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Mahindra and Mahindra Financial Services Limited
Public Issue of Secured and/ or Unsecured Subordinated, Redeemable, Non-Convertible Debentures

Issue Highlights

Issue opens:	January 4, 2019
Issue closes:	January 25, 2019
Allotment:	First Come First Serve Basis
Face Value:	Rs. 1000 per NCD
Issue Price:	Rs.1000 per NCD
Nature of Instrument:	Secured and/ or Unsecured Subordinated, Redeemable, Non-Convertible Debentures
Minimum Application:	Rs.10,000 (10 NCD)
Listing:	BSE
Rating:	‘CARE AAA; Stable’ by CARE and “IND AAA; Stable” by India Ratings

Registrar:	Karvy Fintech Private Limited
Issue Size:	Base Issue Size: ₹ 500 crore with an option to retain oversubscription up to ₹ 3000 Crs aggregating up to ₹ 3500 Crs

Issue Break up:

Category	Allocation	Amount in Crs.	
		Base Issue	Total Issue
QIB	20%	100	700
Corporate	20%	100	700
HNI	30%	150	1050
Retail	30%	150	1050
Total	100%	500	3500

* Persons resident outside India and other foreign entities are not allowed

Effective Yield (p.a.):

Series	I	II	III	IV
Frequency of Interest Payment	Annual	Annual	Annual	Annual
Tenor	39 months	60 months	96 months	120 months
Coupon (%) for NCD Holders in Category I and II	9.00	9.10	9.20	9.35
Coupon (%) for NCD holders in Category III and IV	9.05	9.15	9.30	9.50
Effective Yield (per annum) for Category I & II	9.02	9.12	9.21	9.35
Effective Yield (per annum) for Category III & IV	9.07	9.17	9.31	9.50
Redemption Amount (₹/NCD)	₹ 1,000			

Issuer Overview

COMMON TERMS FOR ALL SERIES OF THE NCDs

Issuer	Mahindra and Mahindra Financial Services Limited
Tranche I Issue Size	Base Issue Size: ₹ 500 crore with an option to retain oversubscription up to ₹ 3000 Crs aggregating up to ₹ 3500 Crs
Type of Instrument	Secured and/ or Unsecured Subordinated, Redeemable, Non-Convertible Debentures
Mode of Issue	Public Issue
Minimum Application Size	Rs. 10,000/- only

Credit Rating / Rating of the Instrument	The NCDs proposed to be issued under this Issue have been rated 'CARE AAA; Stable' for an amount of ₹ 10,000 crores, by CARE and "IND AAA; Stable" for an amount of ₹ 10,000 crores, by India Ratings. The rating of NCDs by CARE and India Ratings vide their letter dated September 29, 2018 and revalidated by revalidation letters dated October 31, 2018 and December 18, 2018 and vide letter dated October 3, 2018 and revalidated by revalidation letters dated November 2, 2018 and December 17, 2018, respectively indicate that instruments with this rating are considered to have highest degree of safety regarding timely servicing of financial obligations and carry lowest credit risk.
Put/Call Option	N.A.
Mode of Allotment and Trading	Compulsorily in dematerialised form.
Deemed Date of Allotment	The date on which the Board of Directors/or Bond Issue Committee approves the Allotment of the NCDs for each Tranche Issue or such date as may be determined by the Board of Directors/ or duly authorised committee thereof and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to the Debenture holders from the Deemed Date of Allotment
Issue Opening Date	January 4, 2019
Issue Closing Date	January 25, 2019
Record Date	15 (fifteen) days prior to the relevant interest payment date, relevant Redemption Date for NCDs issued under the relevant Tranche Prospectus. In case of redemption of NCDs, the trading in the NCDs shall remain suspended between the Record Date and the Redemption Date. In the event the Record Date falls on a Sunday or holidays of Depositories, the succeeding working day or a date notified by the Company to the stock exchanges shall be considered as Record Date.

**The Tranche I Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. during the period indicated above, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Board or Bond Issue Committee thereof. In the event of an early closure or extension of the Tranche I Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a reputed daily national newspaper on or before such earlier or extended date of Issue closure. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by BSE.

The specific terms of each instrument are set out below:

Series	I	II	III	IV
Frequency of Interest Payment	Annual	Annual	Annual	Annual
Tenor	39 months	60 months	96 months	120 months
Coupon (%) for NCD Holders in Category I and Category II	9.00	9.10	9.20	9.35
Coupon (%) for NCD holders in Category III and Category IV	9.05	9.15	9.30	9.50
Effective Yield (per annum) for NCD holders in Category I & II	9.02	9.12	9.21	9.35
Effective Yield (per annum) for NCD holders in Category III & IV	9.07	9.17	9.31	9.50
Redemption Date (from the Deemed Date of Allotment)	39 months	60 months	96 months	120 months
Nature of Indebtedness	Secured	Secured	Secured	Unsecured
Redemption Amount (₹/NCD)	₹ 1,000			

*** The Company shall allocate and allot Series I NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

WHO CAN APPLY

Categories	Category I	Category II	Category III	Category IV
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Allocation Ratio	QIB Portion [20]% of Overall Issue Size	Corporate Portion [20]% of Overall Issue Size	HNI [30]% of Overall Issue Size	Retail [30]% of Overall Issue Size
	<ul style="list-style-type: none"> Public financial institutions scheduled commercial banks, Indian multilateral and bilateral development financial institution which are authorized to invest in the NCDs; Provident funds, pension funds with a minimum corpus of ₹2,500 lakh, superannuation funds and gratuity funds, which are authorized to invest in the NCDs; Mutual Funds registered with SEBI; Resident Venture Capital Funds/ Alternative Investment Fund registered with SEBI, subject to investment conditions applicable to them under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; Insurance Companies registered with IRDA; State industrial development corporations; Insurance funds set up and managed by the army, navy, or air force of the Union of India; Insurance funds set up and managed by the Department of Posts, the Union of India; Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net worth of more than ₹50,000 lakh as per the last audited financial statements; and National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India. 	<ul style="list-style-type: none"> Companies within the meaning of section 2(20) of the Companies Act, 2013; Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs; Co-operative banks and regional rural banks; Public/private charitable/ religious trusts which are authorised to invest in the NCDs; Scientific and/or industrial research organisations, which are authorized to invest in the NCDs; Partnership firms in the name of the partners; Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); Association of Persons; and Any other incorporated and/ or unincorporated body of persons. 	High Net-worth individuals which include Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10 lakhs across all series of NCDs in Issue	Retail Individual Investors which include Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10 lakhs across all series of NCDs in Issue

Application forms will be available on www.edelweisspartners.com

Edelweiss – Financial Products Distribution Branch Location for submission of application Forms	
West	Mumbai – Fort, Borivali, Santacruz, Ghatkopar and Pune
Gujarat	Ahmedabad & Surat
North	Delhi (CP) & Jaipur
South	Hyderabad & Bangalore
East	Kolkata

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