

28th October, 2020

The General Manager-Department
of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code : 532720

Dear Sirs,

The Manager-Listing Department,
National Stock Exchange of India Limited,
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051.

Scrip Code : M&MFIN

**Sub: Nil Statement on Deviation or Variation in utilisation of Funds raised
through Rights Issue**

Pursuant to the provisions of Regulation 32 of the Securities and Exchange Board of India ["SEBI"] (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/162/2019 dated 24th December, 2019 regarding "Format on Statement of Deviation or Variation for proceeds of public issue, rights issue, preferential issue, Qualified Institutions Placement (QIP) etc.", we hereby confirm that there is no deviation or variation in the use of proceeds of the Rights Issue from the objects stated in the Letter of Offer dated 21st July, 2020. A Nil Statement of Deviation, duly reviewed by the Audit Committee of the Company, is given in "Annexure A".

The entire proceeds raised by the Company through the Rights Issue, during the quarter ended 30th September, 2020, have been utilised for the objects as stated in the Letter of Offer dated 21st July, 2020.

Kindly take the same on record.

This intimation is also being uploaded on the Company's website at <https://mahindrafinance.com/investor-zone/investor-information>.

Thanking you,

Yours Faithfully,

For Mahindra & Mahindra Financial Services Limited

Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer

Encl: a/a

ANNEXURE A**Nil Statement of Deviation/ Variation in utilisation of Funds raised**

Name of listed entity	Mahindra & Mahindra Financial Services Limited
Mode of Fund Raising	Rights Issue
Date of Raising Funds	17 th August, 2020
Amount Raised	Rs. 3,088.82 Crores
Report filed for Quarter ended	30 th September, 2020
Monitoring Agency	Applicable
Monitoring Agency Name, if Applicable	Axis Bank Limited
Is there a Deviation / Variation in use of funds raised	No
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	Not Applicable
If Yes, Date of Shareholder Approval	Not Applicable
Explanation for Deviation / Variation	Not Applicable
Comments of the Audit Committee after review	No Comments
Comments of the auditors, if any	No Comments

Objects for which funds have been raised and where there has been a deviation, in the following table						
Original Object	Modified Object, if any	Original Allocation (Rs. in Millions)	Modified allocation, if any	Funds Utilised (Rs. in Millions)	Amount of Deviation/ Variation for the quarter according to applicable object	Remarks if any
Repayment/ prepayment of certain outstanding borrowings availed by our Company	Not Applicable	16,000.00	Not Applicable	16,000.00	NIL	NIL
Augmenting the long-term capital and resources for meeting funding requirements for our Company's business activities	Not Applicable	8,000.00	Not Applicable	8,000.00	NIL	NIL
General Corporate purposes	Not Applicable	6,790.75	Not Applicable	6,790.75	NIL	NIL
Deviation or variation could mean:						
(a) Deviation in the objects or purposes for which the funds have been raised or						
(b) Deviation in the amount of funds actually utilized as against what was originally disclosed or						
(c) Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc.						

Note:

The details of funds received on allotment of 61,77,64,960 Equity Shares are as under:

	No of Equity shares	Price (in Rs.)	Amount (Rs. in crores)	Remarks
Total Issue Size	61,77,64,960	50	3,088.82	The Company issued 61,77,64,960 Equity Shares for cash at a price of Rs.50 per Equity Share (including a premium of Rs.48 per Equity Share) aggregating Rs.30,888,248,000 to the
Details of Allotment till 30 th September, 2020	61,77,64,960	50	3,088.82	

				Eligible Equity Shareholders of the Company on a Rights Basis in the Ratio of 1 Equity Share for every 1 Equity Share held on the Record Date i.e. 23 rd July, 2020. The Company completed the Allotment of 61,77,64,960 Rights Equity Shares on 17 th August, 2020. The Rights Equity Shares were listed on BSE Limited and the National Stock Exchange of India Limited on 18 th August, 2020 and were permitted for Trading with effect from 20 th August, 2020.
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The entire proceeds raised by the Company through the Rights Issue, during the quarter ended 30th September, 2020, have been utilised for the objects as stated in the Letter of Offer dated 21st July, 2020.

For Mahindra & Mahindra Financial Services Limited

**Arnavaz M. Pardiwalla
Company Secretary & Compliance Officer**

Place: Mumbai

Date : 28th October, 2020