

Ref: MLLSEC/90/2024

25 June 2024

To,

BSE Limited,
(Security Code: 540768)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

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

Dear Sirs

Sub: Notice of 17th Annual General Meeting, Integrated Annual Report for financial year 2023-24, Business Responsibility and Sustainability Report for financial year 2023-24 – Regulations 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Further to our letters dated 22 April 2024 and 19 June 2024 wherein we had informed about the schedule of the 17th Annual General Meeting ("AGM") of the Company and in compliance with Regulations 30, 34 and other applicable provisions of the SEBI Listing Regulations, please find enclosed herewith:

1. [Notice of the 17th AGM of the Company](#) scheduled to be held on Monday, 22 July 2024 at 3:30 p.m. (IST) through Video Conference ("VC")/Any Other Audio-Visual Means ("OAVM") facility in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard. The brief details of the agenda items proposed to be transacted at the 17th AGM are given hereunder;
2. [Integrated Annual Report of the Company for the financial year 2023-24;](#)
3. [Business Responsibility and Sustainability Report \("BRSR"\) for financial year 2023-24;](#)

The aforesaid documents are being dispatched electronically (through e-mail) to all the Members whose e-mail addresses are registered with the Company/the Registrar & Share Transfer Agent/the Depository Participant(s). Physical copies of the same will be provided to the Members on request.

The said documents are also be available on the website of the Company at: <https://mahindralogistics.com/financial-results/annual-result/> and the website of National Securities Depository Limited ("NSDL"), e-voting agency at <https://www.evoting.nsdl.com/>.

Brief Summary of the agenda items and resolutions proposed to be transacted at the 17th AGM are as under:

Item No.	Agenda/Resolutions proposed to be passed at the AGM	Manner of approval
Ordinary Business:		
1.	Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024 and the Reports of the Board of Directors and Auditors thereon	Ordinary Resolution
2.	Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024 and the Report of the Auditors thereon	Ordinary Resolution
3.	Declaration of final dividend on the equity shares of the Company for the financial year ended 31 March 2024	Ordinary Resolution
4.	Re-appointment of Dr. Anish Shah, as a Director liable to retire by rotation	Ordinary Resolution
Special Business:		
5.	Re-appointment of Mr. Rampraveen Swaminathan as the Managing Director of the Company designated as "Managing Director & Chief Executive Officer" with effect from 4 February 2025 to 3 February 2030	Special Resolution
6.	Payment of remuneration to the Independent Directors of the Company for a period of five years commencing from financial year 2024-25 to financial year 2028-29	Special Resolution

Remote e-voting, electronic participation and e-voting at the 17th AGM

Cut-off date to determine Members eligible for e-voting	Monday, 15 July 2024
Commencement of remote e-voting	Wednesday, 17 July 2024 at 9:00 a.m. (IST)
End of remote e-voting	Sunday, 21 July 2024 at 5:00 p.m. (IST)
E-voting at the AGM	Monday, 22 July 2024 from 3:30 p.m. (IST)
Links for casting votes through remote e-voting and for attending and e-voting at the 17 th AGM	
For all Members through NSDL Portal:	https://www.evoting.nsdl.com
For Individual Members holding shares in demat mode with NSDL:	https://eservices.nsdl.com
For Individual Members holding shares in demat mode with CDSL:	https://web.cdslindia.com/myeasitoken/home/login or https://www.cdslindia.com/

Detailed instructions for remote e-voting, participation in the AGM through VC/OAVM mode and e-voting at the AGM are provided in the Notice of the 17th AGM.

This intimation is also being uploaded on the website of the Company and can be accessed at <https://mahindralogistics.com/corporate-announcement/>.

Thanking you,
For **Mahindra Logistics Limited**

Jignesh Parikh
Company Secretary
Enclosure: As above

NOTICE

MAHINDRA LOGISTICS LIMITED

Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai-400 018

Corporate Office: 10th & 11th Floor, Arena Space, Near Majas Bus Depot, Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060

Website: www.mahindralogistics.com **E-mail:** cs.mll@mahindralogistics.com

Phone: +91 22 2490 1441/+91 22 6836 7900

CIN: L63000MH2007PLC173466 **ISIN:** INE766P01016

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the SEVENTEENTH ANNUAL GENERAL MEETING ("AGM") of MAHINDRA LOGISTICS LIMITED will be held on Monday, 22 July 2024 at 3:30 p.m. (IST) through Video Conferencing/Any Other Audio-Visual Means facility to transact the following businesses.

The proceedings of the 17th AGM shall be deemed to be conducted at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 which shall be the deemed venue of the 17th AGM.

ORDINARY BUSINESS:

1. Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024 and the Reports of the Board of Directors and Auditors thereon

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2024, and the Reports of the Board of Directors and the Statutory Auditor thereon, as circulated to the Members, be and are hereby considered and adopted."

2. Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024 and the Report of the Auditors thereon

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2024 and the Report of the Statutory Auditor thereon, as circulated to the Members, be and are hereby considered and adopted."

3. Declaration of final dividend on the equity shares of the Company for the financial year ended 31 March 2024

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT as recommended by the Board of Directors of the Company, final dividend of ₹ 2.50 per equity share of the face value of ₹ 10/- each fully paid-up (25% on face value), be and is hereby declared for the financial year ended 31 March 2024 and the same be paid and distributed out of the profits of the Company for the financial year ended 31 March 2024."

4. Re-appointment of Dr. Anish Shah, as a Director liable to retire by rotation

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Dr. Anish Shah (DIN: 02719429), Non-Executive Director, who retires by rotation at this 17th Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. Re-appointment of Mr. Rampraveen Swaminathan as the Managing Director of the Company designated as "Managing Director & Chief Executive Officer" with effect from 4 February 2025 to 3 February 2030

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with

NOTICE (Contd.)

Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, the Company's Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning, and basis the recommendation of the Nomination and Remuneration Committee ("NRC") and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) as the Managing Director of the Company designated as "Managing Director & Chief Executive Officer" of the Company, liable to retire by rotation, for a further period of 5 (five) years with effect from 4 February 2025 to 3 February 2030 (both days inclusive) on the basic salary of ₹ 11,50,000/- per month in the scale of ₹ 10,00,000/- to ₹ 25,00,000/- per month and on such terms and conditions and remuneration as set out in the resolution below and detailed in the explanatory statement annexed hereto;

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to revise the basic salary payable to Mr. Rampraveen Swaminathan, as the Managing Director and Chief Executive Officer ("MD & CEO") of the Company (hereinafter referred to as the appointee) from 4 February 2025 to 3 February 2030 within the above mentioned scale of salary;

RESOLVED FURTHER THAT in addition to the basic salary, the perquisites (including benefits and allowances) payable or allowable and performance pay, to the appointee be as follows:

1. **Perquisites:**

The appointee shall also be entitled to perquisites not exceeding 200% of the Annual Basic Salary which would include accommodation (furnished or otherwise including interest on housing deposit and rent) or house rent allowance in lieu thereof, including house maintenance allowance together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, residential telephone and other communication facilities, soft furnishings, retention bonus, medical & mobile reimbursements, domiciliary expenses at actuals to cover self, spouse and children below the age of

twenty-five years and leave travel concession for self and family, club subscription, use of company cars (amount of car lease, fuel & maintenance, running expenses, reimbursement of repairs, driver reimbursement), education subsidy, employer and employee contribution to National Pension System, medical and personal accident insurance, subsidy for Parents' Medical Insurance, Group term Insurance, Directors and Officers Liability Insurance and club membership fees viz. reimbursement of membership fees including admission and annual membership fee/holiday home facility, allowances viz. conveyance allowance, education allowance, special allowance, flexi-pay allowance etc., and such other allowances, perquisites, benefits, amenities and facilities in accordance with the Rules of the Company and/or as may be decided by the Board from time to time;

2. **Restricted Stock Units/Stock Options:** In addition to the above, the appointee shall be entitled to Restricted Stock Units ("RSUs")/Stock Options ("ESOPs") during his period of appointment in accordance with the Company's RSUs/ESOPs Scheme(s) as may be approved by NRC, from time to time. The appointee shall also be entitled to participate in future RSUs/ESOP Schemes to be instituted by the Company, if any, subject to necessary approvals;
3. **Performance Pay:** In addition to the salary, perquisites and RSUs/ESOPs, as mentioned above, the appointee would be entitled to Performance Pay not exceeding 200% of the Annual Basic Salary;

Provided that:

- A. The value of the perquisites/allowances and Company furnished accommodation would be evaluated as per Income-Tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule;
- B. The Company's contribution to provident fund, superannuation fund or any annuity fund and gratuity shall not be included in the computation of the ceiling on remuneration specified in the Act;
- C. Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration specified in the Act;
- D. Any revision(s) in the remuneration, will be decided by the Board based on the recommendations of the NRC and the recommendation of NRC will be based on Company performance and Individual performance;

E. Remuneration payable to the appointee (including the salary, perquisites, RSUs/ESOPs, performance pay) does not exceed the limits laid down in section 197 of the Act and computed in the manner laid down in section 198 of the Act, including any statutory modifications or re-enactment thereof;

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisites, other allowances, benefits and performance pay etc. as specified above, subject to receipt of the requisite approvals, if any;

RESOLVED FURTHER THAT approval of the Members of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. Payment of remuneration to the Independent Directors of the Company for a period of five years from financial year 2024-25 to financial year 2028-29

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at their Fourteenth Annual General Meeting held on 27 July 2021 and pursuant to the provisions of Sections 149, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force], the Company's Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning, the Articles of Association of the Company, and such other approval(s), permission(s) and sanction(s) as may be necessary, and pursuant to the recommendation and approval of the Nomination

and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of remuneration including profit related commission to the Independent Directors of the Company, appointed from time to time, of such amount up to a limit of ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) in aggregate to all the Independent Directors, per annum, for a period of 5 (five) years commencing from financial year 2024-25 to financial year 2028-29, in addition to the sitting fees and re-imburement of expenses for attending the Meetings of the Board of Directors and Committees thereof, which may exceed 1% or 3% of the net profits of the Company, as the case may be, computed as per Section 198 of the Act, payable in such form and manner as the Board of Directors of the Company may from time to time determine;

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to its Independent Directors as minimum remuneration, subject to receipt of the requisite approvals, if any;

RESOLVED FURTHER THAT approval of the Members of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**By order of the Board
For Mahindra Logistics Limited
Jignesh Parikh
Company Secretary
Membership No.: ACS20413**

Registered Office:

Mahindra Towers, P. K. Kurne Chowk, Worli,
Mumbai - 400 018.
CIN: L63000MH2007PLC173466
E-mail: cs.mll@mahindralogistics.com
Website: www.mahindralogistics.com
Tel: +91 22 2490 1441/+91 22 6836 7900

Place: Mumbai
Date: 22 April 2024

NOTICE (Contd.)

NOTES AND INFORMATION TO THE MEMBERS:

A. CONVENING OF ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING OR ANY OTHER AUDIO-VISUAL MEANS FACILITY

1. Pursuant to General Circular No. 20/2020 dated 5 May 2020 issued by the Ministry of Corporate Affairs ("MCA") read together with MCA General Circular Nos. 14 & 17/2020 dated 8 April 2020 & 13 April 2020 respectively and MCA General Circular No. 09/2023 dated 25 September 2023 ("MCA Circulars"), the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM"). The registered office of the Company as stated in this Notice shall be the deemed venue of the AGM.

The Company will also be providing the facility of live webcast of proceedings of the AGM. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.

2. Quorum: Pursuant to the above MCA Circulars, physical attendance of the Members is not required at the AGM and attendance of Members through VC/OAVM facility will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").

3. Proxy: Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the AGM on his/her/their behalf and the proxy need not be a Member of the Company.

In terms of the MCA Circulars and the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 read with Circular No. SEBI/HO/CFD/

CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023 ("SEBI Circulars"), the requirement of sending proxy forms has been dispensed with.

Hence, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and accordingly, the Proxy Form is not annexed to this Notice.

4. Attendance Slip and Route Map: Since physical attendance of Members has been dispensed in terms of the MCA Circulars, Attendance Slip and Route Map with prominent landmark is not annexed to this Notice.

5. Institutional/Corporate Members are encouraged to attend the AGM through VC/OAVM facility and cast votes.

Institutional/Corporate Members who intend to authorise their representatives to participate and vote at the AGM through VC/OAVM on their behalf, are requested to e-mail certified copy of the Board Resolution/Authorisation Letter, to the Scrutinizer at mll.scrutinizer@gmail.com with a copy marked to NSDL at evoting@nsdl.com and the Company at cs.mll@mahindralogistics.com or upload the same on the e-voting portal by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login, pursuant to Section 113 of the Act.

6. Members right to ask a question: Members attending the meeting have a right to ask questions with regard to the Financial Statements or any other agenda items placed at the AGM. Members can exercise their rights by registering as speaker shareholder or using the chat box facility or sending their queries/questions at the Company's investor desk.

Chat Box during live webcast	Speaker Member	Investor desk
During the live webcast of AGM, Members may post their queries/questions on the agenda matters being considered at the AGM, in the Chat box provided for the said purpose.	Members can register themselves as a Speaker Member by sending written request from their registered e-mail address mentioning their Name, Depository Participant (DP) ID and Client ID number/folio number and mobile number, to the Company's investor desk at cs.mll@mahindralogistics.com latest by Friday, 19 July 2024, 3:30 p.m. (IST).	Members can write to the Company's investor desk at cs.mll@mahindralogistics.com for any queries/questions, from their registered e-mail address, mentioning their name, DP ID and Client ID number/Folio number and Mobile number.

Only those Members who have registered themselves as a speaker will be allowed to speak/express their views and ask questions/queries during the AGM.

The Company reserves the right to restrict the number of speakers and time allotted to speak, as appropriate

depending on the availability of time at the AGM for smooth conduct thereof. Members are requested to keep their queries brief and restrict their speaking time to 5 (five) minutes, to give all speakers an opportunity to participate as well as complete the AGM proceedings within the specified time frame.

7. Transcript of AGM: The recorded transcript and proceedings of the AGM will be made available on the website of the Company which can be accessed at the weblink: <https://mahindralogistics.com/financial-results/annual-result/> and the

proceedings will also be uploaded on the website of the stock exchanges where equity shares of the Company are listed, viz. BSE Limited and National Stock Exchange of India Limited, within the statutory timelines.

How to attend the AGM through VC/OAVM facility?

- a. Members can join the AGM through laptops/desktops/notepads/tablets/smartphones with front camera. It is recommended to use high speed internet Wi-Fi or LAN Connection to avoid any disturbance during the AGM and have a seamless experience.
- b. The VC/OAVM facility will be live 30 minutes before the scheduled time of the commencement of the AGM and will be available to participate throughout the proceedings of the AGM.
- c. Members can participate in and attend the AGM through VC/OAVM facility by successfully logging-in through any of the below links:

For all Members through NSDL Portal	https://www.evoting.nsdl.com/
For Individual Members holding shares in dematerialised ("demat") mode with NSDL	https://eservices.nsdl.com
For Individual Members holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")	https://www.cdslindia.com/

- d. After successful login, Members will see the active e-voting cycles/events. The EVEN of Company 128909 will be displayed. Click link of "VC/OAVM" placed under "Join meeting" menu against company name - Mahindra Logistics Limited.
- e. Please note that the Members who do not have the User ID and Password or have forgotten the User ID and Password may retrieve the same by following instructions given at Note No. G to avoid last minute hassle.

B. ELECTRONIC DISPATCH OF NOTICE AND INTEGRATED ANNUAL REPORT

1. The MCA and SEBI have vide the MCA Circulars and SEBI Circulars, *inter alia*, provided relaxations to companies from dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) to the Members for the AGMs to be conducted till 30 September 2024.
2. Accordingly, the Integrated Annual Report for financial Year ("FY") 2023-24 comprising of the Audited Financial Statements, Report of the Board of Directors and Statutory Auditors' thereon and other documents required to be attached therewith including the Notice of the 17th AGM of the Company are dispatched only through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories or the Depository Participant(s) ("DPs") or with Link Intime India Private Limited, Registrar & Share Transfer Agent ("Link Intime/RTA").
3. In compliance with the MCA Circulars, the Company has published a public notice by way of advertisements made on Wednesday, 19 June 2024 in Business Standard (in English language) and Sakal (in Marathi language), respectively, *inter-alia*, advising Members on the manner in which they can register/update their e-mail address at the earliest with the Company/RTA or the Depository Participant(s), as the case may be.
4. Physical copy of the Integrated Annual Report for FY 2023-24 and Notice of AGM will be dispatched only to those Members who submit a written request for the same at the Company's investor desk at cs.mll@mahindralogistics.com or to Link Intime at rnt.helpdesk@linkintime.co.in.
5. Members may note that the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 is also uploaded and available electronically at the following links:
 - a. <https://mahindralogistics.com/financial-results/annual-result/>
 - b. <https://www.bseindia.com/>
 - c. <https://www.nseindia.com/>
 - d. <https://www.evoting.nsdl.com/>

NOTICE (Contd.)

How to register e-mail address to receive the Notice and the Integrated Annual Report electronically, after dispatch of Notice of AGM?

Shareholders, who have not yet registered their e-mail address and hence not received electronic copy of the Notice of the AGM and Integrated Annual Report are requested to follow the guidelines mentioned below for registering their e-mail address, before Monday, 15 July 2024:

- Click on link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html.
- Select the Company name viz. Mahindra Logistics Limited.
- Enter the DP ID & Client ID /Physical Folio Number and PAN details, e-mail address and mobile number. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of his/her Share Certificate number.
- On submission of the details an OTP will be received by the Member which needs to be entered in the link for verification. The system will then confirm the e-mail address for receiving this AGM Notice and the Integrated Annual Report

After successful registration of e-mail address, the Company will arrange to e-mail a copy of the AGM Notice and Integrated Annual Report. Please note that the updation of e-mail address through above process will be temporary and limited for the purpose of the 17th AGM.

For permanent registration, the Members holding shares in demat form are requested to register/update their e-mail address as per the process advised by their DPs. Members holding shares in physical form are requested to file Form ISR-1 duly filled in and signed with necessary supporting(s), with the RTA by courier at Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 (Unit: Mahindra Logistics Limited).

C. DIVIDEND RELATED INFORMATION

Dividend recommended by Board	Book Closure for dividend entitlement	Ex-Dividend/ Record date	Date of Dividend payout	Mode of Dividend payout
₹ 2.50 per equity share of face value of ₹ 10 each, fully paid (25% on face value)	From Saturday, 13 July 2024 to Monday, 22 July 2024 (both days inclusive)	Friday, 12 July 2024	On or after Tuesday, 23 July 2024 within prescribed timelines	Electronic credit : Electronic Clearing Services (ECS)/National Electronic Clearing Services (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc. Demand Drafts/warrants: In the absence of complete details for electronic payments or in cases where electronic payments have failed/rejected by the Bank.

1. The recommended final dividend for the financial year 2023-24 represents 29.06% of standalone Profit After Tax as of 31 March 2024.
2. SEBI has mandated all companies to use the bank account details furnished by Depositories and maintained by the "RTA" for payment of Dividend to the Members electronically. All Members are requested to kindly ensure that details such as Permanent Account Number ("PAN"), residential status, category of holding, e-mail ID, full bank account details (IFSC, MICR etc.), postal address are updated with DPs (demat shareholders) / Link Intime (Members holding physical shares) on or before Friday, 12 July 2024, for seamless electronic payout and receipt of subsequent communications on dividend.

How to update bank account details for electronic credit of dividend:

Members who have not updated their bank account details/mandates, are requested to do so well before 12 July 2024 in the following manner for receiving the dividends directly in their bank accounts through Electronic Clearing Services or any other means:

Type of holder	Process to be followed
Members holding shares in demat form	Please contact your DP and register the bank details/update the Electronic Bank Mandate in your demat account, as per the process advised by your DPs.
Members holding shares in physical form	File Form ISR-1 duly filled in along with all the supporting documents with Link Intime by courier at C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 (Unit: Mahindra Logistics Limited). For more details, please refer to the details uploaded on the website of the Company at the weblink: https://mahindralogistics.com/shareholder-information/shareholder-information-and-forms/ .

D. TAXATION ON DIVIDEND

- Pursuant to the Income Tax Act, 1961 as amended by the Finance Act, 2020 ("IT Act"), dividend income is taxable in the hands of the Shareholders and therefore, the Company shall be liable to deduct tax at source ("TDS") at prescribed rates (plus surcharge and cess), as applicable to various categories of Shareholders as on the record date i.e. Friday, 12 July 2024.

Category	TDS rate (plus surcharge and cess as applicable)
For Resident Shareholders	
- PAN registered by the Shareholder	10%*
- PAN not registered by the Shareholder	20%*
a. Individual Resident Shareholder having registered PAN and final dividend payable (on PAN clubbed basis) is less than ₹ 5,000/- per financial year	Nil
b. Individual Resident Shareholder with PAN registered and submitting Form 15G/Form 15H (as applicable) (Click here to download Form 15G / Click here to download Form 15H)	Nil
c. Resident Insurance Companies, Resident Mutual Funds, Category I and II Alternate Investment Fund, Recognised Provident Fund, Approved Superannuation Fund, Approved Gratuity Fund, New Pension System and Trusts	Nil*
For Non-Resident Shareholders	20%**

- * Kindly note Nil/Lower TDS will be deducted subject to submission by the Shareholder of self-attested copy of PAN and documents as under:

NOTICE (Contd.)

Category of Shareholder	Exemption provided under	Documentation
Mutual Funds	Section 196(iv) of the IT Act	Self-declaration that they are specified Mutual Funds under Section 10(23D) of the IT Act and self-attested copy of PAN and SEBI Registration certificate may be voluntarily submitted.
Insurance Companies	Section 194 of the IT Act	Self-declaration that it qualifies as 'Insurer' as per Section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to shares owned and self-attested copy of PAN and Insurance Regulatory and Development Authority (IRDAI)/LIC/GIC; registration certificate may be voluntarily submitted.
Category I and II Alternate Investment Fund ("AIF")	Section 197A(1F) of the IT Act read with Notification No. 51/2015 dated 25 June 2015	Self-declaration that income is exempt under Section 10(23FBA) of the IT Act and self-attested copy of PAN and SEBI Registration AIF certificate may be voluntarily submitted.
Recognised Provident Fund Approved Superannuation Fund Approved Gratuity Fund	Circular 18/2017 dated 29 May 2017	Self-attested copy of PAN and valid order/approval of commissioner as per Circular No. 18/2017 issued by Central Board of Direct Taxes ("CBDT").
New Pension System ("NPS") Trust or any other authorities as mentioned under Section 10 of the IT Act	Section 197A(1E) of the IT Act	Self-declaration that it qualifies as NPS Trust and income is eligible for exemption under Section 10(44) of the IT Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN.
Government (Central/State)	Section 196(i) of the IT Act	No TDS required to be deducted.
IFSC Units of a Finance Company, Finance unit and Broker Dealer opting to claim deduction u/s 80LA(1A)/ 80LA(2)	Notification no. 28/2024 dated 7 March 2024	Self-attested copy of PAN and Self-declaration in <u>Form 1</u> in accordance with the notification no. 28/2024 dated 7 March 2024 issued by CBDT.
Any other Resident Non-Individual Shareholder	-	Valid self-attested documentary evidence substantiating exemption from deduction of TDS needs to be submitted along with self-attested copy of the PAN.

** Non-Resident Shareholders have an option to claim and be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the Country of tax residence of the Shareholder, if they are more beneficial to them. In order to avail tax treaty benefits, Non-Resident Shareholders are required to submit all of the below documents:

- Self-attested true copy of Tax Residency Certificate ("TRC") for the period 1 April 2024 to 31 March 2025, obtained from the tax authorities of the country of which the Shareholder is resident;
- Self-declaration in Form 10F - (It is mandatory to file Form 10F electronically on the Indian Income Tax web portal for non-resident shareholders having PAN in India or required to obtain PAN in India.) ([Click here to download](#));
- Self-attested true copy of the PAN, if allotted by the Indian Income Tax authorities.

- Self-declaration (on letterhead) in the format prescribed by the Company ([Click here to download](#)), certifying, *inter-alia*, the following points:
 1. Shareholder is a tax resident of the country of its residence during the Financial Year;
 2. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of withholding tax on dividend declared by the Company;
 3. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 4. Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during 1 April 2024 to 31 March 2025. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
 5. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company;
 6. Non-resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1 April 2020 (if applicable);
 7. Self-declaration by the Shareholder regarding the satisfaction of the Place of Effective Management (POEM), Principal Purpose Text, General Anti-avoidance Rule (GAAR), Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned DTAA.
 - In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate.
2. It is recommended that Shareholders should independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident Shareholder.
 3. In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax will be deducted at source is assessable in the hands of a person other than the registered Shareholder as on the book closure date, then the registered Shareholder is required to submit a signed declaration (on letterhead) containing the name, address, PAN, residential status/category of the person to whom TDS credit is to be given and reasons for giving credit to such person, on or before Friday, 12 July 2024 ([Click here to download format](#)).
 4. Effective 1 July 2021 and in terms of Section 206AB of the IT Act, in case of Specified Person[#] as prescribed therein, tax is to be deducted at higher of the following rates:
 - i. Twice the rate specified in the relevant provision of the Income-Tax Act; or
 - ii. Twice the rate or rates in force; or
 - iii. The rate of 5%;

The Non-Resident Shareholder who does not have permanent establishment is excluded from the scope of Specified Person.

As directed by the CBDT vide Circular No. 11 of 2021 dated 21 June 2021, the Company will be using the functionality of the Income-tax department to determine the applicability of Section 206AB of the Act.

#A Specified Person is a person who has not filed the income tax return (ITR) for the preceding Financial Year, and the income tax return (not belated return) filing due date has expired and total amount of tax deducted or collected (TDS and TCS) in the last financial year is ₹ 50,000 or more.
 5. Shareholders holding shares of the Company under multiple accounts, under different status/category and single PAN, may note that higher of the tax, as applicable to the status in which shares held under the PAN will be considered on their entire holding in different accounts.
 6. For all self-attested documents, Shareholders must mention on the document "certified true

NOTICE (Contd.)

