This disclosure document prepared under, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended by the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2012, for private placement of the Debentures, is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the debt securities to be issued by Mahindra & Mahindra Financial Services Limited (MMFSL). This is only an information brochure intended for private use.

Mahindra FINANCE

MAHINDRA & MAHINDRA FINANCIAL SERVICES LIMITED
Registered Office: Gateway Building, Apollo Bunder, Mumbai 400 001
Corporate Office : 4th Floor, Mahindra Towers, Dr. G M Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai –400018
Phone: 66526000/07/08/09/10/53 **Fax:** 24953608/24900728
CIN - L65921MH1991PLC059642
Website: www.mahindrafinance.com

DISCLOSURE DOCUMENT AS PER SCHEDULE I OF SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AND (AMENDMENT) REGULATIONS, 2012 FOR THE ISSUE OF DEBENTURES ON A PRIVATE PLACEMENT BASIS

PRIVATE PLACEMENT OF **80000** SECURED/UNSECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES (SUBORDINATED OR NOT) OF FACE VALUE RS. 10,00,000/- EACH, FOR CASH, AGGREGATING RS. **8000** CRORES

GENERAL RISK

Investment in debt instruments involves a degree of risk and investors should invest any funds in the issue only after reading the information carefully. For taking investment decision, investors must rely on their own examination of Mahindra & Mahindra Financial Services Limited (the "**Issuer**") and the issue including the risk involved. The Securities have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**") nor does SEBI guarantee the accuracy or adequacy of this Information Memorandum. This Information Memorandum has not been submitted, cleared or approved by SEBI. It should be clearly understood that the Company is solely responsible for the correctness, adequacy and disclosure of all relevant information herein.

CREDIT RATING

India Ratings and Research Private Limited (Ind-Ra - subsidiary of Fitch Group) has assigned **'IND AAA'** rating with Stable outlook, CARE Ratings Limited (Formerly Known as Credit Analysis and Research Limited)) has assigned **'CARE AAA / Stable'** rating and CRISIL has assigned **"CRISIL AA+/Stable"** rating to our Long Term NCDs and Subordinated Debt. Brickwork Ratings India Private Limited has assigned **"BWR AAA/ Stable"** rating to our long term Subordinated Debt.
The Rating(s) are not a recommendation to buy, sell or hold securities and Investors should take their own decisions. The rating may be subject to revision or withdrawal at any time by the assigning Rating Agency on the basis of new information. Each rating should be evaluated independent of any other rating.

LISTING

The aforesaid Debentures of the Company are proposed to be listed on the wholesale debt market segment of The Bombay Stock Exchange Ltd. ('BSE'). The Issuer has obtained an 'in-principle' approval from the BSE for the listing vide its letter dated 09 December 2016.

This Disclosure Document is dated 11th August, 2017.

DEBENTURE TRUSTEE

AXIS TRUSTEE

REGISTRAR TO ISSUE

KARVY Computershare

Definitions and Abbreviations

GLOSSARY OF TERMS

Definitions	**Term Description**
"MMFSL" or "Company" or "our Company" or "Issuer"	Mahindra & Mahindra Financial Services Ltd., a public limited company incorporated under the Companies Act, 1956.
"we" or "us" and "our"	Refers to Mahindra & Mahindra Financial Services Ltd.
ISSUE RELATED TERMS	
Term	**Description**
Allotment	Unless the context otherwise requires, the allotment and transfer of Debenure pursuant to this Issue.
Articles/Articles of Association	Articles of association of our Company.
Auditors	The statutory auditors of the Company are B.K Khare & Co., Chartered Accountants.
Board of Directors/Board	The board of directors of our Company or a committee Constituted thereof.
Companies Act	The Companies Act, 1956, as amended from time to time and The Companies Act, 2013
Depository	A body corporate registered under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant	A depository participant as defined under the Depositories Act.
Director(s)	Director(s) of Mahindra & Mahindra Financial Services Ltd, unless otherwise specified
Financial Year/fiscal year/FY	Period of twelve months ended March 31 of that particular year, unless otherwise stated.
Government	The Government of India.
Memorandum/Memorandum of Association	The Memorandum and Articles of Association of our Company.

Registered Office	Gateway Building, Apollo Bunder. Mumbai-400001
Registrar / Registrar to the Issue	Registrar to the Issue, in this case being Karvy Computershare Pvt Ltd
SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
Stock Exchanges.	The Bombay Stock Exchange Ltd (BSE Ltd.).

A. ISSUER INFORMATION

a. Name, Address and Contact details of the Issuer:

Name of Issuer:	**Mahindra & Mahindra Financial Services Limited**
Registered Office:	Gateway Building, Apollo Bunder, Mumbai 400 001
Corporate Office:	4th Floor, Mahindra Towers, Dr. G M Bhosale Marg, P.K. Kurne Chowk, Worli, Mumbai –400018
CIN	L65921MH1991PLC059642
Compliance Officer:	Ms. Arnavaz Pardiwalla
Chief Financial Officer	Mr. V Ravi
Contact Person	Mr. Dinesh Prajapati
Phone No.:	(022) 66526000/07/08/09/10/53
Fax:	(022) 24953608
Website:	www.mahindrafinance.com
Trustee to the Debenture holders:	**Axis Trustee Services Ltd.** 2nd Floor –E, Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai 400 025 Tel: (022) 2425 5215/ 16 Fax:(022) 2425 4200 Email-Id: debenturetrustee@axistrustee.com
Registrar to the Issue:	**Karvy Computershare Pvt. Ltd.** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: 040-67162222 Fax: 040-23001153 Email - Id : varghese@karvy.com

Auditors of the Issuer:	**BSR Co. and LLP, Chartered Accountants** 5th Floor, Lodha Excelus Apollo Mills Compound, N.M Joshi Marg, Mahalaxmi, Mumbai 400 011
Credit Rating agencies of the Issuer	**1. India Ratings & Research Pvt Ltd** Wockhardt Tower, West Wing, 4th Floor, Bandra Kurla Complex, Bandra (E), Mumbai 400051 **2. CRISIL Limited** CRISIL House,Central Avenue, Hiranandani Business Park, Powai, Mumbai- 400 076 **3. Brickwork Ratings India Pvt. Ltd** C-502, Business Square, 151, Andheri Kurla Road, Opposite: Apple Heritage Building, Chakala, Andheri (East), Mumbai - 400 093 **4. CARE Ratings Limited** **(Formerly Credit Analysis & Research Limited)** 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022

RISK FACTORS

The following are the risks envisaged by the management, and Investors should consider the following risk factors, together with all other information contained in this Offer Document, carefully for evaluating the Company and its business before making any investment decision. Unless the context requires otherwise, the risk factors described below apply to Mahindra & Mahindra Financial Services Limited. These risks and uncertainties are not the only issues that we face; additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have a material adverse effect on our financial condition or business success. If anyone, or a combination, of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and therefore the value of the Company's debt securities could decline.

Note: Unless specified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below:

INTERNAL RISKS

1. **The risk of non-payment or default by borrowers may adversely affect our financial condition and results of operations.**

We are one of the leading NBFCs in the rural and semi-urban markets of India and cater primarily to customers without formal credit histories and which typically have less financial wherewithal and may be particularly susceptible to adverse economic conditions. In addition, our customer portfolio principally consists of farmers, car-owners, transport agencies, small businessmen and home-owners with underdeveloped banking habits, and individual borrowers generally are less financially resilient than large corporate borrowers, and as a result, they can be more adversely affected by declining economics.

The borrowers and their guarantors under our loan agreements may default in their repayment obligations due to various reasons including insolvency, lack of liquidity, increase in operating costs, including fuel costs and business failure, including poor agricultural production. Besides macroeconomic conditions, we face risks specific to each line of business, which may also result in increased defaults. In addition, our customers often do not have credit histories supported by tax returns and other documents that would enable us to assess their creditworthiness, and we may not receive updated information regarding any change in the financial condition of our customers or may receive inaccurate or incomplete information as a result of any fraudulent misrepresentation by our customers or employees. Furthermore, as a nationwide credit bureau has only recently become operational in India, there is less financial information available about individuals, particularly in our customer segment, which primarily consists of low to middle income earners. This segment also has limited access to other financing sources and is located in the rural and semi-urban markets. It may therefore be difficult to carry out precise credit risk analyses on all of our customers.

Although we follow certain procedures to evaluate the credit profiles of our customers at the time of sanctioning a loan, we typically rely on a system of referrals from the local community and the value of the vehicle provided as underlying collateral rather than focusing solely on the credit profile of our customers. Furthermore, we may be unable to uncover frauds committed by employees who falsely substantiate the know-your-customer information of borrowers. Although we believe that our risk management controls are sufficient, we cannot be certain that they will continue to be sufficient or that additional risk management policies for individual borrowers will not be required. Non-payment or default by borrowers could adversely affect our financial condition and results of operations.

2. Any disruption in our sources of funding could adversely affect our liquidity and financial condition.

The liquidity and profitability of our business depend, in large part, on our timely access to, and the costs associated with, raising funds. Our funding requirements historically have been met from various sources, including shareholder funding, assigned and securitized receivables, and secured and unsecured loans, including rupee-denominated term loans and cash credit facilities from banks and financial institutions, non-convertible debentures, unsecured bonds, commercial paper, fixed deposits and inter-corporate deposits. Our business thus depends and will continue to depend on our ability to access a variety of funding sources. Our ability to raise funds on acceptable terms and at competitive rates depends on various factors including our current and future results of operations and financial condition, our risk management policies, our credit ratings, our brand equity, the regulatory environment and policy initiatives in India, developments in the international markets affecting the Indian economy and the perceptions of investors and lenders of the demand for debt and equity securities of non-banking financial companies ("NBFCs").
Changes in economic, regulatory and financial conditions or any lack of liquidity in the market could adversely affect our ability to access funds at competitive rates, which could adversely affect our liquidity and financial condition.

3. Our inability to recover the full value of collateral or amounts outstanding under defaulted loans in a timely manner or at all could adversely affect our results of operations.

For each vehicle financing arrangement, we sanction an amount of credit that is less than the value of the vehicle which we take as collateral. We regulate this amount through our restrictions on the loan to value ("LTV") ratio of each financing. The value of the collateral, however, may decline during the term of the loan for a variety of reasons, including depreciation and deterioration. As a result, if our customers default, we may receive less money from liquidating collateral than is owed under the relevant financing facility, and, in turn, incur losses, even where we successfully seize and liquidate the collateral. While we require each customer to secure a guarantee, we may not be able to enforce or collect the amount owed under such guarantee, if at all.

We may also encounter difficulties in seizing and liquidating collateral. When a customer defaults under a financing facility, we typically re-possess and then sell the collateral through an auction.

There is no assurance, however, that we will be able to successfully seize the collateral in the event of default under a loan agreement. We may also not be able to sell the collateral at a price sufficient to cover the amount owed under the financing facility, or at all. We may face additional delay and expense in conducting an auction to sell the collateral and may face significant delay in seizing collateral, as litigation against defaulting customers, even if governed by an arbitration clause, can be slow and expensive in India. If we are unable or delay to seize and liquidate the collateral securing loans in default, we may incur losses, which could adversely affect our results of operations and financial condition.

4. Our inability to compete effectively in an increasingly competitive industry may adversely affect our net interest margins, income and market share.

We provide loans primarily to customers residing in rural and semi-urban markets. Our primary competitors have been private unorganized lenders who typically operate in rural and semi-urban markets and, increasingly, banks and NBFCs who have entered these markets. In addition to these private unorganized lenders, due to the significant growth in vehicle financing, we have recently begun to face competition from banks, NBFCs and housing finance companies, some of which may have superior technology, more resources, access to cheaper funding or existing office networks, have expanded their reach to rural and semi-urban markets and may have a better understanding of and relationships with customers in these markets. In addition, interest rate de-regulation and other liberalization measures affecting the vehicle financing sector, together with increased demand for capital, have resulted in increased competition.

Our ability to compete effectively will depend, in part, on our ability to maintain or increase our margins. Our margins are affected in part by our ability to continue to secure low-cost funding, and the interest rates at which we lend to our customers.

There can be no assurance that we will be able to react effectively to any market developments or compete effectively with new and existing players in the increasingly competitive vehicle finance industry in India. Increasing competition may adversely affect our net interest margins, income and market share, which in turn could have a material adverse effect on our financial condition and results of operations.

5. If our Company's provisioning requirements are insufficient to cover our existing or future levels of non-performing loans, our ability to raise additional capital and debt funds as well as our results of operations and financial condition could be adversely affected.

We adhere to provisioning requirements related to our loan portfolio pursuant to the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended (the "Prudential Norms"). These provisioning requirements may be less onerous than the provisioning requirements applicable to financial institutions and banks in other countries. The provisioning requirements may moreover require subjective judgments of our management. We cannot be sure that we will be able to improve our collections and recoveries in relation to our NPAs, or otherwise adequately control our level of NPAs in future. Moreover, as our loan portfolio matures, we may experience greater defaults in principle and /or interest repayments.
Though our own existing provisioning norms are more stringent than prescribed by the RBI, our provisioning requirements may be inadequate to cover increases in non-performing loans. Recently,

the RBI amended the Prudential Norms to require the NBFCs to increase the provision in respect of standard assets from 0.25% to 0.40% in phased manner by FY2018. Further, the RBI has also amended the requirement to classify a loan as non performing after 3 months past due from current norms of 6 months past due in a phased manner by FY2018, which may adversely affect our results of operation. This new prudential norms may increase our non-performing loans. If our provisioning requirements are insufficient to cover our existing or future levels of non-performing loans, our ability to raise additional capital and debt funds as well as our results of operations and financial condition could be adversely affected.

6. We are affected by volatility in interest rates for both our lending and treasury operations, which could cause our net interest income to decline and adversely affect our return on assets and profitability.

A significant component of our income is the interest income we receive from the loans we disburse. Our interest income is affected by any volatility in interest rates in our lending operations. Interest rates are highly sensitive to many factors beyond our control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and other factors, which have historically generated a relatively high degree of volatility in interest rates in India. Persistently high inflation in India may discourage the Government from implementing policies that would cause interest rates to decrease. Moreover, if there is an increase in the interest rates we pay on our borrowings that we are unable to pass to our customers, we may find it difficult to compete with our competitors, who may have access to low-cost deposit funds. Further, to the extent our borrowings are linked to market interest rates, we may have to pay interest at a higher rate than lenders that borrow only at fixed interest rates.

Fluctuations in interest rates may also adversely affect our treasury operations. In a rising interest rate environment, especially if the rise is sudden or sharp, we could be adversely affected by the decline in the market value of our securities portfolio and other fixed income securities. In addition, the value of any interest rate hedging instruments we may enter into in the future would be affected by changes in interest rates, which could adversely affect our ability to hedge against interest rate volatility. We cannot assure that we will continue to enter into such interest rate hedging instruments or that we will be able to enter into the correct amount of such instruments to adequately hedge against interest rate volatility in the future.

Our inability to effectively and efficiently manage interest rate variations and our failure to pass on increased interest rates on our borrowings may cause our net interest income to decline, which would decrease our return on assets and could adversely affect our business, future financial performance and result of operations.

7. A significant portion of our collections from customers is in cash, exposing us to certain operational risks.

A significant portion of our collections from our customers is in cash. Large cash collections expose us to the risk of theft, fraud, misappropriation or unauthorized transactions by employees responsible for dealing with such cash collections. These risks are exacerbated by the high levels of responsibility we delegate to our employees and the geographically dispersed nature of our network. We primarily cater to customers in rural and semi-urban markets, which carry additional risks due to limitations on infrastructure and technology.

While we have implemented technology that tracks our cash collections, taken insurance policies, including fidelity coverage and coverage for cash in safes and in transit, and undertaken measures to detect and prevent unauthorized transactions, fraud or misappropriation, this may not be sufficient to prevent or deter such activities in all cases, which may adversely affect our operations and profitability. Further, we may be subject to regulatory or other proceedings in connection with any unauthorized transactions, fraud or misappropriation by our representatives and employees, which could adversely affect our goodwill. We may also be party to criminal proceedings and civil litigation related to our cash collections.

Our business is also suspectible to fraud by dealers, distributors and other agents with whom we deal on account of forgery of documents, multiple financing on same vehicle, customer identification and unauthorized collection of instalments on behalf of our Company.

Given the high volume of transactions involving cash processed by us, certain instances of fraud and misconduct by our representatives or employees may go unnoticed for some time before they are discovered and others successfully rectified. Even when we discover instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, there can be no assurance that we will recover any amounts lost through such fraud or other misconduct. Our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of such systems will result in losses that are difficult to detect or rectify.

8. Any downgrade in our credit ratings could increase borrowing costs and adversely affect our access to capital and lending markets and could also affect our interest margins, business, results of operations and financial condition.

The cost and availability of capital depends in part on our short-term and long-term credit ratings. Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. Certain factors that influence our credit ratings may be outside of our control. For example, our credit ratings may depend on the financial performance and business prospects of M&M and its majority shareholding in our Company. India Ratings & Research Private Limited has assigned IND AAA/Stable rating, CARE Ratings Limited (Formerly known as Credit Analysis and Research Limited) has assigned CARE AAA; Stable rating and CRISIL has assigned CRISIL AA+/Stable rating to our long-term and subordinated debt. Brickwork has assigned BWR AAA rating with Stable Outlook to our long-term subordinated debt. CRISIL has rated our fixed deposit program FAAA/ Stable. Our short term debt / Commercial paper programme is rated CRISIL A1+ and IND A1+ by CRISIL Limited & India Ratings & Research Private Limited respectively, which is the highest rating for short-term debt instruments. These ratings may be suspended, withdrawn or revised at any time. Any revision or downgrading in the credit rating may lower the trading price of the NCDs and may also affect our ability to raise further debt.
Any downgrade in our credit ratings could increase borrowing costs and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business and results of operations. In addition, any downgrade in our credit ratings could increase the probability that our lenders impose additional terms and conditions to any financing or refinancing arrangements we enter into in the future. However, these ratings are not recommendations to buy, sell or hold securities and prospective investors should take their own decisions.

9. We depend on the services of our management team and employees, our inability to recruit and retain them may adversely affect our business.

Our future success depends substantially on the continued service and performance of members of our management team and employees. There is intense competition for experienced senior management and other qualified personnel, particularly office managers, field executives and employees with local knowledge in client procurement, loan disbursement and installment collections. If we cannot hire additional or retain existing management personnel and employees, our ability to expand our business will be impaired and our revenue could be adversely affected. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, require additional hiring, divert management resources, adversely affect our origination and collection rates, increase our exposure to high-risk credit and impose significant costs on us. While we have an incentive based remuneration structure, employee stock option scheme and training and development programs designed to encourage employee retention, our inability to attract and retain talented professionals, or the resignation or loss of key management personnel, may have an adverse impact on our business and future financial performance.

10. We face difficulties and incur additional expenses in operating in rural and semi-urban markets, where infrastructure may be limited.

We cater primarily to customers in rural and semi-urban markets, which may have limited infrastructure, particularly for transportation and electricity. At offices in remote markets, we may face difficulties in conducting operations, such as accessing power facilities, transporting people and equipment, implementing technology measures. We may also face increased costs in conducting our business and operations, implementing security measures and expanding our advertising. We cannot assure you that such costs will not increase in the future as we expand our network in rural and semi urban markets, which could adversely affect our profitability.

Moreover, a significant number of our customers are farmers residing in rural and semi-urban areas and our results of operations are affected by risks specific to their businesses. For example, the agriculture industry in India is substantially dependent on monsoons. Extreme weather conditions such as drought, insufficient rainfall or floods may potentially affect the quality and quantity of farming production in a given year, thereby adversely affecting the ability of our farmer customers to repay their loans.

11. A decline in our Company's capital adequacy ratio could restrict our future business growth.

Pursuant to the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998, as amended, we are required to maintain a capital adequacy ratio of at least 15.0% of our risk-weighted assets of our balance sheet and of risk adjusted value of off-balance sheet items, consisting of Tier I capital and Tier II capital, on an ongoing basis. The total Tier I capital, at any point is required to be at least 10% by March 31, 2017. If we continue to grow our loan portfolio and asset base, we will be required to raise additional Tier I and Tier II capital in order to continue to meet applicable capital adequacy ratios with respect to our business. There can be no assurance that we will be able to raise adequate additional capital in the future on terms favorable to us or at all, which could result in non-compliance with applicable capital adequacy ratios and may adversely affect the growth of our business.

12. Governmental and statutory regulations, including the imposition of an interest-rate ceiling, may adversely affect our operating results and financial position.

As a deposit-taking NBFC, we are subject to regulation by Government authorities, including the RBI. The RBI, however, has not established a ceiling on the rate of interest that can be charged by NBFCs in the asset finance sector. Currently, the RBI requires that the board of directors of each NBFCs adopts an interest rate model that takes into account relevant factors such as the cost of funds, margin and risk premium. It is unclear whether NBFCs are required to comply with the provisions of state money lending laws that establish ceilings on interest rates.

