

22nd July 2025

To,

BSE Limited (Scrip Code: 532720)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Ltd. (Symbol: M&MFIN)
Exchange Plaza, 5th Floor, Plot No. C/1, "G" Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051

Dear Sir/Madam,

Sub: Submission of Monitoring Agency Report for the quarter ended 30th June 2025

Pursuant to Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 82(4) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, please find enclosed the Monitoring Agency Report for the quarter ended 30th June 2025 issued by CARE Ratings Limited in respect of utilisation of funds raised through Rights Issue of equity shares made by the Company vide its Letter of Offer dated 8th May 2025. The proceeds from Rights issue have been utilized appropriately for the objects mentioned in the offer document.

This intimation along with the Monitoring Agency Report is also being uploaded on the Company's website: <https://www.mahindrafinance.com/investor-relations/rights-issue-2025> .

We request you to kindly take the same on record.

Thanking you,
For **Mahindra & Mahindra Financial Services Ltd.**

Brijbala Batwal
Company Secretary
FCS: 5220

Enclosed as above

Monitoring Agency Report



Ratings • Advisory • Research • Risk Solutions

No. CARE/HO/GEN/2025-26/1065

The Board of Directors

Mahindra & Mahindra Financial Services Limited

Mahindra Towers, 3rd Floor,
Dr. G. M. Bhosale Marg, Worli,
Mumbai
Maharashtra 400018

July 22, 2025

Dear Sir/Ma'am,

Monitoring Agency Report for the quarter ended June 30, 2025 - in relation to the Rights issue of Mahindra & Mahindra Financial Services Ltd. ("the Company")

We write in our capacity of Monitoring Agency for the Rights Issue for the amount aggregating to Rs. 2,996.16 crore (Gross proceeds) of the Company and refer to our duties cast under 82 of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations.

In this connection, we are enclosing the Monitoring Agency Report for the quarter ended June 30, 2025, as per aforesaid SEBI Regulations and Monitoring Agency Agreement dated May 02, 2025.

Request you to kindly take the same on records.

Thanking you,

Yours faithfully,

Sudam Shingade

Associate Director

Sudam.shingade@careedge.in

CARE Ratings Limited

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Somaiya Hospital Road, Off Eastern Express
Highway, Sion (E), Mumbai - 400 022
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CIN-L67190MH1993PLC071691

Report of the Monitoring Agency

Name of the issuer: Mahindra & Mahindra Financial Services Ltd.

For quarter ended: June 30, 2025

Name of the Monitoring Agency: CARE Ratings Limited

(a) Deviation from the objects: Nil

(b) Range of Deviation: Not Applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit related analyses. We confirm that there is no conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer, or while undertaking credit rating or other commercial transactions with the entity.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Sudam Shingade

Signature:

Sudam Shingade

Associate Director

1) Issuer Details:

Name of the issuer : Mahindra & Mahindra Financial Services Ltd.
 Name of the promoter : Mahindra & Mahindra Ltd.
 Industry/sector to which it belongs : Financial Services-Finance-Non Banking Financial Corporation

2) Issue Details

Issue Period : May 22, 2025 to June 06, 2025
 Type of issue (public/rights) : Rights Issue
 Type of specified securities : Equity Shares
 IPO Grading, if any : Not Applicable
 Issue size (in crore) : Rs. 2,996.16 crore

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

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Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	CA Certificate, Management certificate, Bank Statements, Various bills checked on sample basis	The proceeds from Rights issue have been utilized appropriately for the objects mentioned in the offer document.	The Board of Directors noted that there are no deviations, and the proceeds were utilised for the purpose stated in the prospectus.
Whether shareholder approval has been obtained in case of material deviations# from expenditures disclosed in the Offer Document?	Not Applicable	Not Applicable	Not Applicable	Not applicable
Whether the means of finance for the disclosed objects of the issue have changed?	No	No	No	Not applicable
Is there any major deviation observed over the earlier monitoring agency reports?	Not Applicable	Not Applicable	Not Applicable	Not applicable

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all Government/statutory approvals related to the object(s) have been obtained?	Not Applicable	Not Applicable	Not Applicable	Not applicable
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	Not Applicable	Not Applicable	Not Applicable	Not applicable
Are there any favorable/unfavorable events affecting the viability of these object(s)?	Not Applicable	Not Applicable	Not Applicable	Not applicable
Is there any other relevant information that may materially affect the decision making of the investors?	No	No	No	Not applicable

#Where material deviation may be defined to mean:

- Deviation in the objects or purposes for which the funds have been raised
- Deviation in the amount of funds actually utilized by more than 10% of the amount projected in the offer documents.