- copy of the original". For all documents being uploaded by the Shareholder, the Shareholder undertakes to send the original document(s) on request by the Company.
7. The Company would deduct tax on dividend at a higher rate in case of absence of receipt of aforementioned documents/incompleteness/ discrepancy in documents without any further communication. In such cases, the Shareholder would still have an option to file the return of income and claim appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
 8. Application of TDS rate is subject to necessary verification by the Company of the details as available with the Company/RTA.
 9. In case of joint Shareholders, the Shareholder named first in the Register of Members/Benpos is required to furnish the requisite documents for claiming any applicable beneficial tax rate.
 10. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy, or omission of information provided/ to be provided by the Shareholder, such Shareholder will be responsible to indemnify the Company and, provide the Company with all information/ documents and co-operation in any appellate proceedings.
 11. The Company is obligated to deduct TDS based on records available with the RTA on the book closure date and no request will be entertained for revision of TDS return.
 12. The tax credit can be viewed by Shareholders in Form 26AS/Annual Tax Statement by logging in with their credentials at TRACES <https://www.tdscpc.gov.in/app/login.xhtml> or the e-filing website of the Income Tax department of India <https://www.incometax.gov.in/iec/foportal/>.

How to submit TDS exemption forms to the Company?

Shareholders can submit their tax exemption forms and supporting documents as mentioned herein above along with the self-attested copy of PAN through the following modes to enable the Company to determine and deduct appropriate tax, on or before Friday, 12 July 2024.

- a. Through Online Portal provided by the Company through Link Intime:
<https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>
- b. By e-mail to mlldivtax@linkintime.co.in or cs.mll@mahindralogistics.com

No communication on tax determination/tax deduction/request to pass on credit to person other than registered Shareholder, shall be entertained post Friday, 12 July 2024.

E. INFORMATION ON UNPAID AND UNCLAIMED DIVIDEND

1. In terms of the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), dividend(s) which are unpaid and unclaimed for a period of seven years from date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.
2. The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as on 31 March 2024 are given hereunder:

Financial Year	Date of declaration of Dividend	Dividend declared per equity share	Total amount of Dividend paid (Gross)	Dividend lying unpaid and unclaimed with the Company	No. of shares on which dividend is lying unpaid and unclaimed with the Company	Last date for claiming unpaid and unclaimed dividend
2022-23	24 July 2023	₹ 2.50/-	₹ 18.01 crores	₹ 31,005.00/-	12,780	22 August 2030
2021-22	29 July 2022	₹ 2.00/-	₹ 14.39 crores	₹ 24,705.00/-	12,734	27 August 2029

Financial Year	Date of declaration of Dividend	Dividend declared per equity share	Total amount of Dividend paid (Gross)	Dividend lying unpaid and unclaimed with the Company	No. of shares on which dividend is lying unpaid and unclaimed with the Company	Last date for claiming unpaid and unclaimed dividend
2020-21	27 July 2021	₹ 2.50/-	₹ 17.94 crores	₹ 29,620.00/-	12,112	30 August 2028
2019-20	30 July 2020	₹ 1.50/-	₹ 10.74 crores	₹ 29,610.50/-	20,259	30 August 2027
2018-19	1 August 2019	₹ 1.80/-	₹ 12.86 crores	₹ 31,050.00/-	17,250	4 September 2026
2017-18	2 August 2018	₹ 1.50/-	₹ 10.67 crores	₹ 32,092.50/-	21,395	5 September 2025

3. There is no unclaimed/unpaid dividend for financial years prior to financial year 2017-18. The Company has uploaded the Member-wise details of said unpaid and unclaimed amounts lying with the Company as on 31 March 2024 on the website of the Company at the weblink: <https://mahindralogistics.com/shareholderinformation/statement-of-unpaid-dividend/>.
4. As on 31 March 2024, there are no shares on which dividend has not been paid or claimed for seven consecutive years or more and no unpaid and unclaimed Dividend of earlier years has been transferred during FY 2023-24 or is due to be transferred to the IEPF during FY 2024-25 in terms of the applicable provisions of the Act read with the IEPF Rules, as amended from time to time.
5. All Members are requested to verify the status of their dividends on the website of the Company at above mentioned link. Once unclaimed dividend or shares are transferred to IEPF, Members can claim the same by making an online application to the IEPF Authority.

How to claim unpaid/unclaimed dividend from the Company?

In case the dividend is unclaimed/unpaid with the Company, kindly lodge a claim with Link Intime well in advance of the last dates for claiming dividends mentioned above.

Members can send a request letter ([click here for format](#)) to Link Intime by e-mail at rnt.helpdesk@linkintime.co.in or courier quoting their DP ID & Client ID, duly signed, with the following documents:

1. Self-attested copy of the Demat account client master (You will get this from the Bank/broker with whom you have a demat account);
2. Self-attested copy of PAN card;
3. Original cancelled cheque, bearing the name of the registered shareholder/copy of bank passbook/statement attested by the bank.

On receipt of your written request, Link Intime will verify the documents submitted and request the Dividend Banker to credit the unpaid/unclaimed dividend amount electronically (through NEFT/ECS) to your registered bank account, if the Dividend shows unpaid in the records of the Company.

Members can also refer the FAQs in this regard uploaded on the website of the Company at the weblink: <https://mahindralogistics.com/shareholder-information/dividend/>.

F. ELECTRONIC VOTING RELATED INFORMATION

1. E-voting Agency: In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ('Listing Regulations') and circulars issued by SEBI and Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India ("SS-2") as amended from time to time, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered and transacted at the AGM by electronic means through remote e-voting and e-voting at the AGM by NSDL.

NOTICE (Contd.)

2. Members are eligible to cast vote electronically on agenda items tabled at the meeting only if they are holding shares as on the cut-off date and in proportion to their shares in the paid-up equity share capital of the Company on the said date.

Cut-off date for E-voting	Monday, 15 July 2024
Commencement of remote E-voting	Wednesday, 17, July 2024, 9:00 a.m. (IST)
End of remote E-voting	Sunday, 21 July 2024, 5:00 p.m. (IST)
E-voting at the AGM	Monday, 22 July 2024, 3:30 p.m. (IST)

3. The instructions for Members voting electronically:
- (i) At the end of the remote e-voting period, the remote e-voting facility shall forthwith be blocked/disabled by NSDL and Members shall not be allowed to vote through remote e-voting beyond the said date and time.
 - (ii) A person who is not a 'Member' as on cut-off date should treat this Notice for information purposes only.
 - (iii) A Member can participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again.
 - (iv) In case of joint holders attending the AGM, only such joint holder(s) who is/are higher in the order of names will be entitled to vote.
 - (v) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 - (vi) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the AGM i.e., Monday, 22 July 2024.

4. For any technical or other assistance or any queries or grievance regarding e-voting or electronic participation in the AGM, Members can contact NSDL at their designated e-mail address evoting@nsdl.com or call on 022 4886 7000. Members are requested to kindly quote their name, DP ID and Client ID/Folio no. and the Company's E-voting Event Number 128909 in all communications.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <https://www.evoting.nsdl.com/>.

5. Scrutiniser: Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331) and failing him Ms. Sarvari Shah (Membership No. FCS 9697) of M/s. Parikh & Associates, have been appointed as Scrutiniser to scrutinise the voting process through remote e-voting and e-voting during the AGM in a fair and transparent manner.
6. Voting Results: The voting results shall be declared within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at the weblink: <https://mahindralogistics.com> and the website of NSDL at: <https://www.evoting.nsdl.com/> immediately after the result is declared by the Chairman or any other person authorised by him in this regard and will simultaneously be sent to BSE Limited and National Stock Exchange of India Limited, where equity shares of the Company are listed and shall be displayed at the Registered Office as well as the Corporate Office of the Company.





G. PROCESS AND MANNER OF REMOTE E-VOTING AND E-VOTING AT THE AGM

STEP I: ACCESS TO E-VOTING SYSTEM

In terms of the SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 read with other applicable Circulars issued by SEBI on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through single login credentials of their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

A. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Login method is given below:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>A. NSDL IDeAS facility</p> <p>User already registered with IDeAS facility:</p> <ol style="list-style-type: none"> 1. Visit URL: https://eservices.nSDL.com/ either on a Personal Computer or on a mobile. 2. Click on the "Beneficial Owner" icon under "Login" under "IDeAS" section. 3. On the new page enter User ID and Password. After successful authentication, you will be able to see e-voting services. 4. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 5. Click on options available against the Company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>User not registered for IDeAS facility</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nSDL.com. b. Select "Register Online for IDeAS" Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp. c. Proceed with completing the required fields. d. Please follow steps given in above-mentioned para, to use the IDeAS facility. <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open URL: https://www.evoting.nSDL.com/. 2. Click on the icon "Login" which is available under 'Shareholder/Member' section. 3. Enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. On successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>C. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>

NOTICE (Contd.)

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing user already opted for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login/ or URL: www.cdslindia.com and click on New System Myeasi Login to My Easi option under Quick Login. 2. Enter your username and password for accessing Easi/Easiest. 3. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/. 2. Click on login & New System Myeasi Tab and then click on registration option. 3. Proceed with completing the required fields. 4. Follow the steps given in point A. <p>C. Alternatively, the user can directly access e-Voting website of CDSL</p> <ol style="list-style-type: none"> 1. Visit URL www.cdslindia.com. 2. Click on e-voting tab and provide your demat account number and PAN. 3. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. 4. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
<p>Individual Shareholders (holding securities in demat mode) logging-in through their demat accounts</p>	<ul style="list-style-type: none"> • Individual Shareholders holding shares of the Company in demat mode can access e-voting facility provided by the Company using login credentials of their demat account (online accounts) through their respective demat accounts/websites of Depositories Participants (DPs) registered with NSDL/CDSL. • Once login, you will be able to see e-Voting option. • Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. • Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call on 022 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B. FOR ALL OTHER SHAREHOLDERS

Login method is given below:

Step 1	Click on the link: https://www.evoting.nsdl.com/				
Step 2	Once the home page is launched, click on "Login" which is available under 'Shareholder/Member' section.				
Step 3	A new screen will open. You will have to enter your User ID, your Password/OTP, the Verification Code as shown on the screen and tick on Agree to "Terms and Conditions" by selecting on the check box.				
Step 4	<p>Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.</p> <p>Login using your credentials as given below:</p> <table border="1"> <thead> <tr> <th>Your User ID is:</th> <th>Your Password is:</th> </tr> </thead> <tbody> <tr> <td> <p>For NSDL demat account holders: 8 Character DP ID followed by 8 Digit Client ID# <i>Eg: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</i></p> <p>For CDSL demat account holders: 16 Digit Beneficiary ID <i>Eg: If your Beneficiary ID is 12***** then your user ID is 12*****</i> #Client ID is the last 8 Digits of your demat account Number <i>(Kindly procure your details from your demat statement)</i></p> <p>For Physical Shareholders: EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 128909 then user ID is 128909001***</p> </td> <td> <p>➤ <u>For Registered Users:</u> Use your existing password to login and cast your vote.</p> <p>➤ <u>For First time Users:</u> Enter the 'initial password' which was communicated to you as under. Once you enter your 'initial password', the system will ask you to change your password.</p> <p>How to retrieve your 'initial password'?</p> <p>Your 'initial password' is communicated to you on your e-mail id (If your email ID is registered in your demat account or with the company).</p> <p>Trace the top up e-mail sent to you from NSDL on or around the date of receipt of the AGM Notice by you. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>If your e-mail address is not registered, please follow steps given in the Notes below.</p> <p>Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.</p> </td> </tr> </tbody> </table>	Your User ID is:	Your Password is:	<p>For NSDL demat account holders: 8 Character DP ID followed by 8 Digit Client ID# <i>Eg: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</i></p> <p>For CDSL demat account holders: 16 Digit Beneficiary ID <i>Eg: If your Beneficiary ID is 12***** then your user ID is 12*****</i> #Client ID is the last 8 Digits of your demat account Number <i>(Kindly procure your details from your demat statement)</i></p> <p>For Physical Shareholders: EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 128909 then user ID is 128909001***</p>	<p>➤ <u>For Registered Users:</u> Use your existing password to login and cast your vote.</p> <p>➤ <u>For First time Users:</u> Enter the 'initial password' which was communicated to you as under. Once you enter your 'initial password', the system will ask you to change your password.</p> <p>How to retrieve your 'initial password'?</p> <p>Your 'initial password' is communicated to you on your e-mail id (If your email ID is registered in your demat account or with the company).</p> <p>Trace the top up e-mail sent to you from NSDL on or around the date of receipt of the AGM Notice by you. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>If your e-mail address is not registered, please follow steps given in the Notes below.</p> <p>Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.</p>
Your User ID is:	Your Password is:				
<p>For NSDL demat account holders: 8 Character DP ID followed by 8 Digit Client ID# <i>Eg: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</i></p> <p>For CDSL demat account holders: 16 Digit Beneficiary ID <i>Eg: If your Beneficiary ID is 12***** then your user ID is 12*****</i> #Client ID is the last 8 Digits of your demat account Number <i>(Kindly procure your details from your demat statement)</i></p> <p>For Physical Shareholders: EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 128909 then user ID is 128909001***</p>	<p>➤ <u>For Registered Users:</u> Use your existing password to login and cast your vote.</p> <p>➤ <u>For First time Users:</u> Enter the 'initial password' which was communicated to you as under. Once you enter your 'initial password', the system will ask you to change your password.</p> <p>How to retrieve your 'initial password'?</p> <p>Your 'initial password' is communicated to you on your e-mail id (If your email ID is registered in your demat account or with the company).</p> <p>Trace the top up e-mail sent to you from NSDL on or around the date of receipt of the AGM Notice by you. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>If your e-mail address is not registered, please follow steps given in the Notes below.</p> <p>Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.</p>				

NOTICE (Contd.)

How to procure user ID and password, if e-mail ID is not registered with DPs/Link Intime?

Shareholders are requested to send a request to evoting@nsdl.com for procuring user id and password for e-voting and submit the below mentioned documents:

1. In case shares are held in demat mode, please provide DP ID-Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card)
2. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card)

How to reset password if you are unable to find or have not received the "Initial password" or have forgotten your existing password?

- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
- b. Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on <https://www.evoting.nsdl.com/>.
- c. If you are still unable to get the password by aforesaid two options, you can send a request for password at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com/> to reset the password.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, you can proceed with the steps below to cast your vote electronically.

STEP II: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

1. After successful login at Step I, you will be able to see the home page of e-voting.
2. Click on e-voting. Then, click on "Active Voting Cycles".
3. After clicking on "Active Voting Cycles", you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
4. Select "EVEN" of Mahindra Logistics Limited, which is 128909.
5. Now you are ready for e-voting as the Voting page opens.
6. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of equity shares for which you wish to cast your vote.

7. Vote and click on "Submit" and also "Confirm button" when prompted.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

E-VOTING AT THE AGM

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
2. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
3. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same.
4. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
5. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting through VC/OAVM; however, these Members are not entitled to cast their vote again during the Meeting. A Member can opt for only single mode of voting i.e. through remote e-voting or voting during the AGM.

H. INSTRUCTIONS TO FURNISH/UPDATE PAN, BANK ACCOUNT, KYC AND NOMINATION DETAILS

As on the date of the Notice, the Company does not have any Members holding physical shares. However, Members are informed that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024 issued to all registered RTAs has mandated all Members holding shares in physical mode to furnish their PAN, Nomination and KYC details (Contact Details, Bank Account Details & Specimen Signature) with companies. Further, linking of PAN and Aadhaar is also mandated by the CBDT. The detailed process for submission/updation of PAN and other KYC details, updation of signature, nomination related matters with respect to physical shares is available on the website of the Company and can be accessed at the weblink <https://mahindralogistics.com/shareholder-information/shareholder-information-and-forms/>.

I. ADDITIONAL INFORMATION RELATING TO ORDINARY BUSINESS PROPOSAL NO. 4 AND EXPLANATORY STATEMENT FOR SPECIAL BUSINESS AT ITEM NOS. 5 & 6.

The Explanatory Statement as required under section 102 of the Act is annexed hereto for Item Nos. 5 and 6. Additional information as required under Clause 1.2.5 of the Secretarial Standard issued by the Institute of the Company Secretaries of India with respect to Item No 6 is annexed as Annexure I to this Notice and shall be read as part of this Notice. Further, additional information with respect to Item No. 4 is also annexed hereto.

The Board of Directors has considered and decided to include the item Nos. 5 & 6 given above as Special Business in the AGM in view of the business requirements and as such unavoidable in nature.

J. INSPECTION OF DOCUMENTS

1. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and any other relevant documents referred to in the Notice and Annexures thereof shall be made available for electronic inspection without any fee by the Members from the date of circulation of the Notice up to the date of AGM and during AGM.
2. M/s. Makarand M. Joshi & Co., Secretarial Auditor of the Company has reviewed and certified that the ESOPs Schemes of the Company viz. Mahindra Logistics Limited – Key Executive Stock Option Scheme, 2012 and Mahindra Logistics Employee Restricted Stock Unit Plan 2018 have been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”) and the resolutions passed by the Members for the respective Schemes. The said certificate from the Secretarial Auditors of the Company will be available for inspection electronically at the AGM.
3. Members seeking to inspect the said documents can send an e-mail to cs.mll@mahindralogistics.com.

K. CONTACT DETAILS OF REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY

Link Intime India Private Limited (“Link Intime”) is the Company’s Registrar and Share Transfer Agent for its share registry work. Contact details of Link Intime are given below for easy reference of the Members and also uploaded on the website of the Company at the weblink: <https://mahindralogistics.com/shareholder-information/investor-contacts/>:

Link Intime India Private Limited
Unit: Mahindra Logistics Limited
Address: C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083.
E-mail ID: rnt.helpdesk@linkintime.co.in
Phone: 81081 16767/+91 22 4918 6000/6200

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L. GENERAL INSTRUCTIONS/ADVISORY

1. Request to Members to participate in green initiative: In compliance with the MCA Circulars and the SEBI Circulars, all Members are requested to register/keep their records viz. e-mail address, PAN, Bank Account details, registered Mobile Nos. updated to receive electronic copies of all Company communications to its Members viz. Notice of General Meetings/Postal Ballot notice, Annual Reports, Dividend mandates and other correspondence on their registered e-mail address and for seamless credit of Dividend directly to the registered bank account through electronic clearing services or any other means.
2. General Advisory: Members are also requested/ advised to:
 - i. Quote their Registered Folio No. and/or DP ID and Client ID number in all their correspondences;
 - ii. Exercise due diligence to prevent fraudulent transactions and notify the Company of any change in address or demise of any Members as soon as possible;
 - iii. Avoid leaving their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
 - iv. Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

**By order of the Board
For Mahindra Logistics Limited
Jignesh Parikh
Company Secretary
Membership No.: ACS20413**

Registered Office:

Mahindra Towers, P. K. Kurne Chowk, Worli,
Mumbai - 400 018.
CIN: L63000MH2007PLC173466
E-mail: cs.mll@mahindralogistics.com
Website: <https://mahindralogistics.com/>
Tel: +91 22 2490 1441/+91 22 6836 7900

Place: Mumbai
Date: 22 April 2024

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO 4 AND EXPLANATORY STATEMENT WITH RESPECT TO ITEM NOS. 5 AND 6 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Re-appointment of Dr. Anish Shah, as a Director, liable to retire by rotation

Dr. Anish Shah (DIN: 02719429), the Non-Executive Director and Chairman of the Company is liable to retire by rotation and being eligible, has offered himself for re-appointment.

Dr. Anish Shah was first appointed on the Board of the Company as a Non-Executive Director of Company, liable to retire by rotation, with effect from 2 April 2021.

Brief resume of Dr. Anish Shah along with disclosure as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein and are also provided in the Corporate Governance Report forming part of this Integrated Annual Report.

Profile:

Dr. Anish Shah has completed 54 years of age.

Dr. Anish Shah holds a Ph.D. from Carnegie Mellon's Tepper School of Business and a Post-Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad.

Dr. Anish Shah is the Managing Director and CEO of Mahindra & Mahindra Limited, Promoter and Holding Company of the Company ("M&M"). His role as Group CEO includes oversight of all Group businesses, which employ 260,000+ associates across 20 industries and 100+ countries. His primary focus is on nurturing a purpose-driven organization, establishing tech leadership in each industry and value creation across businesses. Under Dr. Anish Shah's leadership, the Mahindra Group is reigniting value creation with exponential growth across multiple businesses and prudent capital allocation. Dr. Anish Shah believes that "purpose drives profits". He is the custodian of Mahindra's Rise philosophy, of driving positive change in the lives of our communities to enable them to Rise and is championing the Mahindra Group's efforts to play a leadership role in Women Empowerment and Sustainability. Prior to joining the Mahindra Group, Dr. Anish Shah was President and CEO of GE Capital India from 2009-2014, where he led the transformation of the business, including

a turnaround of its SBI Card joint venture. His career at GE spanned 14 years, during which he held several leadership positions at GE Capital's US and global units. He has also led Bank of America's US Debit Products business and worked with Bain & Company in Boston and Citibank in Mumbai.

In December 2023, Dr. Anish Shah took charge as the President of FICCI, one of India's oldest and largest industry bodies. He is also a member of the UK Investment Council, Chair of the Automotive Governors Council (World Economic Forum), co-Chair of the India Alliance of CEOs for Climate Change

(World Economic Forum) and co-Chair of the India-Australia CEO Council. Dr. Anish Shah has also been ranked among the Best CEOs in Fortune India's Best CEOs, 2023.

Directorships and Committee positions:

Dr. Anish Shah, Managing Director & CEO of M&M serves as a Non-Executive Director on the Board of the Company and other subsidiaries and associate(s) of the M&M, in accordance with fulfilment of his role of having full oversight of all business sectors of the Mahindra Group. Details of his Directorships and Committee positions are as under:

Sr. No.	Name of the Company	Category of Directorship	Name of the Committee
1.	Mahindra Logistics Limited	Chairman, Non-Executive and Non-Independent Director	Nomination & Remuneration Committee (M)
2.	Mahindra & Mahindra Limited	Managing Director and Chief Executive Officer	Risk Management Committee (M) Corporate Social Responsibility Committee (M) Sale of Assets Committee (M)
3.	Mahindra & Mahindra Financial Services Limited	Chairman, Non-Executive and Non-Independent Director	Nomination & Remuneration Committee (M) Strategic Investment Committee (M)
4.	Mahindra Lifespace Developers Limited	Non-Executive and Non-Independent Director	Nomination & Remuneration Committee (M)
5.	Tech Mahindra Limited	Non-Executive and Non-Independent Director	Nomination & Remuneration Committee (M) Investment Committee (M)
6.	Mahindra Holidays & Resorts India Limited	Non-Executive and Non-Independent Director	Nomination & Remuneration Committee (M)
7.	Mahindra Electric Automobile Limited	Non-Executive and Non-Independent Director	Nomination and Remuneration Committee (M)
8.	Federation of Indian Chambers of Commerce and Industry	Director and President	Audit Committee (M) Organisation & Finance Committee (M) Executive Board (M) Membership Screening Committee (M) Steering Committee (M) National Executive Committee (M)
9.	Tech Mahindra Foundation	Director	-

(M) - Member

Dr. Anish Shah does not hold any Equity Shares in the Company. The terms and conditions and remuneration of Dr. Anish Shah would be governed as per the approval granted by the Members of the Company at the fourteenth Annual General Meeting held on 27 July 2021.

Resignation as a Director from Listed Entities in the past three years:

Dr. Anish Shah has not resigned as a Director from any listed entity in the past three years.

Attendance at Board Meetings:

During the financial year 2023-24, six Board Meetings of the Company were held, and Dr. Anish Shah has attended all the Meetings.

Remuneration:

Dr. Anish Shah has not drawn any remuneration from the Company in the previous financial years.

Other information:

Dr. Anish Shah is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. He is also not disqualified to be re-appointed as a Director in terms of Section 164 of the Act.

Save and except Dr. Anish Shah, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set

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out at Item No. 4 of the Notice. Dr. Anish Shah is not related to any other Director/KMP of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

Re-appointment of Mr. Rampraveen Swaminathan as the Managing Director of the Company designated as "Managing Director & Chief Executive Officer" with effect from 4 February 2025 to 3 February 2030

The Members of the Company had, at the thirteenth Annual General Meeting held on 30 July 2020, approved the appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) as the Managing Director & CEO of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 4 February 2020 to 3 February 2025 (both days inclusive) together with the terms and conditions of his appointment and remuneration payable to him.

The Board of Directors at its meeting held on 22 April 2024 has pursuant to the recommendation of the Nomination & Remuneration Committee ("NRC"), approved re-appointment of Mr. Rampraveen Swaminathan as the Managing Director of the Company designated as "Managing Director & Chief Executive Officer" of the Company for a period of 5 (five) years with effect from 4 February 2025 to 3 February 2030 (both days inclusive) and recommended to the Members of the Company his re-appointment together with the terms and conditions of his re-appointment and remuneration payable to him.

Brief resume of Mr. Rampraveen Swaminathan alongwith disclosure as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein and are also provided in the Corporate Governance Report forming part of the Integrated Annual Report.

Profile:

Mr. Rampraveen Swaminathan has completed 49 years of age. Mr. Rampraveen Swaminathan has completed his Bachelors' Degree in Commerce from Bangalore University and his Post graduate diploma in Management from the TA Pai Management Institute.

Mr. Rampraveen Swaminathan has over 25 years of global business leadership experience, leading businesses in automotive, energy, manufacturing & paper sectors. Mr. Rampraveen Swaminathan joined the Company in July 2019 and serves as Managing Director & CEO since February 2020. Prior to joining the Company, he has served with the Tata Group, Cummins Inc, International Paper Co. and Schneider Electric where he lead strategic & operational transformations across multiple global geographies.

