-up equity share capital	12,290	12,297.54	12,306.95
Reserves excluding revaluation reserves	9,79,231	10,78,504.75	1,124,078.54

#Source: Stock Exchange Filings – Audited financial statement submitted on April 25, 2018 and April 24, 2019, June 15, 2020

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

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

Particular	
(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

NCDs are listed on the BSE Limited w.e.f July 27, 2017.

7. **Change, if any, in directors of issuer from the disclosures in the offer document**

Particular	Name of Director	Appointment / Resignation
(ii) At the end of 1st FY (March 31, 2018)	NA	NA
(iii) At the end of 2nd FY (March 31, 2019)	Mr. M. G Bhide	Resignation
	Mr. Piyush Mankad	Resignation

(iii) At the end of 3rd FY (March 31, 2020)	Mr. Arvind V. Sonde	Appointment
	Mr. Milind Sarwate	Appointment
	Mr. Dhananjay Mungale	Re-appointment
	Ms. Rama Bijapurkar	Re-appointment

8. Status of utilization of issue proceeds

(i) As disclosed in the offer document	<p>The Net Proceeds raised through the Issue will be utilized for:</p> <ol style="list-style-type: none"> For the purpose of onward lending, financing, refinancing the existing indebtedness of the Company, long-term working capital – atleast 75% of the amount raised and allotted in the Tranche I Issue ; For General Corporate Purposes – up to 25% of the amount raised and allotted in the Tranche I Issue ; <p>The Unsecured NCDs will be in the nature of Subordinated Debt and will be eligible for Tier II capital and accordingly will be utilized in accordance with statutory and regulatory requirements including requirements of RBI.</p>
(ii) Actual utilization	The net proceeds received from the Public Issue were used for the purpose of onward lending, financing, refinancing the existing indebtedness of the Company, long-term working capital requirements, Issue expenses and for general corporate purposes
(iii) Reasons for deviation, if any	NA

Source: Annual Report for the Financial Year 2018-2019

9. Delay or default in payment of interest/ principal amount (Yes/ No) (If yes, further details of the same may be given)

(i)	Disclosures in the offer document on terms of issue	The Debenture Trustee will protect the interest of the NCD holders in the event of of default by the Issuer in regard to timely payment of interest and repayment of principal and shall take necessary action at the cost of the Issuer. (Source: Tranche - I Prospectus dated June 29, 2017)
(ii)	Delay in payment from the due date	No
(iii)	Reasons for delay/ non-payment, if any	NA

10. 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	8-Sep-2016
Mahindra & Mahindra Financial Services Ltd has informed BSE that the Meeting of the Board of Directors of the Company scheduled to be held on October 25, 2016 will also consider, inter alia, fund raising by way of public or private issue of secured or unsecured debentures and/ or bonds in USD/INR, in India or abroad, as may be decided by the Board of Directors.	19-Oct-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 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.	25-Oct-2016
Mahindra & Mahindra Financial Services Ltd has informed BSE that the Committee of Directors at its Meeting held on 26th July, 2017 has approved the investment of an amount not exceeding Rs. 25 Crores in the Equity Share Capital of Orizonte Business Solutions Limited, in one or more tranches.	26-July-2017
Mahindra & Mahindra Financial Services Ltd has informed BSE that the Meeting of the Board of Directors of the Company scheduled to be held on November 01, 2017 to consider, inter alia fund raising for an amount not exceeding Rs. 2,250 crores by way of issuance of equity shares, convertible securities, any other securities or any combination thereof, through qualified institutions placement and/or preferential allotment, as may be considered appropriate, subject to approval of the shareholders of the Company, as applicable	27-Oct-2017
Mahindra Finance and Ideal Finance form NBFJ Joint Venture in Sri Lanka	20th August, 2019

Source: Stock Exchange Filings

All the above information is updated as on June 16, 2020 unless indicated otherwise.