4) Details of objects to be monitored:

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(i) Cost of objects –

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of -firm arrangements made
1	Issue related expenses	Chartered Accountant certificate, Management Certificate, Offer Document, Invoices, Bank Statements	8.40	8.40	Part of the Share issue expenses (Rs. 8.276 crores) are yet to be utilized.	NA	NA	NA
2	Augment the long-term capital and resources for meeting funding requirements for our Company's business activities.	Chartered Accountant certificate, Management Certificate, Offer Document, Bank Statements	2,250.00	2,250.00	The proceeds allocated for the aforementioned purpose have been utilized in alignment with the stated object of the issue. Of the total proceeds, ₹1.877 crores remain unutilized in the Monitoring Account, while ₹2,248.12	NA	NA	NA

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Original cost (as per the Offer Document) in Rs. Crore	Revised Cost in Rs. Crore	Comments of the Monitoring Agency	Comments of the Board of Directors		
						Reason for cost revision	Proposed financing option	Particulars of -firm arrangements made
					crores have been transferred to the company's disbursement account for subsequent disbursement.			
3	General corporate purposes (GCP)	Chartered Accountant certificate, Management Certificate, Offer Document, Bank Statements	737.76	737.76	100% of the GCP proceeds have been utilized in accordance with the object of the issue.	NA	NA	NA
Total			2,996.16	2,996.16				

(ii) Progress in the objects –

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Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
1	Issue related expenses	Chartered Accountant certificate, Management Certificate, Offer Document, Invoices, Bank Statements	8.40	-	0.12	0.12	8.276	Part of the Share issue expenses are yet to be utilized. (Rs. 8.276 crores)	Pending Invoices to be received from Vendors/Institutions	To be utilised as per receipt of invoices
2	Augment the long-term capital and resources for meeting funding requirements for our	Chartered Accountant certificate, Management Certificate, Offer	2,250.00	-	2,248.12	2,248.12	1.877	The proceeds for the said purpose have been utilized in accordance with the objects of the issue. Of the total	Pending for deployment towards	To be deployed as per business

Sr. No	Item Head	Source of information / certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document in Rs. Crore	Amount utilised in Rs. Crore			Total unutilised amount in Rs. crore	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter in Rs. Crore	During the quarter in Rs. Crore	At the end of the quarter in Rs. Crore			Reasons for idle funds	Proposed course of action
	Company's business activities.	Document, Bank Statements						proceeds, ₹1.877 crores remain unutilized in the Monitoring Account, while ₹2,248.12 crores have been transferred to the company's disbursement account for subsequent disbursement.	onward lending	requirement
3	General corporate purposes (GCP)	Chartered Accountant certificate, Management Certificate, Offer Document, Bank Statements	737.76	-	737.76	737.76	-	100% of the GCP proceeds have been utilized in accordance with the object of the issue.	NA	NA
Total			2,296.16	-	2,286.007	2,286.007	10.153			

(iii) Deployment of unutilized proceeds:

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Sr. No.	Type of instrument and name of the entity invested in	Amount invested	Maturity date	Earning	Return on Investment (%)	Market Value as at the end of quarter
1	Outstanding balance in Escrow A/c	8.159	-	-	-	-
2	Outstanding balance in Monitoring A/c	1.994	-	-	-	-
Total		10.153				

(iv) Delay in implementation of the object(s) – Not applicable

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Sr. No	Item Head^	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of the Board of Directors
1	Repaying liabilities and interest payments	737.76	CA Certificate, Management certificate, Bank Statements	The funds raised from the issue proceeds were utilized for general corporate purposes, in line with the objects of the issue.	NA
	Total	737.76			

^ Section from the offer document related to GCP:

Our Company intends to deploy the balance Net Proceeds aggregating up to ₹ 737.76 crores towards general corporate purposes, provided that the amount to be utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds. Such utilisation towards general corporate purposes shall be to drive our business growth, including, amongst other things, capital expenditure, meeting our working capital requirements, payment of principal, interest on borrowings, and, meeting of exigencies which our Company may face in its course of the business and any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof, subject to meeting regulatory requirements and obtaining necessary approvals/ consents, as applicable. Our management will have flexibility in utilizing the proceeds earmarked for general corporate purposes."

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Disclaimers to MA report:

- a) This Report is prepared by CARE Ratings Ltd (hereinafter referred to as "**Monitoring Agency/MA**"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.
- b) This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.
- c) Nothing contained in this Report is capable or intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The MA is also not responsible for any errors in transmission and specifically states that it, or its directors, employees do not have any financial liabilities whatsoever to the users of this Report.
- d) The MA and its affiliates do not act as a fiduciary. The MA and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the MA has obtained information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from auditors (or from peer reviewed CA firms), lawyers, chartered engineers or other experts, and relies on in its reports.
- e) The MA or its affiliates may have other commercial transactions with the entity to which the report pertains. As an example, the MA may rate the issuer or any debt instruments / facilities issued or proposed to be issued by the issuer that is subject matter of this report. The MA may receive separate compensation for its ratings and certain credit-related analyses, normally from issuers or underwriters of the instruments, facilities, securities or from obligors.



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