Directorships and Committee positions:

Mr. Rampraveen Swaminathan is the Managing Director & CEO of the Company and holds Non-Executive Directorship in other companies. Details of his Directorships and Committee positions is as under:

Sr. No	Name of the Company	Category of Directorship	Name of the Committee
1.	Mahindra Logistics Limited	Managing Director and CEO	Risk Management Committee (M) Corporate Social Responsibility Committee (M) Investment Committee (M)
2.	Dodla Dairy Limited	Independent Director	Audit Committee (M) Nomination and Remuneration Committee (C)
3.	Lords Freight (India) Private Limited	Non-Executive and Non-Independent Director	Audit Committee (M) Nomination and Remuneration Committee (M)
4.	MLL Express Services Private Limited	Non-Executive and Non-Independent Director	Audit Committee (C) Nomination and Remuneration Committee (C)
5.	2X2 Logistics Private Limited	Non-Executive and Non-Independent Director	-
6.	V-Link Freight Services Private Limited	Non-Executive and Non-Independent Director	-
7.	MLL Mobility Private Limited	Non-Executive and Non-Independent Director	-
8.	ZipZap Logistics Private Limited	Non-Executive and Non-Independent Director	-
9.	MLL Global Logistics Limited (United Kingdom)	Non-Executive and Non-Independent Director	-

(C) - Chairperson; (M) - Member

Mr. Rampraveen Swaminathan holds 60,376 equity shares of the Company (constituting 0.08% of share capital of the Company). During the financial year 2023-24, six Board Meetings of the Company were held, and Mr. Rampraveen Swaminathan had attended five Board Meetings.

The key terms of re-appointment of Managing Director & CEO are as under:

A. Tenure of re-appointment & other terms:

The re-appointment of Mr. Rampraveen Swaminathan as Managing Director & CEO shall be for a period of 5 (five) years with effect from 4 February 2025 to 3 February 2030 (both days inclusive) and shall be liable to retire by rotation. Such retirement and re-appointment shall not constitute a break in his engagement as Managing Director & CEO of the Company.

The office of the Managing Director & CEO may be terminated by either party by giving the other party 3 (three) months' notice in writing or 3 (three) months' salary including allowances in lieu of notice. Mr. Rampraveen Swaminathan shall not be entitled to any severance pay. He does not have any external arrangements to receive remuneration, compensation or profit sharing in connection with dealings in the equity shares of the Company.

B. Remuneration:

1. **Salary & Perquisites:** As stated in the Resolution at Item No. 5.

2. **Restricted Stock Units/Stock Options:**

Under the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 (RSU Plan 2018) of the Company, 272,375 RSUs were granted to Mr. Rampraveen Swaminathan of which 60,376 RSUs were vested and exercised by him and 52,000 RSUs will vest to him on 22 April 2024. The balance 159,999 options have not been vested and hence lapsed.

Based on certain eligibility criteria including number of years' service, grade and performance rating, and basis the market price of equity shares of the Company as on 31 March 2024, the expected perquisite value of RSUs/ESOPs to be granted to Mr. Rampraveen Swaminathan during his period of appointment could be around ₹ 15 crores. The exact perquisite value of the RSUs/ESOPs to be granted during his period of appointment, would depend on the actual number

of options that may be granted by the NRC, number of options exercised by Mr. Rampraveen Swaminathan and the market price of the shares on the date of exercise of the options granted.

3. **Performance Pay:** As stated in the Resolution at Item No. 5.

The performance pay would be payable basis the Company performance and Individual performance as set by the NRC based on the long-term requirements of the Company. The Company performance is evaluated using the Balance Score Card which will be based on achievement of various financial and non-financial targets set by the NRC in accordance with the Company's Rule(s)/Policy(ies). Financial parameters would include revenue growth, improved cash flow & profitability etc. while the non-financial parameters would include actions required to establish the Company well for future such as focus on building talent, protection of brand, creating stronger external presence, focus on leading ESG etc. The actual payout towards the Performance Linked Variable Pay would vary basis performance for each financial year or part thereof, as may be recommended by the NRC and the Board.

4. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Managing Director & CEO, the Company has no profits or its profits are inadequate, the Company will pay to Managing Director & CEO remuneration by way of salary, perquisites, other allowances, benefits and performance pay as the minimum remuneration.

Mr. Rampraveen Swaminathan as the Managing Director & CEO has played an important role in shaping the Company's growth trajectory through strategic thinking, planning, execution, and adaptability to the growth vision endorsed by the Board. Throughout his tenure, he has delivered dedicated, unwavering and meritorious services, making a substantial contribution to the overall expansion of the Company, both domestically and internationally.

He has also spearheaded and strategised inorganic growth through acquisition of the B2B Express Business (Rivigo), Mobility Business (Meru) and Last Mile Delivery Business (Whizzard). These

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acquisitions have enhanced and accelerated the Company's technological capabilities, geographical reach, and operational efficiency, in line with its growth strategy and vision.

The Board is of the view that Mr. Rampraveen Swaminathan's strategic leadership & thinking, knowledge, experience and initiatives taken by him continues to be of immense benefit and value to the Company. The Board based on the Company's performance & the Individual performance of Mr. Rampraveen Swaminathan and pursuant to the recommendations of the NRC, recommends the re-appointment of Mr. Rampraveen Swaminathan and the remuneration payable to him as well as other terms and conditions as stated in Item No. 5 to the Members.

Pursuant to sections 152, 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule V of the Act and the SEBI Listing Regulations, the re-appointment of and remuneration payable to Mr. Rampraveen Swaminathan as Managing Director & CEO is being placed before the Members at the ensuing Annual General Meeting for their approval by way of Special Resolution.

The additional information as required by Schedule V to the Act has been provided as under:

I. General Information:			
1.	Nature of industry	Logistics including Warehousing and Transportation Services	
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 24 August 2007 and was granted the Certificate of Commencement of Business on 15 October 2007. Date of commercial production is not applicable since the Company is a service provider.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (the Company is an existing Company).	
4.	Financial performance based on given indicators as per Audited Financial Statements for the year ended 31 March 2024 (on standalone basis)	Particulars	₹ (in crores)
		Gross Turnover & Other income	4,543.20
		Net Profit as per Statement of Profit & Loss (After Tax)	61.98
		Computation of Net Profit in accordance with Section 198 of the Act	98.83
		Net Worth	668.63
5.	Foreign investments or collaborations, if any	Not Applicable.	
II. Information about the appointee:			
1.	Background details	Refer Profile Section as stated above.	
2.	Past remuneration (for the financial year ended 31 March 2024)	₹ 4.35 crores. No ESOPs were exercised during the financial year 2023-24.	
3.	Recognition or awards	Mr. Rampraveen Swaminathan was awarded as Logistics CEO of the Year at the 4 th ILSC Awards 2022, for visionary leadership in establishing the Company as a global logistics powerhouse, advocacy for sustainability and gender parity in the sector. Under his leadership the Company has won excellence awards in various categories such as logistics and supply chain, ESG, Technology, productivity and services.	

4.	Job profile and his suitability	<p>Mr. Rampraveen Swaminathan has over 25 years of global business leadership experience, leading businesses in automotive, energy, manufacturing & paper sectors. Mr. Rampraveen Swaminathan was appointed as Chief Executive Officer and Key Managerial Personnel of the Company effective 1 October 2019 and serves as Managing Director & CEO since 4 February 2020.</p> <p>Mr. Rampraveen Swaminathan as the Managing Director & CEO has played an important role in shaping the Company's growth trajectory through strategic thinking, planning, execution, and adaptability to the growth vision endorsed by the Board. Throughout his tenure, he has delivered dedicated, unwavering and meritorious services, making a substantial contribution to the overall expansion of the Company, both domestically and internationally.</p> <p>The Company has witnessed intrinsic growth under the leadership of Mr. Rampraveen Swaminathan. Taking into consideration his qualifications, skills possessed and expertise in relevant fields, Mr. Rampraveen Swaminathan is best suited for the responsibilities currently assigned to him.</p>
5.	Remuneration proposed	Refer Remuneration Section as stated above.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size, performance and complexity of the business of the Company, the profile of Mr. Rampraveen Swaminathan, his past background and remuneration, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Rampraveen Swaminathan on his re-appointment as a Managing Director & CEO is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies with similar responsibilities.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, (or other Director) if any	Besides the remuneration proposed to be paid to him, Mr. Rampraveen Swaminathan does not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other Directors of the Company.

III. Other Information:

1.	Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of ₹ 61.98 crores (on a standalone basis) for the financial year ended 31 March 2024.
2.	Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits.
3.	Expected increase in productivity and profits in measurable terms	

IV. Disclosures:

1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director	Refer disclosures mentioned at points A and B. above. In addition, the disclosures including the elements of remuneration package such as salary, benefits, bonuses, stock options, pension paid to Mr. Rampraveen Swaminathan for the financial year 2023-24 is also mentioned in the Corporate Governance Report forming part of the Integrated Annual Report.
2.	Details of fixed component, and performance linked incentives along with the performance criteria	
3.	Service contracts, notice period, severance fees; and	
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	

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Mr. Rampraveen Swaminathan satisfies all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under sub-section 3 of section 196 of the Act for being eligible for his re-appointment. Further, Mr. Rampraveen Swaminathan is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to get re-appointed as the Managing Director & CEO of the Company. Mr. Rampraveen Swaminathan is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any non-convertible debentures. The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Rampraveen Swaminathan in terms of section 190 of the Act.

Save and except Mr. Rampraveen Swaminathan, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

Mr. Rampraveen Swaminathan is not related to any Director or KMP of the Company.

All relevant documents and papers relating to Item No. 5 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to cs.mll@mahindralogistics.com.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6

Payment of remuneration to the Independent Directors of the Company for a period of five years from financial year 2024-25 to financial year 2028-29

Legal provisions and background

Section 197 of the Companies Act, 2013 ("Act") permits payment of remuneration to Directors who are neither Managing Director nor Whole-time Directors, in excess of 1% or 3% of the net profits of a company by obtaining approval of the shareholders in general meeting by special resolution.

Further, the Act *inter alia* provides that if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its Non-Executive Directors, including Independent Directors, any remuneration except in accordance with the provisions of Schedule V of the the Act. Further, the remuneration thresholds as prescribed in Schedule V of the Act can be exceeded by passing of special resolution by the Members of the Company.

Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), *inter alia* provides that the Board shall recommend to the Members for their approval all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors.

The Members of the Company at its fourteenth Annual General Meeting held on 27 July 2021 had approved payment of remuneration including profit related commission to the Independent Directors of the Company, appointed from time to time, of such amount up to a limit of ₹ 10,00,000/- (Rupees Ten Lakhs only) per Independent Director, per annum, which may exceed 1% or 3% of the net profits of the Company, as the case may be, computed as per Section 198 of the Act, payable in such form and manner as the Board of Directors of the Company may from time to time determine.

Rationale and proposal

The Independent Directors of the Company play an important role in overseeing the governance, risks, performance and sustainable growth of the Company. The Independent Directors contribute their wealth of knowledge, skills, expertise, independent perspective, strategies and experience to the business of the Company and provide required diversity in Board's decision-making process.

With the heightened emphasis on corporate governance standards and the expanding scope of duties & responsibilities entrusted to Independent Directors under the Act and the SEBI Listing Regulations, their increased involvement in the committees of the Company is imperative. The competitive business landscape further accentuates the significance of the contributions of the Independent Directors.

Consequently, the role of the Board, particularly that of Independent Directors, has become considerably more demanding, necessitating an enhanced level of decision-making, elevated degree of oversight and requiring

greater time commitments for participation in the Board and Committee meetings. The Company's Independent Directors are also leading professionals with rich experience & expertise in functional areas such as business strategy, financial & corporate governance and member/stakeholder engagement etc.

In view of the above and in appreciation to the contribution and services the Independent Directors render to the Company, the Board, basis the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 22 April 2024, has approved and recommended an increase in the payment of remuneration (including profit related commission) to the Independent Directors of the Company (current and future), appointed from time to time, of such aggregate amount up to a limit of ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum, for a period of 5 (five) years commencing from financial year 2024-25 to financial year 2028-29, which may exceed 1% or 3% of the net profits of the Company, as the case may be, computed as per Section 198 of the Act, and payable in such form and manner as the Board of Directors of the Company or the Committee may from time to time determine.

The NRC and the Board would determine the annual remuneration (including commission) payable to the Independent Directors taking into consideration various factors such as Director's participation in the Board and Committee meetings, responsibilities shouldered by them as Chairperson or as a Member of the Committees, association with the Company during the year and contributions therein, other responsibilities undertaken, time devoted in carrying out their duties, role and functions as envisaged in the Act and such other factors as the NRC may consider fit within the overall limits approved by the Members of the Company. The remuneration (excluding sitting fees) paid/payable to the Independent Directors of the Company in previous financial years is mentioned herein.

Particulars	Financial Year 2023-24	Financial Year 2022-23
Number of Independent Directors associated as at the end of the financial year	6	7
Total commission paid/payable to the Independent Directors (₹ in crores)	0.44	0.50
Net profits of the Company (on standalone basis) as per Section 198 of the Act (₹ in crores)	98.83	76.83
Commission as % of Net Profits mentioned above	0.44%	0.65%

As given above, the total remuneration paid to the Independent Directors of the Company has been within 1% of the Net Profits of the Company. However, considering the unprecedented changes in the economy coupled with competitive and uncertain business environment, an enabling approval of the Members is being requested to be able to appropriately remunerate the Independent Directors of the Company. The remuneration may exceed the statutory limits prescribed under Section 197 of the Act but shall be up to a limit of ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum, for a period of 5 (five) years commencing from financial year 2024-25 to financial year 2028-29, in addition to the sitting fees and re-imbursment of expenses for attending the Meetings of the Board of Directors and Committees thereof. Further, in case of loss or inadequacy of profits, the said amount would be paid as minimum remuneration in accordance with Schedule V of the Act, with requisite approvals, as applicable.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any non-convertible debentures.

Additional information as required under Schedule V of the Act and proposal is given below:

I. General information:		
1.	Nature of industry	Logistics including Warehousing and Transportation Services
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 24 August 2007 and was granted the Certificate of Commencement of Business on 15 October 2007. Date of commercial production is not applicable since the Company is a service provider.

NOTICE (Contd.)

3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (the Company is an existing company).				
4.	Financial performance based on given indicators as per the Audited Financial Statements for the year ended 31 March 2024 (on a standalone basis)	Particulars	₹ (in crores)			
		Gross Turnover & Other income	4,543.20			
		Net Profit as per Statement of Profit & Loss (After Tax)	61.98			
		Computation of Net Profit in accordance with Section 198 of the Act	98.83			
		Net Worth	668.63			
5.	Foreign investments or collaborations, if any	Not applicable				

II. Information about the appointee:

1.	Background details	Detailed profile alongwith other details as required in Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India of the Independent Directors is given in Annexure I which forms part of this explanatory statement. Details of the skill sets prescribed for the Board Members and expertise possessed by the Independent Directors is as under:						
		Skills	Ms. Avani Davda	Mr. Darius Pandole	Mr. Dhananjay Mungale	Ms. Malvika Sinha	Mr. Ranu Vora	Mr. Ameet Hariani
		Industry and sector experience or Knowledge	√	√	√	√	√	-
		Business Acumen	√	√	√	-	√	√
		Corporate governance expertise	√	√	√	√	√	√
		Financial Acumen	√	√	√	√	√	√
		Strategic Thinking	√	√	√	√	√	√
		Technology & Digitization	√	-	√	-	√	-
		Merger & Acquisitions (M&A)	√	√	√	-	√	√
		Leadership and Board experience	√	√	√	√	√	√
		Member, Community and Stakeholder Engagement	√	√	√	√	√	√

2.	Past Remuneration	Particulars	Amount
		Total Commission payable (for financial year 2023-24) to Independent Directors	(₹ In crores) 0.44
		<p>The Independent Directors are paid sitting fees of ₹ 100,000 per Board meeting and ₹ 60,000 per Committee meeting except Stakeholders' Relationship Committee and Corporate Social Responsibility. The sitting fees for Stakeholders' Relationship Committee is ₹ 30,000 per meeting and the Sitting fee for Corporate Social Responsibility Committee has been waived by the Directors. The aggregate of sitting fees and commission (paid/payable) for FY 2023-24 to each Independent Director is mentioned in Annexure I.</p> <p>Besides this, the Independent Directors are reimbursed with expenses incurred by them, if any, for attending the meetings of the Board and its Committees.</p>	
3.	Recognition or awards	Refer Annexure I.	
4.	Job profile and suitability	<p>The Company's Independent Directors are leading professionals with rich experience & expertise in functional areas such as business strategy, financial & corporate governance and member/stakeholder engagement etc. and play an important role in the sustainable growth, attaining the overall strategic goals of the Company and in ensuring adoption of good governance practices.</p> <p>They also bring with them significant professional expertise and rich experience and knowledge across a wide spectrum of functional areas such as business strategy, risk management, finance and corporate governance. They actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.</p>	
5.	Remuneration proposed	<p>Payment of remuneration (including profit related commission) to the Independent Directors of the Company (current and future), appointed from time to time, of such aggregate amount up to a limit of ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum, for a period of 5 (five) years commencing from financial year 2024-25 to financial year 2028-29, in addition to the sitting fees and re-imburement of expenses for attending the Meetings of the Board of Directors and Committees thereof, which may exceed 1% or 3% of the net profits of the Company, as the case may be, computed as per Section 198 of the Act.</p>	
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Taking into consideration the size, scale of operations, performance and the business of the Company, the diverse mix of skills, expertise, acumen the Independent Directors bring, and the external business environment, the increased responsibilities and duties of the Independent Directors under the Act and the SEBI Listing Regulations, the remuneration proposed to be paid is commensurate.</p> <p>The ratio of commission payable to the Independent Directors (associated for the full financial year 2023-24) to median remuneration of the permanent employees of the Company for the financial year 2023-24 was 1.74.</p>	
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel (or other Director) if any	<p>Besides drawing remuneration as stated above, Independent Directors of your Company do not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel or other Directors of the Company.</p>	
III. Other information:			
1.	Reason of loss or inadequate profits	<p>Not applicable, as the Company has posted a net profit after tax of ₹ 61.98 crores (on a standalone basis) for the financial year ended 31 March 2024.</p>	

NOTICE (Contd.)

2.	Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits.
3.	Expected increase in productivity and profits in measurable terms	
IV.	Disclosures:	
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director	Disclosures of the Independent Directors as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are given in Annexure I which forms part of this explanatory statement. Independent Directors have not been paid any severance fees, not been granted with any stock options/RsUs nor received any performance linked pay or incentives.
2.	Details of fixed component, and performance linked incentives along with the performance criteria	The terms and conditions of appointment of Independent Directors are uploaded on the website of the Company and can be accessed from the weblink: https://mahindralogistics.com/tabs/cms/files/MLL_T&C-for-ID-appnt.pdf .
3.	Service contracts, notice period, severance fees; and	
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	

The Members are further informed that the annual remuneration paid to a single Non-Executive Director has not exceeded 50% of the total annual remuneration payable to all the Non-Executive Directors during the financial year 2023-24.

Save and except for Independent Directors of the Company, and their respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. The Independent Directors are not related to any other Director / KMP of the Company.

All relevant documents and papers relating to Item No. 6 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to cs.mll@mahindralogistics.com.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

**By order of the Board
For Mahindra Logistics Limited
Jignesh Parikh
Company Secretary
Membership No.: ACS20413**

Registered Office:

Mahindra Towers, P. K. Kurne Chowk, Worli,
Mumbai - 400 018.
CIN: L63000MH2007PLC173466
E-mail: cs.mll@mahindralogistics.com
Website: www.mahindralogistics.com
Tel: +91 22 2490 1441/+91 22 6836 7900

Place: Mumbai
Date: 22 April 2024

Additional information as required under Clause 1.2.5 of the Secretarial Standard-2 issued by the Institute of the Company Secretaries of India as on the date of this AGM Notice:

Particulars	Mr. Darius Pandole	Mr. Ranu Vohra	Ms. Avani Davda	Ms. Malvika Sinha	Mr. Dhananjay Mungale	Mr. Ameet Hariani
Age	57 years	52 years	45 years	64 years	70 years	62 years
Date of first Appointment	25 July 2017	25 July 2017	6 June 2018	30 July 2020	29 January 2021	1 May 2022
Qualifications	<p>- Master's degree in Business Management from the University of Chicago</p> <p>- Bachelor's degree in economics from Harvard University</p>	<p>- Master's degree in business management from the Faculty of Management Studies, University of Delhi</p> <p>- Bachelor's degree in Technology (Mechanical Engineering) from the Indian Institute of Technology, Delhi</p>	<p>- Master's degree in Management Studies from NMIMS Mumbai (Gold Medalist)</p> <p>- Bachelor's degree in Commerce with honours (Advertising & Media) from HR College, Mumbai University</p>	<p>- Master's degree in Public Administration from the Woodrow Wilson School of Public and International Affairs, Princeton University, USA</p> <p>- Master's degree in Arts from Elphinstone College, Mumbai University</p> <p>- Certified Associate of the Indian Institute of Banking</p>	<p>- Qualified Chartered Accountant and member of the Institute of Chartered Accountants of India</p> <p>- Bachelor's degree in Commerce and Law from Mumbai university</p>	<p>- Master's in Law degree from the University of Mumbai</p> <p>- Bachelor of Law degree from Government Law College, Mumbai</p> <p>- Solicitor enrolled with the Bombay Incorporated Law Society and the Law Society of England and Wales</p>
Brief Profile & Experience	<p>Mr. Darius Pandole is the Managing Director & CEO of the Private Equity Fund Management business of JM Financial Limited.</p> <p>Mr. Darius Pandole brings with him around 30 years of private equity investing experience in India. His prior stints have been with New Silk Route Advisors Private Limited, IDFC Private Equity, IndAsia Fund Advisors, IndOcean Venture Advisors and Duke's Limited.</p>	<p>Mr. Ranu Vohra is the Co-founder and Executive Vice Chairman of Aventus Capital Private Limited.</p> <p>Mr. Ranu Vohra has over 25 years of experience in the Indian financial services industry. Prior to co-founding Aventus, he worked with a communications equity associate, Tampa (USA) based technology and media investment bank, Communications and Hinduja Associates and Finance, a diversified financial services firm. He has founded Coolstartups.com, a company that connected startups to various resources.</p>	<p>Ms. Avani Davda is an eminent Business leader with extensive experience of over 20 years in operating and leadership roles across industries. She has successfully demonstrated skill in creating premium brand experience in the consumer, retail and hospitality space.</p> <p>Ms. Avani Davda is a strategic advisor at Bain Advisory Network. Prior to joining Bain she has played multiple leadership roles in various industry segments. Her professional career took off when she started her career with Tata Group and was CEO of Tata Starbucks Private Limited. Ms. Avani Davda was the Managing Director and CEO at Godrej Nature's Basket from May 2016 to November 2019 where she led the transformation and turnaround of the business with a focus on delivering store level profitability culminating in the Strategic Sale of the Business.</p>	<p>Ms. Malvika Sinha has served the Reserve Bank of India (RBI) for 38 years, retiring as Executive Director in February 2020. As Executive Director at RBI, she was in charge of the human Resource Development, Foreign Exchange, Internal Debt Management, Internal Credit and Deposit Guarantee Department and had the executive responsibility for the operations of these departments and overseeing policy formulation in these areas. At RBI she was also responsible for recruiting, postings, promotions, training, industrial relations, and policies for around 15,000 employees.</p>	<p>Mr. Dhananjay Mungale is a seasoned banker and finance professional with extensive global experience of investment banking, corporate banking and private banking across Europe and India. Over 25 years he served at leadership positions in Europe and India at Bank of America and DSP Merrill Lynch. Since 1999, he serves on the Boards of eminent companies in India as an independent director. He also serves on Advisory Boards of select private equity organisations and investment committees of family office in India and London. He also regularly mentors young talent in the Fintech start-up sector, across India and abroad.</p>	<p>Mr. Ameet Hariani has over 35 years of experience advising clients on corporate and commercial law, mergers and acquisitions, and real estate finance transactions. He has represented large organisations in international transactions, arbitrations and prominent litigations.</p> <p>He was a partner at Ambubhai and Diwani, Mumbai and Andersen Legal India, Mumbai. He is the Founder and Managing Partner of Hariani & Co. but has now actively transitioned to a role as arbitrator/mediator and strategy advisor. Mr. Hariani is a speaker at many events and he also writes frequently.</p>
Terms and Conditions of Appointment and Re-appointment	Non-Executive (Independent) Director, not liable to retire by rotation, initially appointed for a first term from 25 July 2017 to 24 July 2022 and thereafter re-appointed for a second term from 25 July 2022 till 24 July 2027.	Non-Executive (Independent) Director, not liable to retire by rotation, initially appointed for a first term from 25 July 2017 to 24 July 2022 and thereafter re-appointed for a second term from 25 July 2022 till 24 July 2027.	Non-Executive (Independent) Director, not liable to retire by rotation, initially appointed for a first term from 6 June 2018 to 29 July 2022 and thereafter re-appointed for a second term from 30 July 2022 till 29 July 2027.	Non-Executive (Independent) Director, not liable to retire by rotation, appointed for a first term from 30 July 2020 till 29 July 2025.	Non-Executive (Independent) Director, not liable to retire by rotation, appointed for a first term from 29 January 2021 till AGM 2025.	Non-Executive (Independent) Director, not liable to retire by rotation, appointed for a first term from 1 May 2022 till 30 April 2027.