The High Court of Kerala, in relation to a notice received by us from the Sales Tax Commissioner, Kerala, has held in an order that we are required to be registered under the Kerala Money Lenders Act, 1958. We have filed a special leave petition in the Supreme Court against this order and the matter is currently pending. The Supreme Court has granted an interim stay against the enforcement of this notice. In the event we are required to register under the Kerala Money Lenders Act, 1958 or any other state money lending laws, there may be interest rate ceiling caps and other restrictions on operations of our business. Further, we have also received such notices in some other states in the past. If any regulatory authority or court imposes any penalty against us or our Directors or our officers including for prior non-compliance with respect to state money lending laws, our business, results of operations and financial condition may be adversely affected.

13. We are subject to supervision and regulation by the RBI as a systemically important deposit-taking NBFC, and changes in RBI's regulations governing us could adversely affect our business.

We are subject to the RBI's guidelines on financial regulation of NBFCs, including capital adequacy, exposure and other prudential norms. The RBI also regulates the credit flow by banks to NBFCs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to NBFCs. The RBI's regulations of NBFCs could change in the future which may require us to restructure our activities, incur additional cost, raise additional capital or otherwise adversely affect our business and our financial performance.

The laws and regulations governing the banking and financial services industry in India have become increasingly complex and cover a wide variety of issues, such as interest rates, liquidity, investments, ethical issues, money laundering and privacy. Moreover, these laws and regulations can be amended, supplemented or changed at any time such that we may be required to restructure our activities and incur additional expenses to comply with such laws and regulations, which could materially and adversely affect our business and our financial performance.

Compliance with many of the regulations applicable to our operations in India, including any restrictions on investments and other activities currently being carried out by us, involves a number of risks, particularly in markets where applicable regulations may be subject to varying interpretations. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and our business could be adversely affected. We are also subject to changes in laws, regulations and accounting principles and practices. There can be no assurance that the laws governing the financial services sector will not change in the future or that such changes or the interpretation or enforcement of existing and future laws and rules by governmental and regulatory authorities will not adversely affect our business and future financial performance.
Additionally, we are required to make various filings with the RBI, the Registrar of Companies and other relevant authorities pursuant to the provisions of RBI regulations, the Companies Act and other regulations. If we fail to comply with these requirements, or a regulator claims we have not complied with these requirements, we may be subject to penalties and compounding proceedings.

14. We may be unsuccessful in expanding into new lines of business and implement our new business strategies, and such new strategies may not achieve desired result which could adversely affect our growth and business.

We continue to pursue opportunities to expand into new lines of business. For example, to complement our existing mutual fund distribution business, we incorporated an asset management company and during Fiscal 2016, obtained a certificate of registration as a registered mutual fund from SEBI. This growth strategy, and other growth strategies we pursue, may put a strain on our resources and may require us to obtain new regulatory approvals. Moreover, neither we nor Mahindra & Mahindra Limited (our Promoter or M&M) has significant operational experience in the mutual fund or banking sectors. Pursuing these business opportunities, including the setting up of an asset management company and our investments in a mutual fund business, will require significant capital, which we may not be able to raise in a timely manner, or at all. There can be no assurance that we will be successful in expanding these new lines of business, which could adversely affect our business, operations and profitability.

We may pursue new business strategies in the future, including, amongst others, increasing our presence in India, opening new offices and increasing our presence in rural centres. We will continue to introduce new products and services, such as loans to small and medium enterprises in our existing lines of business. Pursuing these strategies involves inherent business risks, such as making incorrect judgments or assumptions as to target customer or customer acceptance of any of these strategies. In addition, we may need to make additional investments for advertisement to build brand awareness among our target customers for any new business areas that we may want to venture into. There is no assurance that we will be successful in implementing any or all of these strategies. In the event that any of these business strategies fail, our overall financial performance may be adversely affected.

15. Any failure, inadequacy and security breach in our computer systems and servers may adversely affect our business.

Our operations depend on our ability to process a large number of transactions on a daily basis across our network of offices, most of which are connected through computer systems and servers to our head office. Our financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are beyond our control, including a disruption of electrical or communications services, particularly in the rural and semi-urban markets in which we primarily operate. Our business is particularly susceptible to such disruptions because of our reliance on handheld GPRS devices, expected implementation of mobile offices and the higher cost of installation and implementation of technology in the rural and semi-urban markets. Our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available to and received by our management through our existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in our operations. We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate our growing customer base and range of products.

Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Our computer systems, servers, software, including software licensed from vendors and networks may be vulnerable to unauthorized access, computer viruses or other malicious code and other events that could compromise data integrity and security and result in identity theft including customer date, employee data and propriety business data, for which we could potentially be liable. Any failure to effectively maintain or improve or upgrade our management information systems in a timely manner could adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation. In addition, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our business.

16. Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our counterparts in India and in some developed countries

The effectiveness of our risk monitoring and management is limited by the quality, timeliness and availability of data required for the assessment of the risks such as, information regarding market, customers, proposed policy changes, etc. These data may not be accurate or complete in all the cases thereby affecting our ability to access, monitor and manage the risk. Our hedging strategies and other risk management techniques may not be fully effective in mitigating all the types of risks that we face or may face in the market. Largely, our risk management is based on the study of historical market behaviour and as a result these studies may not predict the future risks exposures. Our risk management policies therefore may not in all cases adequately address unidentified or unanticipated risks. Our inadequacy in properly assessing the risks and hence moulding accordingly to ward of these risks may have an adverse effect on our business and results of operations.

EXTERNAL RISKS

1. A slowdown in economic growth in India could cause our business to suffer.

Any slowdown in the Indian economy or in the growth of any of the industries to which we provide financing to, or future volatility in global commodity prices, could adversely affect our borrowers and the growth of our business, which in turn could adversely affect our business, results of operations and financial condition.

India's economy could be adversely affected by a general rise in interest rates, currency exchange rates, adverse conditions affecting agriculture, commodity and electricity prices or various other factors. Furthermore, conditions outside India, such as slowdowns in the economic growth of other countries, could have an impact on the growth of the Indian economy, and government policy may change in response to such conditions.

The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States, Europe or China, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material adverse effect on our business, financial condition and results of operations.

2. Political instability, changes in the Government or natural calamities may adversely affect economic conditions in India, which may impact our business, financial results and results of operations.

The Government has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Since 1991, successive Indian Governments have pursued policies of economic liberalisation and financial sector reforms. Various factors could trigger significant changes in India's economic liberalization and deregulation policies, disrupt business and economic conditions in India generally and our business in particular. Our financial performance may be adversely affected by changes in inflation, exchange rates and controls, interest rates, Government, social stability or other political, economic or diplomatic developments affecting India in the future. India has experienced and may continue to experience natural calamities such as earthquakes, floods and drought. The extent and severity of these natural disasters determines their effect on the Indian economy. Such natural calamities could have a negative effect on the Indian economy, adversely affecting our business.

3. Terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may adversely affect the Indian and worldwide financial markets. These acts may also result in a loss of business confidence and adversely affect our business, financial condition and results of operations. In addition, any deterioration in relations between India and its neighboring countries might result in concern about stability in the region, which may adversely affect the price of our NCDs.

India has also witnessed civil unrest including communal disturbances and riots in recent years. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income.

4. **Any downgrade of credit ratings of India may adversely affect our ability to raise debt financing.**

   India's sovereign ratings reflect an assessment of the Indian government's overall financial capacity to pay its obligations and its ability or willingness to meet its financial commitments as they become due. No assurance can be given that any statistical rating organisation will not downgrade the credit ratings of India. Any such downgrade could adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance.

5. **A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition.**

   Flows to foreign exchange reserves can be volatile, and past declines may have adversely affected the valuation of the Rupee. Further declines in foreign exchange reserves, as well as other factors, could adversely affect the valuation of the Rupee and could result in reduced liquidity and higher interest rates that could adversely affect our future financial performance.

b. A brief summary of business / activities of the Issuer Company.

Overview

We are one of the leading non-banking finance companies ("NBFCs") with customers primarily in the rural and semi-urban markets of India. We are part of the Mahindra group, which is one of the largest business conglomerates in India. We are primarily engaged in providing financing for new and pre-owned auto and utility vehicles, tractors, cars and commercial vehicles. We also provide housing finance, personal loans, financing to small and medium enterprises, insurance broking and mutual fund distribution services. In addition we, among other services, provide wholesale inventory-financing to dealers and retail-financing to customers in the United States for purchase of Mahindra group products through Mahindra Finance USA LLC, our joint venture with a subsidiary of the Rabobank group.

Our Company was incorporated in 1991 and commenced operations as a finance company in 1993. Our Company was registered as a deposit-taking NBFC in 1998 and have since established a pan-India presence, spanning 27 states and 4 union territories through 1,182 offices as of March 31, 2017. Our Company caters to the financing needs of retail customers and small and medium-sized enterprises. Our Company primarily focusses on providing financing for purchases of auto and utility vehicles, tractors, cars, commercial vehicles and construction equipment and pre-owed vehicles and others which accounted for 28%, 19%, 22%, 11% and 20% of estimated total value of the assets financed, respectively, for the year ended March 31, 2017. We benefit from our close relationships with dealers and our long-standing relationships with OEMs, which allow us to provide on-site financing at dealerships.

Our Vision is to be a leading financial services provider in semi-urban and rural India. Our Mission is to transform rural lives and drive positive change in the communities.

As a supplement to our lending business, in May 2004, we started an insurance broking business through our subsidiary, MIBL. We provide insurance broking solutions to individuals and corporates through, MIBL. MIBL has a "composite broking license" from the IRDA, which allows MIBL to undertake broking of life, non-life and reinsurance products. It has been awarded the ISO 9001:2008 Certification for Quality Management Systems for services related to broking of life and non-life insurance products to corporate and retail customers. During Fiscal 2017, MIBL earned an income of ` 17,423.40 lakhs and achieved a profit after tax of ` 5,304.80 lakhs.

In October 2007, we commenced our housing finance business through our subsidiary MRHFL. We provide housing loans to individuals through, MRHFL, a registered housing finance company, in which NHB presently owns a 12.5% equity share capital of MRHFL. We grant housing loans for purchase,

construction, extension and renovation of house property. During Fiscal 2017, MRHFL's total income was ` 70,336.89 lakhs and achieved a profit after tax of ` 8,300.55 lakhs.

On September 27, 2010, our Company entered into an agreement with De Lage Landen Financial Services Inc., which is wholly-owned by the Rabobank group, to form a joint venture company in the United States, Mahindra Finance USA LLC. Mahindra Finance USA LLC was formed to provide, among other services, wholesale inventory financing to U.S. based dealers purchasing products of the Mahindra group and retail financing to customers for financing the purchase of the Mahindra group products. Our Company owns a 49.0% interest in Mahindra Finance USA LLC with the balance owned by De Lage Landen Financial Services Inc.

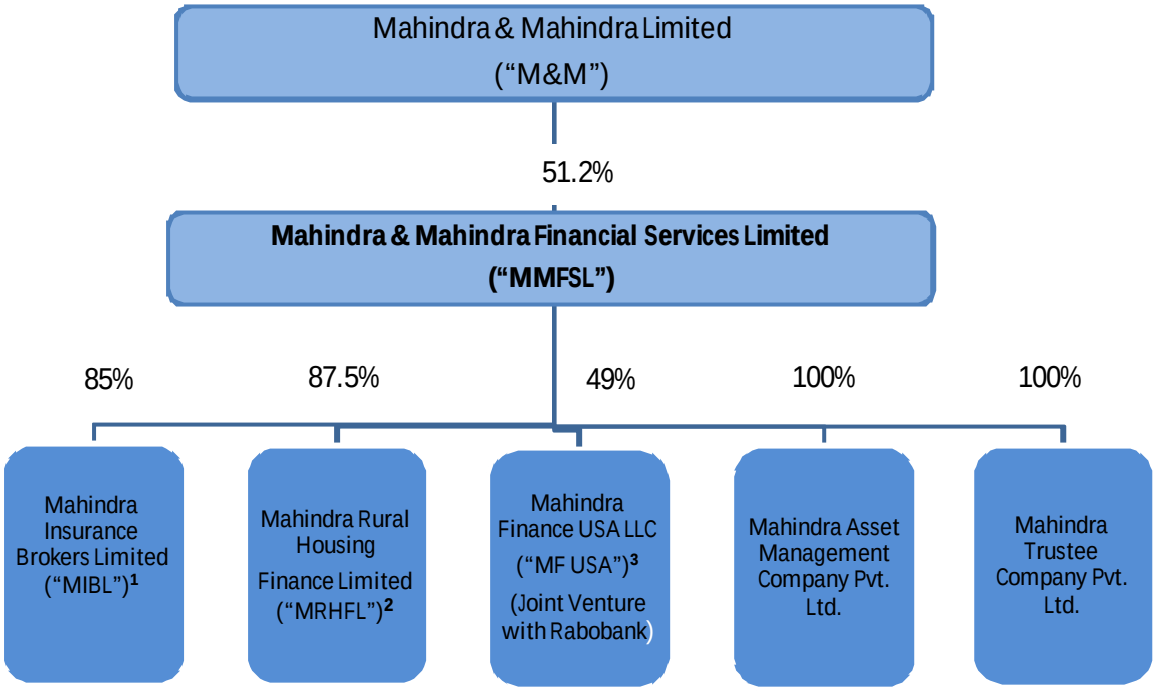
On 20 June 2013, Mahindra Asset Management Company Private Limited was incorporated and has been appointed as the asset management company of 'Mahindra Mutual Fund'. Mahindra Mutual Fund was constituted as a trust on 29 September 2015 and was registered with SEBI on 4 February 2016 under the registration code MF/069/16/01. MMFSL is the sponsor to the mutual fund and Mahindra Trustee Company Private Limited, a 100% subsidiary of MMFSL, is the trustee to the mutual fund. The maiden fund of the Mahindra Mutual Fund - 'Mahindra Liquid Fund' received approval from the SEBI on 20 June 2016 and was launched on 4 July 2016.

On standalone basis, for the Fiscal 2017, Fiscal 2016, Fiscal 2015, Fiscal 2014 and Fiscal 2013, the estimated total value of assets financed was ` 31,65,914 lakhs, ` 26,70,632 lakhs, ` 24,33,110 lakhs, ` 25,40,002 lakhs and ` 23,83,858 lakhs, respectively, total income from operations was ` 6,17,391.06 lakhs, ` 5,85,316.11 lakhs, ` 5,53,605.61 lakhs, ` 4,92,163.21 lakhs and ` 3,85,672.15 lakhs, respectively and total profit after tax was ` 40,023.49 lakhs, ` 67,259.60 lakhs, ` 83,177.59 lakhs, ` 88,722.75 lakhs and ` 88,269.18 lakhs respectively.

On standalone basis, as of March 31, 2017, we maintained a NPA coverage ratio of 61.8%, net NPA of 3.6% of total assets, capital adequacy ratio of 17.2%, total loans and advances outstanding of ` 42,52,336.65 lakhs and total assets of ` 45,98,523.19 lakhs, compared to, as of March 31, 2016, we maintained a NPA coverage ratio of 61.7%, net NPA of 3.2% of total assets, capital adequacy ratio of 17.3%, total loans and advances outstanding of ` 36,66,156.57 lakhs and total assets of ` 39,57,947.92 lakhs.

Corporate Structure

The following chart outlines our corporate structure:



1 MIBL is engaged in the business of direct insurance broking in the life and non-life insurance businesses. Inclusion resources pvt. Ltd., a subsidiary of Leapfrog Financial Inclusion Fund, incorporated in Singapore, holds 15% of equity shares of MIBL.

2 MRHFL is engaged in the business of extending loans to customers for housing needs. The National Housing Bank holds 12.5% of the equity shares of MRHFL.

3 MF USA is engaged in the business of providing wholesale inventory-financing to dealers and retail-financing to customers in the United States for purchase of Mahindra Group products.

4 Mahindra Asset Management Company Private Limited is the asset management company of 'Mahindra Mutual Fund'. The maiden fund of the Mahindra Mutual Fund - 'Mahindra Liquid Fund' received approval from SEBI on 20 June 2016 and was launched on 4 July 2016.

Key Managerial Personnel of our Company

Mr. Ramesh Iyer, Vice-Chairman & Managing Director

Mr. Iyer has been the Managing Director of our Company since April 30, 2001 and has been associated with our Company since inception. He is the President – Financial Services Sector and is also a member of Group Executive Board of M&M. Mr. Iyer is also on the board of several M&M Group companies as well as Mahindra Finance USA LLC, a joint venture between our Company and a subsidiary of the Rabo Bank Group.

Mr. Iyer has been conferred with the following awards: (i) Indian Achievers award for corporate leadership by Indian Achievers Forum; (ii) Business Leadership award by the Institute of Economic Studies, New Delhi; (iii) CEO with Human Resource Orientation award by Employer Branding Institute, CMO Asia with their strategic partner CMO Council; (iv) Udyog Rattan Award by the Institute of Economic Studies, New Delhi; (v) Rashtriya Udyog Pratibha Award by the Council for Economic Growth and Research, Pune; and (vi) Bhartiya Udyog Ratna award by the National Education and Human Resource Development Organisation, Mumbai. Mr. Iyer has featured in Business World's special report on —India's most Valueable CEOs. He has been ranked at Number 5 out of 65 in the Mid-Sized Companies (Revenue: Rs. 100 – Rs. 300 Billion) category and at Number 6 out of 65 in the same category based on one-year performance. He is also ranked at Number 20 out of 100, based on our Company's five year performance and Number 3 out of 12, based on ranking by sector in the Financial Sector.

Mr. V. Ravi, Executive Director & Chief Financial Officer

Mr. V. Ravi is a Chartered and Cost Accountant by profession. He had undertaken a long duration Global Managers Program from the Indian Institute of Management, Calcutta. Mr. V. Ravi is at present the Chief Financial Officer of our Company. Mr. Ravi has been associated with our Company since its inception and has been associated with the Mahindra Group for the past 26 years. He has served with Mahindra Ugine Steel Company Limited for nine years in Treasury, Finance and Diversification Projects prior to his induction in our Company way back in 1995. In his current capacity, he is responsible for Finance, Accounts, Audit, Systems, Legal and Fixed Deposit functions.
In addition to the above, Mr. Ravi was appointed as a member of the Asia Council of the Conference Board, USA and he has also served as a member of the Informal Advisory Group of the RBI.

Dr. Jaideep Devare, Managing Director, MIBL

Dr. Jaideep Devare is the Managing Director of MIBL and has been responsible for setting up, operationalizing and managing the organization since inception in 2004. Dr. Devare joined M&M in 1992 in Corporate Affairs, and has diverse experience across the various sectors of the Mahindra Group. His varied assignments include being a core team member of the Mahindra-Ford Project for setting up the joint venture with Ford Motor Company in India, Executive Associate - Office of the Managing Director of M&M, and Managing Director of Mahindra Auto Specialities Ltd.
Dr. Devare holds a Bachelor of Engineering (B.E.) degree in Production Engineering, with Honors, a Master of Management Studies (M.M.S.) degree with specialization in Finance, and a Doctorate of Philosophy (Ph.D) in Management.

Mr. Anuj Mehra, Managing Director, MRHFL

Mr. Anuj Mehra is currently the Managing Director of MRHFL a subsidiary of our Company. Mr. Anuj Mehra has obtained a Bachelor's Degree in Economics from Delhi University and has pursued post graduation in management from Indian Institute of Management, Ahmedabad.
Since passing out in 1982, he has had a rich and varied experience of around 26 years in the functional areas of Sales, Marketing, Finance and general Management across different industries (FMCG, Financial Services, Banking, Pharmaceutical and Real Estate).
Prior to joining MRHFL, Mr. Mehra was working with Mahindra Lifespace Developers Limited, a subsidiary of M&M.

Mr. Vinay Deshpande, Chief People Officer

Mr. Vinay Deshpande is the Chief People Officer for the financial services sector of the Mahindra group and in this capacity, he is responsible for the HR function in all the companies of this sector, namely our Company and our subsidiaries viz., MIBL, MRHFL.

Mr. Deshpande is a qualified HR professional from Symbiosis Institute of Business Management, Pune, where he completed his MBA. He brings to the table 29 years of experience and is versatile on all aspects of HR. In his earlier career, he was associated with Indian blue chip as well as multinational companies like ACC, L&T, Reliance, VIP Industries, Hoechst India and Bair India.

He is a member of Society for Human Resource Management (SHRM) and American Society for Training & Development (ASTD) and National HRD network. He is also a director on the board of Mindcrest (India) Private Limited, Mahindra BPO Services Private Limited.

Mr. Rajnish Agarwal, Sr. Vice President – Operations

Mr. Rajnish Agarwal is currently working as Vice President – Operations. He is a Graduate in Science from Lucknow University and has a master's degree in Management Studies from Mumbai University. He is also a member of Steering Committee. He has over 19 years of experience in retail credit auto loans, asset risk management, rural management, business and product development, channel and relationship management along with people management.

He has pursued short term courses in General Management and Business Leadership from reputed institutes such as Indian Institute of Management – Bangalore and Indian Institute of Management – Calcutta. He has won the Rise young potential leadership award in 2011.

Mr. Gururaj Rao, Chief Information Officer

Mr. Gururaj Rao is the Chief Information Officer of our Company, and is responsible for the Information Technology function of our Company along with its Subsidiaries.

