

29th July 2023

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: Intimation of institution of 'Mahindra and Mahindra Financial Services Limited – Restricted Stock Units Plan 2023'

With reference to our letter dated 28th April 2023, we hereby inform you that the shareholders of the Company have at their 33rd Annual General Meeting held on 28th July 2023 (which concluded at 5.23 p.m. IST) , inter-alia, approved Mahindra and Mahindra Financial Services Limited – Restricted Stock Units Plan 2023' (MMFSL RSU Plan 2023) via Special resolution.

Further details on the same are enclosed herewith as **Annexure- I**.

This intimation is also being uploaded on the website of the Company at <https://www.mahindrafinance.com/investors/disclosures-reg-46-62/investor-information#corporate-filings>

Kindly take the same on record.

Thanking you,
For Mahindra & Mahindra Financial Services Limited

Brijbala Batwal
Company Secretary

Annexure – I

| Sr. No. | Particulars | Disclosure |
|---------|---|--|
| a) | Brief details of options granted | <p>Details of options granted- : NIL , as on date.</p> <p>Note : The shareholders of the Company have approved MMFSL RSU Plan 2023 in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, with authority to grant up to 59,44,320 restricted stock units (RSUs), constituting 0.48% of the fully paid-up equity share capital of the Company as on 31st March 2023, and the same shall be granted in one or more tranches, from time to time, as may be determined by the Nomination and Remuneration Committee (“NRC Committee”).</p> <p>The eligibility for grant of RSUs shall be as per the criteria that may be determined by the NRC Committee, from time to time, including parameters, such as grade, individual performance, etc., as it may deem relevant.</p> |
| b) | Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable) | Yes, the MMSL RSU Plan 2023 is in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| c) | Total number of shares covered by these options | Under MMSL RSU Plan 2023, up to 59,44,320 RSUs can be granted, exercisable into not more than 59,44,320 fully paid-up equity shares of face value of Rs. 2/- each. |
| D) | Pricing formula | Exercise price per RSU shall be the face value of the Equity Shares as on the date of grant of RSUs, as applicable. |
| e) | Options vested; | Not Applicable at this stage |
| f) | Time within which option may be exercised; | The Exercise Period would commence from the date of vesting and will expire on completion of 5 years from the date of respective vesting or such other shorter period as may be decided by the NRC Committee from time to time. |
| g) | Options exercised; | Not Applicable at this stage |
| h) | Money realized by exercise of options; | |
| i) | The total number of shares arising as a result of exercise of option; | |

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| j) | Options lapsed; | |
| k) | Variation of terms of options; | |
| l) | Brief details of significant terms | Refer - Annexure A |
| m) | subsequent changes or cancellation or exercise of such options; | Not Applicable at this stage |
| n) | diluted earnings per share pursuant to issue of equity shares on exercise of options. | |

Annexure A

Brief details of significant terms

| MMFSL RSU Plan 2023 - Key Terms | |
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| Maximum Vesting Period & Schedule | Not later than a maximum of 7 years from the date of grant of RSUs as may be determined by the Committee |
| Vesting Conditions | <p>The vesting of RSUs would be based on achievement of performance parameters. The Committee would lay down the parameters for vesting of RSUs which would include one or more of the Company performance parameters such as:</p> <ul style="list-style-type: none"> a) Asset Quality b) Assets Under Management (AUM) Growth c) Cost control d) Profit growth e) Return on Assets (ROA) f) Digital maturity: use of technology and data g) Environmental, Social & Governance (ESG) performance <p>Besides the Company performance parameters, vesting of RSUs may include grantee’s individual performance, as determined by the Committee from time to time.</p> |
| Exercise Period | 5 Years |
| Implementation and administration of the Plan: | <p>The MMFSL RSU Plan 2023 shall be implemented and administered by the Mahindra & Mahindra Financial Services Limited Employees’ Stock Option Trust, existing Trust of the Company.</p> <p>The MMFSL RSU Plan 2023 contemplates fresh issue/primary issue of equity shares by the Company to the ‘Mahindra & Mahindra Financial Services Limited</p> |

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| | <p>Employees' Stock Option Trust' ("Trust"), in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws.</p> <p>The Shareholders have also approved the special resolution for provision of money by the Company to Mahindra & Mahindra Financial Services Limited Employees' Stock Option Trust under the 'Mahindra and Mahindra Financial Services Limited - Restricted Stock Units Plan 2023' ("MMFSL RSU Plan 2023") to fund the subscription of equity shares in terms of MMFSL RSU Plan 2023, of an amount not exceeding ₹ 5 crores (Rupees Five crores only), being below the statutory limits prescribed under the Companies Act, 2013)</p> |
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Apart from above other terms/conditions, other details of MMFSL RSU Plan 2023 is provided in the Notice of the 33rd Annual General Meeting and Explanatory Statement thereto.