Particulars	Mr. Darius Pandole	Mr. Ramu Vohra	Ms. Avani Davda	Ms. Malvika Sinha	Mr. Dhananjay Mungale	Mr. Ameet Hariani
Details of Remuneration last drawn (₹. in crores) - FY 2023-24	0.23	0.23	0.18	0.18	0.20	0.17
Details of Remuneration sought to be paid	The proposal on payment of remuneration (including profit related commission) to the Independent Directors of the Company (current and future), appointed from time to time, is mentioned in Resolution No. 6 alongwith the Explanatory Statement to such item.					
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil	Nil
Number of Board Meetings attended during the financial year	6 out of 6	6 out of 6	5 out of 6	6 out of 6	6 out of 6	6 out of 6
Directorships	<p><u>Non-Executive (Independent) Director:</u></p> <ol style="list-style-type: none"> Mahindra Logistics Limited (L) Fairchem Organics Limited (L) <p><u>Non-Executive (Non-Independent) Director:</u></p> <ol style="list-style-type: none"> Credibility Financial Services Private Limited The Cricket Club of India Limited 	<p><u>Non-Executive (Independent) Director:</u></p> <ol style="list-style-type: none"> Mahindra Logistics Limited (L) Aventus Capital Private Limited <p><u>Non-Executive (Non-Independent) Director:</u></p> <ol style="list-style-type: none"> Aventus PE Investment Advisors Private Limited Ocean Dial Asset Management India Private Limited Avezo Advisors Private Limited Aventus Capital Asset Management (UK) Limited 	<p><u>Non-Executive (Independent) Director:</u></p> <ol style="list-style-type: none"> Mahindra Logistics Limited (L) NIIT Limited (L) Persistent Systems Limited (L) Emami Limited (L) Max Estates Limited (L) Wellness Forever Medicare Limited MLL Express Services Private Limited Curefoods India Private Limited 	<p><u>Non-Executive (Independent) Director:</u></p> <ol style="list-style-type: none"> Mahindra Logistics Limited (L) Mahanagar Gas Limited (L) Bajaj Finserv Asset Management Limited National Asset Reconstruction Company Limited Tata Capital Housing Finance Limited 	<p><u>Non-Executive (Independent) Director:</u></p> <ol style="list-style-type: none"> Mahindra Logistics Limited (L) Mahindra & Mahindra Financial Services Limited (L) Tamil Nadu Petro Products Limited (L) NOCIL Limited (L) NGL Fine-Chem Limited (L) Kalpataru Projects International Limited (L) Kalpataru Limited DSP Asset Managers Private Limited <p><u>Non-Executive (Non-Independent) Director:</u></p> <ol style="list-style-type: none"> LICHFL Asset Management Company Limited Mentor Technologies Private Limited I-Nesters Advisors Private Limited 	<p><u>Non-Executive (Independent) Director:</u></p> <ol style="list-style-type: none"> Mahindra Logistics Limited (L) Mahindra Lifespace Developers Limited (L) (C) Ras Resorts and Apart Hotels Limited (L) Batiboi Limited (L) Strides Pharma Science Limited (L) Aptech Limited (L) HDFC Ergo General Insurance Company Limited Mahindra World City (Jaipur) Limited Mahindra Happinest Developers Limited Mahindra World City Developers Limited Trust AMC Trustee Private Limited

Particulars	Mr. Darius Pandole	Mr. Ranu Vohra	Ms. Avani Davda	Ms. Malvika Sinha	Mr. Dhananjay Murgale	Mr. Ameet Hariyani
Membership/ Chairmanships of Committees of Boards	<p>1. Mahindra Logistics Limited</p> <ul style="list-style-type: none"> • Audit Committee (M) • Nomination & Remuneration Committee (C) • Stakeholder Relationship Committee (C) • Investment Committee (C) <p>2. Fairchem Organics Limited</p> <ul style="list-style-type: none"> • Stakeholder Relationship Committee (C) • Nomination & Remuneration Committee (C) • Audit Committee (M) • Risk Management Committee (M) <p>3. The Cricket Club of India Limited</p> <ul style="list-style-type: none"> • Investment Committee (M) • Padel Committee (M) • Squash Committee (M) 	<p>1. Mahindra Logistics Limited</p> <ul style="list-style-type: none"> • Audit Committee (M) • Stakeholder Relationship Committee (M) • Risk Management Committee (C) • NIIT Limited • Audit Committee (M) • Stakeholder Relationship Committee (M) <p>2. Wellness Forever Medicare Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee (M) • Stakeholder Relationship Committee (M) <p>3. Persistent Systems Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility (C) • Audit Committee (M) • Stakeholder Relationship Committee (M) • Executive Committee (M) <p>4. Emami Limited</p> <ul style="list-style-type: none"> • Corporate Governance Committee (M) <p>5. MLL Express Services Private Limited</p> <ul style="list-style-type: none"> • Audit Committee (M) • Nomination & Remuneration Committee (M) 	<p>1. Mahindra Logistics Limited</p> <ul style="list-style-type: none"> • Audit Committee (M) • Corporate Social Responsibility (M) • Risk Management Committee (M) <p>2. Mahanagar Gas Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility (C) • Audit Committee (M) • Bajaj Finserv Asset Management Limited • Audit Committee (M) • Risk Management Committee (M) • Unitholders Protection Committee (C) <p>3. National Asset Reconstruction Company Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee (C) • Corporate Social Responsibility (C) • Audit Committee (M) • Acquisition and Resolution Committee (C) <p>4. Tata Capital Housing Finance Limited</p> <ul style="list-style-type: none"> • Risk Management Committee (C) <p>5. Kalpataru Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee (C) • Audit Committee (M) <p>6. NGL Fine-Chem Limited</p> <ul style="list-style-type: none"> • Audit Committee (C) <p>7. Kalpataru Projects International Limited</p> <ul style="list-style-type: none"> • Audit Committee (C) • Nomination & Remuneration Committee (C) <p>8. DSP Asset Managers Private Limited</p> <ul style="list-style-type: none"> • Audit Committee (C) • Nomination & Remuneration Committee (M) • Corporate Social Responsibility Committee (M) 	<p>1. Mahindra Logistics Limited</p> <ul style="list-style-type: none"> • Audit Committee (M) • Nomination & Remuneration Committee (M) <p>2. Mahindra & Mahindra Financial Services Limited</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee (C) • Corporate Social Responsibility (C) • Audit Committee (M) • Risk Management Committee (M) • Committee for Strategic Investments (C) • Asset Liability Committee (M) <p>3. Tamil Nadu Petroproducts Limited</p> <ul style="list-style-type: none"> • Audit Committee (M) <p>4. NOCIL Limited</p> <ul style="list-style-type: none"> • Audit Committee (C) • Nomination & Remuneration Committee (M) <p>5. LICHL Asset Management Company Limited</p> <ul style="list-style-type: none"> • Audit Committee (C) • HR Committee (C) <p>6. Kalpataru Limited</p> <ul style="list-style-type: none"> • Audit Committee (C) • Nomination & Remuneration Committee (C) <p>7. NGL Fine-Chem Limited</p> <ul style="list-style-type: none"> • Audit Committee (C) <p>8. Kalpataru Projects International Limited</p> <ul style="list-style-type: none"> • Audit Committee (C) • Nomination & Remuneration Committee (C) <p>9. DSP Asset Managers Private Limited</p> <ul style="list-style-type: none"> • Audit Committee (C) • Nomination & Remuneration Committee (M) • Corporate Social Responsibility Committee (M) 	<p>1. Mahindra Logistics Limited</p> <ul style="list-style-type: none"> • Audit Committee (M) • Nomination & Remuneration Committee (M) <p>2. Mahindra Lifespace Developers Limited</p> <ul style="list-style-type: none"> • Audit Committee (C) • Stakeholder Relationship Committee (C) • Nomination & Remuneration Committee (M) • Investment/ Land Appraisal Committee (C) <p>3. Ras Resorts and Apart Hotels Limited</p> <ul style="list-style-type: none"> • Audit Committee (M) • Nomination & Remuneration Committee (M) <p>4. Batliboi Limited</p> <ul style="list-style-type: none"> • Stakeholder Relationship Committee (C) • Audit Committee (M) <p>5. HDFC Ergo General Insurance Company Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee (C) • Audit & Compliance Committee (M) • Nomination & Remuneration Committee (M) • Risk Management Committee (M) • Policyholders Protection and Grievance Redressal Committee (M) <p>6. Strides Pharma Science Limited</p> <ul style="list-style-type: none"> • Audit Committee (M) • Nomination & Remuneration Committee (M) • Stakeholder Relationship Committee (M) • Risk Management Committee (M) 	

(L) - Listed Company, (C) – Chairperson; (M) - Member

ANNEXURE II

INFORMATION FOR MEMBERS

<p>Monday, 22 July 2024, 3:30 p.m. (IST) 17th Annual General Meeting through Video Conferencing/ Any Other Audio- Visual Means facility</p>	<p>Final Dividend ₹ 2.50 per equity share of ₹ 10 each fully paid (25% on face value)</p>
<p>Monday, 15 July 2024 Cut-off date to determine Members eligible to vote</p>	<p>Friday, 12 July 2024 Ex-Dividend date/Last date to submit declarations in respect of TDS on dividend</p>
<p>Saturday, 13 July 2024 to Monday, 22 July 2024 (both days inclusive) Book Closure</p>	<p>On or after Tuesday, 23 July 2024 Dividend payout, if declared</p>
<p>Wednesday, 17 July 2024, 9:00 a.m. (IST) Commencement of Remote e-voting</p>	<p>Sunday, 21 July 2024, 5:00 p.m. (IST) Conclusion of Remote e-voting</p>
<p>Friday, 19 July 2024, 3:30 p.m. (IST) Last date to register as Speaker Member</p>	<p>Link to submit TDS supporting Web Portal: https://liiplweb.linkintime.co.in/formsreg/ submission-of-form-15g-15h.html E-mail: mlldivtax@linkintime.co.in</p>
<p>Link to attend AGM electronically https://www.evoting.nsdl.com https://eservices.nsdl.com https://www.cdslindia.com/</p>	<p>Helpline for e-voting and participation in AGM electronically Contact nos.: NSDL: 022 4886 7000 CDSL: 1800 22 55 33 (toll free) E-mail: evoting@nsdl.com</p>

**SHARE YOUR OPINION
 WITH US**

We appreciate the feedback

**Members Satisfaction
 Survey Link**

[https://forms.office.com/r/
 z7B7uWZEg3?origin=lprLink](https://forms.office.com/r/z7B7uWZEg3?origin=lprLink)



[Barcode scanner]



RIISING BEYOND:
CONNECTING
INDIA

Integrated Annual Report
2023-24

About the Report



Mahindra Logistics Limited ('Our Company') is committed to reporting the financial and non-financial performance of our Company in compliance with the regulatory requirements of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our Integrated Annual Report is prepared in alignment with the Integrated Reporting <IR> Framework by IIRC. It offers a comprehensive and detailed overview of our business performance, showcasing how we manage our various capitals and create shared value through our corporate governance, strategy and risk management, stakeholder engagement, and sustainability initiatives.



Scope of the Report

This Integrated Annual Report for 2023-24 provides information regarding Mahindra Logistics Limited's financial and non-financial performance during the period 1 April 2023 to 31 March 2024. It lends an understanding of the outcomes and impact created by our efforts to create stakeholder value over the short, medium, and long term. Our financial data, which includes our subsidiaries, is presented on a consolidated basis. Additionally, we have provided data related to other Group businesses and companies, wherever required, duly marked as such.



Approach to Materiality

We have identified issues material to our business through consideration of our stakeholder expectations and interests. The Report discusses how our material topics impact our ability to create value for our stakeholders in the short, medium, and long run.



Approach to Stakeholder Engagement

We have developed a strong stakeholder engagement framework, allowing us to periodically engage our stakeholder groups and actively respond to their concerns.



Frameworks

We have developed this Integrated Report in accordance with the guidelines of the Integrated Reporting Framework, outlined by the International Integrated Reporting Council, and have also adopted guidance from the GRI Standards. The key performance indicators used to report on our six capitals have been derived by referring to the GRI standards.



Precautionary Principle

Our ESG commitments are directed by our sustainability governance and our standardised organisation-wide risk management framework serves as the basis of our precautionary principle. At our core is the commitment to avoid potential negative impacts on our economic performance, environmental performance or risks to our people. We closely monitor our key performance indicators within each area with the aim of achieving continuous improvement across every aspect.

Across the Pages

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Disclaimer: This document contains statements about expected future events and financials of Mahindra Logistics Limited ('the Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this annual report.

Our Corporate Identity - Pg. 6



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Management Discussion and Analysis - Pg. 150



THEME OVERVIEW

Rising Beyond: Connecting India

Building a nation is an ambitious task, and seamless logistics serve as the backbone that keeps the lifelines of cities and communities thriving. At Mahindra Logistics, our pursuit, encapsulated by 'Rising Beyond: Connecting India', focuses on creating the largest multi-service logistics network that reaches every corner of the country.

Logistics transcends the mere movement of goods; it builds connections among people, empowers businesses, drives economic growth, nurtures community welfare, and advances diversity. Through

infrastructure and technology enhancements, we are on our journey to rise beyond capabilities, enhancing efficiency, and fostering connectivity nationwide.

We are reshaping India's logistics landscape, driving prosperity through enhanced connectivity and sustainable practices. 'Rising Beyond: Connecting India' is our commitment to seamlessly link every corner of the nation through our logistics solutions, placing us at the forefront of India's achievements.

19,000+
Pincodes Served

1,000+
Locations across India

27,000+
Total Workforce (On Roll and Third-Party Associates)

20 million+ sq. ft.
Warehousing Space

42,000+
Full Truck Load (FTL) Trips Monthly

1,600+
EV Fleet (Cargo + PV)

50+
Global Trade Lanes

100+
Global Freight Forwarding Network Partners

1,500+
Active Business Partners

FINANCIAL

STANDALONE

₹ 4,530 crores
Revenue

₹ 86 crores
PBT

₹ 62 crores
PAT

₹ 292 crores
EBITDA

6%
EBITDA Margin

CONSOLIDATED

₹ 5,506 crores
Revenue

₹ (26.4) crores
PBT

₹ (54.7) crores
PAT

₹ 229 crores
EBITDA

4.2%
EBITDA Margin



CONNECTING INDIA'S LOGISTICS LANDSCAPE



At Mahindra Logistics we recognise the vital role logistics plays in knitting together India's vast and varied landscape into a cohesive economic network. Our commitment to Connecting India's diverse terrain aligns with our overarching goal of optimising the journey of all inputs and finished products. We ensure that the entire supply chain process is efficient, reliable, and flexible through our tech-enabled integrated solutions. This provides customers with seamless control over their supply chains, thus **Igniting Success**▶▶

OUR CORPORATE IDENTITY



Our Legacy

mahindra *Rise*

We are part of the Mahindra Group, which has presence in over 100 countries and a skilled workforce of 2,60,000+ people. The Mahindra Group operates across key industries, and enjoys a leadership position in farm equipment, utility vehicles, information technology and financial services in India and is the world's largest tractor company by volume. It has a strong presence in renewable energy, agriculture, logistics, hospitality and real estate.



Our Purpose

ACCELERATING
COMMERCE
EMPOWERING
COMMUNITIES TO
RISE



Our Vision

Rise to be A ₹ 10,000 crores Logistics Service Provider, delivering exceptional customer experience through differentiated, technology enabled solutions. Be among the 10 most-admired global logistics companies by the year 2030.



Our Brand Ethos

Igniting Success ▶▶

In a way, that is what we essentially do

We do the heavy lifting of delivering excellence and promises, something that is equivalent to a tightrope walk. Now add customisation, analytics, transparency, and automation into the mix, along with timelines, and a simple walk can look complicated.

But that is where we make things look simple.

We have seamlessly integrated tech-enabled logistics solutions for complex requirements. Our 'Customer First' approach has helped us weave the strands of trust, transparency, safety, customisation, and optimisation that ensures efficiency in all our operations. Our reach and scalability enable our customers to stay ahead of the competition. With these integrated offerings, we ensure that our customers achieve what they truly deserve - **Success.**



MESSAGE FROM OUR CHAIRMAN

Committed to Connecting India

We envision providing integrated solutions by creating India's most comprehensive, multi-service, and interoperable logistics network, accessible across all regions. This vision has continued and will always be the cornerstone of all our efforts.



Dr. Anish Shah
Chairman
Mahindra Logistics Limited



Dear Esteemed Stakeholders,

I am happy to present this year's Integrated Annual Report, outlining the past financial year's key developments and milestones. Throughout the year, we continued to be driven by our purpose of accelerating commerce and empowering our communities. We are dedicated to creating a positive legacy for future generations. This commitment is evident in our actions as we strive to build a better tomorrow.

We envision providing integrated solutions by creating India's most comprehensive, multi-service, and interoperable logistics network, accessible across all regions. This vision has continued and will always be the cornerstone of all our efforts.

Economic Landscape - Long-Term Tailwinds

Amidst challenging global events like the Russia-Ukraine conflict, the Red Sea crisis, and tensions between Israel and Palestine, countries worldwide are demonstrating remarkable resilience in managing supply chain disruptions and economic challenges. This dynamic landscape

offers unique opportunities for strategic adaptation and innovative solutions, enabling companies like ours to navigate trade complexities and enhance international commerce. The projected world trade growth for 2025 is estimated at 3.6%, which is below the historical average of 4.9%. This is due to ongoing trade distortions and geo-economic fragmentation impacting global trade dynamics. We continue to observe a shift in trade flows across different geographics, which can be a vital boost for India.

Despite these global uncertainties, the economic outlook for India continues to be positive. India is poised to be the fastest-growing major economy among the major G20 nations. The Interim Union Budget for 2024-25 is expected to open new avenues with a significant 11.1% increase in capital expenditure for infrastructure, totalling ₹ 11,11,111 crores. This investment is expected to enhance roads, bridges, airports, and other vital infrastructure, thereby improving connectivity and efficiency. Such developments are foundational for boosting productivity and competitiveness.



India is poised to be the fastest-growing major economy among the major G20 nations. The Interim Union Budget for 2024-25 is expected to open new avenues with a significant 11.1% increase in capital expenditure for infrastructure, totalling ₹ 11,11,111 crores. This investment is expected to enhance roads, bridges, airports, and other vital infrastructure, thereby improving connectivity and efficiency.

Additionally, the expansion of the National Highway (NH) network by 60% from 91,287 kms in 2014 to 1,46,145 kms in 2023 has further improved connectivity. This is nothing short of extraordinary and has made even the most remote parts of the country accessible, contributing substantially to national connectivity. Moreover, substantial investments in infrastructure projects have not only created numerous direct and indirect job opportunities but have also played a crucial role in driving economic growth.

The Indian logistics sector is projected to grow at an annual rate of **8.8%** by 2030

Logistics Sector - A Period of Transition

The Indian logistics industry is experiencing remarkable growth. As per LogiMAT India 2024, the sector is projected to grow at an annual rate of 8.8% to reach a staggering USD 500 billion by 2030. As we aspire to lead this transformative growth journey, we are committed to leveraging our expertise and resources to drive innovation, efficiency, and excellence within the sector.

In a visionary move, the Indian government launched the National Logistics Policy (NLP) in September 2022, aligning

with the PM Gati Shakti National Master Plan (NMP) to revolutionise the logistics sector. Game-changing initiatives like the Unified Logistics Interface Platform (ULIP) and Open Network for Digital Commerce (ONDC) aim to enhance efficiency, reduce bottlenecks, and position Indian logistics as an attractive global partner, propelling the nation towards its USD 5 trillion economy goal.

Moreover, continuing Government reforms recognise the critical contribution of the sector towards the growth of manufacturing and trade in India. The focus on transforming surface transport remains a key priority with significant growth in road infrastructure and connectivity, as well as the Direct Freight Corridors (DFC) which will boost multi-modal logistics in the country.

With the proliferation of approximately 150 operational airports throughout India, a significant opportunity has emerged in the air cargo freight sector, promising expedited movement of goods to far-off destinations. The expanded network of airports offers greater accessibility and connectivity, facilitating swift transportation of goods across vast distances.

Over the past few years, the evolving dynamics of the logistics sector have catalysed growth. However, this last year saw a

slowdown across the industry. While the auto and discrete manufacturing sector maintained its strength, several other end markets faced challenges. The e-commerce industry, in particular, experienced over-capacity, particularly in volume growth, leading to capacity consolidation among major players. Weaker consumer demand in sectors such as durables, FMCG, and retail further dampened the demand for logistics services and solutions. The agricultural sector also encountered difficulties, influenced by broader economic conditions. Internationally, cross-border logistics faced reduced volumes and pricing pressures due to over-capacity and various global challenges. Despite these hurdles, we remain confident that this is merely a transitional phase, and the long-term growth prospects for the sector are exceptionally strong.

Connecting India - Customer Lead Value

Even amid these challenges, we remain committed to executing our strategy. Our optimism about long-term growth in the sector, coupled with our unique market position, continues to inspire and motivate us. We have a core belief that improving the productivity of supply chains requires a greater focus on integrating multiple services, thereby improving customer service, resilience, agility, and

reducing the 'cost to serve'. Our investments and expansion efforts in 2023-24 are set to further augment our ability to connect India through a diverse range of services and solutions. We are well-prepared to capitalise on the long-term growth opportunities within the sector.

- Strengthening our offerings of services and solutions has continued to help us grow alongside our customers in FMCG, e-commerce, pharma, retail, and FMCD through the expansion of services and integrated solutions. In 2023-24, over 24% of our revenue

was from integrated solutions. I'm also delighted to report that 60% of our Top 100 customers utilise more than 2 services and multiple offerings from us.

- As of 31 March 2024, we operated in over 19,000 pincodes, encompassing a substantial portion of the country's economic activity. Impressively, these pincodes collectively contribute to 82% of our GDP.

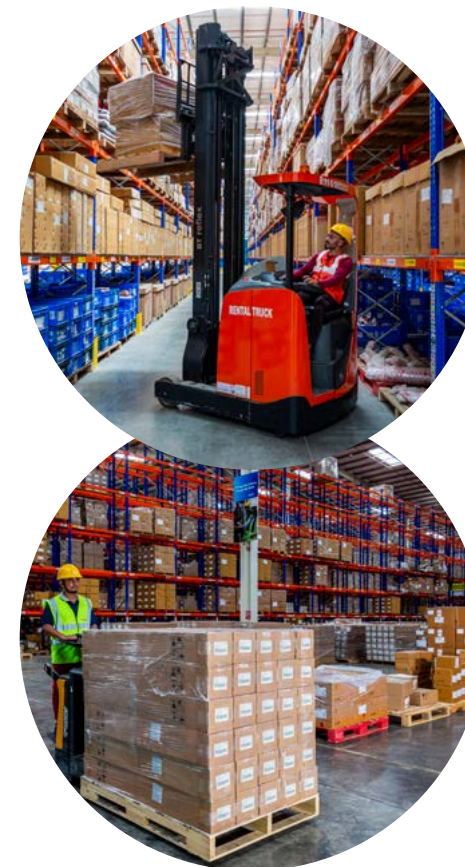
We operated in over **19,000** pincodes, encompassing a substantial portion of the country's economic activity

- Our last-mile delivery business serves over 6,000 pincodes for B2C fulfillment. Our full truckload operations sustained growth, with our owned and partner fleets collectively covering over 500 million kms in the fiscal year 2023-24. We also launched ProTrucking, a high-performance network transportation offering for our larger customer base. We continue to expand our multi-modal rail logistics for automotive and farm customers. In 2023-24, over 17% of the total volume for these customers was transported end-to-end via rail. During the year, we added new multi-client and custom

warehousing capacity and launched expansions in various areas.

- We added 1.4 million sq. ft. of warehousing, including expansion of our multi-client facilities in 2023-24. We are committed to widening our network with new facilities of over a million square feet coming up in Kolkata, Guwahati and Agartala. We also have expansions underway in Chakan/Talegaon and Phaltan in Maharashtra, totalling over 1.5 million square feet.
- Our Global Air Charter business launched commercial operations this year, headquartered in Dubai. Despite the external challenges we were able to successfully undertake several charter flights for marquee customers in pharma, electronics and humanitarian aid domains.
- We have made significant investments to expand our technology & digital capabilities. The development of the LogiOne ecosystem saw the release of our Transport Management System, Warehouse Management System, and other systems, which will be integrated together to provide customers with higher levels of visualisation and optimisation of the supply chain.

Our vision is to create a leading



logistics institution that provides comprehensive end-to-end services. We're steadily building a future-ready organisation, expanding operational reach, upgrading facilities, and adopting sustainable practices. Our investments in electric vehicles and advanced technology promote scalable growth and establish us as pioneers in environmentally friendly logistics. We are electrifying the last-mile delivery space and building India's largest EV last-mile delivery network through our comprehensive EV ecosystem, eDel. Through these proactive initiatives, we are not only connecting India but also shaping a thriving future for the logistics industry.

People & Planet

Our Goal is to Achieve Carbon Neutrality by **2040**

We are fully dedicated to incorporating Environmental, Social, and Governance (ESG) principles into our business operations. This commitment underpins our aim to facilitate an equitable transition towards a planet-positive future, anchored by three sustainability pillars. First, we are focussed on decarbonising and building eco-efficient infrastructure. Second, we aim to decarbonise our solutions. Third, we strive to restore the ecosystems around us. These pillars drive

our objective to achieve carbon neutrality by 2040, highlighting our dedication to environmental stewardship.

1,600+ Electric Vehicles (2W, 3W and PCV) Operational Across India

Our eDel services are the largest fleet of EVs in last-mile delivery, enabling us to reduce carbon emissions in our operations. Our organisation stands among the select few in the logistics sector, as validated by the Science Based Targets Initiative (SBTi), for our commitment to reducing carbon emissions. Furthermore, our Company has the largest network of solar-powered warehouses across the nation.

We aim to further expand our warehousing network with Green IGBC Gold/Platinum certified warehouses, leveraging renewable energy to minimise our carbon footprint. We implement the Green Hour practice every month across our facilities and optimise electrical energy consumption under ACE programme. These initiatives reflect our approach to sustainability as we set the standard for fostering a greener and more sustainable future.

3.6 million sq feet Solar Powered Warehousing Network



11% Diversity Ratio

We are empowering communities by prioritising the employment of individuals from below the poverty line. Through our platform, Sanjeevani, we promote and enhance harmonious work relationships, inclusive participation, capability building, communication, and welfare. The objective of the Platform is to increase engagement across all employment categories, with a special focus on Fixed-Term and Third-Party Contract staff. Additionally, virtual HR Connect Sessions facilitate open communication. Through our FLEX programme, we train high-potential employees for critical roles.