Mr. Rao completed his Bachelor of Engineering from University of Bombay and subsequently completed his Master of Management Studies from Jamnalal Bajaj Institute of Management Studies. He also completed short term advanced courses in Technology from IIT Bombay and also completed Project Management certifications from PMI and Prince2. He has over 17 years of experience in various aspects of Banking, Insurance and Financial Services. In his earlier career, he was associated with the ICICI group (SCICI, ICICI, ICICI Bank, ICICI Prudential Life Insurance) and AV Birla Group (Birla Sun Life Insurance).

Mr. R. Balaji, Sr. Vice President – Marketing & Strategy

Mr. Balaji is a Bachelor of Technology in Aerospace Engineering from Indian Institute of Technology, Madras and a Post Graduate Diploma in Management from Indian Institute of Management, Calcutta. He has about 16 years of experience across marketing and strategy. He is at present the Vice President-Marketing & Strategy of our Company. Before moving to our Company, he was the General Manager - Corporate Strategy of M&M. Prior to joining the Mahindra group, he has spent nearly nine years in marketing assignments in ITC Agrotech Limited and Nestle India Limited.

Mr. Rajesh Vasudevan, Sr. Vice President – Accounts

Mr. Rajesh Vasudevan is at present Vice President – Accounts of our Company and is a commerce graduate from Mumbai University and a qualified Cost Accountant. Mr. Rajesh Vasudevan has around 22 years of experience in accounts and taxation with companies such as Tata Finance Limited and Asian Paints (India) Limited. In his current capacity he is responsible for the accounts and taxation functions.

Mr. Dinesh Prajapati, Sr. Vice President - Treasury & Corporate Affairs

Mr. Dinesh Prajapati, Vice President – Treasury & Corporate Affairs, is a Chartered and Cost Accountant by profession. Prior to joining our Company, he worked as an auditor in a company in the steel sector. He joined our Company in the year 1995 and is amongst the first few employees who helped the set-up of operations. He has over 15 years of experience in Accounting, Treasury, MIS and Budgeting, System Implementation and Functional Specification, Risk Management and Project Implementation Functions. He is presently heading the Treasury Function, Investor Relationship Cell and Risk Management Team. He was the Chairman of the shadow board from 2004 to 2006.

Our Competitive Strengths

Our competitive strengths are as follows:

Knowledge of rural and semi-urban markets

We have over 20 years of operating experience primarily in rural and semi-urban markets, which has led to a significant understanding of local characteristics of these markets and has allowed us to address the unique needs of our customers. Of our Company's 1,182 offices spanning across 27 states and 4 union territories, as of March 31, 2017, majority cater to customers located in rural and semi-urban markets. We have adapted to markets that are affected by limitations of rural infrastructure and have developed a diversified customer base of farmers, car-owners, transport agencies, small businessmen and home-owners. For origination and collection, we hire employees with knowledge of the local markets and have also implemented a de-centralized process to approve loans that meet pre-determined criteria. Further, our field executives use hand-held general packet radio service ("GPRS") devices to record data while collecting loan payments at the customer's home or business location. This leads to face-to-face interaction that improves our understanding of the needs of our customers and enables us to be more responsive to local market demand. We believe that our knowledge of the rural and semi-urban markets is a key strength that has enabled us to become one of India's leading NBFCs.

We were early entrants into the rural and semi-urban markets, initially providing financing solely for products of M&M which has been selling its products in those markets for over 6 decades. Credit in these markets was principally provided by banks from the organised finance sector or by the local money lenders. There was a large section of the rural population which did not have access to credit largely due to their inability to meet the lending covenants of the banks or because they could not service the high rates of the money lenders. We identified this opportunity and positioned ourselves to service this population. We adopted simple and prompt loan approval and documentation procedures and set our offer rates between those of the banks and the money lenders. In addition, the markets we serve are largely cash driven and we understand the challenges and limitations of rural infrastructure and have created processes/systems to overcome such limitations and challenges. For example, our field executives collect cash at the customer's premises saving them the need to travel to one of our offices or a bank. These visits also enable us to develop our customer relationships and importantly allow us to understand their businesses. This understanding enables us to be proactive and develop future products for our customers. Our nationwide network, locally recruited employees, regular visits and our close relationship with the dealers enables us to understand the needs of our customers. We believe that due to our early entry, our client relationships and our relationship with OEMs, we have built a recognisable brand in the rural and semi-urban markets of India.

Extensive network of offices

We operate an extensive network of our 1,182 offices spanning across 27 states and 4 union territories, as of March 31, 2017. The reach of our offices allows us to service our existing customers and attract new customers as a result of personal relationships cultivated through proximity and frequent interaction by our employees. Our widespread office network reduces our reliance on any one region in India and allows us to apply best practices developed in one region to other regions. Our geographic diversification also mitigates some of the regional, climatic and cyclical risks, such as heavy monsoons or droughts. In addition, our extensive office network benefits from a de-centralized approval system, which allows each office to grow its business organically as well as leverage its customer relationships by offering distribution of insurance products and mutual funds. We service multiple products through each of our offices, which reduces operating costs and improves total sales. We believe that the challenges inherent in developing an effective office network in rural and semi-urban areas provide us with a significant first mover advantage over our competitors in these areas.

Streamlined Approval and Administrative Procedures and Effective Use of Technology

We believe that we benefit from our streamlined company-wide approval and administrative procedures that are supplemented by our employee training and integrated technology. Our local offices are responsible for appraisal, disbursement, collection and delinquency management of loans. We require simple documentation to comply with the regulatory norms and for the collateral on the vehicle or equipment purchased. Typically, we disburse loan funds within two business days from receiving the complete loan application. Each of our security agreements contains alternate dispute resolution provisions for arbitration, re-possession and sale of assets that secure defaulting loans. We also require that the customer provides a guarantor as part of a reference check prior to disbursing the funds, a process which we believe acts as a social enforcement mechanism for timely repayment by customers.

We believe that our de-centralized streamlined origination process is successful because of our employee training and integrated technology. We train our employees to use soft skills and offer customised financial products based on the credit requirements and credit history of customers. Moreover, we are able to regularly monitor origination, disbursement and collection with our integrated technology. In addition, hand-held GPRS devices used by our employees provide us with installment collection, customer and certain risk management information in a prompt manner, thus enabling better monitoring. The recording of data in this manner enables us to provide intimation by SMS to customers in a prompt manner at every stage of the transaction and we believe, it also allows us to handle customer queries more efficiently.

History of strong customer and dealer relationships

We believe that we benefit from strong relationships with our customers, forged from long-term in-person customer contact, the reach of our office network, local knowledge and our continued association with automotive, farm equipment and car dealers. As part of our customer-centric approach, we recruit employees locally to increase our familiarity with the local customers and area. We believe that this personal contact, which includes visits by our employees to a customer's home or business to collect installment payments, increases the likelihood of repayment, encourages repeat business, establishes personal relationships and helps builds our reputation for excellent customer service. We also believe that our Company's close relationships with dealers help us develop and maintain strong customer relationships.

Brand recall and synergies with the Mahindra group

M&M, our Promoter and the flagship company of the Mahindra group has been selling automotive and farm equipment in semi-urban and rural markets for over 6 decades. The Mahindra group is one of the largest business conglomerates in India and has a strong presence in utility vehicles, tractors, information technology, financial services, aerospace, real estate, hospitality and logistics sectors. We believe that our relationship with the Mahindra group provides brand recall and we will continue to derive significant marketing and operational benefits.

Access to cost-effective funding

We believe that we are able to access cost-effective debt financing due to our strong brand equity, stable credit history, superior credit ratings and conservative risk management policies. Historically, we have secured cost-effective funding from a variety of sources. Our Company maintains borrowing relationships with several banks, mutual funds and insurance companies. We adhere to write-off and provisioning standards that are stricter than norms prescribed by RBI. Our long-term and subordinated debt is presently rated IND AAA, BWR AAA, CARE AAA and CRISIL AA+ by India Ratings & Research Private Limited, Brickwork Ratings India Private Limited, CARE Ratings Limited (Formerly Known as Credit Analysis & Research Limited) and CRISIL respectively. India Ratings & Research Private Limited and CRISIL has rated our short-term debt as Ind A1+ and A1+ respectively, which is the highest rating for short-term debt instruments, and CRISIL has rated our fixed deposit programas FAAA. For the Fiscal 2017 and Fiscal 2016, our average annualized interest cost of borrowed funds was 8.8% and 9.4%, respectively.

Experienced management team

We have an experienced management team, which is supported by a capable and motivated pool of employees. Our senior managers have diverse experience in various financial services and functions related to our business. Our senior managers have an in-depth understanding of the specific industry, products and geographic regions they cover, which enables them to appropriately support and provide guidance to our employees. We also have an in-house experienced legal team consisting of qualified professionals, well-equipped to handle all our legal requirements ranging from loan and security documentation to recovery, repossession, security enforcement and related litigation, if any. In addition, our management has a track record of entering and growing new lines of business, such as insurance broking and housing finance. Our Board, including the independent directors, also has extensive experience in the financial services and banking industries in India.

Our Strategies

Our business strategy is designed to capitalize on our competitive strengths to become the preferred provider of financing services to customers in the rural and semi-urban areas of India. Our key strategic priorities are as follows:

Focus on the rural and semi-urban markets to grow our market share

We plan to continue to expand our office network and increase the market share of our existing products and services in the rural and semi-urban markets of India. We intend to grow our market share by expanding our customer base and strengthening our relationships with dealers. We have grown our office network to 1182 offices as of March 31, 2017 from 657 offices as of March 31, 2013. In opening each office site, we analyze the local market and proximity to target customers. We believe our customers appreciate this convenience and that well-placed office sites allow us to attract new customers. In addition to our branch and region-based organisational structure, we have also formed a separate vertical for each of our key products, which works with our employees across offices to customize our products based on customers feed-back.

We also seek to expand our dealer relationships by strengthening our presence at dealers and by continuing to engage dealers beyond M&M for customer relationships. We believe that this strategy will increase our customer base and revenues and mitigate risks associated with deriving a substantial percentage of our vehicle financing revenues from purchasers of M&M vehicles. In order to enhance our dealer relationships, we also provide trade funding to assist with the working capital requirements of these dealers. We believe that we are in a position to leverage our existing distribution infrastructure to increase our penetration in markets where we already have a presence.

Focus on effective use of technology

As we continue to expand our geographic reach and scale of operations, we intend to further develop and integrate our technology to support our growth and improve the quality of our services. We intend to increase the number of offices connected to the centralized data centre in Mumbai. We also intend to expand our use of hand-held GPRS devices, which collect data used to monitor our operations and risk exposure. We have also rolled out an advanced version of the GPRS devices, which functions as a "mobile office" and is equipped with portable camera, scanning, voice recording and biometric features that allows our employees to originate loans, issue receipts and conduct know-your-customer checks at a customer's home or business location. We believe that as we develop and integrate such programs into our business, we can further capitalize on the reach of our offices and increase our market share. Our use of technology will also allow us to continue providing streamlined approval and documentation procedures and reduce incidence of error.

Further, our continued focus on the effective use of technology is aimed at allowing employees across our office network to collect and feed data to a centralized management system, providing our senior management with prompt operational data and assisting with treasury management. We believe that the accurate and timely collection of such data gives us the ability to operate our business in a centralized manner and develop better credit procedures and risk management

Diversify product portfolio

We also intend to further improve the diversity of our product portfolio to cater to the various financial needs of our customers and increase the share of income derived from sale of financial products. We intend to improve the diversity of our product portfolio both within our vehicle financing business as well as through the introduction and growth of other financial products. We intend to grow the share of our disbursements to pre-owned vehicles and light and heavy commercial vehicles to capture market share in what we believe is a growth area and improve the diversity of our loan exposure. We also intend to leverage our relationships—including with Maruti and its 'True Value' brand of pre-owned vehicles and M&M and its 'First Choice' brand of pre-owned vehicles—and our existing office network to diversify and expand our product portfolio.

Beyond our vehicle financing business, we intend to leverage our brand and office network, develop complementary business lines and become the preferred provider of financial products in rural and semi-urban markets—a one-stop shop for customers' financial needs. We have also launched a direct marketing initiative to target our existing and former customers to cater to all their financing requirements, thus generating new business and diversifying our loan portfolio. We expect that complementary business lines will allow us to offer new products to existing customers while attracting new customers as well. To this end, we hope to grow our housing finance, personal loans, gold loans and SME financing and increase distribution of mutual funds and insurance products. We will continue to focus on growing our rural housing portfolio through our subsidiary MRHFL, which in partnership with the National Housing Bank, we believe is in a unique position to cater to a large and untapped customer base.

Continue to attract and retain talented employees

As part of our business strategy, we are focused on attracting and retaining high quality talent. We recognize that the success of our business depends on our employees, particularly as we continue to expand our operations. We have successfully recruited and retained talented employees from a variety of backgrounds, including credit evaluation, risk management, treasury, technology and marketing. We will continue to attract talented employees through our retention initiatives and recruitment from local graduate colleges. Our retention initiatives include job rotation, secondments, quarterly reviews, incentive-based compensation, employee recognition programs, an employee stock option plan, training at our training facility and on-the-job training. We invest a significant amount of time and resources for training our employees, which we believe fosters mutual trust, improves the quality of our customer service and puts further emphasis on our continued retention.

Our Operations – Lending policy

Initial Evaluation

Once we identify a customer and complete his application, a field executive obtains information from the customer, including proof of identification and residence, background, potential of servicing the loan, other outstanding loans, loan type sought and the proposed use of the vehicle being financed. We also require that the customer provide a guarantor, typically another vehicle owner and preferably an existing or former customer of ours.

For a customer seeking to finance a pre-owned vehicle, our field executive prepares a vehicle inspection and evaluation report to determine the registration details, condition and market value of the vehicle. The field executive also prepares a field investigation report, which includes details of various movable and immovable properties of the applicant and guarantor. For an existing customer, the field executive also evaluates the customer's track record of payments.

The field executive then recommends whether the loan should be approved based on our prescribed guidelines and forwards a recommendation to the office manager for disbursement.

Approval Process

Our office managers evaluate proposals received from field executives. Office managers primarily evaluate a customer's ability to repay, which includes permanency of residence, record of past repayment, income from other sources, entrepreneurial attitude, physical verification and operational viability of the proposed business, if applicable. To minimize the time required for approvals, we conduct know-your-customer procedures as required by the RBI in-house, use decentralized approval authority and standardized documentation and procedures across our offices. We typically approve loans within two days of receiving a complete application together with relevant supporting documents.

For the trade advances that we provide to authorized dealers, particularly for utility vehicles, tractors and cars, we also undertake background checks with the vehicle manufacturer, credit history, business volumes and seasonality. Our head office sets and communicates limits on trade advances for dealers.

For SME financing, there are four teams involved which include relationship, credit, risk and compliance. The relationship team collects the credit login information based on which it will visit the customer and does the assessment. The customer requirement is fulfilled with products defined in the credit policy. After the customer accepts the product structure, the proposal is provided to the approval authority as defined in the credit policy. Thereafter, the compliance team takes care of the execution of conditions of approval and the disbursement of the loan. The disbursement is conducted by the accounts team. All the activities, from login, approval, compliance and disbursement, are taken care of from our single software system. The credit policy and products are designed, taking into consideration the customer segments and industry segment.

Disbursement

After confirming completion of the initial evaluation and approval process, our disbursing officers meet the customers to execute the loan documentation, ensuring that we gain security over the collateral. The disbursing officer verifies the know-your-customer checklist with the customer and verifies the completed checklist with information in our file. The disbursing officer explains the contents of the loan documents and based on customer's request, provides copies of the executed loan documents to the customer. In certain cases, we also require the customer to submit post-dated cheques typically covering the first 12 instalments prior to any loan disbursement. Options such as direct debit and Automated Clearing House (ACH) are provided to our customers to facilitate ease in repayment. For pre-owned vehicles, we also require endorsement of the registration certificate and the insurance policy. We aim to appraise customers and complete disbursement within the shortest amount of time while adhering to our internal standards and regulatory requirements.

Loan Administration and Monitoring

At the outset of loan disbursement, we give our customers an option to pay using one of five methods—cash, cheque, demand drafts, ECS or ACH —at a frequency that is fixed after determining the customer's expected cash flow. Our field executives visit customers to collect installments as they become due. We track loan repayment schedules on a monthly basis through our central MIS department, which monitors installments due and loan defaults. We ensure that all customer accounts are reviewed by an office manager at regular intervals, with customers who have larger exposures or missed payments reviewed more frequently.

Collection and Recovery

Our field executives are responsible for collecting installments, with each field executive typically having responsibility for specified number of borrowers, depending on the volume of loan disbursements in the area. We consider opening a new office to handle additional customers in the region in an effort to ensure that each office can closely monitor its risks and collections.

We believe that our loan recovery procedure is well-suited to rural and semi-urban markets. The entire collection process is administered in-house. If a customer misses installment payments, our field executives identify the reasons for default and initiate action pursuant to our internal guidelines.

In the event of default under a loan agreement, we may initiate the process for re-possessing collateral. We typically use external agencies to re-possess collateral. Where appropriate, our loan asset re-construction department coordinates with our legal team and external lawyers to initiate and monitor legal proceedings.

Key Operational and Financial Parameters (on Consolidated basis)

(Rs. In Lakhs)

Parameters	**FY 2016-17**	**FY 2015-16**	**FY 2014-15**
For Financial Entities			
Networth	696015.55	646939.78	594271.69
Total Debt	4081105.01	3404369.39	2923169.82
of which – Non Current Maturities of Long Term Borrowing	2498492.31	2034120.59	1686524.66
- Short Term Borrowing	721762.80	521753.18	525861.91
- Current Maturities of Long Term Borrowing	860849.90	848495.62	710783.25
Net Fixed Assets	13453.06	12907.14	11917.57
Non Current Assets	2984321.75	2425024.87	2116526.16
Cash and Cash Equivalents	60387.54	60593.65	49018.36
Current Investments	59239.85	54670.33	9449.80
Current Assets	2223254.95	1947488.38	1676402.13
Current Liabilities	276798.98	193256.10	156988.00
Assets Under Management	5419688.27	4636063.20	4031364.00
Off Balance Sheet Assets	79031.12	135378.84	180349.97
Interest Income	655028.88	593902.58	539440.61
Interest Expense	316075.05	284204.58	261899.78
Provisioning & Write-offs	138955.10	109819.07	84912.26
PAT	51163.67	77229.36	91290.54
Gross NPA (%)*	9.0%	8.0%	5.9%
Net NPA (%)*	3.6%	3.2%	2.4%
Tier I Capital Adequacy Ratio (%)*	12.8%	14.6%	15.5%
Tier II Capital Adequacy Ratio (%)*	4.4%	2.7%	2.8%

**All ratios on Standalone basis*

Gross Debt: Equity Ratio of the Company as of 30th June, 2017:

Before the issue of Debt Securities	5.40:1
After the issue of Debt Securities	Will be submitted after each issue with addendum

c. A Brief History of our Company:

i. Capital Structure of the Company as on 30th June. 2017**:**

SHARE CAPITAL	AMOUNT (Rs. In Lakhs)
Authorised :	
70,00,00,000 Equity shares of Rs.2/- each	14000.00
50,00,000 Redeemable Preference shares of Rs.100/- each	5000.00
Issued Share capital :	
56,87,64,960 Equity shares of Rs.2/- each	11375.30
Subscribed and Paid-up :	
56,87,64,960 Equity shares of Rs.2/- each fully paid up	11375.30
Less : Shares issued to ESOP Trust but not allotted by it to employees	74.00
(36,99,891shares issued to ESOS Trust)	
TOTAL	**11301.30**

ii. Changes in Capital Structure as on 30th June, 2017 for last five years:

Date of Change (AGM / EGM)	Rs	Particulars
3rd January, 2011(Postal Ballot)	190,00,00,000	Increased from Rs 160,00,00,000 divided into 11,00,00,000 Equity Shares of Rs 10 each and 50,00,000 Redeemable Preference Shares of Rs 100 each to Rs 190,00,00,000 divided into 14,00,00,000 Equity Shares of Rs 10 each and 50,00,000 Redeemable Preference Shares of Rs 100 each by a Special Resolution passed by the shareholders on 3rd January, 2011 by way of postal ballot.
5th February, 2013 (Postal Ballot)	190,00,00,000	Upon Subdivision, re-organised the Authorized Capital from 14,00,00,000 Equity Shares of Rs. 10 each and 50,00,000 Redeemable Preference Shares of Rs 100 each to 70,00,00,000 Equity Share of Rs. 2 each and 50,00,000 Redeemable Preference Shares of Rs 100 each.