Through Catapult, our incubation programme, we nurture startups and drive innovation in the logistics sector. As we embark on the fourth chapter of Catapult, we anticipate an inspiring journey with our cohorts, offering an innovative platform to drive solutions transforming the logistics industry. In addition, the Catapult-Techathon extends this programme to the academic realm, inviting college students to propose innovative solutions to industry challenges. This initiative helps us identify emerging technology leaders and integrate fresh perspectives into the logistics industry. Through these programme, we are dedicated to consistently cultivating new talent.

Financial Performance: Annual Highlights

In 2023-24, we've reported a standalone revenue of ₹ 4,530 crores, a marginal increase from ₹ 4,459 crores in the previous fiscal. Gross Margin increased to 11.1% as compared to 10.5% in 2022-23. EBITDA also witnessed a marginal growth, reaching ₹ 292 crores compared to ₹ 276 crores. Profit before tax rose to ₹ 86 crores from ₹ 80 crores, indicating improved operational performance. Profit after tax declined marginally, reaching ₹ 62.0 crores in 2023-24 compared to ₹ 64.5 crores in 2022-23. Standalone results were impacted during the year due to one-time charges we took towards discontinued operations

of ₹ 10 crores (Pre-Tax) and IT infrastructure migration costs of ₹ 2 crores (Pre-Tax). Adjusted for these one-time charges, PBT grew by nearly 21% compared to the prior year. The same translated into diluted earnings per share which stood at ₹ 8.58, compared to ₹ 8.94 in the preceding fiscal year.

In fiscal year 2023-24, MLL experienced robust consolidated revenue growth, reaching ₹ 5,506 crores, up 7% from the previous year. However, Gross Margin decreased moderately from 10% in 2022-23 to 9.5% in 2023-24. Despite challenges in the B2B business, cost optimisation efforts enhanced operating margins in Q4. Progress in business integration was notable, highlighted by the 2nd tranche investment in ZipZap Logistics. The core 3PL segment remained steady, while the Mobility segment showed positive momentum. EBITDA was ₹ 229 crores, down from ₹ 260 crores in 2022-23, attributed in part to one-time charges of ₹ 12 crores and the impact of consolidation due to investments made in B2B business. Consequently, PAT declined to ₹ (55) crores from ₹ 26 crores. Adjusted EBITDA, excluding B2B impacts stood at ₹ 309 crores and PAT at ₹ 69 crores.

Overall, in 2023-24, earnings from our core 3PL and other businesses remained stable and showed improvement.

Subsidiary Performance

In recent years, we have invested in multiple acquisitions to enhance our portfolio of solutions and services. We've made the following progress in this regard:



2X2 Logistics: During the year, we completed a successful turnaround of the business which provides outbound logistics for the auto sector. We were able to improve vehicle utilisation significantly, resulting in the growth of EBITDA and PAT. In 2024-25, we plan to invest in further expansion of the fleet. In 2023-24, 2X2 Logistics reported a revenue of ₹ 55 crores, an increase of 168% from ₹ 21 crores in the previous fiscal year. MLL holds 55% stake in 2X2 Logistics and for consolidation the reported EBITDA & PAT were ₹ 8.2 crores & ₹ 1.9 crores, respectively in 2023-24 from ₹ (1.8) crores & ₹ (2.1) crores in 2022-23.



Lords Freight: Lords Freight encountered challenges amid persistent pricing pressure in the global logistics sector since the previous year, extending into 2024-25. Despite

macroeconomic challenges during the year, we managed to sustain growth in tonnage, particularly in air freight. In 2023-24, Lords Freight, where MLL holds 99.05% stake, reported a revenue of ₹ 247.8 crores, a degrowth of 32% from ₹ 365.8 crores in the previous fiscal year. EBITDA and PAT were ₹ 2.7 crores and ₹ 3.4 crores, respectively, in 2023-24 from ₹ 13.5 crores and ₹ 9.9 crores in 2022-23.



Zip Zap Logistics (Whizzard):

The last mile delivery business demonstrated significant profitability improvements. During the year, we completed the second tranche of our investments, growing our equity share to 60%. Effective 22 December 2023, Whizzard will now be reported as a consolidated subsidiary. For the purpose of consolidation, Whizzard reported a revenue of ₹ 35.2 crores, EBITDA of ₹ 0.3 crores & PAT of ₹ 0.1 crore in 2023-24.



MLL Mobility: The Mobility business, including the Meru acquisition, has successfully

turned around and become profitable. Our efforts to drive synergy between the ETMS business and B2C business of Meru were able to drive cost reduction in operating costs and overhead costs. We hold an optimistic outlook for sustained growth in this business with an accelerated return to work by our key customers. In 2023-24, MLL Mobility reported a revenue of ₹ 333.3 crores, an increase of 80% from ₹ 185.1 crores in the previous fiscal year. EBITDA & PAT were ₹ 7.2 crores & ₹ 1.8 crores, respectively, in 2023-24 from ₹ 0.3 crores & ₹ (8.6) crores in 2022-23.



MLL Express (Rivigo):

2023-24 marked the first year of operations since Rivigo was acquired. During the first half

of the year, we experienced significant challenges in network integration, which resulted in lower operating performance. Through H2 2023-24, the operating performance improved, and we reported an improved EBITDA performance in Q4 2023-24. The financial results of MLL Express Services Private Limited had a significant impact on the Company's consolidated results. However, the Express network retain stands as a vital long-term investment for the Company, aligning with our vision of integrated solutions. To that end, we remain committed to investing and expanding the network in the coming years despite the short-term impact. In 2023-24, MLL Express reported revenue of ₹ 364.2 crores, an increase of 200% from ₹ 121.6 crores in the previous fiscal year. EBITDA & PAT were ₹ (80.3) crores & ₹ (123.6) crores, respectively, in 2023-24 from ₹ (27.94) crores & ₹ (31.8) crores in 2022-23.

Beyond Tomorrow

As we look ahead, I am positive about the journey that lies before us, committed to progressing responsibly and mindful of our impact on society and the environment. Our dedication extends to broadening our reach by strengthening our networks, capacities, fleets, and technology. Simultaneously, we aim to integrate multi-modal transportation systems and upgrade infrastructure to boost the efficiency of our enterprise customers' supply chains. Our core values, stemming from the Mahindra Group, continue to guide this journey of creating future-ready businesses that generate value for our stakeholders and the environment. These endeavours are in harmony with our overarching theme, 'Connecting India: Rising Beyond,' showcasing our commitment towards shaping the logistics landscape of tomorrow.

Once again, thank you for your continuing trust, support, and partnership. I am also thankful to the Board of Directors for their engagement and contributions during the year. Together, I am confident that we will continue to Rise, building a leadership position and transforming the communities we serve.

With sincere gratitude,

Dr. Anish Shah

Chairman
Mahindra Logistics Limited

EBITDA (₹ crores)*



Profit Before Tax (₹ crores)*



Gross Margin (%)*



* Standalone Performance



OUR BOARD OF DIRECTORS

Driving Progress & Excellence

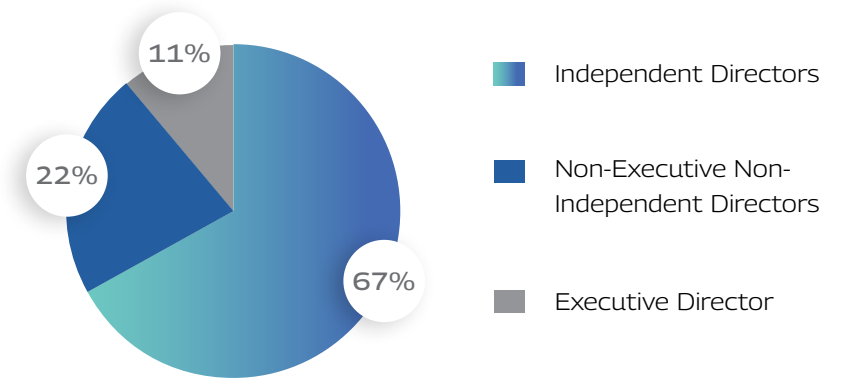


- 1 **Mr. Rampraveen Swaminathan**
Managing Director & CEO
M M M
- 2 **Mr. Darius Pandole**
Independent Director
C C C M
- 3 **Mr. Naveen Raju**
Non-Executive Director
M M M
- 4 **Ms. Avani Davda**
Independent Director
C M M
- 5 **Mr. Ameet Hariani**
Independent Director
M
- 6 **Mr. Ranu Vohra**
Independent Director
C C M M M
- 7 **Mr. Dhananjay Mungale**
Independent Director
M M
- 8 **Dr. Anish Shah**
Chairman & Non-Executive Director
M
- 9 **Ms. Malvika Sinha**
Independent Director
M M M

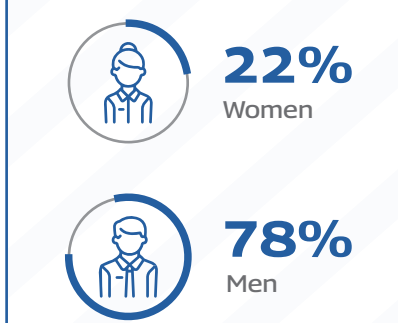
- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Investment Committee
- Risk Management Committee
- M Member
- C Chairman

BOARD COMPOSITION

9 Directors



GENDER DIVERSITY



OUR LEADERSHIP TEAM

Leading with Prowess

Jignesh Parikh
CS & Compliance Officer

Mukund Krishnamurthy
Head - Auto & Farm Business

Saurav Chakraborty
Head - Cross Border Business

Sreenivas Pamidimukkala
Head - Information & Technology

Prasanna Pahade
Head - B2B Express Business

Rampraveen Swaminathan
MD & CEO

Rajesh Shetty
Head - Operations Excellence

Vishal Barnabas
Head - Consumer & Manufacturing Business

Sajit Siddharthan
Head - E-Commerce Business

Ashay Shah
Head - Last Mile Delivery Business



Saurabh Taneja
CFO

Swayantani Ghosh
Head - Sustainability & CSR

Mansi Nagri
Head - Marketing, Communications & Sales Excellence

Edwin Lobo
Head - HR & Administration



DEFYING CHALLENGES TO CONNECT NORTHERN INDIA **Jammu & Kashmir**

In the heart of the Himalayas, our operations hub in Jammu exemplifies resilience, dedication, and commitment to Connecting India. Despite challenging terrains and adverse weather, our team ensures seamless logistics across the region. With efficient handling of inbound, outbound, and transshipments, we maintain an average pickup of 70 tons, delivery of 100 tons, and transshipment of 80 tons daily. Our network covers 95 pincodes, reaching remote areas like Leh, Kargil, Udhampur, Punch, Rajauri, and Anantnag. Through natural disasters and high-security zones, our teams unwavering dedication ensures the uninterrupted flow of essential goods. Operating in extreme altitudes and freezing temperatures, their indomitable spirit shines, proving our capability to overcome adversity and delivering excellence in connecting India.

Jammu to Jalandhar, Ambala to Srinagar, Leh, Kargil & beyond

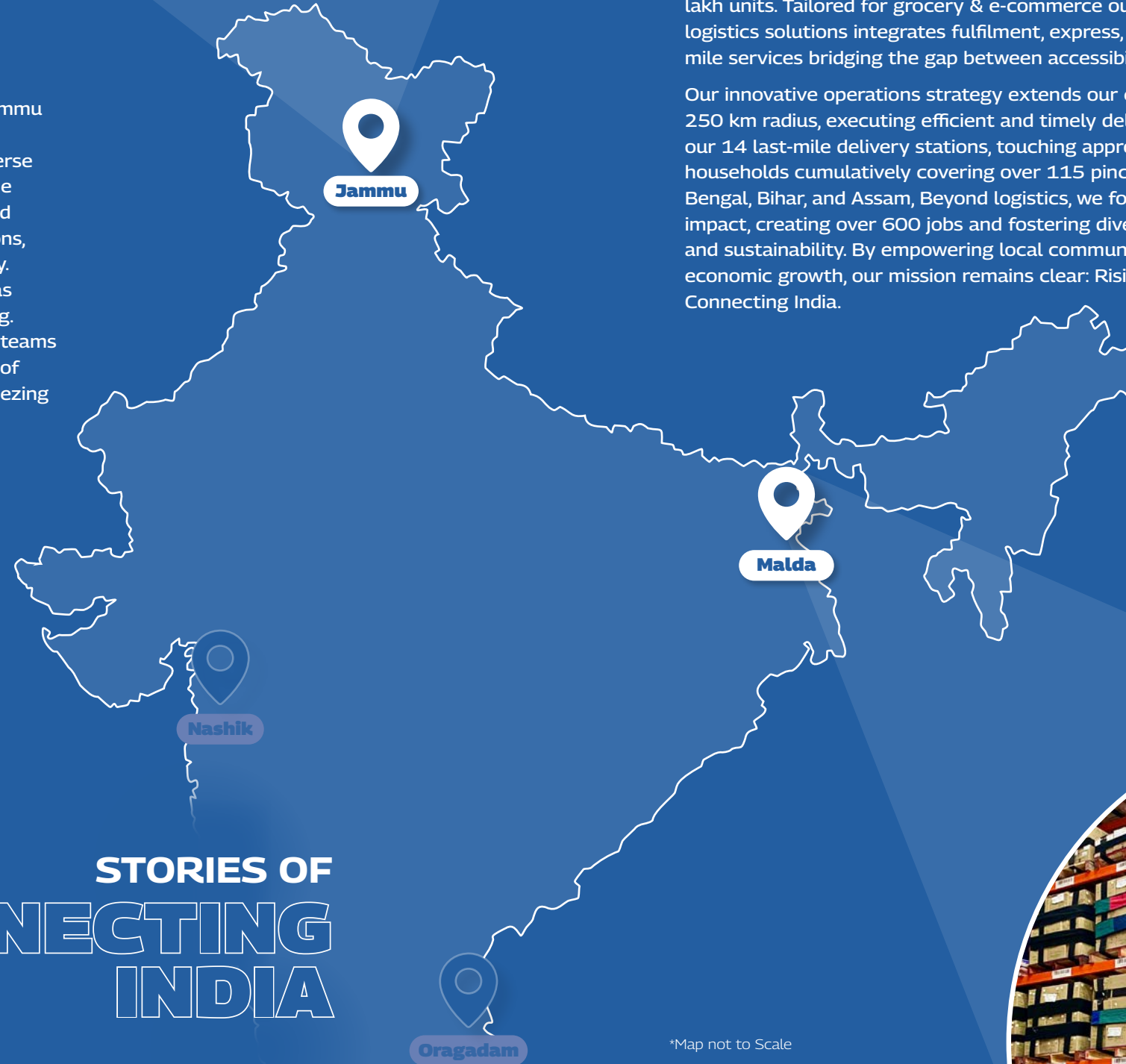
Service Coverage

95+
Pincodes Served

2,100 tons
Average Pickup/Month

3,000 tons
Average Delivery/Month

2,400 tons
Average Transshipment/Month



STORIES OF CONNECTING INDIA

EXPANDING HORIZONS IN EASTERN INDIA **West Bengal**

In the heart of eastern India, our network spans to the Tier 2 City of Malda in West Bengal, epitomising our commitment to reach every corner of India. With a robust operation handling 1.4 lakh daily orders handling 6,500 SKUs, and an inventory capacity of 15 lakh units. Tailored for grocery & e-commerce our comprehensive logistics solutions integrates fulfilment, express, mid-mile and last-mile services bridging the gap between accessibility and necessity.

Our innovative operations strategy extends our coverage to a 250 km radius, executing efficient and timely deliveries through our 14 last-mile delivery stations, touching approximately 15,000 households cumulatively covering over 115 pincodes in West Bengal, Bihar, and Assam, Beyond logistics, we focus on community impact, creating over 600 jobs and fostering diversity, inclusion, and sustainability. By empowering local communities and driving economic growth, our mission remains clear: Rising Beyond, Connecting India.

1.4 Lakh
Orders Handled/Day

115+
Pincodes Served

6,500
SKUs

250 kms
Service Radius (West Bengal, Bihar, Assam)

600+
Jobs Created

Empowerment
Initiatives for Diversity, Inclusion, and Sustainability



OUR BRAND PORTFOLIO

Envisioning a Connected India



Mahindra Logistics operates through its five distinct business lines, each bolstered by essential functions, shared infrastructure, and a Common Operating Systems. This system standardizes operations across all sites and brands, fosters competency development, and drives automation and innovation. Through unified processes, we prioritize standardization, safety, workforce management, productivity, and excellence.



INTEGRATED SUPPLY CHAIN AND MOBILITY SOLUTIONS

Contract Logistics

End-to-end Supply Chain Solutions



Finished Vehicle Logistics (AOB)

Cross-Border Solutions



Air and Ocean Freight Forwarding

V-Link Freight

Air Cargo Charter Solutions

B2B Express



Scheduled Express Delivery Solutions through Surface and Air

Last Mile Delivery



Electric Last Mile Cargo Delivery Services



Intra-city order fulfilment solutions

Mobility Services



People Mobility Solutions



Enterprise Mobility Solutions

OUR COMMON OPERATING SYSTEMS



Life Impacting Injuries & Fatalities Elimination

Life 2.0 (Life Impacting Injuries & Fatalities Elimination)

Promotes safety culture, ensuring a safer workplace



FOCUS

FOCUS Framework (Formalise, Organise, Construct, Unveil and Stabilise)

Offers seamless and structured journey from project inception to steady-state success



Automation Program

Identifies, develops & deploys customer-centric, technology & automation



Idea Network

Structured Lean Six Sigma program to drive continuous improvement



ACE (Accelerated Cost Efficiency)

Enhances productivity & efficiently manages cost



Pulse & Pulse Igniter

Boosts productivity by implementing industry leading best practices

OUR BUSINESS SEGMENTS

Delivering Integrated Solutions



At Mahindra Logistics, we integrate our diverse logistics capabilities to ensure a seamless journey from sourcing to distribution. This deliberate integration fosters collaboration among our business divisions, enhancing operational efficiency and service excellence. By leveraging the unique skills of our business segments, we provide adaptable and scalable solutions customised to meet the evolving needs of our clients across sectors and regions, establishing us as the leaders in integrated logistics solutions.

DIVERSE INDUSTRY EXPERTISE



Automotive & Farm



Engineering & Manufacturing



Consumer Goods/ Retail/FMCG/ FMCD/Apparel



Pharmaceutical



Quick Commerce, E-Commerce & D2C



Telecom



KEY BUSINESS SEGMENTS & OFFERINGS



Contract Logistics

- ▤ Integrated Warehousing & Distribution
- ▤ FTL Transportation/Linehaul Transportation
- ▤ Secondary Transportation/ Distribution
- ▤ First Mile Transportation
- ▤ Last Mile Transportation
- ▤ LNG/CNG Transportation
- ▤ Distribution Centre Management
- ▤ Pallet-Based Warehousing
- ▤ Spare Parts Distribution
- ▤ Temperature Controlled Logistics
- ▤ Stores and Linefeed/In-Plant Logistics
- ▤ Cross Dock Management
- ▤ Inbound Consolidation
- ▤ JIT/JIS Services
- ▤ Packaging Solutions
- ▤ Stockyard Management
- ▤ Multi-Modal Logistics
- ▤ Milk Run Solution



Cross-Border Solutions

- ▤ Ocean Freight Forwarding
- ▤ Air Freight Forwarding
- ▤ Air Charter Services



B2B Express Solutions

- ▤ Express Surface Transportation
- ▤ Express Air
- ▤ Part Truck Load (PTL)



Last-Mile Delivery

- ▤ Fulfilment Center Management
- ▤ Sort Centre Management
- ▤ Grocery Fulfillment
- ▤ Last Mile Delivery
- ▤ Last Mile Delivery Electric
- ▤ Last Mile Distribution
- ▤ Micro Fulfillment
- ▤ Omni-Channel Solutions
- ▤ Pallet-based Warehousing
- ▤ Returns and Reverse Logistics



Mobility Solutions

- ▤ Airport Services & Outstation
- ▤ Enterprise Mobility Solutions



OUR BUSINESS SEGMENT

Contract Logistics

19.6 million+ sq. ft.
Warehousing Space

4 million+ sq. ft.
Multi-Client Warehousing Space

400+
Operating Locations

42,000+
Full Truck Load (FTL) Trips Monthly

Revenue*
₹ 4,325 crores

CORE COMPETENCIES & CAPABILITIES

Service Quality

- Expertise in designing and managing warehouse operations across diverse industries
- Efficient space utilization strategies, including high-density racking and innovative warehouse design
- End-to-end visibility across the supply chain and integration capability with customers' tech platform
- High productivity and efficiency due to integrated operations and technology
- 100% compliance with safety and statutory regulations

Service Line Integration

- Tailored warehousing solutions supported by mechanization, technology & automation
- End-to-end transportation and distribution solutions
- Centralized management of all transportation services

Network Reach

- Presence in more than 1,000 locations across all regions in India
- Strong network of Business Associates for warehousing & Transportation across India

Technology

- Complete visibility of Inventory with Warehouse Management System (WMS)
- Track and trace features along with alerts/updates through Transportation Management System (TMS)
- Cutting-edge technology integration for efficient tracking and visibility

Customer Experience

- Complete end-to-end logistics management for storage and distribution
- Value-added Services (VAS) such as re-packing, kitting, labelling, and packing
- One partner for all the logistics requirements

Sustainability

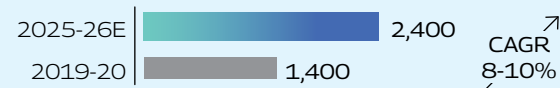
- 3.6 million+ sq. ft. of solar-powered warehousing network
- Energy efficient practices
- Grade A gold/platinum IGBC-Certified warehouses



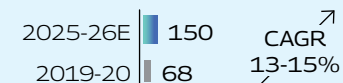
Our comprehensive suite of tailor-made logistics solutions goes beyond just transportation and distribution. We offer integrated solutions, encompassing warehousing, in-factory logistics, and even value-added services. By leveraging cutting-edge technology, we optimise efficiency and reliability throughout the entire supply chain, leading to faster deliveries.

MARKET SIZE (in ₹ '000 crores)

Logistics Sector



3PL Business



INDUSTRY STRUCTURE

- High level of fragmentation, with the top 10 players holding only about 15% of the market share
- Approximately 65% of the sector comprises transportation services, with road transport dominating this segment, accounting for nearly 75% of all transportation activities
- Penetration of third-party logistics (3PL) providers remains low, at just 5%, compared to the global average of 10%



KEY TRENDS

- Increasing preference for integrated solutions over fragmented logistics services
- Growing new consumption hubs in Tier 2 and Tier 3 cities, leading to the development of new fulfilment models and logistics hubs
- Emerging multi-modal logistics, supported by initiatives like Gati Shakti and the National Logistics Policy
- Playing a crucial role as key differentiators in the industry, technology and automation are essential factors

* Figure after inter-company elimination



OUR BUSINESS SEGMENT

Cross-Border Solutions

- 50+** Global Freight Forwarding Trade Lanes
- 10,000+** TEUs Ocean Freight Volume
- 100+** Network of Partners Globally
- 5,000+** Tonnes Air Freight Volume

Revenue*
₹ 254 crores

CORE COMPETENCIES & CAPABILITIES

Service Quality

- Single-window solution for all freight forwarding and customs clearance requirements
- Expertise in handling all types of cargo
- Wide range of air-charter solutions including non-scheduled, full & part-charter
- Solution design capabilities for all freight forwarding requirements
- Door-to-door charter solutions

Network Reach

- Presence in over 50 global trade lanes
- More than 100 global network partners
- Exclusive global partnership and global nominations

Technology

- Streamlined Freight operations enabled by a single easy-to-use platform
- Consignment tracking & tracing capabilities

Customer Experience

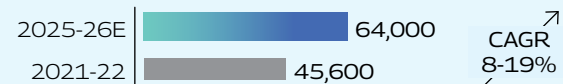
- Liaising for Advance and Export Promotion Capital Goods (EPCG) licenses
- Automated documentation and centralized customer service
- Consistency in designing and implementing solutions



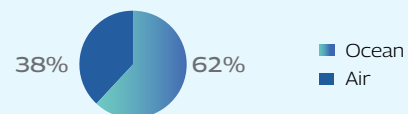
We offer world-class capabilities in providing comprehensive cross-border services, ensuring seamless freight movement via ocean and air. Our services include expert handling of customs clearance, transportation to transit warehouses, and delivery to mother warehouses, ensuring a smooth and efficient process.

MARKET SIZE (in ₹ '000 crores)

Freight Forwarding



Ocean Air & Freight Split



INDUSTRY STRUCTURE

- Highly fragmented, with a large number of companies dominated by those with a turnover of less than ₹ 100 crores
- India's top trading partners include the US, China, the UAE, and Europe
- While a few large players have a presence in major markets, small and mid-sized players typically rely on agent networks to facilitate operations



KEY TRENDS

- Emerging nearshoring trends due to regional conflicts, leading to a reduced dependence on China (China+1 strategy)
- Anticipation of the Production Linked Incentive (PLI) Scheme boosting manufacturing in various sectors, consequently increasing exports
- Implementing multiple trade agreements to drive trade further
- Rising Software as a Service (SaaS)-based Freight Forwarders, indicating a shift towards digital and technology driven logistics solutions

* Figure after inter-company elimination





OUR BUSINESS SEGMENT

B2B Express Solutions

19,000+
Pincodes (Direct + ODA)

200+
Transshipment Hubs & Distribution Centres

20,000+ Tonnes
Average Volume

1,100+ Trucks
Line Hauls & Midmile

Revenue
₹ 365 crores

CORE COMPETENCIES & CAPABILITIES

Service Quality

- Fastest turnaround time
- Low incidences of damages, excess, pilferages, and shortages

Network Reach

- Extensive coverage of 19,000 pincodes across India
- Wide-spread partner network for first mile and last mile connectivity
- Partnerships with leading airlines and air freight carriers

Technology

- Best-in-class technology for shipment visibility and tracking

Customer Experience

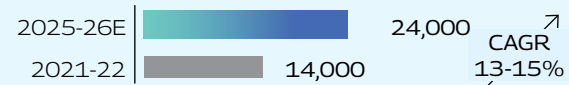
- Reliable and timely delivery as per the customer's requirements
- One partner to serve all the express delivery requirements across the nation



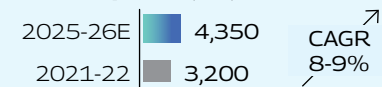
Our B2B Express Solutions offer multi-modal distribution options, combining surface and air transport for efficient delivery. We provide priority delivery services, ensuring timely and reliable deliveries.