iii. Equity Share capital history of our Company as on 30th June, 2017

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration	Nature of allotment	Cumulative		
						No. of Equity Shares	Equity Share Capital (Rs.)	Equity Share Premium (Rs.)*
7-Jan-91	7	10	10	Cash	Subscribers to the Memorandum	7	70	0
31-Dec-91	342,700	10	10	Cash	Allotment of shares through Rights Issue	342,707	3427070	0
30-Mar-92	652,293	10	10	Cash	Allotment of shares through Rights Issue	995,000	9950000	0
7-Dec-93	1,990,000	10	15	Cash	Allotment of shares through Rights Issue	2,985,000	29850000	9950000
1-Nov-94	995,000	10	30	Cash	Allotment of shares through Rights Issue	3,980,000	39800000	29850000
31-Jul-95	3,980,000	10	30	Cash	Allotment of shares through Rights Issue	7,960,000	79600000	109450000
29-Aug-96	1,990,000	10	-	Bonus	Further allotment of shares	9,950,000	99500000	89550000
27-Mar-97	9,950,000	10	20	Cash	Allotment of shares through Rights Issue	19,900,000	199000000	189050000
30-Sep-98	12,003,231	10	20	Cash	Allotment of shares through Rights Issue	31,903,231	319032310	309082310
2-Sep-99	4,618,508	10	22	Cash	Allotment of shares through Rights Issue	36,521,739	365217390	364504406
30-Sep-99	4,604,144	10	22	Cash	Allotment of shares through Rights Issue	41,125,883	411258830	419754134
2-Dec-99	19,497,420	10	22	Cash	Allotment of shares through Rights Issue	60,623,303	606233030	653723174

30-Mar-05	9,532,777	10	50	Cash	Allotment of shares through Rights Issue	70,156,080	701560800	1035034254
6-Dec-05	2,686,550	10	51	Cash	Allotment of shares to the ESOS Trust	72,842,630	728426300	1145182804
5-Jan-06	3,157,895	10	190	Cash	Allotment of shares to Copa Cabana	76,000,525	760005250	1713603904
9-Mar-06	10,000,000	10	200	Cash	Allotment of shares under Public Issue	86,000,525	860005250	3613603904
28-Feb-08	10,900,000	10	380	Cash	Allotment of shares to TPG Axon (Mauritius) II Ltd & Standard Chartered Private Equity (Mauritius) Ltd.	96,900,525	969005250	7646603904
3-Feb-11	969,005	10	10	Cash	Allotment of shares to the ESOS Trust under the newly approved ESOP scheme 2010	97,869,530	978695300	7646603904
22-Feb-11	6,133,205	10	695	Cash	Allotment of shares to Qualified Institutional Buyers (QIBs) under the Qualified Institutional Placement (QIP).	104,002,735	1040027350	11847849329
16-Nov-12	97,50,257	10	889	Cash	Allotment of Shares to Qualified Institutional Buyers under the Qualified Institutions Placement	1,137,529,920	11375299200	20418325232

*****Equity Share Premium not adjusted for issue expenses.

iv. Details of any Acquisition or Amalgamation in the last 1 year:

N. A.

v. Details of any Reorganization or Reconstruction in the last 1 year:-

Type of Event	Date of Announcement	Date of Completion	Details
	NA		

d. Details of the shareholding of the Company as on 30th June, 2017:

i. Shareholding pattern of the Company as on **30th June, 2017**:

Sr No	Particulars	Total No of Equity Shares	No of shares in demat form	Total Shareholding as % of total no of equity shares
1	PROMOTERS	291,207,660	291,207,660	51.20%
2	PROMOTER GROUP	3,699,891	3,699,891	0.65%
3	FOREIGN INSTITUTIONAL INVESTORS	5,296,390	5,296,390	0.93%
4	MUTUAL FUNDS	50,542,934	50,542,934	8.89%
5	RESIDENT INDIVIDUALS	18,127,673	18,127,673	3.19%
6	BODIES CORPORATES	14,875,985	14,875,985	2.62%
7	INDIAN FINANCIAL INSTITUTIONS	6,295,331	6,295,331	1.11%
8	VENTURE CAPITAL FUND	1,855,000	1,855,000	0.33%
9	NON RESIDENT INDIANS	1,144,234	1,144,234	0.20%
10	CLEARING MEMBERS	2,319,975	2,319,975	0.41%
11	BANKS	832,408	832,408	0.15%
12	TRUSTS	803,162	803,162	0.14%
13	FOREIGN PORTFOLIO INVESTORS	167,974,931	167,974,931	29.53%
14	DIRECTORS	1,442,615	1,442,615	0.25%
15	EMPLOYEES	1,286,154	1,286,154	0.22%
16	HUF	1,044,528	1,044,528	0.18%
17	NBFC	16,089	16,089	0.00%
	TOTAL	568,764,960	568,764,960	100.00%

ii. List of top 10 holders of equity shares of the Company as on 30th June, 2017:

Sr No	Name of the Shareholders	Total No of Equity Shares	No of shares in demat form	Total Shareholding as % of total no of equity shares
1	MAHINDRA & MAHINDRA LIMITED	291207660	291207660	51.20%
2	ARANDA INVESTMENTS (MAURITIUS) PTE LTD	14159390	14159390	2.49%
3	FRANKLIN TEMPLETON INVESTMENT FUNDS	13568444	13568444	2.39%
4	VALIANT MAURITIUS PARTNERS OFFSHORE LIMITED	7182179	7182179	1.26%
5	BLACKROCK GLOBAL FUNDS ASIAN DRAGON FUND	6706050	6706050	1.18%
6	LIFE INSURANCE CORPORATION OF INDIA	6001482	6001482	1.06%
7	MERRILL LYNCH MARKETS SINGAPORE PTE. LTD	5883905	5883905	1.03%
8	SBI BLUE CHIP FUND	5860748	5860748	1.03%
9	AMANSA HOLDINGS PRIVATE LIMITED	5600080	5600080	0.98%
10	BANK MUSCAT INDIA FUND	5380135	5380135	0.95%

e. Details Regarding the directors of the Company:

i. Details of the current directors of the Company as on 30th June, 2017*

Name, Designation and DIN	**Age**	**Address**	**Director of the Company since**	**Details of other Directorship#**
Mr. Dhananjay Mungale Chairman & Independent Director DIN no. 00007563	64	10-A, Ameya Apartment, Off Kashinath Dhuru Road, Near Kirti College, Prabhadevi, Mumbai – 400 028.	01/03/1999	
Mr. M. G. Bhide Independent Director DIN no. 00001826	78	A/5, Bageshree, Shankar Ghanekar Marg, Prabhadevi, Mumbai – 400 025.	24/10/2000	
Mr. Piyush Mankad Independent Director DIN no. 00005001	75	P/161, ATS Village, Sector 93A, Expressway, Noida, 201 301, Uttar Pradesh, India.	21/02/2005	

Mrs. Rama Bijapurkar Independent Director DIN no. 00001835	60	8,C-D, Mona Apartments,46F Bhulabhai Desai Road, Mumkai MUMBAI 400026.	14/06/2008	
Mr. V. S. Parthasarathy Director DIN no. 00125299	54	501- 502, Mayfair Bliss, Lena Cottage Co.Op.Hsg.Soc.Ltd, 7th Road, Khar (West), Mumbai – 400 052.	24/07/2014	
Mr. Chandrashekhar Bhaskar Bhave Independent Director DIN no. 00059856	66	64, Tower 4, Pebble Bay, 1st Main, RMV Stage 2, Bengaluru – 560 094.	03/02/2015	
Mr. Ramesh Iyer Vice-Chairman & Managing Director DIN no. 00220759	59	A- 801/802, Oberoi Gardens, Western Express Highway, Kandivli (East), Mumbai – 400 101.	30/04/2001	
Mr. V. Ravi Executive Director & Chief Financial Officer DIN No. : 00307328	58	A/4, New Samrat, Andheri Kurla Road, Plot No. 52 D, Andheri (East), Mumbai – 400 069.	25/07/2015	
Dr. Anish Shah Additioanl Director DIN No. : 02719429	48	2/21 Beach Queen 35/3 Azad road, Juhu Mumbai – 400 049.	18/03/2016	

* There is No director whose name is currently appearing in the RBI defaulter list and/or ECGC default list.

 # Details of other Directorships as on 30th June 2017

Sr. No.	Name	Other Companies in which director is interested
1.	Mr. Dhananjay Mungale	1. I-Nestor Advisors Private Ltd; 2. Mentor Technologies Private Limited ; 3. LICHFL Trustee Company Private Limited; 4. Chowgule Steamships Limited 5. NOCIL Limited; 6. Tamilnadu Petroproducts Limited; 7. Lavgan Dockyard Private Limited; 8. Kalpataru Limited; 9. Samson Maritime Limited; 10. Mahindra CIE Automotive Limited; and 11. J P Morgan Securities India Private Limited

2.	Mr. M.G. Bhide	1. Mahindra Agri Solutions Limited; 2. J. P. Morgan Securities India Private Limited; 3. Talwalkars Better Value Fitness Limited.; and 4. Mahindra Trustee Company Private Limited
3.	Mr. Piyush Mankad	1. DSP BlackRock Investment Managers Private Limited; 2. Heidelberg Cement India Limited; 3. Noida Toll Bridge Company Limited; 4. Hindustan Media Ventures Limited; 5. DSP Blackrock Pension Fund Managers Pvt. Ltd.
4.	Mr. V. S. Parthasarathy	1. Mahindra Aerospace Private Limited; 2. Mahindra eMarket Limited 3. Mahindra Electric Mobility Limited; 4. Mahindra Defence Systems Limited; 5. Mahindra USA Inc.; 6. CIE Automotive, S.A.; 7. Mahindra Holidays & Resorts India Limited; 8. New Democratic Electoral Trust; 9. Mahindra Two Wheelers Limited 10. Tech Mahindra Limited; 11. Mahindra Yueda (Yancheng) Tractor Company Limited 12. Mahindra Tractor Assembly Inc. and 13. Peugeot Motocycles 14. Bombay Chamber of Commerce and Industry 15. Mahindra Automotive North America Inc.
5.	Mrs. Rama Bijapurkar	1. ICICI Prudential Life Insurance Company Ltd.; 2. People Research on India's Consumer Economy; 3. RBL Bank Limited (The Ratnakar Bank Limited); 4. National Payments Corporation of India; 5. Redington Gulf FZE 6. Emami Limited 7. Ambit Private Limited 8. Nestle India Limited
6.	Mr. Chandrashekhar B. Bhave	1. Indian Institute for Human Settlements 2. Avenue Supermarts Limited and 3. Vistaar Financial Services Private Limited
7.	Mr. Ramesh Iyer	1. Mahindra Insurance Brokers Limited; 2. Mahindra First Choice Wheels Limited.; 3. NBS International Limited; 4. Mahindra Rural Housing Finance Limited; 5. Mahindra First Choice Services Limited; 6. Mahindra Finance USA LLC;

		7. Finance Industry Development Council.
8.	Mr. V. Ravi	1. Mahindra Insurance Brokers Limited; 2. Mahindra Rural Housing Finance Limited; 3. Mahindra Solar One Private Limited 4. Mahindra Finance USA LLC and 5. Mahindra Asset Management Company Private Limited
9.	Dr. Anish Shah	1. Mahindra Trucks and Buses Limited; 2. Mahindra Lifespace Developers Limited; 3. Orizonte Business Solutions Limited 4. Mahindra Ecole Centrale; 5. Indian National Committee, United World College; and 6. Confederation of Indian Industry 7. PF Holdings B.V.

ii. Details of change in directors since last three years:-

Name, Designation and DIN	**Date of Appointment / Resignation**	**Director of the Company since (in case of resignation)**	**Remarks**
Mr. C. B. Bhave	3rd February, 2015	N.A.	Appointed as an Independent Director
Mr. Uday Y. Phadke	24th July, 2015	27th May, 1999	Ceased to be Director
Mr. V. Ravi	25th July, 2015	N.A	Appointed as Director at the Board Meeting held on 24th July,2015
Dr. Anish Shah	18th March, 2016	N.A	Appointed as Non-Executive Director at Board Meeting held on 18th March, 2016

f. Details regarding the auditors of the Company:

i. Details of the auditor of the Company

Name	Address	Auditor since
BSR Co. and LLP, Chartered Accountants	5th Floor,Lodha Excelus,Apollo Mills Compound,N.M Joshi Marg, Mahalaxmi, Mumbai – 400 011	Appointed wef 24th July, 2017

ii. Details of change in auditor since last three years:

Name	Address	Date of Appointment / Resignation	Auditor of the Company since (in case of resignation)	Remarks
B.K. Khare & Co.Chartered Accountants	706 / 708, Sharda Chambers, Mumbai 4000020	24th July, 2017		Retired by Rotation

g. Details of borrowings of the Company, as on 30th June, 2017:

i. Details of Secured Loan Facilities as on **30th June, 2017**:

Lender's Name	Type of Facility	Amt Sanctiond (Rs. In Crs)	Principal Amt outstanding (Rs. In Crs)	Repayment Date / Schedule	Security
Central Bank Of India	Term Loan	500	150	20-Sep-17	Receivable and Book Debts
Central Bank Of India	Term Loan		200	20-Mar-18	Receivable and Book Debts
Vijaya Bank	Term Loan	250	250	2-Aug-17	Receivable and Book Debts
UCO Bank	Term Loan	100	33.33	2-Aug-17	Receivable and Book Debts
UCO Bank	Term Loan		33.34	2-Aug-18	Receivable and Book Debts
Union Bank Of India	Term Loan	300	60	13-Aug-17	Receivable and Book Debts
Union Bank Of India	Term Loan	500	100	30-Sep-17	Receivable and Book Debts
Allahabad Bank	Term Loan	300	100	27-Dec-17	Receivable and Book Debts
Allahabad Bank	Term Loan		100	27-Dec-18	Receivable and Book Debts
Oriental Bank Of Commerce	Term Loan	200	50	27-Dec-17	Receivable and Book Debts
Oriental Bank Of Commerce	Term Loan		50	27-Jun-18	Receivable and Book Debts
Oriental Bank Of Commerce	Term Loan		50	27-Dec-18	Receivable and Book Debts
Syndicate Bank	Term Loan	500	150	30-Dec-17	Receivable and Book Debts
Syndicate Bank	Term Loan		200	30-Dec-18	Receivable and Book Debts

Indian Bank	Term Loan	200	50	27-Sep-17	Receivable and Book Debts
Indian Bank	Term Loan		50	27-Dec-17	Receivable and Book Debts
Indian Bank	Term Loan		50	27-Mar-18	Receivable and Book Debts
Bank Of Baroda	Term Loan	300	100	28-Mar-18	Receivable and Book Debts
Bank Of Baroda	Term Loan		100	28-Mar-19	Receivable and Book Debts
Dena Bank	Term Loan	200	66.66	26-Sep-17	Receivable and Book Debts
Dena Bank	Term Loan		66.67	26-Mar-18	Receivable and Book Debts
Dena Bank	Term Loan		66.67	26-Sep-18	Receivable and Book Debts
HDFC Bank Ltd	Term Loan	250	7.14	30-Sep-17	Receivable and Book Debts
HDFC Bank Ltd	Term Loan		7.14	30-Dec-17	Receivable and Book Debts
HDFC Bank Ltd	Term Loan		7.14	30-Mar-18	Receivable and Book Debts
HDFC Bank Ltd	Term Loan		7.14	30-Jun-18	Receivable and Book Debts
HDFC Bank Ltd	Term Loan		7.15	30-Sep-18	Receivable and Book Debts
Punjab National Bank	Term Loan	500	12.50	31-Aug-17	Receivable and Book Debts
HDFC Bank	Term Loan	275	19.64	18-Sep-17	Receivable and Book Debts
HDFC Bank	Term Loan		19.64	18-Dec-17	Receivable and Book Debts
HDFC Bank	Term Loan		19.64	18-Mar-18	Receivable and Book Debts
HDFC Bank	Term Loan		19.64	18-Jun-18	Receivable and Book Debts
HDFC Bank	Term Loan		19.64	18-Sep-18	Receivable and Book Debts
HDFC Bank	Term Loan		19.64	18-Dec-18	Receivable and Book Debts
HDFC Bank	Term Loan		19.64	18-Mar-19	Receivable and Book Debts
HDFC Bank	Term Loan		19.64	18-Jun-19	Receivable and Book Debts
HDFC Bank	Term Loan		19.64	18-Sep-19	Receivable and Book Debts
HDFC Bank	Term Loan		19.67	18-Dec-19	Receivable and Book Debts
Union Bank of India	Term Loan	500	150.00	31-Dec-18	Receivable and Book Debts
Union Bank of India	Term Loan		150.00	31-Dec-19	Receivable and Book Debts
Union Bank of India	Term Loan		200.00	31-Dec-20	Receivable and Book Debts
Bank of Maharashtra	Term Loan	500	166.66	31-Dec-18	Receivable and Book Debts
Bank of Maharashtra	Term Loan		166.67	31-Dec-19	Receivable and Book Debts
Bank of Maharashtra	Term Loan		166.67	31-Dec-20	Receivable and Book Debts
Central Bank of India	Term Loan	250	75.00	31-Dec-18	Receivable and Book Debts
Central Bank of India	Term Loan		75.00	31-Dec-19	Receivable and Book Debts
ICICI Bank	Term Loan	300	80.00	29-Dec-17	Receivable and Book Debts
ICICI Bank	Term Loan		220.00	29-Dec-18	Receivable and Book Debts
ICICI Bank	FCNR	200	100.00	19-Dec-17	Receivable and Book Debts
ICICI Bank	FCNR		100.00	04-Jan-18	Receivable and Book Debts
Kotak Mahindra Bank	FCNR	320	84.375	01-Feb-18	Receivable and Book Debts
State Bank of India	Term Loan	500	125.00	28-Aug-19	Receivable and Book Debts
State Bank of India	Term Loan		125.00	29-Feb-20	Receivable and Book Debts
State Bank of India	Term Loan		125.00	29-Aug-20	Receivable and Book Debts
State Bank of India	Term Loan		125.00	28-Feb-21	Receivable and Book Debts
HDFC Bank	Term Loan	350	25.00	29-Aug-17	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	29-Nov-17	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	28-Feb-18	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	29-May-18	Receivable and Book Debts

HDFC Bank	Term Loan		25.00	29-Aug-18	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	29-Nov-18	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	28-Feb-19	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	29-May-19	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	29-Aug-19	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	29-Nov-19	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	29-Feb-20	Receivable and Book Debts
Punjab National Bank	Term Loan	400	33.33	30-Nov-17	Receivable and Book Debts
Punjab National Bank	Term Loan		33.33	28-Feb-18	Receivable and Book Debts
Punjab National Bank	Term Loan		33.33	31-May-18	Receivable and Book Debts
Punjab National Bank	Term Loan		33.33	31-Aug-18	Receivable and Book Debts
Punjab National Bank	Term Loan		33.34	30-Nov-18	Receivable and Book Debts
Punjab National Bank	Term Loan		33.34	28-Feb-19	Receivable and Book Debts
ICICI Bank	FCNR	250	250	29-Jun-18	Receivable and Book Debts
HDFC Bank	Term Loan	**100**	7.14	30-Sep-17	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Dec-17	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Mar-18	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Jun-18	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Sep-18	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Dec-18	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Mar-19	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Jun-19	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Sep-19	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Dec-19	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Mar-20	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Jun-20	Receivable and Book Debts
HDFC Bank	Term Loan		7.18	30-Sep-20	Receivable and Book Debts
ICICI Bank	FCNR	250	250	27-Nov-18	Receivable and Book Debts
Axis Bank	Term Loan	250	250	31-Dec-18	Receivable and Book Debts
HDFC Bank	Term Loan	100	7.14	30-Sep-17	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	31-Dec-17	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	31-Mar-18	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Jun-18	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Sep-18	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	31-Dec-18	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	31-Mar-19	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Jun-19	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Sep-19	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	31-Dec-19	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	31-Mar-20	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Jun-20	Receivable and Book Debts
HDFC Bank	Term Loan		7.14	30-Sep-20	Receivable and Book Debts
HDFC Bank	Term Loan		7.18	31-Dec-20	Receivable and Book Debts
Axis Bank	Term Loan	250	250	09-Mar-19	Receivable and Book Debts
HDFC Bank	Term Loan	350	25.00	27-Dec-17	Receivable and Book Debts

HDFC Bank	Term Loan		25.00	27-Mar-18	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Jun-18	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Sep-18	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Dec-18	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Mar-19	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Jun-19	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Sep-19	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Dec-19	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Mar-20	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Jun-20	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Sep-20	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Dec-20	Receivable and Book Debts
HDFC Bank	Term Loan		25.00	27-Mar-21	Receivable and Book Debts
HDFC Bank	Term Loan	50	3.57	30-Dec-17	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Mar-18	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Jun-18	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Sep-18	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Dec-18	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Mar-19	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Jun-19	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Sep-19	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Dec-19	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Mar-20	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Jun-20	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Sep-20	Receivable and Book Debts
HDFC Bank	Term Loan		3.57	30-Dec-20	Receivable and Book Debts
HDFC Bank	Term Loan		3.59	30-Mar-21	Receivable and Book Debts
Bank of India	Term Loan	500	200.00	30-Sep-19	Receivable and Book Debts
Bank of India	Term Loan		50.00	30-Sep-19	Receivable and Book Debts
Bank of India	Term Loan		250.00	30-Mar-20	Receivable and Book Debts
Kotak Mahindra Bank	Term Loan	150	140.00	31-Mar-20	Receivable and Book Debts
Canara Bank	Term Loan	500	125.00	30-Sep-18	Receivable and Book Debts
Canara Bank	Term Loan		85.00	30-Mar-19	Receivable and Book Debts
Dena Bank	Term Loan	500	100.00	27-Mar-20	Receivable and Book Debts
Dena Bank	Term Loan		50.00	27-Mar-20	Receivable and Book Debts
Union Bank of India	Term Loan	500	150.00	12-Jun-20	Receivable and Book Debts
Union Bank of India	Term Loan		100.00	12-Jun-21	Receivable and Book Debts
ICICI Bank	WCDL		50.00	31-Jul-17	Receivable and Book Debts
State Bank of India	WCDL		115.00	1-Jul-17	Receivable and Book Debts
Federal Bank	WCDL		50.00	15-Jul-17	Receivable and Book Debts
		Total	**8088.55**		

ii. Details of Unsecured Loan Facilities as on 30th June , 2017:

Lender's Name	Type of Facility	Amt Sanctioned (Rs. In Crs)	Principal Amt outstanding (Rs. In Crs)	Repayment Date / Schedule

iii. Details of NCDs as on 30th June, 2017:

Private Issue of NCDs as on 30th June, 2017

Debenture Series	Tenor /Period of Maturity	Coupon	Amount (Rs. In Lakhs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured / Unsecured	Security *
KKK	10 years	10.50%	2500	26-Jul-07	26-Jul-17	CRISIL & INDIA Ratings	Unsecured	
PPP	10 years	11.75%	980	17-Oct-08	17-Oct-18	CRISIL & INDIA Ratings	Unsecured	
QQQ	10 years	9.85%	2500	10-Nov-09	11-Nov-19	BRICKWORK & INDIA Ratings	Unsecured	
RRR	10 years	9.85%	7500	20-Nov-09	20-Nov-19	BRICKWORK & INDIA Ratings	Unsecured	
SSS	10 years & 60 days	9.80%	20000	26-Nov-10	25-Jan-21	CRISIL & BRICKWORK Ratings	Unsecured	
TTT	10 years	10.05%	50	07-Dec-11	07-Dec-21	CRISIL & INDIA Ratings	Unsecured	
UUU	10 years	10.50%	10000	12-Dec-11	13-Dec-21	CRISIL & INDIA Ratings	Unsecured	
VVV	10 years	10.15%	2000	19-Jun-12	20-Jun-22	CRISIL & INDIA Ratings	Unsecured	
WWW	10 years	10.15%	500	26-Jun-12	27-Jun-22	CRISIL & INDIA Ratings	Unsecured	
XXX	10 Years	10.02%	500	19-Oct-12	19-Oct-22	CRISIL & INDIA Ratings	Unsecured	
YYY	7 Years	10.02%	4500	19-Oct-12	21-Oct-19	CRISIL & INDIA Ratings	Unsecured	
AA2013	4 years & 351 days	9.45%	700	03-Jan-13	20-Dec-17	CRISIL Rating	Secured	
AC2013	5 years & 89 days	9.3395489%	1850	11-Jan-13	10-Apr-18	CRISIL Rating	Secured	

AE2013	5 years	9.40%	2500	15-Jan-13	15-Jan-18	CRISIL Rating	Secured	
ZZZ	10 years	9.80%	4000	17-Jan-13	17-Jan-23	CRISIL & INDIA Ratings	Unsecured	
AG2013	5 years	9.25%	500	07-Feb-13	07-Feb-18	CRISIL Rating & India Ratings	Secured	
AH2013	5 years	9.40%	1000	27-Feb-13	27-Feb-18	CRISIL Rating	Secured	
AM2013	4 years & 363 days	9.25%	16500	22-Apr-13	20-Apr-18	CRISIL Rating	Secured	
AAA2013	7 years	9.70%	2000	23-Apr-13	23-Apr-20	CRISIL & India Raings	Unsecured	
BBB2013	10 years & 1 day	9.70%	8000	23-Apr-13	24-Apr-23	CRISIL & India Raings	Unsecured	
AO2013	5 years	9.25%	1500	25-Apr-13	25-Apr-18	CRISIL Rating	Secured	
CCC2013	7 years & 1 day	9.50%	5220	24-May-13	25-May-20	CRISIL & India Raings	Unsecured	
DDD2013	10 years	9.50%	4780	24-May-13	24-May-23	CRISIL & India Raings	Unsecured	
AW2013	5 years	10.25%	7500	08-Oct-13	08-Oct-18	CRISIL Rating	Secured	
AA2014	5 years	9.95%	1000	15-Jan-14	15-Jan-19	CRISIL Rating	Secured	
AB2014	5 years	9.95%	5500	16-Jan-14	16-Jan-19	CRISIL Rating	Secured	
AC2014	5 years	9.90%	500	17-Jan-14	17-Jan-19	CRISIL Rating	Secured	
AH2014	3 Years	Zero Coupon (XIRR: 9.36%)	5000	01-Aug-14	01-Aug-17	India Ratings	Secured	
AJ2014	5 Years	Zero Coupon (XIRR: 9.45%)	4000	20-Aug-14	20-Aug-19	India Ratings	Secured	
AAA2014	10 Years	9.60%	1000	28-Aug-14	28-Aug-24	India Ratings & Brickwork	Unsecured	
BBB2014	10 Years	9.60%	500	03-Sep-14	03-Sep-24	India Ratings & Brickwork	Unsecured	
AK2014	5 Years	Zero Coupon (XIRR: 9.46%)	3500	05-Sep-14	05-Sep-19	India Ratings	Secured	

AN2014	3 Years & 19 days	9.45%	3800	24-Sep-14	13-Oct-17	India Ratings	Secured	
AO2014	2 Years & 364 days	9.35%	18000	30-Sep-14	29-Sep-17	India Ratings	Secured	
AU2014	3 Years	9.05%	5000	07-Nov-14	07-Nov-17	India Ratings	Secured	
AV2014	4 Years & 363 days	9.05%	25000	10-Nov-14	08-Nov-19	India Ratings	Secured	
AW2014	5 Years	Zero Coupon (XIRR: 8.85%)	11500	12-Nov-14	12-Nov-19	India Ratings	Secured	
CCC2014	9 Years & 364 days	9.50%	10000	17-Nov-14	15-Nov-24	India Ratings & CARE Ratings	Unsecured	
AX2014	2 Years & 361 days	8.8871%	4000	20-Nov-14	16-Nov-17	India Ratings	Secured	
BA2014	5 Years	Zero Coupon (XIRR: 8.65%)	10000	04-Dec-14	04-Dec-19	India Ratings	Secured	
BB2014	9 Years & 364 days	8.95%	17500	15-Dec-14	13-Dec-24	India Ratings & CARE Ratings	Secured	
BC2014	4 Years	Zero Coupon (XIRR: 8.85%)	5000	17-Dec-14	17-Dec-18	India Ratings	Secured	
AA2015	4 Years & 361 days	Zero Coupon (XIRR: 8.92%)	17500	20-Jan-15	16-Jan-20	India Ratings	Secured	
AB2015	10 Years	8.79%	25000	23-Jan-15	23-Jan-25	India Ratings & CARE Ratings	Secured	
AAA2015	9 Years & 364 days	9.18%	10000	02-Feb-15	31-Jan-25	India Ratings & CARE Ratings	Unsecured	
AD2015	3 Years & 47 days	Zero Coupon (XIRR: 8.85%)	3260	24-Feb-15	12-Apr-18	India Ratings	Secured	
AF2015	3 Years	8.82%	2200	09-Mar-15	09-Mar-18	India Ratings	Secured	
AG2015	10 Years	8.70%	5500	10-Mar-15	10-Mar-25	India Ratings & CARE Ratings	Secured	
AH2015	3 Years & 15 days	8.7031%	2500	13-Mar-15	28-Mar-18	India Ratings	Secured	
AI2015	3 Years & 30 days	Zero Coupon (XIRR: 8.70%)	4530	17-Mar-15	16-Apr-18	India Ratings	Secured	
AJ2015	10 Years	8.72%	5000	24-Mar-15	24-Mar-25	India Ratings & CARE Ratings	Secured	

AK2015	3 Years & 10 days	Zero Coupon (XIRR: 8.70%)	4120	31-Mar-15	10-Apr-18	India Ratings	Secured	
AL2015	2 years & 362 days	Zero Coupon (XIRR: 8.70%)	4500	8-Apr-15	5-Apr-18	India Ratings	Secured	
AM2015	3 years & 29 days	Zero Coupon (XIRR: 8.70%)	2590	8-Apr-15	7-May-18	India Ratings	Secured	
AN2015	2 years & 361 days	8.7070%	7800	9-Apr-15	5-Apr-18	India Ratings	Secured	
AO2015	2 years & 360 days	8.70%	5000	10-Apr-15	5-Apr-18	India Ratings	Secured	
AP2015	3 years & 19 days	8.7019%	1600	13-Apr-15	2-May-18	India Ratings	Secured	
AQ2015	2 years & 360 days	8.7019%	7860	15-Apr-15	10-Apr-18	India Ratings	Secured	
AR2015	3 years & 3 days	8.7072%	2000	16-Apr-15	19-Apr-18	India Ratings	Secured	
AS2015	3 years & 2 days	8.6075%	2230	17-Apr-15	19-Apr-18	India Ratings	Secured	
AT2015	10 years	9.00%	50000	22-Apr-15	22-Apr-25	India Ratings & CARE Ratings	Secured	
BD2015	2 years & 56 days	Zero Coupon (XIRR: 8.80%)	3600	29-May-15	24-Jul-17	India Ratings	Secured	
BG2015	2 years & 353 days	8.7044%	2000	3-Jun-15	22-May-18	India Ratings	Secured	
BI2015	2 years & 212 days	8.6743%	1140	4-Jun-15	2-Jan-18	India Ratings	Secured	
BJ2015	3 years & 1 day	8.758%	2210	11-Jun-15	12-Jun-18	India Ratings	Secured	
BL2015	2 years & 361 days	8.757%	2000	16-Jun-15	12-Jun-18	India Ratings	Secured	
BO2015	2 years & 362 days	8.7774%	3000	22-Jun-15	19-Jun-18	India Ratings	Secured	
BP2015	10 years	9.00%	50000	24-Jun-15	24-Jun-25	India Ratings & CARE Ratings	Secured	
BBB2015	10 years	9.10%	2500	25-Jun-15	25-Jun-25	India Ratings & CARE Ratings	Unsecured	
BQ2015	7 years	8.95%	9700	29-Jun-15	29-Jun-22	India Ratings & CARE Ratings	Secured	

BR2015	9 years & 363 days	8.95%	1500	29-Jun-15	27-Jun-25	India Ratings & CARE Ratings	Secured	
BZ2015	2 years & 88 days	8.6799%	500	8-Jul-15	4-Oct-17	India Ratings	Secured	
CA2015	1 year & 364 days	8.7119%	1200	13-Jul-15	12-Jul-17	India Ratings	Secured	
CB2015	1 year & 357 days	8.7086%	2000	14-Jul-15	6-Jul-17	India Ratings	Secured	
CD2015	3 years & 10 days	8.8248%	6600	16-Jul-15	26-Jul-18	India Ratings	Secured	
CE2015	2 years & 361 days	8.8271%	2100	16-Jul-15	12-Jul-18	India Ratings	Secured	
CF2015	3 years & 31 days	8.8181%	2000	21-Jul-15	21-Aug-18	India Ratings	Secured	
CG2015	2 years & 363 days	8.8077%	3000	21-Jul-15	19-Jul-18	India Ratings	Secured	
CH2015	2 years & 335 days	8.6997%	30000	27-Jul-15	27-Jun-18	India Ratings	Secured	
CI2015	3 years & 226 days	8.782%	10000	30-Jul-15	13-Mar-19	India Ratings	Secured	
CJ2015	3 years & 17 days	8.8025%	6000	30-Jul-15	16-Aug-18	India Ratings	Secured	
CK2015	2 years	8.75%	30000	31-Jul-15	31-Jul-17	India Ratings	Secured	
CL2015	1 year & 364 days	8.75%	5000	5-Aug-15	4-Aug-17	India Ratings	Secured	
CM2015	5 years	8.80%	12500	6-Aug-15	6-Aug-20	India Ratings	Secured	
CN2015	2 years & 350 days	8.753%	800	10-Aug-15	26-Jul-18	India Ratings	Secured	
CO2015	2 years & 265 days	8.7317%	400	10-Aug-15	2-May-18	India Ratings	Secured	
CCC2015	10 years	9.00%	2500	14-Aug-15	14-Aug-25	India Ratings & CARE Ratings	Unsecured	
DDD2015	10 years	9.00%	2500	21-Aug-15	21-Aug-25	India Ratings & CARE Ratings	Unsecured	
CP2015	2 years & 359 days	8.6663%	4800	26-Aug-15	20-Aug-18	India Ratings	Secured	

CS2015	10 years	8.75%	25000	09-Oct-15	09-Oct-25	India Ratings & CARE Ratings	Secured	
CT2015	3 years & 363 days	8.61%	10000	13-Oct-15	11-Oct-19	India Ratings	Secured	
CU2015	2 years & 352 days	8.5941%	2500	14-Oct-15	01-Oct-18	India Ratings	Secured	
CV2015	2 years	8.53%	2500	20-Oct-15	20-Oct-17	India Ratings	Secured	
CW2015	1 year & 364 days	8.51%	15000	21-Oct-15	20-Oct-17	India Ratings	Secured	
CX2015	2 years	8.54%	20000	23-Oct-15	23-Oct-17	India Ratings	Secured	
EEE2015	10 years	8.90%	10000	27-Oct-15	27-Oct-25	India Ratings & CARE Ratings	Unsecured	
CY2015	5 years	8.48%	25000	30-Oct-15	30-Oct-20	India Ratings & CARE Ratings	Secured	
CZ2015	1 year & 363 days	8.48%	2500	05-Nov-15	03-Nov-17	CARE Ratings	Secured	
DA2015	2 years & 16 days	8.48%	350	05-Nov-15	21-Nov-17	CARE Ratings	Secured	
DB2015	3 years & 95 days	Zero Coupon (XIRR: 8.58%)	5000	07-Dec-15	12-Mar-19	India Ratings	Secured	
DC2015	3 years & 104 days	Zero Coupon (XIRR: 8.60%)	4000	15-Dec-15	29-Mar-19	India Ratings	Secured	
AA2016	3 years & 43 days	8.7949	1800	11-Feb-16	26-Mar-19	India Ratings	Secured	
AB2016	3 years & 100 days	8.7840	1250	11-Feb-16	22-May-19	India Ratings	Secured	
AC2016	3 years & 89 days	8.80	10000	15-Feb-16	15-May-19	India Ratings	Secured	
AD2016	3 years & 52 days	8.7927	1400	16-Feb-16	09-Apr-19	India Ratings	Secured	
AE2016	3 years & 39 days	8.8377	1400	04-Mar-16	12-Apr-19	India Ratings	Secured	
AF2016	3 years & 84 days	8.8283	1300	04-Mar-16	27-May-19	India Ratings	Secured	
AG2016	3 years	8.85	2500	08-Mar-16	08-Mar-19	India Ratings	Secured	

AH2016	3 years & 32 days	8.8396	1500	14-Mar-16	15-Apr-19	India Ratings	Secured	
AI2016	3 years & 82 days	8.8286	1000	14-Mar-16	04-Jun-19	India Ratings	Secured	
AJ2016	3 years & 31 days	8.8399	1000	15-Mar-16	15-Apr-19	India Ratings	Secured	
AK2016	3 years & 25 days	8.8417	2200	21-Mar-16	15-Apr-19	India Ratings	Secured	
AL2016	3 years & 116 days	8.8243	400	21-Mar-16	15-Jul-19	India Ratings	Secured	
AM2016	3 years & 31 days	8.8399	1100	22-Mar-16	22-Apr-19	India Ratings	Secured	
AN2016	3 years & 83 days	8.8285	800	22-Mar-16	13-Jun-19	India Ratings	Secured	
AO2016	5 years	8.82	27100	29-Mar-16	29-Mar-21	India Ratings	Secured	
AP2016	3 years & 31 days	8.75	17500	30-Mar-16	30-Apr-19	India Ratings	Secured	
AQ2016	3 years & 66 days	8.8315	15000	31-Mar-16	05-Jun-19	India Ratings	Secured	
AR2016	3 years & 153 days	8.68	10000	04-Apr-16	04-Sep-19	India Ratings	Secured	
AS2016	2 years & 355 days	8.6967	6000	05-Apr-16	26-Mar-19	India Ratings	Secured	
AT2016	3 years	8.70	5400	05-Apr-16	05-Apr-19	India Ratings	Secured	
AU2016	2 years & 354 days	8.6964	6500	06-Apr-16	26-Mar-19	India Ratings	Secured	
AV2016	3 years & 9 days	8.6969	3500	06-Apr-16	15-Apr-19	India Ratings	Secured	
AW2016	3 years	8.52	2000	12-Apr-16	12-Apr-19	India Ratings	Secured	
AX2016	2 years & 362 days	8.5990	600	14-Jun-16	11-Jun-19	India Ratings	Secured	
AY2016	1 year & 181 days	8.5127	2500	16-Jun-16	14-Dec-17	India Ratings	Secured	
AZ2016	1 year & 183 days	8.5129	10000	20-Jun-16	20-Dec-17	India Ratings	Secured	

BA2016	1 year & 99 days	ZERO (XIRR: 8.55%)	22190	29-Jun-16	06-Oct-17	India Ratings	Secured	
BB2016	1 year & 99 days	8.60	2500	01-Jul-16	28-Jun-18	India Ratings	Secured	
BC2016	1 year & 362 days	8.60	7500	08-Jul-16	06-Jul-18	India Ratings	Secured	
BD2016	1 year & 363 days	8.51	50000	19-Jul-16	22-Jun-18	India Ratings	Secured	
BE2016	1 year & 338 days	8.48	7000	28-Jul-16	26-Jun-20	India Ratings	Secured	
BF2016	3 years & 334 days	ZERO (XIRR: 8.30%)	10000	29-Jul-16	27-Dec-18	India Ratings	Secured	
BG2016	2 years & 151 days	8.1555	25000	01-Aug-16	21-Mar-18	India Ratings	Secured	
BH2016	1 years & 232 days	8.35	20000	02-Aug-16	02-Aug-18	India Ratings	Secured	
BI2016	2 years	8.2991	950	03-Aug-16	31-Jul-19	India Ratings	Secured	
BJ2016	2 years & 362 days	8.25	15000	12-Aug-16	12-Aug-19	India Ratings	Secured	
BK2016	3 years	8.00	20000	16-Aug-16	16-Aug-18	India Ratings	Secured	
BL2016	2 years	ZERO (XIRR: 8.20%)	10000	18-Aug-16	17-Aug-18	India Ratings	Secured	
BM2016	1 year & 364 days	8.25	12500	23-Aug-16	23-Aug-19	India Ratings	Secured	
BN2016	3 years	8.25	10000	24-Aug-16	23-Aug-19	India Ratings	Secured	
BO2016	2 years & 364 days	8.20	10000	31-Aug-16	31-Aug-18	India Ratings	Secured	
BP2016	2 years	8.05	5000	01-Sep-16	30-Aug-19	CARE Ratings	Secured	
BQ2016	2 years & 363 days	8.05	2500	02-Sep-16	02-Sep-19	India Ratings	Secured	
BR2016	3 years	7.9801	5000	08-Sep-16	07-Feb-20	India Ratings	Secured	
BS2016	3 years & 152 days	7.9494	5000	12-Sep-16	10-Sep-19	India Ratings	Secured	

BT2016	2 years & 363 days	ZERO Coupon (XIRR: 7.95%)	12500	15-Sep-16	16-Sep-19	CARE Ratings	Secured	
BU2016	3 years & 1 days	7.9803	12500	20-Sep-16	13-Mar-20	India Ratings	Secured	
BV2016	3 years & 175 days	7.95	5000	23-Sep-16	23-Sep-19	India Ratings	Secured	
BW2016	3 years	7.87	10000	28-Sep-16	28-Mar-19	India Ratings	Secured	
BX2016	2 years & 181 days	7.75	25000	29-Sep-16	27-Sep-19	India Ratings	Secured	
BY2016	2 years & 363 days	7.81	1000	04-Oct-16	04-Oct-19	India Ratings	Secured	
BZ2016	3 years	7.6314	5000	06-Oct-16	14-Feb-19	India Ratings	Secured	
CA2016	2 years & 131 days	7.6311	10000	07-Oct-16	21-Feb-19	India Ratings	Secured	
CB2016	2 years & 137 days	7.7678	25000	10-Oct-16	20-Mar-19	India Ratings	Secured	
CC2016	2 years & 161 days	7.6340	25000	13-Oct-16	13-Dec-18	India Ratings	Secured	
CD2016	2 years & 61 days	7.62	30000	14-Oct-16	21-Dec-18	India Ratings	Secured	
CE2016	2 years & 68 days	7.53	20000	21-Nov-16	21-Nov-18	India Ratings	Secured	
CF2016	2 years	7.53	7500	25-Nov-16	25-Mar-20	India Ratings	Secured	
CG2016	3 years & 121 days	7.43	10000	28-Nov-16	28-Nov-19	India Ratings	Secured	
CH2016	3 years	7.50	2000	29-Nov-16	29-Nov-21	India Ratings	Secured	
CI2016	5 years	7.50	7500	30-Nov-16	30-Nov-21	India Ratings	Secured	
CJ2016	5 years	7.60	50000	01-Dec-16	03-Jun-19	India Ratings	Secured	
AA2017	1 year & 363 days	7.63	2500	06-Jan-17	04-Jan-19	India Ratings	Secured	
AB2017	1 year & 59 days	ZERO (XIRR: 7.38%)	10000	09-Jan-17	09-Mar-18	India Ratings	Secured	