MARKET SIZE (in ₹ '000 crores)

B2B Express (Surface)



B2B Express (Air)



INDUSTRY STRUCTURE

- Organised players dominate, accounting for approximately 70% of the volume in the B2B express industry
- Load distribution is skewed, with around 70% originating from North and West India
- Major end-markets include auto & engineering (30%), pharma (14%), and apparel & lifestyle (13%)
- Increased corporate usage of air express services for deliveries



KEY TRENDS

- Consistent growth in demand for (Direct-to-Consumer (D2C)) and Omni-channel fulfillment services
- Push for automation and process standardisation to enhance service quality
- High adoption of B2B Express services by MSMEs and small brands, leading to increased reach at a lower cost
- Rise in demand from smaller towns, with the share of Tier 2 & Tier 3 cities expected to reach around 50% by 2025





OUR BUSINESS SEGMENT

Last Mile Delivery

3.5 Lakhs
Order Volume Handled/day

1,400+
Electric Vehicles
(2W, 3W, 4W)

70+
EV Charging Stations

6,000+
Pincodes Served

Revenue*
₹ 234 crores

CORE COMPETENCIES & CAPABILITIES

Service Quality

- Hyper-local on-time deliveries through an extensive fulfilment network
- Comprehensive fulfilment services including micro-fulfillment, inventory management, order processing, and distribution

Technology

- Tech-enabled automated Intra-city distribution

Customer Experience

- Timely and reliable delivery
- Flexible delivery options for various delivery schedules

Sustainability

- EV Ecosystem - EV fleet and charging infrastructure



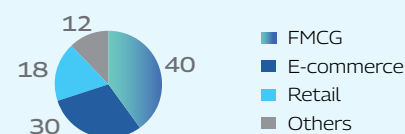
We ensure a seamless last mile delivery experience through our focus on technology and operational excellence. Our services include eDeL electric vehicles (3W and 4W), bikes, and charging infrastructure to support clean and green last mile delivery. This commitment makes us the preferred choice for businesses seeking reliable last mile services.

MARKET SIZE (in ₹ '000 crores)

Last Mile Delivery, India



Last Mile Delivery Segmentation (%)



INDUSTRY STRUCTURE

- Last Mile Delivery, the most expensive component of the supply chain, contributes approximately 50% to transportation costs
- The segment is characterised by high complexity demands and service-level requirements
- The segment faces intense competition from startups and hyperlocal players
- The shift from Delivery as a Service' to 'Distribution and Fulfillment solutions has introduced various models to meet evolving customer needs



KEY TRENDS

- High growth in micro-fulfillment, sub-same-day delivery, and dark store management solutions
- Rise in internet penetration driving growth in Direct-to-Consumer (D2C) and Quick Commerce
- Likelihood of Open Network for Digital Commerce (ONDC) disrupting the Last Mile Delivery (LMD) space
- Rapid electrification of last mile fleets to meet demand dispersion and faster Turnaround Time (TAT) expectations

* Figure after inter-company elimination





OUR BUSINESS SEGMENT

Mobility Solutions

25,000+
People Experience Mahindra Logistics' Services Daily

5,000+ Vehicles Deployed/Day

100+ Operating Locations Pan India

15,000+ Trips/Day

Revenue*
₹ 328 crores

CORE COMPETENCIES & CAPABILITIES



Cab-on-Demand Services



Enterprise Mobility Services

Service Quality

- Assured vehicles for airport transfers ensuring reliability
- Clean and hygienic cabs with certified drivers to guarantee a safe and pleasant journey
- Commitment of on-time pick-up and drop
- Different fleet types as per the requirements

Technology

- Mobile App and web-based cab booking
- Tech-enabled fleet management solutions for efficient operations

Sustainability

- EV Ecosystem - EV fleet and charging Infrastructure

Customer Experience

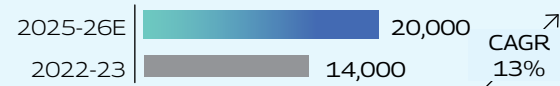
- Comfortable and convenient rides
- 24x7 Call centre support for seamless assistance
- Multi-channel booking options



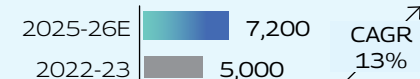
We provide extensive Mobility Solutions for both individuals and enterprises in major cities across India. We do this through our cab services, fleet solutions and airport transfers. Our main objective is to offer safe and cost-effective transportation solutions, prioritising a delightful experience for all our customers.

MARKET SIZE (in ₹ '000 crores)

Enterprise Mobility



Airport



INDUSTRY STRUCTURE

- Highly fragmented, characterised by a large unorganised supply base
- Noticeable shift from the vendor model to becoming a complete mobility solutions provider
- The ITES, BPO, and BFSI sectors are the major end-markets for enterprise mobility solutions



KEY TRENDS

- Growing air passenger traffic, particularly in business travel
- Rising adoption of organised cab services over traditional taxis
- Increasing demand for Electric Vehicle (EV) fleets, driven by government initiatives and industry incumbents
- Lack of adequate public infrastructure and increased traffic congestion are among the challenges

* Figure after inter-company elimination

ORCHESTRATING CONNECTIVITY AND PROGRESS IN WESTERN INDIA

Maharashtra

750 Vehicles/Day

Vehicle Production Support

1.8 Lakh Sq. ft

Warehousing Space

200+ BAs

Partner Network

500+ Pincodes

Pan India Reach

80 Vehicles/Day

Cross Dock Operations

350 Vehicles/Day

Inbound Transportation

25 Vehicles (40 feet)/Day

Chassis Feeding

Diversity & Inclusion

48 Women
Employees

02
Armed Forces Veterans

In the bustling city of Nashik, nestled in the Sahyadri mountain range, our operations drive a narrative of resilience, progress, and connectivity. Central to our operations is an Auto Major's plant, where we support the production of 750 vehicles per day through efficient management of stores and linefeed for TCF and body shop components. Our network spans across Nashik, from CKD & SKD kitting to multi-client warehouses, ensuring precision in every logistical need. Our key operations include Chassis Line Feeding, BIW Operations, and the Warranty Claim Warehouse, which handles parts with utmost efficiency. Our diversity initiatives and community outreach, empower individuals and foster prosperity. As Nashik ascends in India's economic landscape, we remain a steadfast partner, connecting the city to broader horizons.

CONNECTING THE INDUSTRIAL LANDSCAPE OF SOUTHERN INDIA

Tamil Nadu

In Oragadam, an industrial suburb in Chennai, we embody the ethos of 'Make in India' and 'Move in India' with a German commercial vehicle manufacturer. Our operations manage client stores and line feed logistics for medium and heavy-duty truck assembly. This includes inbound, storage, and outbound logistics for critical raw materials like casting and molding parts. The operations are seamlessly integrated with an advanced Warehouse Management System, for streamlined efficiency. This commitment to excellence is evident in the operational metrics: zero safety incidents, 100% inventory accuracy, perfect adherence to the planned schedule, and an overall KPI achievement of 100%. Sustainability efforts feature electric forklifts to reduce our carbon footprint. Advanced robotics and Smart Eye technology enhance efficiency in line feeding and kitting operations. Our commitment extends beyond efficiency to safety, quality, inclusivity, and sustainability contributing to a connected India.

70 trucks
Production/Day

1.72 Lakh Sq. Ft
Warehousing Space

1:1 Operations
(As per Production Plan)

18,000+
SKUs

1080+
People Employed (Onroll & Third Party)

100%
Inventory Accuracy

2,000+
Pallet Positions

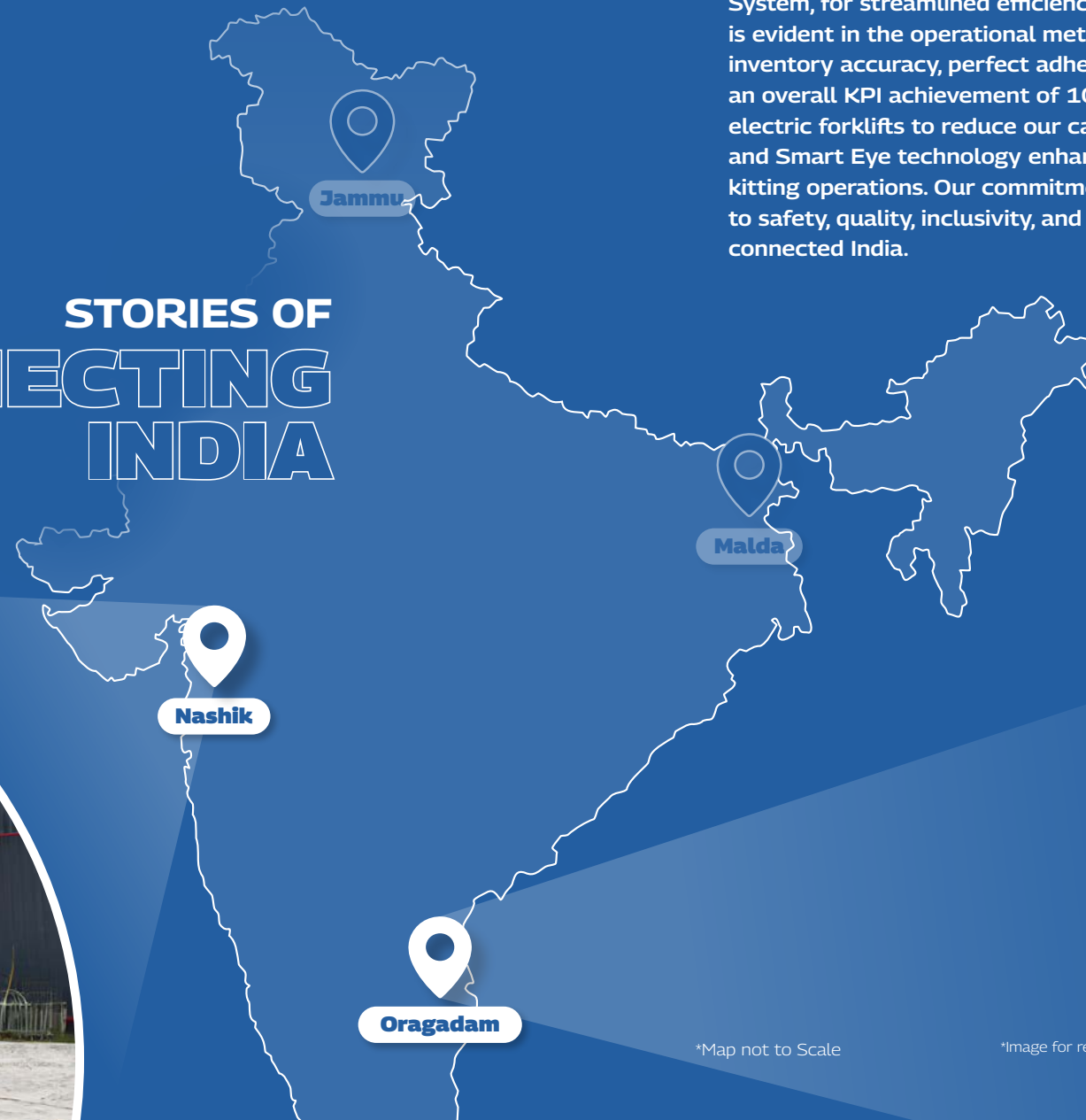
250 Trucks/Day
Inbound

130 Trucks/Day
Outbound

Diversity & Inclusion

15%
Diversity Ratio

STORIES OF CONNECTING INDIA



OPERATING ENVIRONMENT

Harnessing Opportunities



The Indian logistics and warehousing industry is poised for remarkable growth in the coming years. The projections indicate that the market size is set to experience a significant surge, reaching an impressive USD 317.26 billion by 2024. This growth trajectory is further bolstered by a projected compound annual growth rate (CAGR) of 8.8%, which is expected to propel the market size to a staggering USD 500 billion by the CY 2030.

SUPPLY CHAIN DYNAMICS IN INDIA

As India continues its journey towards becoming a global economic powerhouse, the development of a resilient and efficient supply chain will be pivotal in unlocking the nation's true potential. This sets the stage for an in-depth exploration of the challenges, opportunities, and transformative strategies shaping India's supply chain landscape. Thus offering valuable insights for businesses, policymakers, and stakeholders alike.

End-to-End Solutions

The sector has evolved from mere transportation and storage to encompass predictive planning, analytics, value-added services, end-to-end product management, and more. Vital to the smooth flow of goods domestically and internationally, the sector provides value-added services such as packing, labelling, inventory management, and transportation, bolstered by technological solutions like warehouse and transportation management systems.

Embracing Warehouse Automation

To address the issues faced by the logistics industry and capitalise on the growth, the industry is turning to warehouse automation. Embracing automation not only enhances productivity but also reduces labour costs, minimises errors, optimises inventory management, and ensures cost efficiency. It simply enables warehouses to handle higher volumes of goods efficiently.

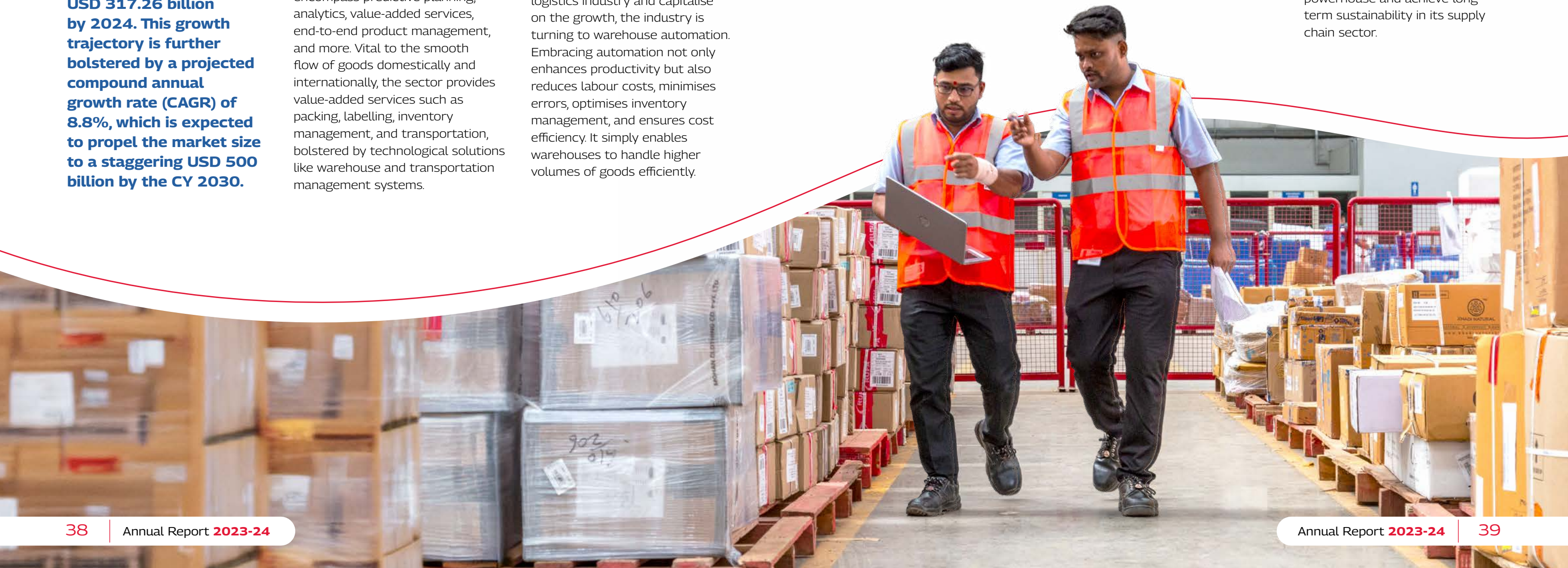
High Logistics Costs

Despite advancements, India's logistics costs remain high at 14% of GDP compared to the BRICS average of 11%, attributed to inadequate multi- and inter-modal transportation systems. However, initiatives like the Goods and Services Tax (GST), Gati Shakti programme, infrastructure enhancements, and automation have improved efficiency. Customised transportation and warehousing services, including Contract Logistics, B2B Express, Last Mile Distribution, and Cross Border Freight Forwarding, are essential offerings in this evolving landscape.

Growth Demand in Omni-Channel Solutions

Increasing digital adoption has led to a rise in omni-channel retailing. This is necessitating several companies to redesign their supply chains. Small businesses and new brands are increasingly going Direct to Customer (D2C), while larger brands are starting their online brand stores and exploring Direct to Kirana (D2K) channels. With an increasing number of channels, companies are facing a challenge in managing the complex requirements to support B2B and B2C fulfilment.

Despite numerous growth drivers, India's logistics and warehousing industry continues to grapple with complex supply chains, inefficiencies, rising costs, and the demand for rapid delivery. Warehouse automation presents a promising solution to these challenges, offering enhancements in productivity and cost efficiency. However, the high costs associated with road transportation and the intense market competition further compound the industry's difficulties. By addressing these issues through strategic investments in technology, infrastructure, and operational optimisation, India can solidify its position as a global economic powerhouse and achieve long-term sustainability in its supply chain sector.



OPERATING ENVIRONMENT

KEY INITIATIVES

The efficiency and success of modern industries hinge on the ever-evolving dynamics of supply chains. These changes are driven by Government support, global economic shifts, technological advancements, and shifting consumer behaviours. Enhanced Distribution fulfilment Centres (DFCs) and widespread rail networks signify advancements in the supply chain market, promising streamlined logistics and improved delivery efficiency. Together, these factors aim to build more resilient, transparent, and customer-focussed supply chains that can adapt to fluctuating market conditions and consumer demands.



Government Initiatives

Initiatives like the PM Gati Shakti and the National Logistics Policy align with the industry's growth objective, emphasising technology, standardisation, and digitisation. The surge in manufacturing, supported by initiatives like Performance Linked Incentives and Make in India, further boosts demand for driving efficiencies in the supply chain and encourages investment in automated facilities.



Global Manufacturing Shift

Since the COVID-19 pandemic, global companies have been shifting their manufacturing focus to India, leading to more demand for warehousing and logistics services. The Central Government has been supporting exports and endorsing Production Linked Incentives (PLI) schemes for Indian and foreign companies to set up and expand manufacturing in India. The 'Make in India' initiative, launched in 2014, was intended to transform India into a global manufacturing hub.



Increased Infrastructure Spending

Road transportation accounts for approximately 71% share of the Indian logistics industry. India has the second-largest road network in the world at 58.98 lakh kms. To improve and expand the road network, the Government is implementing schemes such as the National Highway Development Programme and the Bharatmala Pariyojana, under which an additional 66,000 kms of economic corridors, border and coastal roads, and expressways are being constructed.



Dedicated Freight Corridors

This project involves construction of the Eastern and Western Dedicated Railway Freight Corridors (DFCs), having a cumulative length of over 3,000 kms. It aims to reduce overall logistics cost by improving average speed of the rail freight trains, increasing the freight carried per trip and linking of ports for faster freight movement. These corridors will decongest high density rail routes and facilitate modal shift from road to rail and to coastal shipping, thereby reducing carbon footprint in logistics.

KEY TRENDS

The logistics and warehousing sector in India witnessed a remarkable transformation. This shift was propelled by a surge in online purchases, reflecting evolving consumer preferences and buying behaviours. Adapting to the changing business landscape and catering to the evolving needs of consumers, the industry embraced a series of technological advancements. These developments paved the way for the emergence of more flexible business models, accommodating diverse factors related to cost-efficiency and operational optimisation. As a result, the sector underwent a profound evolution. This was characterised by the adopting of cutting-edge technologies and implementing agile operational strategies, aligning itself with the new reality of digitally driven consumer demands.



Changing Channel Landscape Driven by Changing Customer Behaviour

Customers have become more informed, seek better experience, and prefer to have the option of purchasing across all sales channels with consistent experience across them. Supply chains across industries have been witnessing a paradigm shift to new channels like e-commerce & quick commerce, which have registered multi-fold growth compared to traditional retail channels. Emergence of Direct to Consumer (D2C), Direct to Retailer (D2R), Direct to Kirana (D2K) models and fulfilment via Open Network for Digital Commerce (ONDC) are poised for exponential growth.



Increasing Adoption of Multi-Modal Logistics

Development of multi-modal infrastructure is important for the complete overhaul of India's logistics from point-to-point movement to the Hub and Spoke model. Over the past year, several large Indian and multi-national companies made significant investments in developing multi-modal capabilities. There is a need to leverage rail, sea, and inland waterways more effectively to optimise overall logistics costs and bring it at par with advanced economies. We expect a steady shift from road transportation to other modes driven by favourable government initiatives (Gati Shakti), infrastructure build-up (dedicated freight corridors), and increased customer awareness.

OPERATING ENVIRONMENT



Emerging Consumption Centres to Drive New Fulfilment Models and Hubs in Tier 2 & 3 Cities

Tier 2 and 3 cities accounted for more than 50% of total e-commerce orders in 2023, growing at ~25% YoY. There is a growing appetite among shoppers to buy everything online, from electronics, apparels to packaged goods. With increasing connectivity due to improvement in the infrastructure & democratisation of technology, these cities are set to be the next growth drivers for most of our key end markets.



Higher Demand for Integrated Solutions

Companies are looking at improving the overall efficiency of their logistics operations in the process of streamlining the entire supply chain. Focus is on reducing costs through optimised network footprint, optimised inventory, deployment of best-in-class digital tools, higher degree of automation, and standardisation of operating procedures across the entire network. Global companies looking to expand operations in India are looking for a single point of contact to make logistics hassle free. As a result, there is a growing demand of strategic partnerships with logistics solution providers with end-to-end capability to deliver on network optimisation, cost optimisation, service fulfilment, risk management and customer delight.

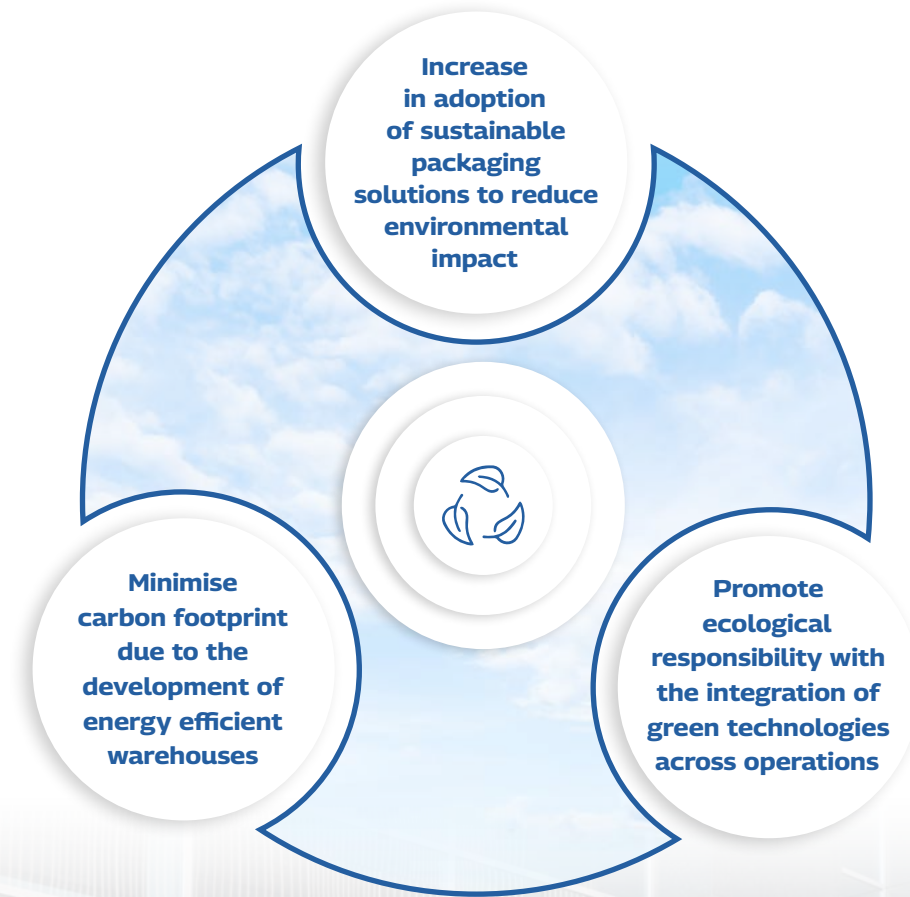


Technology & Automation have Become Critical Differentiators

There is sharper focus on improving the predictability of supply chains. Companies are now focussing on granular and multi-variable dimensions of their supply chains. As a result, Logistics Solution Providers are focussing on supply-chain orchestration by building operational efficiency with significant investments in the technology infrastructure. Several use-cases of digital technologies, such as blockchain, robotics, automation, and predictive analytics have come up to support innovative business models. We believe that technologies like Internet of Things (IoT), drones, automated guided vehicles (AGVs), augmented reality (AR), and marketplace platforms will see greater adoption in the future.

Sustainability

The logistics industry in CY 2024 is expected to place a stronger emphasis on eco-friendly practices, driven by a growing commitment to sustainability. This trend will manifest in several ways:



A notable shift is also underway towards the adoption of electric vehicles (EVs) for short-distance distribution. Thus enabling companies to achieve carbon-neutral deliveries. Additionally, the industry is recognising the importance of eco-friendly transport options and adherence to international standards:

- Compliance with global supply chain standards is becoming a priority
- Growth in demand for Grade A warehouses, featuring advanced infrastructure and robust safety measures, highlights the industry's move towards superior storage capacity and adherence to global best practices

Overall, the logistics sector is embracing sustainable practices and aligning its operations with environmental consciousness. Therefore reflecting a broader societal shift towards eco-friendly business models.



OPERATING ENVIRONMENT

MOBILITY SECTOR IN INDIA



The Indian taxi market is poised for substantial growth in the coming years. According to estimates, the market size is projected to reach USD 38.90 billion by CY 2029, growing at an impressive compound annual growth rate (CAGR) of 13.5% during the forecast period of 2024-2029, up from USD 20.61 billion in 2024.

Several key factors are expected to contribute to this remarkable expansion:

Factors Driving Consumer Preference and Market Growth

The expansion of taxi services offered by major cab service providers, along with the convenience of selecting pick-up and drop-off locations, has played a pivotal role in encouraging consumer preference for these services. Yearly subscriptions that grant customers discounted fares and exclusive perks help customers save few bucks. This increased convenience and accessibility have positively impacted the growth trajectory of the taxi market in India.

Growth Catalysts

Fuelled by several key factors, the taxi industry is poised for sustained growth in the time to come. Firstly, the increasing demand for ride-hailing and ride-sharing services, driven by changing consumer preferences and urbanisation trends, is expected to contribute significantly to the industry's expansion. Moreover, the escalating cost of vehicle ownership, including factors such as fuel prices, maintenance expenses, and parking fees, is anticipated to make taxi services a more attractive and cost-effective alternative for many commuters. The emergence of numerous new organised participants, coupled with investments from global investors, is expected to boost this market.

Consequently, these catalysts for growth are anticipated to propel the expansion of the taxi industry in India over the coming years. With these favourable factors in play, the Indian taxi market is well-positioned to witness substantial growth and expansion in the upcoming period.

Trends in Mobility Sector

The mobility or taxi sector in India is experiencing significant growth, driven by several key trends. First and foremost, the increasing adoption of electric vehicles (EVs) is fueling the market's expansion, largely due to stringent Government regulations aimed at reducing pollution and addressing environmental concerns.



The Indian Government has set an ambitious target of achieving 30% EV sales by 2030.



Technological advancements are significantly shaping the Indian taxi market landscape. These innovations encompass a variety of upgrades aimed at enhancing the overall efficiency, safety, and convenience of taxi services. Live tracking, online booking, digital payments, GPS navigation, and many more tech upgrades are enhancing user experience.

Additionally, the use of Battery Electric Vehicles (BEVs) can potentially reduce maintenance and fuel costs for drivers, encouraging a faster roll-out and higher utilisation of charging infrastructure. Furthermore, players in the Indian taxi market are actively introducing various business strategies and expanding their market reach. Major taxi operators are exploring new business models and partnerships to grow their presence.

As these trends continue to develop, they are likely to drive the growth trajectory of the mobility sector over the coming years - subsequently impacting the Indian taxi market positively as a whole.

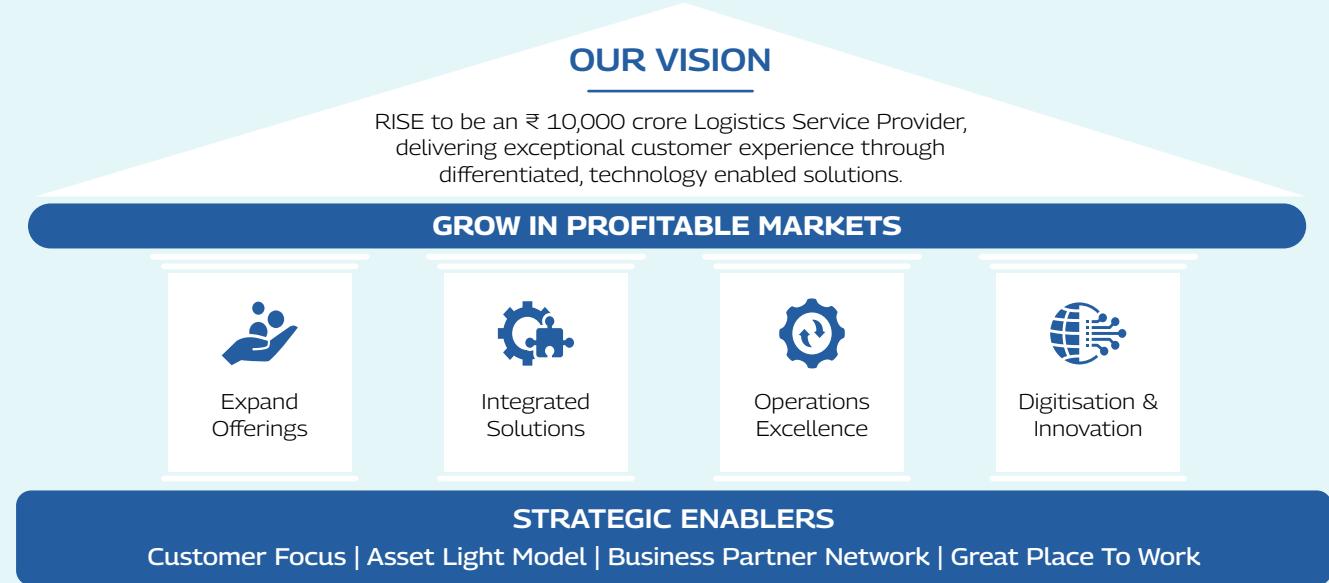
STRATEGY

Defining Our Path



We are charting a path towards sustainable growth, underpinned by strong foundations in good governance, environmental responsibility, and technological innovation. We have strategically expanded our capabilities through carefully chosen acquisitions in recent years, bolstering our B2B express, last mile delivery, and mobility solutions. Our current focus is on maximising the value of these investments by scaling operations, realising synergies, and achieving consistent profitability. This multi-pronged approach positions us for long-term success and positive impact.

Strategic Pillars









- Financial Capital
- Manufacturing Capital
- Human Capital
- Social & Relationship Capital
- Intellectual Capital
- Natural Capital





Strategy	Description	Key Capitals Involved	Key Stakeholders Involved	Material Issues	Risks
<p>Expansion of Offerings</p>	Expanding offerings in each of the business segments by adopting a flexible approach towards solving problems faced by customers		<ul style="list-style-type: none"> Customers 	<ul style="list-style-type: none"> Customer Satisfaction PBT/ROE/Free Cash Flows Growth in Non-M&M Business Market Share Brand Identity 	Failure to adapt to changing market trends may result in the loss of customers and affect our profitability.
<p>Integrated Solutions</p>	Developing sector-specific solutions, revamped sales and solutions aligned to key end markets, enhanced processes, and technical capabilities to deliver integrated solutions to customers		<ul style="list-style-type: none"> Customers Employees 	<ul style="list-style-type: none"> Customer Satisfaction PBT/ROE/Free Cash Flows Growth in Non-M&M Business Market Share Brand Identity 	As markets continually evolve, failure to enhance and offer competitive capabilities may lead our customers to switch to our competitors.
<p>Operational Excellence</p>	Driving operational excellence by focussing on execution, standardisation, customer experience and enhancing transportation & warehousing capabilities		<ul style="list-style-type: none"> Customers Employees 	<ul style="list-style-type: none"> Cost Control Customer Satisfaction PBT/ROE/Free Cash Flows Sustainable Procurement Labour Relations 	Failure to enhance operational efficiency and effectiveness may adversely impact profitability and contribute to inefficiencies throughout the organisation.
<p>Digitisation and Innovation</p>	Consistently investing in digitisation and technology to augment and optimise operations in order to serve customers better		<ul style="list-style-type: none"> Customers Employees Suppliers 	<ul style="list-style-type: none"> Digitisation & Technology Cost Control 	The imperative need for digital adoption is evident, as it enhances efficiency, streamlines processes, and clears bottlenecks. Failure to embrace technology trends can adversely affect our service delivery efficiency.

STRATEGY

Strategic Enablers

-  Financial Capital
-  Manufacturing Capital
-  Human Capital
-  Social & Relationship Capital
-  Intellectual Capital
-  Natural Capital

Strategy	Description	Key Capitals Involved	Key Stakeholders Involved	Material Issues	Risks
 SE1 Customer Centricity	Deeply customer-focussed while developing solutions and innovations to service clients effectively	 	<ul style="list-style-type: none"> ▄ Customers ▄ Employees ▄ Suppliers 	<ul style="list-style-type: none"> ▄ Customer Satisfaction 	Potential deviation from customer-centric focus may lead to ineffective solutions development, adversely impacting service delivery and client satisfaction.
 SE2 Asset-Light Model	Enables scalability and flexibility of services to offer customised logistics and mobility solutions to customers across diverse industries	 	<ul style="list-style-type: none"> ▄ Customers 	<ul style="list-style-type: none"> ▄ Customer Satisfaction 	Dependency on Business Associates may pose quality control and compliance risk.

Strategy	Description	Key Capitals Involved	Key Stakeholders Involved	Material Issues	Risks
 SE3 Business Partner Network	Large network of business associates with a longstanding relationship which enables to provide seamless logistics solutions to customers		<ul style="list-style-type: none"> ▄ Suppliers ▄ Customers 	<ul style="list-style-type: none"> ▄ Business Associates Management ▄ Transport and Voluntary Disclosures 	Reliance on a business partner network may result in vulnerability to disruptions or conflicts within the network, impacting service delivery consistency.
 SE4 Great Place to Work	Strategic focus on nurturing innovation, enhancing problem-solving capabilities and building future talent pipeline		<ul style="list-style-type: none"> ▄ Employees 	<ul style="list-style-type: none"> ▄ Employees Development and Training ▄ EHS ▄ Driver Welfare ▄ Labour Relations ▄ Gender Diversity ▄ Human Rights 	Insufficient focus on nurturing innovation and developing problem-solving capabilities may hinder talent pipeline development, impacting organisational agility and competitiveness.



DRIVING VALUE WITH INTERCONNECTED, INTEROPERABLE INTEGRATED LOGISTICS SOLUTIONS FOR INDIA

Situated in the heart of the logistics hub of Bhiwandi, a dynamic Tier 2 city in Maharashtra with strategic access to key industrial markets and consumption centres across the country, our state-of-the-art facility stands as a testament to modern infrastructure, setting new standards for warehousing excellence nationwide.

Strategically positioned, this facility serves as a centre of efficiency, offering comprehensive supply chain solutions that transcend borders and industries. Here, amidst a world of endless possibilities, customers gain access to a diverse array of integrated solutions to meet their every need, from the simplest to the most intricate.

Catering to Diverse Industries

 Automotive & Engineering

 Consumer Goods - FMCG/FMCD

 Quick Commerce and E-commerce

Key Features:

- Strategically positioned
- Integrated logistics solutions
- Multi-client, multi-service integration
- Scalable and flexible operations
- Advanced technology and automation
- Customised solutions for diverse industry
- Energy efficient practices
- Short lead time




Bhiwandi
6.5 Lakh sq. ft.
 State-of-the-Art
 Multi-Client Warehouse

VALUE CREATION

Fostering Economic Value Creation



Mahindra Logistics' core purpose is centred around driving prosperity and growth for all stakeholders. Our propositions are crafted to enhance the overall rate of investment in the logistics sector, facilitating economic progress. Our solutions empower individuals and businesses in the logistics ecosystem to expand their operations, thereby contributing significantly to the national GDP.

ECONOMIC VALUE DISTRIBUTED (EVD)

Our commitment is to achieve sustainable financial growth while responsibly managing our capital. We actively contribute to economic activity across the nation through astute capital optimisation strategies. By integrating our existing business with our acquired businesses, we have successfully built synergies. Additionally, we drive productivity initiatives while working to protect our margins from the impacts of rising input costs and inflationary pressures. We take pride in our achievements, and strive to maintain a competitive edge.

Economic Performance (in ₹ crores)

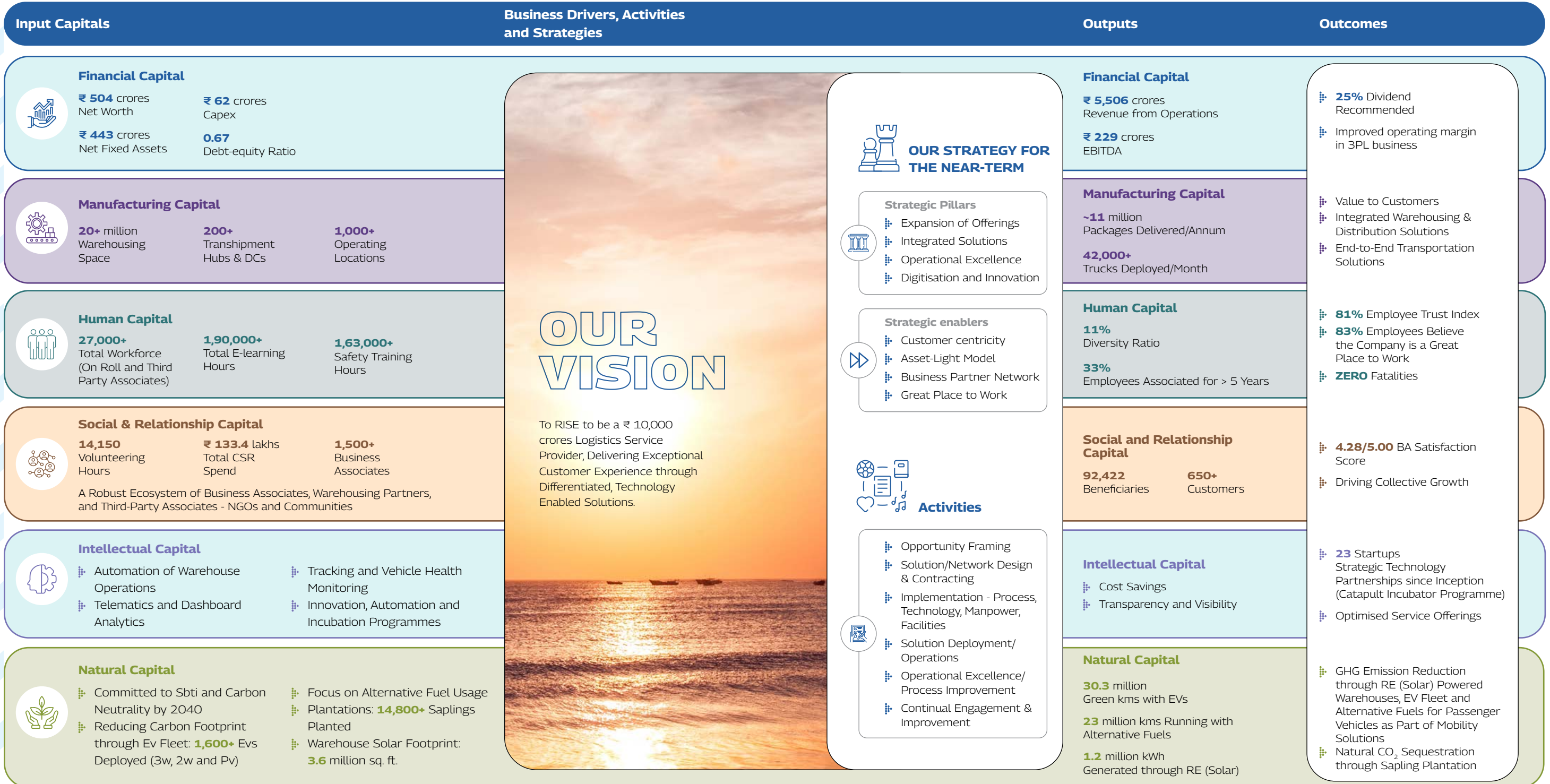
Particulars	2023-24	2022-23
Direct economic value generated: Revenues	5,506	5,128
Economic value distributed		
Operating costs*	4,688	4,387
Employee wages and benefits	405	355
Payments to providers of capital (Dividends)	18	14
Payments to the Government (Taxes)	29	22
Community investments (CSR)	1	1
Economic value retained	365	350

*includes operating expenses, cost of materials consumed and changes in inventories of finished goods.



BUSINESS MODEL

Driving Impact, Strengthening Values



F M I N H S

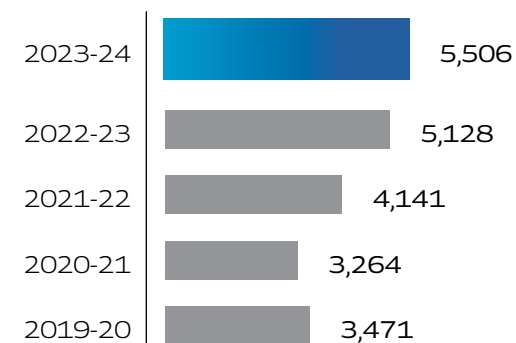
FINANCIAL CAPITAL



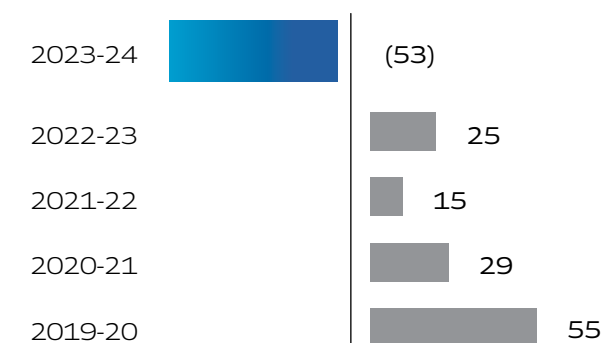
DRIVING FINANCIAL STABILITY & PRUDENCE

During 2023-24, we undertook initiatives aiming to position ourselves as a ₹ 10,000 crores business. We effectively integrated our existing operations with our acquired businesses, focussing on enhancing productivity and safeguarding our margins against the challenges posed by rising inputs costs and inflationary pressures.

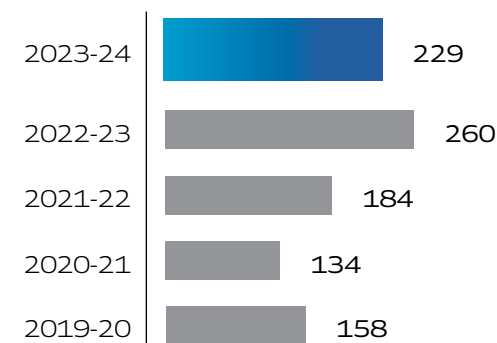
Revenue (₹ in crores)



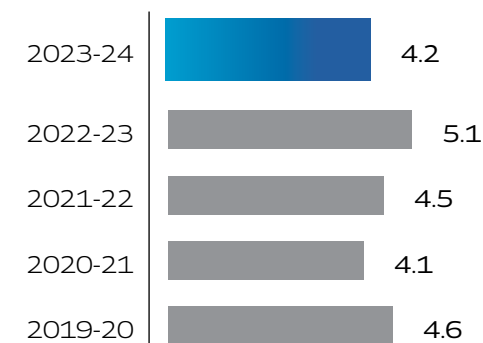
Profit/(Loss) for the Year (₹ in crores)



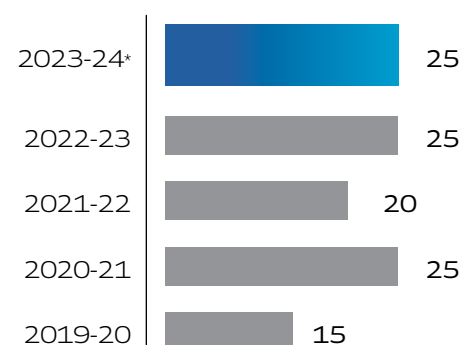
EBITDA (₹ in crores)



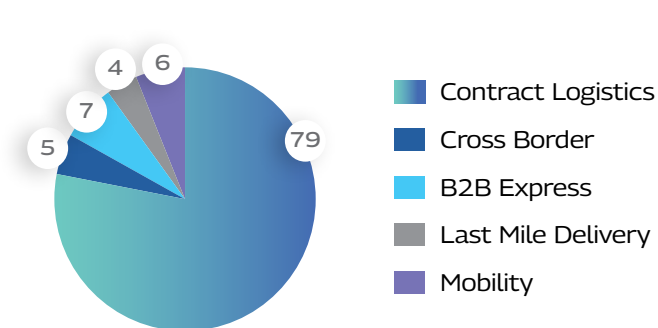
EBITDA Margin (in %)



Dividend Payout (in % on face value)



Revenue Mix (in %)



*Recommended

Note: All the numbers are on Consolidated Basis

STRONG CREDIT PROFILE

[ICRA] AA (Stable)/[ICRA] A1+; Reaffirmed

Long-term/Short-term Fund-based/Non-Fund-based Facilities

MANUFACTURING CAPITAL

SUPPORTING INNOVATION & EFFICIENCY

Mahindra Logistics' Manufacturing Capital represents strategic dedication to strengthening India's supply chain foundation. Through significant investments in advanced warehousing and distribution networks, we elevate our service standards while boosting the overall logistics infrastructure. This robust foundation empowers us to navigate the intricacies of modern commerce with flexibility and accuracy, creating a smooth link between markets and guaranteeing that every demand is fulfilled, regardless of its size or complexity.

INVESTMENTS IN INFRASTRUCTURE

Driven by our commitment to 'Connecting India', we made significant strides in 2023-24 through substantial investments in expanding and modernising our warehousing and distribution network. Our objective transcends beyond constructing buildings; it is about seamlessly integrating India's diverse landscapes and industries through an optimised supply chain. Currently, our network spans over 20 million sq. ft., reaching 19,000+ pincodes. Every strategically positioned warehouse, whether dedicated, multi-client, or built-to-suit, reflects our dedication to flexibility and scalability, surpassing geographic and industrial boundaries.

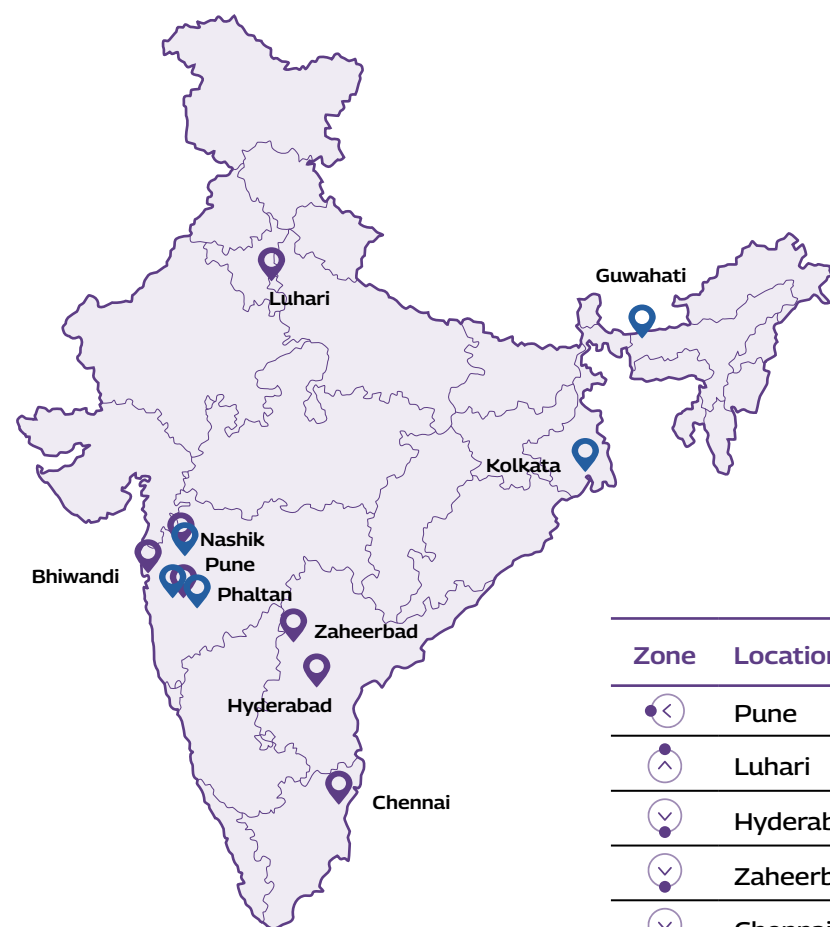
Parameter	Warehousing Space (million sq. ft.)
3PL	8.4
BTS Live	4.4
Express Hubs	1.5
Stores & Linefeed	5.8
Total Warehousing Space	20.1

What makes us stand out is our commitment to integrating multiple solutions and promoting a multi-client, multi-service approach that provides flexibility and interoperability.

Through our extensive warehousing and distribution network connecting every corner of India, we are transforming the logistics industry. Moreover, we are leading the way into a new era of interconnected, interoperable, and integrated solutions.



4.4+ MILLION SQ. FT. GRADE A STATE-OF-THE-ART WAREHOUSING FACILITIES IN KEY INDUSTRIAL CLUSTERS AND CONSUMPTION CENTRES



Zone	Location	No. of Facilities	Area in (million sq. ft.)
West	Pune	2	0.54
North	Luhari	3	1.45
South	Hyderabad	2	0.78
South	Zaheerbad	1	0.07
South	Chennai	1	0.36
West	Nashik	1	0.18
West	Bhiwandi	2	1

Operational Warehouses
 Under Development

Over 2.5 million sq. ft.
 Space Upcoming*

Zone

West South North

*Under various stages of planning and construction

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. Our Company or any of our Directors, officers or employees cannot be held responsible for any misuse or misinterpretation of any information or design thereof. Our Company does not warrant or represent any kind of connection with its accuracy or completeness.

OPERATIONAL EXCELLENCE

Operating in a highly competitive landscape, our success hinges on delivering shareholder returns and customer value through an indomitable commitment to operational excellence. At the core of this strategy is our Design-to-Delivery process, ensuring we offer integrated solutions that meet customer needs from the outset and continuously enhance their experience through shared operating platforms. The Common Operation Platforms at Mahindra Logistics include:

- ✦ Lean Six Sigma Approach for implementing projects across various categories
- ✦ Automation Programme for driving focussed implementation of automation initiatives across chosen areas
- ✦ PULSE (Productivity Linked Standardised Environment) for propelling improvement at sites
- ✦ Idea Network Programme for fuelling cost management and overall enhancement
- ✦ ACE - Accelerated Cost Efficiency Improvement Programme for driving focussed cost savings in chosen focus areas by Mahindra Logistics' leadership team
- ✦ FOCUS - Structured Project Management Approach for ensuring new deal implementations
- ✦ Centre of Excellence for establishing standards around civil, electrical, mechanical, process & inventory process



1

Lean Six Sigma Programme (MYB, MGB, and MBB)

At Mahindra Logistics, we utilise a Lean Six Sigma approach to enhance operations across various business units and functions. Our Company selects high-impact projects at operating sites and workplaces for improvement, employing Lean Six Sigma methodologies for problem-solving and task completion.