AC2017	2 years	7.63	5000	10-Jan-17	10-Jan-19	India Ratings	Secured	
AD2017	2 years	7.63	2500	11-Jan-17	11-Jan-19	India Ratings	Secured	
AD2017	2 years	7.63	1000	11-Jan-17	11-Jan-19	India Ratings	Secured	
AE2017	1 year & 30 days	7.4615	10000	17-Jan-17	16-Feb-18	India Ratings	Secured	
AF2017	1 year & 364 days	7.65	2500	19-Jan-17	18-Jan-19	India Ratings	Secured	
AG2017	2 years	7.65	2500	23-Jan-17	23-Jan-19	India Ratings	Secured	
AH2017	1 year & 153 days	7.6225	5000	27-Jan-17	29-Jun-18	India Ratings	Secured	
AI2017	1 year & 150 days	7.6225	5000	30-Jan-17	29-Jun-18	India Ratings	Secured	
AJ2017	3 years & 196 days	7.69	2500	31-Jan-17	14-Aug-20	India Ratings	Secured	
AK2017	2 years & 364 days	7.72	2500	01-Feb-17	31-Jan-20	India Ratings	Secured	
AL2017	3 years & 322 days	7.8420	40000	03-Feb-17	21-Dec-20	India Ratings	Secured	
AM2017	3 years & 31 days	7.6940	2500	07-Feb-17	09-Mar-20	India Ratings	Secured	
AN2017	3 years & 46 days	7.6916	8000	10-Feb-17	27-Mar-20	India Ratings	Secured	
AO2017	1 year & 363 days	7.78	2500	17-Feb-17	15-Feb-19	India Ratings	Secured	
AP2017	2 years	7.78	2500	20-Feb-17	20-Feb-19	India Ratings	Secured	
AQ2017	3 years & 179 days	7.8312	1480	22-Feb-17	19-Aug-20	India Ratings	Secured	
AR2017	3 years & 180 days	7.85	1500	23-Feb-17	21-Aug-20	India Ratings	Secured	
AS2017	2 years & 15 days	7.63	5000	27-Feb-17	14-Mar-19	India Ratings	Secured	
AT2017	3 years & 109 days	7.90	3700	21-Mar-17	08-Jul-20	India Ratings	Secured	

AU2017	1 year & 364 days	7.80	25000	23-Mar-17	22-Mar-19	India Ratings	Secured	
AV2017	4 years & 363 days	7.85	2500	27-Mar-17	25-Mar-22	India Ratings & CARE Ratings	Secured	
AW2017	3 years & 60 days	7.9033	30000	06-Apr-17	05-Jun-20	India Ratings	Secured	
AX2017	2 years & 45 days	7.6342	15000	07-Apr-17	22-May-19	India Ratings	Secured	
AY2017	3 years & 28 days	7.7701	7000	05-Jun-17	03-Jul-20	India Ratings	Secured	
AZ2017	2 years	7.65	12500	07-Jun-17	07-Jun-19	India Ratings	Secured	
BA2017	3 years	7.75	25000	12-Jun-17	12-Jun-20	India Ratings	Secured	
BB2017	2 years	7.53	20000	14-Jun-17	14-Jun-19	India Ratings	Secured	
BC2017	3 years	7.65	50000	22-Jun-17	22-Jun-20	India Ratings	Secured	
BD2017	1 year & 363 days	7.65	12500	23-Jun-17	21-Jun-19	India Ratings	Secured	
		Total	**1672040**					

*Security for Secured debentures is Pari passu charges on Aurangabad Branch office along with other Debenture holders and exclusive charge on receivables under Hire Purchase / Lease / Loan contracts, owned Assets and Book debts.

Public Issue of NCDs as on 30th June, 2017

Debenture Series	Tenor /Period of Maturity	Coupon	Amount (Rs. In Lakhs)	Date of Allotment	Redemption Date/ Schedule	Credit Rating	Secured / Unsecured	Security *
1A	66 Months	8.34%	194.50	06-June-16	06-Dec-21	India Ratings & CARE Ratings	Unsecured	
1B	66 Months	8.44%	708.66	06-June-16	06-Dec-21	India Ratings & CARE Ratings	Unsecured	
2A	84 Months	8.44%	524.00	06-June-16	06-Dec-23	India Ratings & CARE Ratings	Unsecured	
2B	84 Months	8.53%	129.59	06-June-16	06-Dec-23	India Ratings & CARE Ratings	Unsecured	
3A	120 Months	8.53%	90.00	06-June-16	06-Dec-26	India Ratings & CARE Ratings	Unsecured	
3B	120 Months	8.72%	2473.49	06-June-16	06-Dec-26	India Ratings & CARE Ratings	Unsecured	
4A	66 Months	8.60%	2855.35	06-June-16	06-Dec-21	India Ratings & CARE Ratings	Unsecured	
4B	66 Months	8.70%	1338.85	06-June-16	06-Dec-21	India Ratings & CARE Ratings	Unsecured	
5A	84 Months	8.70%	80.00	06-June-16	06-Dec-23	India Ratings & CARE Ratings	Unsecured	
5B	84 Months	8.80%	363.75	06-June-16	06-Dec-23	India Ratings & CARE Ratings	Unsecured	
6A	120 Months	8.80%	2783.00	06-June-16	06-Dec-26	India Ratings & CARE Ratings	Unsecured	
6B	120 Months	9.00%	85233.08	06-June-16	06-Dec-26	India Ratings & CARE Ratings	Unsecured	

7B*	66 Months	Effective Yield 8.70%	368.42	06-June-16	06-Dec-21	India Ratings & CARE Ratings	Unsecured	
8B*	84 Months	Effective Yield 8.80%	136.38	06-June-16	06-Dec-23	India Ratings & CARE Ratings	Unsecured	
9A*	120 Months	Effective Yield 8.80%	25.00	06-June-16	06-Dec-26	India Ratings & CARE Ratings	Unsecured	
9B*	120 Months	Effective Yield 9.00%	2695.93	06-June-16	06-Dec-26	India Ratings & CARE Ratings	Unsecured	
		Total	**100000**					

*Accumulated interest, to be paid on maturity

iv. Top Ten Debenture holders# as on **30th June, 2017**:

Sr No	Name of Debenture Holders	Amount (in Lakhs)
1	Reliance Mutual Fund	179690
2	Employee Providednt Fund Organization	100000
3	Kotak Mahindra Mutual Fund	92300
4	ICICI Prudential Mutual Fund	80600
5	Wipro Limited	69690
6	IDFC Mutual Fund	68500
7	Punjab National Bank	60000
8	HDFC Mutual Fund	53150
9	State Bank of India	52500
10	Union Bank of India	52500
10	Birla Sun Life Mutual Fund	52500

Top10 for Privately Placed Debt Instruments, On the basis of PAN of the Debenture holder, consolidating their holdings under different schemes, where applicable.

v. The amount of corporate guarantee issued by the Issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued.
NIL

vi. Details of Commercial Paper:

The total Face Value of Commercial Papers Outstanding as 30th June**, 2017**:

Maturity Date	Amount Outstanding(Rs. in Lakhs)
06-Jul-17	10000
28-Jul-17	40000
31-Jul-17	10000
02-Aug-17	45000
07-Aug-17	20000
09-Aug-17	40000
24-Aug-17	52500
28-Aug-17	20000
31-Aug-17	20000
04-Sep-17	20000
22-Sep-17	5000
28-Sep-17	20000
23-Oct-17	10000
30-Oct-17	20000
21-Nov-17	20000
09-Feb-18	15000
01-Mar-18	15500
07-Mar-18	20000
29-Mar-18	20000
Grand Total	**423000**

vii. Details of Rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) as on **30th June, 2017**:

Party Name (in case of Facility)/instrument Name	Type of Facility / Instrument	Amt Sanctioned / Issued	Principal Amt outstanding	Repayment Date / Schedule	Credit Rating	Secured / Unsecured	Security
			NA				

viii. Details of all default/s and/or delay in payments of interest and principal of any kind term of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the company, in the past 5 years.

The Company has been servicing its existing Debentures and Term Loan on timely basis. Company has been paying all interest and principal on due date on the Debentures and on Term Loans. No default has been commited by the company in this regard and there are no overdues or defaults on company's debt.

ix. Details of any outstanding borrowings taken / debt securities issued where taken / issues (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option;

The company has not issued any Securities for consideration otherwise than for cash, except as mentioned in the Changes to Capital Structure under Point No.4.

h. Details of Promoters of the Company:

i. Details of Promoter Holding in the Company as on 30th June, 2017

Sr No	Name of the Shareholders	Total No of Equity Shares	No of shares in demat form	Total shareholding as % of total no of equity shares	No of Shares Pledged	% of Shares pledged with respect to shares owned.
1	Mahindra & Mahindra Limited	29,12,07,660	29,12,07,660	51.20%	NIL	N.A.

i. Abridged version of audited consolidated financial information:
j. Abridged version of audited standalone financial information:

AUDITED CONSOLIDATED BALANCE SHEET

(Rs. in million)

	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015
EQUITY & LIABILITIES:			
Shareholders' Funds :			
Share capital	1130.08	1129.20	1128.28
Reserves and Surplus	68471.47	63,564.78	58298.88
Total Shareholders' Funds	**69601.55**	**64693.98**	**59427.16**
Minority Interest	**998.01**	**675.28**	**492.96**
Non-Current Liabilities :			
Long-Term Borrowings	249849.23	203412.06	168652.46
Other Long-Term Liabilities	4274.11	4326.40	3024.80
Long-Term Provisions	6216.87	4917.19	3526.76
Total Non-Current Liabilities	**260340.21**	**212655.65**	**175204.02**
Current Liabilities :			
Short-Term Borrowings	72176.28	52175.32	52586.19
Trade Payables	6944.21	4963.89	4954.52
Other Current Liabilities	106820.68	99211.28	81822.60

	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015
Short-Term Provisions	17184.77	15693.04	11843.94
Total Current Liabilities	**203125.94**	**172043.54**	**151207.25**
Total Equity & Liabilities	**534065.72**	**450068.44**	**386331.40**

ASSETS:	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015
Non-Current Assets:			
Fixed Assets:			
a) Tangible Assets	1293.14	1234.59	1141.59
b) Intangible Assets	40.78	55.94	47.01
c) Capital Work-In-Progress	5.57	0.19	3.15
d) Intangible assets under development	**5.82**	**0**	**0**
Total Fixed Assets	**1345.31**	**1,290.71**	**1191.75**
Non-Current Investments	7979.40	6522.09	5596.70
Deferred Tax Asset (Net)	7571.78	5992.39	4212.58
Long Term Loans & Advances	281752.61	229464.36	198882.64
Other non-current assets	1128.39	523.64	2326.35
Total Non-Current Assets	**299777.48**	**243793.20**	**211018.27**
Current Assets:			
Current Investments	5923.99	5467.03	944.98
Trade Receivables	229.59	200.05	145.42
Cash and bank balances	6038.75	6059.37	4936.40
Short-Term Loans and Advances	221766.29	193663.67	167619.84
Other Current Assets	329.61	885.12	474.74
Total Current Assets	**234288.23**	**206275.24**	**174121.38**
Total Assets	**534065.72**	**450068.44**	**386331.40**

AUDITED CONSOLIDATED PROFIT & LOSS ACCOUNT

(Rs.in million)

	Fiscal Year 2017	Fiscal Year 2016	Fiscal Year 2015
INCOME :			
Revenue from Operations	71462.04	65538.67	60211.43
Other Income	544.47	435.83	397.63
TOTAL REVENUE	**72006.51**	**65974.50**	**60609.06**
EXPENSES :			
Employee benefits expense	8866.40	7040.92	5671.02
Finance cost	31861.74	28683.47	26429.98
Depreciation and amortization expense	537.23	456.98	455.07
Loan provisions and write offs	13895.51	10981.91	8491.23
Other Expenses	8468.08	6570.02	5563.07
TOTAL EXPENSES	**63628.96**	**53733.30**	**46610.37**
PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX	**8377.55**	**12241.20**	**13998.69**
Tax Expense			
1) Current tax	4635.35	6143.99	5761.13
2) Deferred tax	(1554.80)	(1776.81)	(1011.12)
Profit for the year before Minority Interest	**5297.00**	**7874.02**	**9248.68**
Minority Interest	180.63	151.08	119.62
Profit for the year	**5116.37**	**7722.94**	**9129.05**

AUDITED CONSOLIDATED CASH FLOW STATEMENT

(Rs. in million)

	Particulars	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Profit before taxes and contingencies and exceptional items	8377.55	12,241.20	13998.69
	Add/(Less):			
	Non Cash Expenses :			
	Depreciation and Amortisation expense	537.23	456.98	455.08
	Exchange Fluctuation	(69.54)	102.30	57.30
	Provision for non-performing assets (net)	4990.49	5606.42	3472.81
	General provision for Standard Assets	272.54	177.58	133.08
	Higher provision & provision for diminution in the fair value of restructured advances	(0.09)	0.06	3.19
	Bad Debts & Write off	8632.58	5197.85	4880.48
	Employee Compensation Expense on account of ESOP Scheme	87.98	143.11	106.53
		14451.19	11684.29	9108.47
	Add/(Less):			
	Income considered separately :			
	Income from investing activities	(648.18)	(521.86)	(396.23)
	(Profit)/Loss on sale / retirement of assets	(0.98)	(10.03)	(0.97)
	(Profit)/Loss on sale of Investment	(30.84)	-	(46.86)
	Income from Assignment / Securitisation transactions	(1193.67)	(2063.35)	(2562.23)
		(1873.66)	(2595.24)	(3006.29)
	Operating profit before working capital changes (I)	20955.07	21330.25	20100.87
	Less:			
	(Increase)/Decrease in interest accrued investment/others	508.73	90.19	90.91
	(Increase)/Decrease in Trade receivables	48.31	(8.68)	(4004.01)

	(Increase)/Decrease in Loans & Advances	(89705.04)	(69367.38)	(52683.78)
		(89148.00)	(69285.88)	(56596.88)
	Add: Increase in Current liabilities	8227.85	4940.07	2709.22
	(II)	(80920.15)	(64345.80)	(53887.66)
	Cash generated from / (used in) operations **(I+II)**	(59965.08)	(43015.56)	(33786.79)
	Advance taxes paid	(5314.42)	(6554.77)	(5914.51)
		(65279.50)	(49570.33)	(39701.30)
	NET CASH FROM GENERATED FROM/ (USED IN) OPERATING ACTIVITIES (A)	(65279.50)	(49570.33)	**(39701.30)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**			
	Purchase of Fixed Assets / Software	(628.35)	(553.80)	(446.99)
	Sale of fixed assets	11.86	23.69	60.32
	Purchase of Investments	(53370.97)	(23459.92)	(26753.32)
	Investment in / Maturity of Term Deposit with banks	1245.20	1091.38	(406.68)
	Sale of Investments	51017.54	18007.48	27476.98
	Income received from investing activities	715.31	492.04	410.54
	(Increase) / Decrease in earmarked balances with Banks	(0.05)	0.56	0.02
	NET CASH GENERATED FROM /(USED IN) INVESTING ACTIVITIES (B)	**(1009.46)**	**(4398.58)**	**340.87**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**			
	Issue of Equity Shares (net of issue expenses)	13.71	79.66	55.28
	Increase/(Decrease) in Bank borrowings (net)	(10768.51)	(12240.25)	(24504.27)
	Increase/(Decrease) in long term borrowings (net)	66369.73	58567.37	13308.99
	Increase/(Decrease) in short term borrowings (net)	14873.89	133.44	33850.06
	Increase/(Decrease) in Fixed Deposits (net)	(3868.02)	677.80	10073.86
	Proceeds from Assignment / Securitisation transactions	4570.89	9946.38	8904.43
	Dividend paid (including tax on dividend)	(2886.82)	(2859.09)	(2617.65)

	NET CASH GENERATED FROM / (USED IN) FINANCING ACTIVITIES (C)	**68304.87**	**54305.31**	**39070.70**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)	**2015.90**	**336.40**	**(289.73)**
	CASH AND CASH EQUIVALENTS AS AT:			
	Beginning of the Year*	**2356.74**	**2020.35**	**2310.08**
	End of the Year*	**4372.64**	**2356.74**	**2020.35**

AUDITED STANDALONE BALANCE SHEET

(Rs. in million)

	As of March 31, 2017	**As of March 31, 2016**	**As of March 31, 2015**
EQUITY & LIABILITIES:			
Shareholders' Funds :			
Share capital	1130.08	1129.20	1128.28
Reserves and Surplus	63642.36	59751.87	55565.81
Total Shareholders' Funds	**64772.44**	**60881.07**	**56694.09**
Non Current Liabilities :			
Long Term Borrowings	214537.10	173316.77	147871.48
Other Long Term Liabilities	4274.01	4326.30	3024.79
Long Term Provisions	5489.04	4482.10	3279.61
Total Non Current Liabilities	**224300.15**	**182125.16**	**154175.88**
Current Liabilities :			
Short Term Borrowings	58647.68	43468.93	48709.84
Trade Payables	6629.60	4788.36	4779.04
Other Current Liabilities	89335.53	89462.24	74876.42
Short Term Provisions	16166.93	15069.03	11506.18
Total Current Liabilities	**170779.73**	**152788.56**	**139871.48**
Total Equity and Liabilities	**459852.32**	**395794.79**	**350741.45**
ASSETS:			
Non Current Assets:			

Fixed Assets:			
a) Tangible Assets	1084.35	1079.19	1050.77
b) Intangible Assets	30.79	55.53	46.61
c) Capital Work-In-Progress	4.91	0.19	3.15
Total Fixed Assets	**1120.06**	**1134.91**	**1100.53**
Non Current Investments	13117.34	9923.34	7599.20
Deferred Tax Asset (Net)	7316.67	5852.76	4152.62
Long Term Loans & Advances	222598.50	185264.66	170036.87
Other Non Current Asset	1122.39	517.64	2320.35
Total Non Current Assets	245274.95	202693.31	**185209.57**
Current Assets:			
Current Investments	5777.50	4910.07	937.50
Trade Receivables	58.27	51.12	56.73
Cash and bank balances	5780.65	5852.15	4793.78
Short Term Loans and Advances	202635.17	181351.00	159260.68
Other Current Assets	325.78	937.15	483.19
Total Current Assets	214577.37	193101.48	**165531.89**
Total Assets	**459852.32**	**395794.79**	**350741.45**

AUDITED STANDALONE PROFIT & LOSS ACCOUNT

(Rs. in million)

	Fiscal Year 2017	**Fiscal Year 2016**	**Fiscal Year 2015**
INCOME :			
Revenue from Operations	61739.11	58531.61	55360.56
Other Income	636.28	519.39	486.50
TOTAL REVENUE	**62375.38**	**59051.01**	**55847.06**
EXPENSES :			
Employee benefit expenses	6808.97	5588.07	4590.82
Finance cost	28574.27	26392.92	24967.31
Depreciation and Amortisation expenses	460.21	408.88	415.16
Loan Provisions & Write Off's	13091.27	10495.30	8274.89
Other Expenses	7239.98	5784.02	5062.44
TOTAL EXPENSES	**56174.70**	**48669.19**	**43310.62**

PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX	**6200.68**	**10381.81**	**12536.44**
Tax Expense			
1) Current tax	3635.00	5356.00	5199.5
2) Deferred tax	(1436.67)	(1700.15)	(980.82)
Profit (Loss) for the year	**4002.35**	**6725.96**	**8317.76**

AUDITED STANDALONE CASH FLOW STATEMENT

(Rs. in million)

	Particulars	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Profit before taxes and contingencies and exceptional items	6200.7	10381.8	12536.4
	Add/(Less):			
	Non Cash Expenses :			
	Depreciation and Amortisation expense	460.2	408.9	415.2
	Provision for non-performing assets (net)	4423.3	5259.6	3325.9
	Bad debts and write offs	8450.0	5100.3	4840.1
	General provision for Standard Assets	218.0	135.3	105.7
	Higher provision & provision for diminution in the fair value of restructured advances	(0.1)	0.1	3.2
	Employee Compensation Expense on account of ESOP Scheme	88.0	143.1	106.5
		13639.5	11047.3	8796.6
	Add/(Less):			
	Income considered separately :			
	Income on investing activities	(668.7)	(578.0)	(455.0)
	(Profit)/Loss on sale of assets	(1.5)	(10.7)	(1.5)
	(Profit)/Loss on sale of Current Investment	(8.8)	0.0	(46.9)
	Income from Assignment/ Securitisation transactions	(1193.7)	(2063.3)	(2562.2)

		(1872.7)	(2652.0)	(3065.6)
	Operating profit before working capital changes	17967.4	18777.1	18267.4
	Add/(Less) : Working capital changes			
	(Increase)/Decrease in interest accrued others	274.1	(154.3)	(5.1)
	(Increase)/Decrease in Trade receivables	(7.1)	5.6	86.8
	(Increase)/Decrease in Loans & Advances	(69342.5)	(50915.2)	(45115.5)
		(69075.5)	(51063.9)	(45033.7)
	Add: Increase/ Decrease in Current liabilities	6056.6	4261.8	2250.0
		(63018.9)	(46802.2)	(42783.7)
	Cash generated from / (used in) operations	(45051.5)	(28021.5)	(24516.3)
	Advance taxes paid	(4275.0)	(5789.0)	(5374.5)
	NET CASH GENERATED FROM / (USED IN) OPERATING ACTIVITIES (A)	(49326.5)	(33814.1)	(29890.8)
B.	**CASH FLOW FROM INVESTING ACTIVITIES**			
	Purchase of Fixed Assets / Software	(454.6)	(432.1)	(397.9)
	Sale of fixed assets	9.4	22.7	59.0
	Purchase of investments Other than investments in Subsidiaries and Joint Ventures	(52339.7)	(22898.0)	(26744.6)
	Investments in Subsidiary Companies	(1445.5)	(945.7)	(229.4)
	Investments in Joint Venture Company	(311.2)	(453.0)	(299.9)
	(Investment in) / Maturity of Term Deposit with banks	1245.2	1091.4	(451.7)
	Sale of Investments	50043.8	18000.0	27475.8
	Income received from investing activities	652.5	550.5	433.4
	(Increase)/Decrease in Earmarked balances with banks	(0.1)	0.6	0.0
	NET CASH GENERATED FROM / (USED IN) INVESTING ACTIVITIES (B)	(2600.1)	(5063.6)	(155.3)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**			

	Issue of Equity Shares (net of issue expenses)	(147.5)	30.6	23.9
	Increase/(Decrease) in Bank borrowings (net)	(10768.5)	(12240.2)	(24504.3)
	Increase/(Decrease) in long term borrowings (net)	55585.0	47232.5	2572.0
	Increase/(Decrease) in short term borrowings (net)	11377.5	(4142.5)	34478.5
	Increase/(Decrease) in Fixed Deposits (net)	(4013.0)	1040.3	10780.4
	Proceeds from Assignment / Securitisation transactions	4570.9	9946.4	8904.4
	Dividend paid (including tax on dividend)	(2712.7)	(2717.5)	(2515.8)
	NET CASH GENERATED FROM / (USED IN) FINANCING ACTIVITIES (C)	**53891.7**	**39149.6**	**29739.1**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)	1965.0	271.8	(306.9)
	CASH AND CASH EQUIVALENTS AS AT:			
	Beginning of the Year*	2149.5	1877.7	**2184.6**
	End of the Year*	4114.5	2149.5	**1877.7**

k. Material Event / Development

There are No material events/developments or change at the time of issuance of this document which may affect the issue or the investor's decision to invest/continue to invest in debt securities.

l. Name of the Debenture Trustees

The Company has appointed, **AXIS Trustee Services Limited** as Debenture Trustees registered with SEBI, for the holders of the Debentures (hereinafter referred to as 'Trustees'). The Company will enter into a Trustee Agreement/Trust Deed, inter-alia, specifying the powers, authorities and obligations of the Company and the Trustees in respect of the Debentures.

The Debenture holders shall, without any further act or deed, be deemed to have irrevocably given their consent to and authorized the Trustees or any of their Agents or authorized officials to do, inter alia, all such acts, deeds and things necessary in respect of or relating to the security to be created for securing the Debentures being offered in terms of this Memorandum of Private Placement. All rights and remedies under the Debenture Trust Deed and/or other security documents shall rest in and be exercised by the Trustees without having it referred to the Debenture holders. Any payment made by the Company to the Trustees on behalf of the Debenture holder(s) shall discharge the Company *pro tanto* to the Debenture holder(s).

Company reserves the right to appoint any other other SEBI registered Trustee.

m. Rating Rationale Adopted by Rating Agencies

India Ratings and Research Private Limited has assigned IND AAA rating with Stable outlook to our Long Term NCDs and Subordinated Debt and IND A1+ rating to our commercial paper programme. CARE Ratings Limited (Formerly Known as Credit Analysis and Research Limited) has assigned 'CARE AAA/Stable' rating to our Long Term NCDs and Subordinated Debt.
CRISIL has assigned FAAA/Stable rating to our Fixed Deposit Programme, AA+/Stable rating to our long term and Subordinated debt & A1+ rating to our commercial paper programme.
Brickwork Ratings India Private Limited has assigned BWR AAA/Stable rating to our long term Subordinated Debt.

n. If the Security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed.

Not Applicable, as the Security is not backed by any guarantee or letter of comfort or any other document / letter with similar intent.

o. Copy of Consent letter from Debenture Trustee

The Debenture Trustee has granted its consent for the appointment by way of letter dated 24 March 2017 (bearing reference number ATSL/CO/16-17/0221) issued to the Issuer, for being appointed as the Debenture Trustee in connection with the Issue. The copy of the consent letter from the Trustee for and on behalf of the holders of the Debentures is appended.

Further the Issuer confirms that the consent of the Debenture Trustee has not been withdrawn as of the time of filing of this Information Memorandum with the BSE.

p. Listing

The aforesaid debenture of the company are proposed to be listed on the wholesale debt market segment of The Bombay Stock Exchange Ltd. (BSE).

q. Other details

i. Debenture Redemption Reserve (DRR)

As per Section 18(7)(b)(ii) of Companies (Share Capital and Debenture) Rules, 2014 read with the 2013 Act, no DRR is required in case of privately placed debentures issued by NBFCs registered with the RBI under Section 45 IA of the RBI (Amendment) Act, 1997.

ii. Issue / instrument specific regulation

The Debentures are governed by and will be construed in accordance with the Indian Law. The Issuer, the Debentures and Issuer's obligations under the Debentures shall, at all times, be subject to the directions of the Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI), Stock Exchanges, Companies Act, 2013 and other applicable laws and regulations from time to time. The Debenture-holders, by purchasing the Debentures, agree that the Mumbai High Court shall have exclusive jurisdiction with respect to matters relating to the Debentures.

Over and above, the said debentures shall be subject to the term and conditions as contained in the offer letter /term sheet, application form and the Debenture Trust Deed / Trustee Agreement.

iii. Application Process:

Application for the Debentures

- **How to Apply**

Applications for the Debentures must be made in the prescribed Debenture Application Form which would be attached with the respective Issue term sheet and must be completed in block letters in English by investors. Debentures Application forms must be accompanied by either a demand draft or cheque or Electronic transfer drawn or made payable in favour of **"Mahindra & Mahindra Financial Services Ltd"**. In case of an electronic transfer, the remittance should be made to the following account number of MMFSL

Bank Name & Address:	HDFC Bank Ltd**,** Novartis House, Dr Annie Besant Road, Worli, Mumbai -400018
IIFSC Code:	HDFC0000240
Bank Account No:	02400310005952
Type of Account:	Current A/c

The full amount of the Issue price of the Debentures applied for has to be paid along with the delivery of the fully completed and executed Debenture Application Form together with other applicable documents described below.

Cheques / demand drafts / Electronic transfer may be drawn on any bank which is situated and is a member or sub-member of the Banker's Clearing House located at Mumbai. Investors are required to make payments only through Cheque /demand drafts / Electronic transfer payable at Mumbai.

The Issuer assumes no responsibility for any applications / cheques / demand drafts lost in mail or in transit.

- **Who can apply**

Only eligible Investors who have been specifically addressed through a communication by or on behalf of the company directly are eligible to apply. The following categories of investors (not an exhaustive list) may apply for the debentures, subject to fulfilling their respective investment norms by submitting all the relevant documents along with the application form.

- Provident/Superannuation/Gratuity/Pension funds.
- Commercial Banks, Financial Institutions and Insurance Companies.
- Mutual Funds
- Corporates
- Foreign Institutional Investors, subject to their investment guidelines and limits as per extant regulations.
- State / Central Co-operative banks, Urban Co-operative banks, District Cental Cooperative banks
- Any other investor authorized to invest in these debentures as per extant rules and regulations

All Investors are required to comply with the relevant the regulations/ guidelines applicable to them for investing in the issue of Debentures.

Private Placement of Debentures shall be restricted to not more than 49 investors.

♦ **Application by Banks / Corporate Bodies / Mutual Funds / FIs / Trusts / Statutory Corporations.**

The following is an indicative list of documents, the certified true copies of which should be provided with the application:

- **Application by Banks / eligible FIIs**

  - resolution authorizing investment and containing operating instructions or letters of authorisations and power of attorney, of applicable;
  - specimen signatures of authorized signatories;
  - necessary form for claiming exemption from deduction of tax at source on interest, if applicable; and
  - Registration certificate as may be applicable.

- **Application by Corporate Bodies FIs / Trusts / Statutory Corporations.**

  - Memorandum and Articles;
  - resolution authorizing investment and containing operating instructions or letters of authorisations and power of attorney, of applicable;
  - specimen signatures of authorized signatories;
  - necessary form for claiming exemption from deduction of tax at source on interest, if applicable; and
  - Registration certificate as may be applicable.

- **Application by Mutual Funds/ Custodians of Mutual Funds/Insurance Companies**

  - SEBI registration certificate / IRDA registration certificate, as may be applicable;
  - resolution authorizing investment and containing operating instructions or letters of authorisations and power of attorney, of applicable;
  - application form for application made by asset management company or custodian of mutual fund shall clearly indicate the name of the concerned scheme for which application is being made.

♦ **Application under Power of Attorney**

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signatures of all authorised signatories must be lodged along with the submission of the completed Debenture Application form. Further modifications/additions in the power of attorney or authority should be delivered to the Issuer at Corporate Office.

♦ **Know your Customer (KYC)**

The applicants should submit the required KYC documents as prescribed by the RBI along with the application forms. Applications which are not in compliance with the above requirement shall be liable to be rejected.

♦ **Interest on Application Money**

Interest on application money (if any) at the applicable coupon rate (or as notified in the term sheet) will be paid via interest cheques / credit to the allottee's bank account through electronic transfer. Such interest will be paid for the period commencing from the date of realization of the cheque(s) / demand drafts(s) / RTGS up to but excluding the Deemed Date of Allotment. The interest cheques / instruction to credit allottee's bank acount for the interest payable on application money will be dispatched by Registered Post / Courier / hand delivery within two working days from the Deemed Date of Allotment.

The payment will be subject to deduction of tax at source at the rates prescribed under the provisions of the Income Tax Act, 1961 or any other statutory modification or re-enactment thereof. Such interest would be paid on all the valid applications.

Tax exemption certificates, if applicable, in respect of non-deduction of tax on interest on application money must be submitted along with the Debenture Application Form. It is clarified that interest shall not be paid on invalid and incomplete applications.

- **PAN / GIR No:**

All Applicants should mention their Permanent Account number (PAN) allotted under Income Tax Act, 1961 or where the same has not been allotted, the GIR Number and the IT Circle/Ward/District should be mentioned. In case where neither the PAN nor the GIR number has been allotted, or the applicant is not assessed to Income Tax, the fact of such a non allotment should be mentioned in the application form. Applications without this will be considered incomplete and are liable to be rejected.

- **Basis of Allotment**

The Issuer has sole and absolute right to allot the Debentures to any applicant.

- **Right to Accept or Reject Applications**

The Issuer is entitled at its sole and absolute discretion to accept or reject any application, in part or in full, without assigning any reason. Debenture Application Forms that are not complete in all respects shall be rejected at the sole and absolute discretion of the Issuer. The rejected applicant(s) willl be intimated along with the refund warrant(s) within 15 days of the closure of the issue.

Basic Terms of The Present Offer/ Purchase

Authority for the Placement

This private placement of Secured / Unsecured Redeemeable Non Convertible Debentures (subordinated or not) is being made pursuant to the special resolution of shareholders passed on 15th June 2017 authorising the board to borrow monies by way of issue of Non Convertible debentures and resolution of the Board of Directors passed at its meeting held on April 25, 2017 which has approved the placement of Debentures agreegating upto Rs. **29000** Crores, comprising of amount to be borrowed through issue of Non Convertible Debentures upto a limit not exceeding Rs. **25000** Crores and in the form of subordinated debt upto a limit of Rs. **4000** crores. The present /proposed issue of **Rs. 8000 Crores** of debentures is within the overall limit approved by special resolution passed on 15th June 2017 by shareholders by way of postal ballot, according their consent to the Board of Directors of the Company to borrow monies from time to time up to a limit of Rs. **60000** Crores. The borrowings under these Debentures will be within the prescribed limits as aforesaid.

Subordinated debt

Subordinated debt means an instrument, which is fully paid up, is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory authority of NBFC .

Rights of Debenture-holders
Debentureholders do not carry any rights regarding voting, dividend, lien on shares.

Market Lot
The market lot will be 1 Debenture and in multiples of 1 thereafter.

Minimum Subscription
10 debentures and in multiples of 1 thereafter.

Record Date
The record date for determining eligibility for interest / principal payments shall be mentioned in the respective Term Sheet. Interest / Principal will be paid to the person whose name appears in the Register of Debentureholders as sole / first Debenture holder or as per the list of beneficiaries provided by the Depository as on the record date. In case of delay in lodgment of the instrument of transfer, all claims on interest / principal shall be inter-se between the transferor and transferee.

Place and Currency of Payment

All obligations under these Debentures are payable at Mumbai in Indian Rupees only.

Payment of Interest

Interest will be paid only to the Debenture holders registered in the Register of Debenture holders of the Issuer, which shall be maintained at the Corporate Office of the Issuer at Mumbai or to the debenture holder(s) whose names appear in the list of Beneficial Owners furnished by NSDL to the company as on the Record date for this purpose.

In the case of joint holders, interest shall be payable to the first named Debenture holder. The persons whose names are registered in the Register of Debenture holders or NSDL record on that date shall be entitled to receive the interest for the preceding interest period. For the purpose of registering a transfer of Debentures prior to the Record Date, the Debenture certificate(s)/letter(s) of the allotment, a duly stamped transfer deed and all supporting documents must reach the Issuer at its Corporate Office at least seven days before the Record Date. In case of the Debentures in demat mode the provisions of NSDL would be complied by the Registrar & Transfer Agent for facilitating interest payment by the Issuer Company on Due date.
The interest shall be calculated on Actual/Actual basis, i.e The interest shall be computed on the basis of actual number of days elapsed in a year, for this purpose a year to comprise of a period of 365 days.
In case of a leap year, if February 29 falls during the tenor of a security, then the number of days shall be reckoned as 366 days (Actual/Actual day count convention) for a whole one year period, irrespective of whether the interest is payable annually, half yearly, quarterly or monthly etc. It is thus emphasized that for a half yearly interest payment, 366 days would be reckoned twice as the denominator; for quarterly interest, four times and for monthly interest payment, twelve times.
.The interest warrant will be payable at par at Mumbai only. Please refer the illustration mentioned at the end of Section A

Redemption

The payment of the redemption amount of the Debentures will be made by the Company to the Registered Debentureholders recorded in the books of the Company and in the case of joint holders, to the one whose name appears first in the Register of Debentureholders as on the record date. In the event of the Company not receiving any notice of transfer along with the original Debenture certificates, before the record date, the transferee(s) for the Debenture(s) shall not have any claim against the Company in respect to the amount so paid to the Registered Debentureholders.

On the final maturity date, the Debentures held in the physical form will be redeemed by the Company as a legal discharge of the liability of the Company towards the Debentureholders and the applicant has to surrender the duly discharged Debenture certificates/letter of allotment to the Company by registered post with acknowledgement due or by hand delivery to the Company at the Corporate Office or to such other person(s) at such address as may be notified by the Company from time to time, before the record date for redemption.

The Debentures held in the Dematerialized Form shall be taken as discharged on payment of the redemption amount by the Company on maturity to the registered Debentureholders whose name

appears in the Register of Debentureholders on the record date. Such payment will be a legal discharge of the liability of the Company towards the Debentureholders. On such payment being made, the Company will inform NSDL and accordingly, the depository account of the Debentureholders with NSDL will be debited.

The Company's liability to the Debentureholders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due dates of redemption in all events. Further, the Company will not be liable to pay any interest or compensation from the dates of such redemption.

On the Company dispatching the amount as specified above in respect of the Debentures, the liability of the Company shall stand extinguished.

The interest as well as the redemption payments shall be made through instruments payable at par at Mumbai or through RTGS / ECS / transfer instructions.

Tax Deduction at Source

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source on the interest payable on the debentures. Tax exemption certificate / document / form, under Section 193 of the Income Tax Act, 1961, if any, must be lodged at the Corporate Office, at least thirty days before the relevant interest payment becoming due.

Issue Of Debentures in Dematerialized Form

The Company has made depository arrangements with National Securities Depository Limited (NSDL) for issue of the Debentures in the demat form. The investors will have the option to hold the debentures in dematerialized form and deal with the same as per the provisions of Depositories Act, 1996 and Rules as notified by NSDL from time to time.

Unless the investors specifically request for physical debenture certificates all the Debenture Certificates will be issued in the dematerialized form and the investors should mention their Depository Participant's name, DP-ID and beneficiary account number in the appropriate place in the application form. Debentures allotted to successful allottee(s) having depository account shall be credited to their depository account against surrender of letter of allotment.

In case of incorrect details provided by the investors the Registrar will not credit the debentures to the Depository Account until the details are corrected by the investors.

Issue of Letter of Allotment / Allotment Advice and Debenture Certificates

The Issuer will execute and dispatch or credit Letters of Allotment / Allotment advice in favour of the allottees, not later than two business days after the Deemed Date of Allotment. After completion of all legal formalities, the Issuer will issue the Debentures certificate(s) / credit the Depository account of the allottee against surrender of the letter(s) of allotment within three month(s) of the Deemed Date of Allotment, or such extended period subject to obtaining the approvals, if any. Interest at coupon rate will be paid via interest warrants on the application money to the applicants. Such interest will be paid for the period commencing from the date of receipt of funds till one day prior to the deemed date of allotment.

Right to Re-purchase and Re-issue the Debentures

The Company will have power, exercisable at its sole and absolute discretion from time to time to repurchase a part or all of its Debentures from the secondary markets or otherwise at any time prior to the date of maturity as per the prevailing guidelines/regulations of Reserve Bank of India and other Authorities.

In the event of a part or all of its Debentures being repurchased as aforesaid or redeemed under any circumstances whatsoever, the Company shall have, and shall be deemed always to have had, the power to reissue the Debentures either by reissuing the same Debentures or by issuing other Debentures in their place.

Further the Company, in respect of such repurchased / redeemed Debentures shall have the power, exercisable either for a part or all of those Debentures, to cancel, keep alive, appoint nominee(s) to hold or reissue at such price and on such terms and conditions as it may deem fit and as permitted by law.

Transfer of Debentures

Debentures shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL / CDSL, Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.
The debentures shall be freely transferable subject to the applicable law and prevailing guidelines of Reserve Bank of India (RBI) and Securites and Exhange Board of India (SEBI). The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Company, and the Company shall not be liable in this regard in any manner, whatsoever.

Succession

In the event of demise of a Registered Debenture holder of the Debentures, or the first holder in the case of joint holders, the Issuer will recognize the executor or administrator of the demised Debenture holder or the holder of succession certificate or other legal representative of the demised Debenture holder as the Registered Debentures holder of such Registered Holder's Debentures if such a person obtains probate or letter of administration or is the holder of succession certificate or other legal representation, as the case may be, from a Court of India having jurisdiction over the matter and delivers a copy of the same to the Issuer. The Issuer may in its absolute discretion, where it thinks fit, dispense with the production of the probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures standing in the name of the demised debentures holder on production of sufficient documentary proof or indemnity. In case a person other than individual holds the debentures, the rights in the debentures shall vest with the successor acquiring interest therein, including liquidator or such any person appointed as per the applicable laws.

Modifications of Rights

The rights, privileges, terms and conditions attached to all Debentures may be varied, modified or abrogated with the consent, in writing, of those holders of the Debentures who hold at least three-fourths of the outstanding amount of Debentures or with the sanction accorded pursuant to a resolution passed at a meeting of the Debenture holders, carried by a majority consisting of not less than three-fourths of the persons voting there upon a show of hands or, if a poll is demanded by a majority representing not less than three-fourths in value of the votes cast on such poll, provided that nothing in such consent or resolution shall be operative against the Issuer if the same are not accepted in writing by the Issuer.

Notices

The notices, communications and writings to the Debenture holder(s) required to be given by the Issuer shall be deemed to have been given if sent by Registered Post to the Registered Debenture holder(s) at the address of the Debenture holder(s) registered with the Corporate Office.

All notices, communications and writings to be given by the Debenture holder(s) shall be sent by Registered Post or by hand delivery to the Issuer at Corporate Office or to such persons at such address as may be notified by the Issuer from time to time and shall be deemed to have been received on actual receipt.

Rights of Debentureholders

The Debenture holder (s) shall not be entitled to any right and privileges of shareholders other than those available to them under the Statutory Act. The Debenture shall not confer upon the holders the right to receive notice(s) or to attend and to vote out any General Meeting(s) of the Company.

Future Borrowings

The Company will be entitled to borrow/raise loans or avail of financial assistance in whatever form including issue of Debentures/ other securities in any manner having such ranking in priority, pari passu or otherwise and change the capital structure including the issue of shares of any class, on such terms and conditions as the Company may think appropriate, without having any need to obtain the consent of, or intimation to, the Debenture holders or the Trustees in this connection.

Governing Laws and Jurisdiction

The Debentures are governed by and will be construed in accordance with the Indian Law. The Issuer, the Debentures and Issuer's obligations under the Debentures shall, at all times, be subject to the directions of the Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI), Stock Exchanges and other applicable laws and regulations from time to time. The Debenture-holders, by purchasing the Debentures, agree that the Mumbai High Court shall have exclusive jurisdiction with respect to matters relating to the Debentures.
Over and above, the said debentures shall be subject to the term and conditions as contained in the offer letter /term sheet, application form and the Debenture Trust Deed / Trustee Agreement.

Material Contracts & documents

1. Board of Directors of the Company at its Meeting held on 23rd April, 2016, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment and scale of salary and the other terms of remuneration including perquisites and commission payable to Mr. Ramesh Iyer as the Vice-Chairman & Managing Director of the Company with effect from 30th April, 2016, for a period of 5 (five) years. Further, Members of the Company by means of a Postal Ballot voting process conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the Resolutions passed on Thursday, 16th June, 2016 as set out in the Notice dated 10th May, 2016 have approved the resolution for Mr. Ramesh Iyer's re-appointment as the Managing Director designated as "Vice-Chairman & Managing Director" of the Company.

2. Shareholders Resolution passed on 15th June 2017 authorising the board to borrow monies by way of issue of Non Convertible debentures

3. Board Resolution passed on April 25, 2017, authorizing issue of the Debentures offered under terms of this Disclosure Document

4. Board of Directors of the Company has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment

and scale of salary and the other terms of remuneration including perquisites and commission payable to Mr. V. Ravi as the Executive Director & Chief Financial Officer of the Company with effect from 25th July, 2015, for a period of 5 (five) years. Further, Members of the Company by means of a Postal Ballot voting process conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the Resolutions passed on Thursday, 16th June, 2016 as set out in the Notice dated 10th May, 2016 have approved the resolution for Mr. V. Ravi's re-appointment as the Whole Time Director designated as "Executive Director & Chief Financial Officer" of the Company.

5. The Board of Directors has pursuant to the recommendation of the Nomination and Remuneration Committee of the Board appointed Dr. Anish Shah as an Additional Director of the Company with effect from 18th March, 2016. Further, Members of the Company by means of a Postal Ballot voting process conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the Resolutions passed on Thursday, 16th June, 2016 as set out in the Notice dated 10th May, 2016 have approved the resolution for Dr. Anish Shah's re-appointment as a Director of the Company, liable to retire by rotation.

6. The Board of Directors has pursuant to the recommendation of the Nomination and Remuneration Committee of the Board appointed Mr. V. S. Parthasarathy as an Additional Director of the Company with effect from 24th July, 2014. Further, Members of the Company at the Annual General Meeting held on 24th July, 2015, approved the resolution for Mr. V. S. Parthasarathy's re-appointment as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

7. Mr Ramesh Iyer was liable to retire by rotation and was re-appointed as Managing Director at 27th AGM held on 24th July, 2017.

8. The Memorandum and Articles of Association of the company, as amended from time to time

9. Copy of Certificate of Incorporation of the company

10. Copy of Certificate of commencement of business.

11. Annual reports of the company for the last five financial years.

Prior Consent

The relevant consent for creation of security such as pari passu letter from the previous debenture trustee shall be obtained and submitted to the debenture trustee before opening of issue of debenture.

EVENTS OF DEFAULT

If one or more of the events specified herein (hereinafter called "the Event(s) of default") happen(s), the Trustees may, after giving a notice in writing to the company to remedy the breach or default and if after expiry of such period the breach or default is still unremedied, by a notice in writing to the Company declare the principal of and all accrued interest on the debentures to be due and payable forthwith and the security created hereunder shall become enforceable:

i. Default is committed in the payment of the principal amount of the Debentures on the due dates;
ii. Default is committed in the payment of any instalment of interest on the Debentures on the due dates;
iii. Interest amounting to at least Rs. 1,00,000/- shall have been in arrears and unpaid for 30 days after becoming due;
iv. Default shall have occurred in the performance of any other covenants, conditions or agreements on the part of the Company under this agreement and/or the financial covenants (other than the obligation to pay the principal and interest or any other deed between the Company and the Debentureholders / Trustees and except, where the Trustees certify that such default is in their opinion incapable of remedy (in which case no notice shall be required) and such default shall have

continued for a period of 30 days after notice in writing thereof has been given to the Company by the Debentureholders / Trustees;

v. Any indebtedness of the Company for borrowed monies i.e. indebtedness for and in respect of monies borrowed or raised (whether or not for cash consideration) by whatever means (including acceptances, credits, deposits and leasing) becomes due prior to its stated maturity by reason of default of the terms thereof or any such indebtedness is not paid at its stated maturity or there is a default in making payments due under any guarantee or indemnity given by the Company in respect of the indebtedness of borrowed monies of any person;

vi. Any information given by the Company in its application for Debentures, in the reports and other information furnished by the Company in accordance with the reporting system and the warranties given/deemed to have been given by the Company to Debenture holders/ Trustees is misleading or incorrect in any material respect.

vii. If there is reasonable apprehension that the Company is unable to pay its debts or proceedings for taking it into liquidation, either voluntarily or compulsorily, may be or have been commenced in respect thereof;

viii. If the Company does not strive to ensure that Mortgaged Properties offered as security to the Trustees/ Debentureholders for the Debentures are not insured or kept insured or depreciate in value to such an extent that in the opinion of the Debentureholders / Trustees further security to the satisfaction of Debentureholders / Trustees should be given and on advising the Company to that effect such security has not been given to the Trustees to their satisfaction;

ix. If, without the prior approval of the Trustees or Debentureholders, the Specifically Mortgaged Premises or any assets charged to Debentureholders / Trustees are sold, disposed off, charged, encumbered or alienated or the said buildings, structures, plant and machinery or other equipment are removed, pulled down or demolished except in the ordinary course of business;

x. The Company shall have voluntarily or involuntarily become the subject of proceedings under any bankruptcy or insolvency laws or the Company is voluntarily or involuntarily dissolved.

xi. The Company is unable or has admitted in writing its inability to pay its debts as they mature;

xii. The Company has taken or suffered any action to be taken for its reorganisation, liquidation or dissolution;

xiii. A receiver or a liquidator is appointed or allowed to be appointed for all or any part of the undertaking of the Company;

xiv. If an attachment or distraint has been levied on the mortgaged / charged properties or any part thereof or certificate proceedings have been taken or commenced for recovery of any dues from the Company:

xv. If extraordinary circumstances have occurred which make it improbable for the company to fulfil its obligations under these presents and / or the debentures;

xvi. If in the opinion of Debentureholders / Trustees, the security hereby created is in jeopardy.

xvii. If, the Company is unable to pay its debts within the meaning of Section 434 of the Companies Act, or if the Company is carrying on business at a loss and it appears to the Trustees/ Debentureholders that the continuation of its business will endanger the security hereby created.

xviii. If the Company ceases or threatens to cease to carry on its business or gives notice of its intention to do so;

xix. Any other event described as an Event of Default in the Information Memorandum.

Creation of Charge / Security & Description of Property

In case of SECURED DEBENTURES, the redemption of the principal amount of the debentures, payment of interest, remuneration of the Trustees, liquidated damages and all costs, charges, expenses and other monies payable by the Company in respect of the debentures will be secured by a first pari passu Mortgage and charge in favour of the Trustees on the Company's immovable and movable properties, present & future, more specifically stated in First Schedule & Part A of Second Schedule respectively and exclusive charge on Receivables under Hire Purchase/Lease/Loan contracts, owned Assets and Book debts to the extent of 100% of Debenture outstanding stated in Part B of Second Schedule.

In case of delay in execution of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of atleast 2% p.a. over the coupon rate till these conditions are complied with at the option of the investor.

The First Schedule Above Referred To
(Description of Immovable Property)

The Office Premises No. B (Northern Side) admeasuring 576 sq. ft. i.e. 53.51 sq. mtrs or thereabout (super built-up) on the Second Floor of the building known as Sanjeevani Chambers and constructed on Plot bearing CTS No. 20293 in Sanjeevani Complex, Adalat Road, Near Ratnaprabha Motors, Aurangabad in the state of Maharashtra.

The Second Schedule Above Referred To
Part A

The whole of the fixtures, fittings, articles, things and other movables of every description of the Borrower doth, whether installed or not and whether now lying or stored in or about or shall hereinafter from time to time during the continuance of the security of these presents be brought into or upon or be stored or be in or about the Borrower's property described in the First Schedule hereto.

The Second Schedule Above Referred To
Part B

Exclusive charge on Pool of Assets such that the assets secured aggregates to 100% of the outstanding value of debentures and asset cover of 1.00 time at all times during the tenure of the debentures and such asset shall include receivables and Book Debts against vehicles and / or consumer durables and / or equipments created out of the debenture proceeds by way of leasing / hire–purchase / loan of vehicles and / or consumer durables and / or equipments in the course of business of the Borrower and all vehicles and / or consumer durables and/or equipments acquired / to be acquired by the Borrower out of the debenture proceeds together with all bills, securities, investments, owned assets, spares, tools and accessories and whether installed or not and whether now lying loose or in cases or brought into or upon or be stored or be in or about all the Borrower's premises and godowns or wherever else the same may be or be held by any party to the order or disposition of the Borrower or in the course of transit or on high seas or on order, or delivery or other assets as periodically notified by the Company.

Default in Payment: In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of atleast @ 2% p.a. over the coupon rate will be payable by the Company for the defaulting period

Delay in Listing: In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Company will pay penal interest of atleast 1 % p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.

B. Issue Details

Security Name	XX% - Mahindra & Mahindra Financial Services Limited – XXXX
Issuer	Mahindra & Mahindra Financial Services Limited
Type of Instrument	Secured / Unsecured Redeemable Non convertible Debentures (Subordinated or Not)
Nature of Instrument	Secured / Unsecured
Seniority	Senior or Subordinated
Mode of Issue	Private Placement
Eligible Investors	Mutual Funds / Banks / Financial Institutions / Insurance Companies / Pension Funds / Provident Funds / Gratutity Funds/ Corporates / Individuals / FII's
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing	To be listed in The Stock Exchange, Mumbai within 20 days.
Rating of the Instrument	To be decided at the time of each issuance.
Issue Size	Rs. XXX Crs
Option to retain oversubscription (Amount)	
Objects of the Issue	For Long Term Working Capital
Details of the utilization of the Proceeds	The proceeds of the Debentures shall be utilised by the Company for the purpose of financing, repayment of dues of other financial institutions / Banks or for long-term working capital.
Coupon Rate	XX% p.a.
Step Up/Step Down Coupon Rate 1	
Coupon Payment Frequency	
Coupon payment dates	
Coupon Type	
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	
Day Count Basis	Actual/Actual (SEBI Circular - CIR/IMD/DF-1/122/2016 dated November 11, 2016)
Interest on Application Money	Not Applicable
Default Interest Rate	In case of default in payment of interest and/or principal redemption on the due dates, additional interest @ 2% p.a. over the documented rate will be payable by the Company for the defaulting period.
Tenor	---- Months from the Deemed Date of Allotment
Redemption Date	
Redemption Amount	Rs. XXX Crs
Redemption Premium /Discount	

Issue Price	Rs. XXX/- per Debenture
Discount at which security is issued and the effective yield as a result of such discount.	
Put option Date	
Put option Price	
Call Option Date	
Call Option Price	
Put Notification Time	
Call Notification Time	
Face Value	Rs.10,00,000/- per Debenture
Minimum Application and in multiples of Debt securities thereafter	10 Debentures and in multiples of 1 thereafter
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in Date 4. Deemed Date of Allotment	
Issuance mode of the Instrument	Demat
Trading mode of the Instrument	Demat
Settlement mode of the Instrument	Through RTGS / NEFT / Fund Transfer
Depository	NSDL
Business Day Convention	If any interest payment date falls on a holiday, the payment may be made on the following working day. If any principal payment date falls on a holiday, principal will be payable on the previous working day. The interest/ redemption payments shall be made only on the days when the money market is functioning in Mumbai. The Coupon payment convention will be as per SEBI Circular - CIR/IMD/DF-1/122/2016 dated November 11, 2016
Record Date	The record date for the purpose of determination of the persons entitled to receive interest / Principal in respect of the debentures shall be 14 calendar days before the due date.
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security).	Debentures are secured by way of pari passu charge on Aurangabad Branch office along with other Debenture holders and exclusive charge on receivables under Hire Purchase/Lease/ Loan contracts, owned Assets and Book debts to the extent of 100% of Debenture outstanding.

Transaction Documents	Term Sheet, Board Resolution,Rating Rationale, Rating Letter, Trustee Consent Letter, BSE In-principal Approval, Application Form
Conditions Precedent to Disbursement	
Condition Subsequent to Disbursement	
Events of Default	Please refer page no 69 of this document
Provisions related to Cross Default Clause	
Role and Responsibilities of Debenture Trustee	As defined in the debenture trust deed
Governing Law and Jurisdiction	Please refer page no 68 of this document
Term Sheet to Prevail	In the event of any repugnancy or inconsistency in this Disclosure Document, Term Sheet will prevail for all the purposes.
Compliance	a) Company reserves right to make multiple issuances under the same ISIN with reference to SEBI Circular CIR/IMD/DF-1/ 67 /2017 dated 30th June 2017. b) Issue can be made either by way of creation of fresh ISIN or by way of issuance under the existing ISIN at premium /par/discount as the case may be in line with SEBI Circular CIR/IMD/DF-1/ 67 /2017 dated 30th June 2017

Illustration of cash flows emanating from debt securities:

Company	Mahindra & Mahindra Financial Services Limited
Face Value (per security)	10,00,000.00
Issue Date/Date of Allotment	03-02-2017
Redemption	21-12-2020
Coupon Rate	7.8420%
Frequency of the Interest Payment with specified dates	First Interest on 03/02/2018, 03/02/2019, 03/02/2020 and 21/12/2020
Day Count Convention	Actual / Actual

Cash Flows	Date	No. of days in Coupon Period	Amount (in Rupees)
1st Coupon	Saturday, 03 February 2018	365	78,420.00
2nd Coupon	Sunday, 03 February 2019	365	78,420.00
3rd Coupon	Monday, 03 February 2020	365	78,420.00
4th Coupon	Monday, 21 December 2020	322	68,992.46
Principal	Monday, 21 December 2020	322	10,00,000.00

If the interest payment date falls on a holiday, the payment may be made on the following working day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security. In other words, the subsequent coupon schedule would not be disturbed merely because the payment date in respect of one particular coupon payment has been postponed earlier because of it having fallen on a holiday.

In the above case, February 03, 2018 is a Saturday, thus the coupon would be payable on February 05, 2018 i.e. the next working day. However the calculation for payment of interest will be only till February 02, 2018, which would have been the case if February 03 & February 04, 2018 were not a holiday.

In case of a leap year, if February 29 falls during the tenor of a security, then the number of days shall be reckoned as 366 days (Actual/Actual day count convention) for a whole one year period, irrespective of whether the interest is payable annually, half yearly, quarterly or monthly etc. It is thus emphasized that for a half yearly interest payment, 366 days would be reckoned twice as the denominator; for quarterly interest, four times and for monthly interest payment, twelve times.

In the above example, in case of the leap year (i.e, 2020), 366 days would be reckoned as the denominator (Actual/Actual), for payment of interest, in period February 03, 2020 to December 21, 2020.

A DECLARATION BY THE DIRECTORS THAT-

The company has complied with the provisions of the Act and the rules made thereunder;
the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorized by the Board of Directors of the Company vide resolution dated 25th April, 2017 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Date : 11th August, 2017

Place : Mumbai

For Mahindra & Mahindra Financial Services Ltd.

Authorised Signatory
SD

India Ratings & Research

Fitch Group

Mr. Dinesh Prajapati
VP - Treasury & Corporate Affairs,
Mahindra & Mahindra Financial Services Limited,
4th Floor, Mahindra Towers,
Dr. G.M. Bhosale Marg, Worli,
Mumbai -400018

July 26, 2017

Dear Mr. Prajapati,

Re: Mahindra & Mahindra Financial Services Limited (MMFSL)

India Ratings (see definition below) communicates the following ratings of MMFSL:-

- INR165bn non-convertible debentures (NCD): 'IND AAA'/ Outlook Stable

Out of the above rated amount INR149.0bn of NCD is outstanding.

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction.

The manner of India Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings' ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the

India Ratings & Research Private Limited A Fitch Group Company
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website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

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It is important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

Nothing in this letter is intended to or should be construed as creating a fiduciary relationship between India Ratings and you or between India Ratings and any user of the ratings.

In this letter, "**India Ratings**" means India Ratings & Research Pvt. Ltd. and any successor in interest.

We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please contact us at 91 22 4000 1700.

Sincerely,

India Ratings

Sandeep Singh
Senior Director

Prakash Agarwal
Director

CARE Ratings
Professional Risk Opinion

CARE/HO/RL/2017-18/2196
Mr. Ramesh Iyer
Managing Director
Mahindra & Mahindra Financial Services Ltd.
Mahindra Towers,
Dr. G M. Bhosale Marg,
P. K. Kurne Chowk,
Worli, Mumbai - 400 018

August 10, 2017

Confidential

Dear Sir,

Credit rating for Non-Convertible Debentures and Subordinated Debt

Please refer to our letter dated December 30, 2016 and your request for revalidation of the rating assigned to the Non-Convertible Debenture and subordinated debt issues of your company.

2. The following rating has been reviewed

Instrument	Rated Amount (Rs. crore)	Rated Amount used (Rs. Cr.)	Repaid (Rs. Cr.)	Amount o/s as on August 07, 2017 (Rs. crore)	Rating[1]	Remarks
Non-Convertible Debenture	3,200 (Rs. Three Thousand Two Hundred Crore Only)	2,986.50 (Rs. Two Thousand Nine Hundred eighty six Crore and Fifty Lakh Only)	25 (Twenty Five Crore Only)	2,961.50 (Rs. Two Thousand Nine Hundred Sixty One Crore and Fifty Lakh Only)	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
Subordinated Debt	600 (Rs. Six Hundred Crore Only)	375 (Rs. Three Hundred Seventy Five Crore Only)	–	375 (Rs. Three Hundred Seventy Five Crore Only)	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed

3. Please arrange to get the rating revalidated, in case the proposed issues are not made within six months from the date of this letter.

4. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Details of top 10 investors

[1] *Complete definitions of the ratings assigned are available at www.careratings.com and in other CARE publications.*

5. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.

6. CARE reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, as a result of periodic review/surveillance, based on any event or information which in the opinion of CARE warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE so as to enable it to carry out continuous monitoring of the rating of the debt instruments, CARE shall carry out the review on the basis of best available information throughout the life time of such instruments. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.

7. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.

8. CARE ratings are not recommendations to buy, sell, or hold any securities.

If you need any clarification, you are welcome to approach us in this regard.

Thanking you,

Yours faithfully,

[Jude Varghese]
Deputy Manager
jude.varghese@careratings.com

[Aditya Acharekar]
AGM
aditya.acharekar@careratings.com

Encl.: As above

Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

In case of partnership/proprietary concerns, the rating/outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

AXIS TRUSTEE

ATSL/CO/16-17/0221
24 March, 2017

Mahindra & Mahindra Financial Services Ltd
"Mahindra Towers" Fourth Floor,
Dr.G M Bhosale Marg,
Worli, Mumbai - 400018

Kind Attn : Mr. Rakesh Bildani

Dear Sir / Madam,

Sub: Consent to act as Debenture Trustee for the Debentures to be issued by Mahindra and Mahindra Financial Services Limited for the period 01st April 2017 to 31st March 2018.

We, Axis Trustee Services Limited, hereby give our consent to act as the Debenture Trustee for the above mentioned issue of Debentures having a tenure of more than one year and are agreeable to the inclusion of our name as Debenture Trustee in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum and/or application to be made to the Stock Exchange for the listing of the said Debentures.

Axis Trustee Services Limited (ATSL) consenting to act as Debenture Trustees is purely its business decision and not an indication on the Issuer Company's standing or on the Debenture Issue. By consenting to act as Debenture Trustees,ATSL does not make nor deems to have made any representation on the Issuer Company, its Operations,the details and projections about the Issuer Company or the Debentures under Offer made in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document. Applicants / Investors are advised to read carefully the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document and make their own enquiry,carry out due diligence and analysis about the Issuer Company, its performance and profitability and details in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document before taking their investment decision.ATSL shall not be responsible for the investment decision and its consequence.

We also confirm that we are not disqualified to be appointed as Debentures Trustee within the meaning of Rule 18(2)(c) of the Companies (Share Capital and Debentures) Rules, 2014.

Yours Truly,

For Axis Trustee Services Limited

Mangalagowri Bhat
Manager