These improvement projects target enhancements in KPIs, reduction of customer complaints, safety enhancements, and customer cost savings. We implement these improvements using a range of tools, including the 7 quality control tools, advanced statistical tools, and Lean tools like 5S, process mapping, waste elimination, value stream mapping analysis, and Makigami analysis.

2023-24 Highlights

230
MYB
Projects

70
MGB
Projects

16
MBB
Projects

2

Automation Programme

Our Company intends to incorporate customer-centric, technology enabled solutions that enhance efficiency, productivity, and cost optimisation. We focus on designing disruptive and futuristic solutions to strengthen the Mahindra Logistics brand and accelerate our automation efforts. To accomplish this, we follow a structured approach with robust governance, guided by our Governing & Steering Committees, from idea inception to implementation.

2023-24 Highlights

215
Ideas Adhered to
AFP Guidelines

51
Ideas
Approved

32
Ideas
Deployed

3

PULSE - 2023-24

The PULSE (Productivity Linked Standardised Environment) programme at Mahindra Logistics aims to achieve the following objectives:

- Measure and enhance the productivity of operations activities
- Establish productivity benchmarks across service lines for all businesses by providing effective feedback to relevant stakeholders
- Identify areas of improvement across facilities and drive a higher level of process standardisation

4

ACE - Accelerated Cost Efficiency

ACE is a strategic initiative at our Company that employs a top-down approach to increase overall productivity and improve gross margin. The primary objective of the programme is to achieve these goals through the implementation of cost-efficient measures.

The programme yielded several benefits, including improved gross margins across various businesses and reduced costs for customers. Furthermore, ACE 3.0 has expanded its reach by 30% compared to 2022-23. A significant accomplishment of ACE is the achievement of a low cost of ownership, resulting in savings of up to ~20% compared to traditional wooden pallets.

5

Idea Network 6.0 Programme

The Idea Network 6.0 Programme at Mahindra Logistics is a cost-saving initiative designed to embed a culture of cost optimisation through a structured Lean Six Sigma approach. This includes initiatives like Kaizen, MYB, MGB, and MBB. The programme aims to improve gross margin (GM%) performance at the vertical level and implement a cost leadership strategy to enhance cost competitiveness and establish pricing benchmarks.

2023-24 Highlights

~37%
Increase
in Project
Registration Value
from 2022-23

~52%
Increase in
Site Coverage
from 2022-23

168
Projects
Implemented

**Ideation
Sessions**
Conducted for
Various Verticals and
Functions

2023-24 Highlights

Completed
PULSE Diagnosis for **7** Accounts

Identified and
Incorporated **165**
Kaizen Initiatives

Implemented **38** MYB
(Mahindra Yellow Belt) Projects
at Assessed Sites

Accomplished **15** MGB
(Mahindra Green Belt) Projects

INTELLECTUAL CAPITAL



LEADING WITH EXPERTISE & ABILITY

As one of the leaders in the competitive logistics space, we have effectively integrated technology into our operations to provide our customers with efficient and reliable service. Our commitment to strengthening our digital architecture and expertise sets us apart in the crowd, maintaining our position as a frontrunner in the segment.



TECHNOLOGY, AUTOMATION AND INNOVATION

We have embraced cutting-edge technologies to boost efficiency and productivity. By staying at the forefront of technological innovation, we ensure that we provide our customers with superior service and value.

LOGIONE

LogiOne is a robust analytics platform that integrates data from Transportation, Warehouse, Digital Workforce Management, and Billing systems. It empowers businesses to gain actionable insights across diverse verticals. This platform is designed to meet the demands for business insights, comprehensive reports, and enhanced visibility across all facets of business operations, serving both customers and internal users. Built on a Data Lake, LogiOne integrates with all 'Logi' applications of MLL, allowing for the inclusion of customer data for analytics purposes.

LOGIONE - INTEGRATED TECH ECOSYSTEM





Catapult, our incubator programme offers a unique platform that supports, enables, accelerates, and empowers the Indian logistics start-up community to Rise. The programme catapults innovative solutions in supply chain & mobility-to-market maturity, by refining proof of concepts to industry ready solutions. The programme provides access to our leadership and partner ecosystem.

The last 3 season of Catapult witnessed the participation of **650+ startups** from various technology fields. Since its inception, Catapult has incubated **23 start ups with 3 cohorts**, having signed strategic partnerships for long-term engagements.

We are excited to kick start the 4th edition, where Mahindra Logistics, as catalyst will help the Indian startup ecosystem to co-create future-ready logistics solutions thereby igniting success.

Focus Areas

Artificial Intelligence	Machine Learning	Blockchain	Internet of Things (IoT)	Virtual Reality (VR) and Augmented Reality (AR)
Sustainable Solutions	Innovative Packaging Solutions	Robotics & Automation	Drones	Big Data & Analytics
Low-Cost Hardware/Connectivity/GPS-Based Solutions		E-Mobility Solutions	Security & Safety	



Technology and innovation are the driving forces behind everything we do at Mahindra Logistics. Catapult's Techathon is one such programme curated for engineering students and technology enthusiasts. The first edition of Techathon witnessed 170+ team registrations, 127 teams appearing for technical assessments, 20 teams getting shortlisted for interview round and top 10 teams getting selected for the digital product development phase of 2 months.

During the period of 2 months, the finalists got the chance to work on digital product development for real-world logistics problems.

Winner

Hack Smiths, NSUT, Delhi: KPI tracking and monitoring application to modernise operational processes

First Runner up

Techno_Geeks, NSUT, Delhi: ULIP Integrated Middleware application

Second Runner up

Team Ritterr IIT (BHU), Varanasi: User-friendly interface and comprehensive dashboard for faster and easier cab bookings





NATURAL CAPITAL



We are dedicated to minimising our environmental impact and conserving natural resources. At the heart of our mission is a profound dedication to environmental stewardship, driving us towards a greener, more sustainable future for everyone. By adopting eco-friendly practices and green logistics solutions, we are actively working to minimise our impact on the environment while forging connections across communities in India.

In alignment with the Mahindra Group's Sustainability Framework, we are committed to achieving carbon neutrality by 2040 across our entire value chain. Our sustainability strategy rests on three core pillars: Driving Net Zero, Pioneering Circularity, and Thought Leadership. This strategy propels us towards a sustainable future, blending advanced technology with green logistics practices across the industry. By leveraging our state-of-the-art warehouse footprint across India, we are optimising our energy mix to ensure significant strides in reducing our carbon footprint and enhancing our operational efficiency.

SUSTAINABILITY PILLARS

Our drive to decarbonise supply chain solutions is aligned with the Mahindra Group's commitment to becoming Planet Positive: harmonising business goals with environmental stewardship. We are committed to reducing carbon emissions in our operations and offerings, as well as accelerating green logistics within the industry ecosystem.



Driving Net Zero

- ▄ Scope 1+2 emission reduction
 - ▄ Low carbon fuel for owned vehicles
 - ▄ Expansion of EV portfolio in last mile delivery
 - ▄ IGBC-certified facilities & warehouses
- ▄ Improve energy productivity
 - ▄ Switch to renewable energy
 - ▄ Energy savings
- ▄ Scope 3 emission reporting and optimisation aligned to SBTi
 - ▄ One Carbon report



Pioneering Circularity

- ▄ Enhance material circularity - Use of Eco-pallets, racks and waste management
- ▄ Act on water positivity
 - ▄ Report and practice responsible consumption of water at sites
 - ▄ Rain-water harvesting/ Sewage Treatment Plant (STP)



Thought Leadership

- ▄ The Climate Pledge (TCP) - Partnership for building EV charging infrastructure
- ▄ Empower community
- ▄ Natural Carbon Sequestration - Mahindra Hariyali
- ▄ Green logistics advocacy
- ▄ Promote innovations for sustainable solutions through Catapult



CARBON REDUCTION STRATEGY

Our strategic initiatives are laser-focused on maximising resource efficiency, significantly reducing greenhouse gas emissions, and proactively addressing climate change. We are progressively defining our decarbonisation strategy marked with pilot and used cases as well as positioning ourselves as the preferred energy transition partner for our clients.

COMMITTED TO SBTi

We have partnered with the Science Based Targets initiative to set ambitious carbon reduction targets for 2032-33, using our 2017-18 performance as a baseline. To achieve this, we are focusing on reducing our Scope 1, Scope 2, and Scope 3 emissions. Our strategy entails:

- Implementing energy efficiency measures
- Improving Renewable Energy (RE) footprint in energy mix
- Driving sapling plantation to promote natural carbon sequestration programmes
- Integrating advanced technology and sustainable solutions to promote circularity in our business and operations
- Engaging our employees for raising awareness to minimise carbon footprint

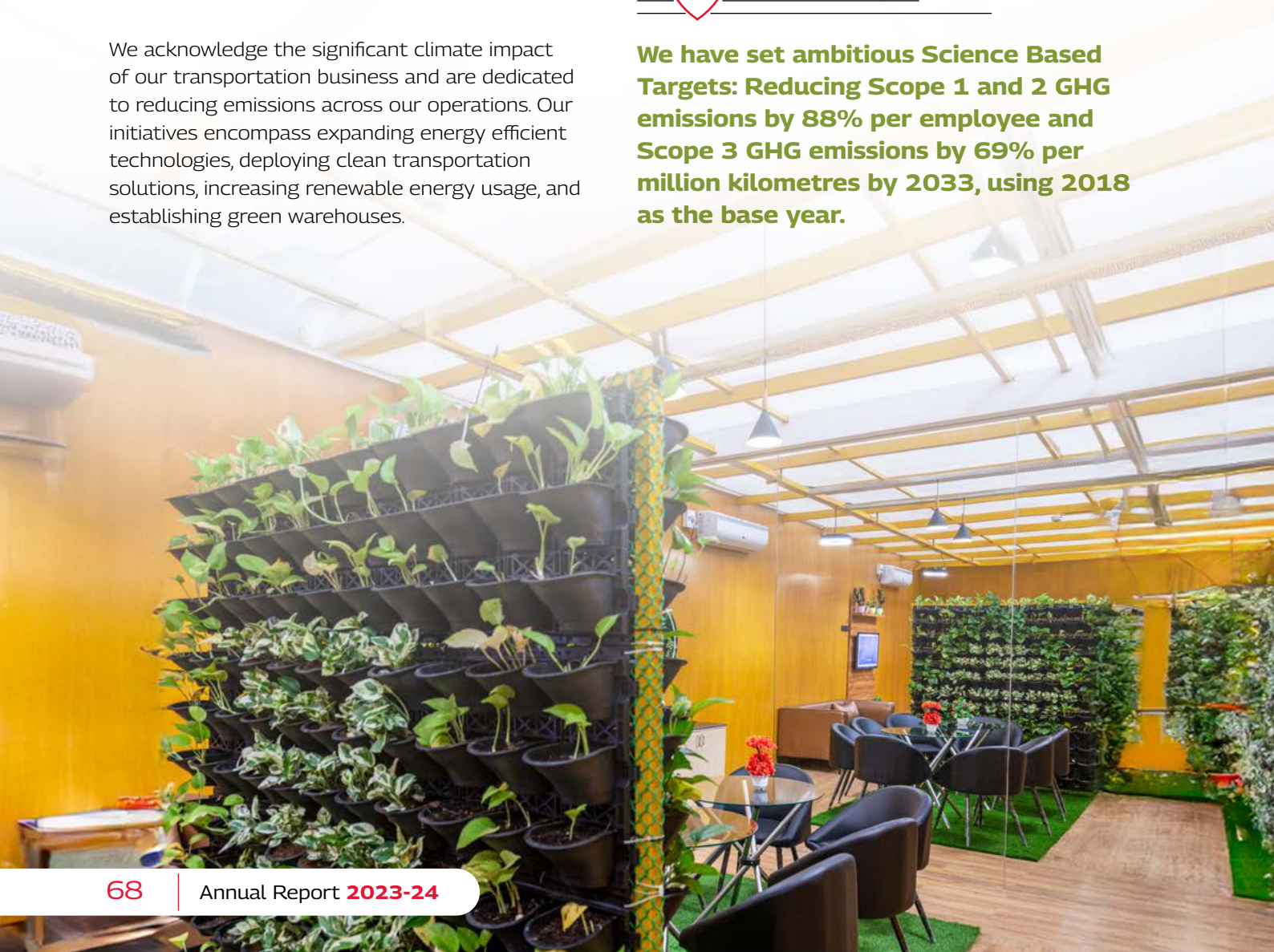
11,093 KL
Total Water Consumption
in 2023-24

24 Tonnes
Total Paper Consumption
in 2023-24



We acknowledge the significant climate impact of our transportation business and are dedicated to reducing emissions across our operations. Our initiatives encompass expanding energy efficient technologies, deploying clean transportation solutions, increasing renewable energy usage, and establishing green warehouses.

We have set ambitious Science Based Targets: Reducing Scope 1 and 2 GHG emissions by 88% per employee and Scope 3 GHG emissions by 69% per million kilometres by 2033, using 2018 as the base year.



1 EFFICIENT SUPPLY CHAIN MANAGEMENT

To mitigate the energy intensive nature of our supply chain and logistics solutions, we are implementing several measures:

We are actively incorporating alternative fuels and renewable energy wherever feasible in collaboration with the OEMs, clients and other stakeholders

Our efforts include investing in energy saving equipment, and greening infrastructure. For example, our corporate office in Mumbai is an IGBC Gold-Certified Green building.

We use advanced technology to enhance vehicle fuel efficiency, optimise travel routes and increase our electric vehicle fleet. Thus, avoiding emissions for our client.

~39 lakhs kWh
Energy Savings

~30.3 million
Green KMs with EVs

1,600+ EV
2W, 3W and PCV

5 IGBC Gold & Platinum
Certified Buildings

BRSR Integrated
Annual Report

209 tCO₂e Reduction
Using Green Cement

Committed to be Carbon
Neutral by 2040

Partnership
Ecovadis Accreditation
the Climate Pledge (TCP)

900+ Kg
Plastic Waste
Collected

3.6 million sq. ft.
Solar-Powered
Warehouses

1,67,015
Saplings Planted

2 ENERGY MANAGEMENT

To reduce our emissions, we are enhancing our environmental efforts by increasing the share of renewable energy in our energy mix. Our progress is further amplified by our accelerated cost efficiency project, which focusses on advancing our electrical energy efficiency, demonstrating our commitment to improve energy productivity.

Our facilities at Luhari, Chakan, Nashik and others, proudly feature onsite solar power generation, fulfilling all their energy needs and offering solar charging for both cargo vehicles and personal transportation. With an impressive 3.6 million square feet of warehouse space powered by renewable sources; this initiative marks a substantial stride towards our sustainability objectives, significantly reducing our environmental footprint.

11%
Renewable Energy Share in Total Energy Consumption

Warehouses Operating on Renewable Energy

Solar Status	Capacity million sq. ft.
Large Format Multi-client WH	3.45
Bespoke Warehouses	0.15
Total	3.6

Our GHG Emissions (2023-24)

Our energy efficiency initiatives implemented at warehousing and ecommerce facilities in 2023-24 were expanded to other locations, resulting in savings of approximately 21.5 lakhs kWh and avoiding over 1,500 tCO₂e of emissions.

Metric tonnes of CO₂ equivalent

Scope 1	365
Scope 2	6,117
Scope 3 (Upstream and Downstream)	7,27,332



3 REJUVENATING ECOSYSTEM

We planted 14,829 saplings in 2023-24, aggregating to about 1,67,015 trees planted since 2012-13. We have designed our sustainability approach to encompass the preservation of other natural resources, especially water. To this end, although our operations are not highly water-intensive, we recognise the critical importance of water conservation and take comprehensive measures to preserve this valuable resource across our major facilities.

- All upcoming warehouses will incorporate systems for sustainable water management practices.
- Across our multi client warehousing facilities and warehouses, we treat wastewater in Sewage Treatment Plant (STP) and reuse it for internal domestic purposes and landscaping. We are also installing flow meters and sensors and utilising water-less urinals to reduce water consumption further.



Our multi client warehousing facilities in Bhiwandi, Pune, Chennai, Nashik, Luhari, Hyderabad, and several other warehouses and stockyards are equipped with STP to support our water conservation efforts.

4 DEPLOYMENT OF LOW-EMISSION PALLETS

We deployed Eco-Pallets, which we created in collaboration with our vendor partner. Made from post-consumer recycled wood and coated with a patented durable polyurethane, these pallets have an approximate lifespan of 10 years and are suitable options for warehouse storage with relatively low carbon footprint. Additionally, we are exploring innovative options, such as pallets made from agro waste, and we plan to introduce these at our upcoming BTS facilities.

5 ELECTRIFYING LAST MILE DELIVERY

We are accelerating India's cargo delivery with eDel, our all-electric delivery solution which currently comprises over 34% of our last mile business. Our EV fleet, including 3W and 2W vehicles, operates across 23 cities with the necessary charging infrastructure, enhancing sustainability. Serving industries like e-commerce, consumer goods, and retail, eDel offers real-time tracking and flexible models, giving customers a competitive edge.



Till date, we have expanded to over 1,400 electric vehicles, covering 26 million kilometres since inception.



F M I N H S

HUMAN CAPITAL



Our people are central to our success, driving us towards remarkable achievements. Their welfare, safety, and personal growth are top priorities for us. We ensure the well-being of our people through carefully crafted policies that have a positive and meaningful impact. We strive to create an environment where their work is not only fulfilling but also inspiring. These commitments to our employees set us apart and make MLL an exceptional and Great Place to Work.



5,300+
Employees on Payroll

33%
People Associated for 5 Years

1,90,000+
Hours of E-Learning

FOUR PILLARS OF PEOPLE MANAGEMENT APPROACH



In our dedication to fostering diversity, equity, inclusivity, and accessibility in the logistics sector, we acknowledge the historical under representation of women, LGBTQ, and PwD individuals. Traditionally, logistics has been perceived as male-dominated, with stereotypes creating barriers to entry for others. At MLL, we are actively dismantling these misconceptions and reshaping the narrative to embrace inclusivity, diversity, equity, and accessibility.

10.66%
Women Representation

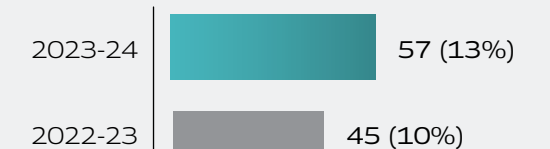
11%
Women/LGBTQ/PwD/
Armed Forces Veteran

WOMEN IN LEADERSHIP ROLES

Women in Departmental Head Bands



Women in Managerial Bands





At 6 of our operational sites, gender diversity ratios surpass 30%, with an additional 15 sites exceeding 20% gender diversity.



EMPLOYEE WELL-BEING AND DIVERSITY INITIATIVES

At Mahindra Logistics, we prioritise creating a supportive environment for our employees. We focus on empowering women and ensuring their talents are recognised. We also provide resources to support the emotional and psychological well-being of our team and their families. We've implemented several initiatives to achieve our goal of creating a workplace that's supportive and friendly to our employees.

PRERNA

Our dedication to gender diversity transcends mere recruitment efforts; we prioritise the retention and development of talent equally. In June 2023, we inaugurated PRERNA, our Employee Resource Group (ERG), boasting 100 self-nominated members, constituting 19% of the total female headcount (HC) across MLL and our group companies.

At the heart of PRERNA lies our flagship initiative, 'PRERNA Means Business', launched in December 2023. This programme offers comprehensive personal and professional development opportunities for PRERNA members, featuring a series of workshops focused on enhancing executive presence and other essential skills. Moreover, PRERNA has orchestrated webinars addressing women's health topics, drawing participation from over 500 employees across MLL and our group companies. These webinars serve as platforms for education and dialogue on critical health issues, fostering a more knowledgeable and empowered workforce.

Employee Assistance Programme

We prioritise the emotional and psychological well-being of our employees. To support them and their family members, we have established an Employee Assistance Programme (EAP). This programme provides access to counselling and consulting services with professional well-being experts in a confidential and non-judgmental environment. We believe in fostering a workplace culture where our employees feel supported and empowered to address any personal or professional challenges they may encounter.

Promoting Women's Health

At MLL, we are deeply committed to promoting women's health through a series of targeted

initiatives. These efforts encompass a variety of educational and empowering sessions designed to equip employees with the knowledge and resources to advocate for the well-being of women in their lives. Our sessions cover a diverse range of topics, including discussions on PCOS & PCOD, raising awareness about cervical cancer, and providing information on egg freezing.

Moreover, our strategic partnerships with third-party providers enable us to offer comprehensive annual health checkups and mandatory pre-employment health screenings. These initiatives underscore our proactive approach to healthcare management and further demonstrate our commitment to promoting holistic well-being within our workforce.

Parental Leave Policy and Return-to-Work

We are committed to fostering an inclusive workplace culture that transcends traditional gender roles, recognising the diverse needs of caregivers during the transition to parenthood. Our comprehensive New Parental Policy reflects this commitment by empowering caregivers, regardless of gender, to select the caregiving role that best suits their family dynamics.

We offer a 6-month leave period, with the added flexibility of remote work options for up to 1 year to support a seamless return to work. Financial reimbursements for creche or nanny services are available to both primary and secondary

caregivers of newborns. We are committed to ensuring that all caregivers have the necessary support and resources to navigate the journey of parenthood while maintaining a fulfilling career at MLL.

Immersion to Inclusion, Diversity, Equity, and Accessibility (IDEA)

Our centralised induction now includes comprehensive training on IDEA principles, fostering a culture of respect and inclusion. We've also set ambitious diversity targets for our hiring teams to drive progress towards a more inclusive workforce. We endeavour to cultivate an environment where every

employee feels appreciated, assisted, and empowered to flourish.

TALENT NURTURING AND DEVELOPMENT

At Mahindra Logistics, we place a strong emphasis on nurturing and developing our talent pool through comprehensive initiatives. Key aspects include leadership and functional capability building programmes across levels, continuous improvement projects like Six Sigma certifications, personalised learning via platforms like Harvard Manage Mentor

Spark and Udemy Business, a robust talent management framework, grooming high-performers and high-potential employees for critical roles like Account Delivery Managers through our FLEX programme, nominating talent for leadership development at the group level through Shadow Boards, MALT, and Mahindra Future Shapers. We also invest in developing our senior critical talent and promoting women empowerment through 'Aadhya' - a training programme for female employees and associates' families, fostering mutual growth and tapping into the talent pool.





STORIES OF OUR PEOPLE

SOCIAL EMPOWERMENT



Sujata
Woman Driver
Meru Cabs

In the bustling city of Mumbai, Sujata's journey has broken norms. Despite challenges, she pursued driving, symbolising empowerment. With Stree Shakti Kendra's support, she is thriving today. Her journey extends beyond driving; it's about trust and breaking stereotypes. When sceptics witnessed her professionalism, perceptions shifted. Sujata's story inspires perseverance and inclusivity, illustrating the power of courage to drive change.



Manju
Truck Driver
Business Associate

In our community's core lies a tale of resilience, determination, and unwavering courage—the story of Manju, a proud member of the Kinnar community. Despite societal confines suggesting otherwise, she defies stereotypes. Learning to drive become her symbol of empowerment and equality, challenging societal norms at every turn. From once struggling for survival to commanding respect as a truck driver, Manju's journey embodies perseverance. For fifteen years, she has been navigating highways with precision, advocating for respect and understanding. Her message is clear: embrace diversity and speak with empathy. Manju's journey isn't just about driving trucks; it's about driving change, inspiring us to see beyond stereotypes and embrace our shared humanity.



Kunti
MHE Operator
E-commerce Associate

Raised in Haryana, a region where traditional gender roles often delineate the lives of women, Kunti encountered numerous challenges. However, she refused to be constrained by these limitations. Entering the predominantly male sphere of Material Handling Equipment (MHE) operations was fraught with difficulties. Kunti confronted multiple obstacles, yet she met each challenge with determination and perseverance. Her tenacity yielded significant rewards when she was appointed as Mahindra Logistics' inaugural female MHE operator at their Luhari site.

Kunti's journey has transcended mere personal success; it has dismantled prevailing stereotypes and ignited inspiration in others to pursue their aspirations with boldness and resilience. Her husband proudly affirms, "tune kandha se kandha milaaya," translating to, "You've truly bridged the gap from shoulder to shoulder."



Monoranjan Das
Picking Packing Staff
E-commerce Associate

Amid the picturesque landscapes of Assam, Monoranjan Das embarked on a journey fraught with challenges and aspirations. Enduring relentless bullying, he firmly clung to his dreams. His routine life took a dramatic turn when acclaimed director Rima Das recognised his talent while he was assisting her. She invited him to join her film, 'Bulbul Can Sing', sparking a transformative journey for Monoranjan.

With unwavering determination, Monoranjan embraced the opportunity, delivering a performance infused with authenticity and depth. His portrayal captivated audiences, earning him numerous awards. His story exemplifies the power of dedication and the limitless potential within us all.

ACCELERATING GROWTH



Sayali Chothe
Management Trainee
Auto and Farm Business

Sayali Chothe's journey from Sangli, Maharashtra, to a leadership role at Mahindra Logistics is a tale of resilience and empowerment. Joining MLL in 2021 as a Management Trainee with a Master's in Technology and a background in mechanical engineering, Sayali entered a male-dominated field with determination to break barriers. Sayali's influence extends beyond her own career. She actively advocates for women's representation in logistics, addressing resistance and promoting the benefits of a diverse workforce. Her leadership has led to the hiring of 15 women and a person with a disability, fostering inclusivity within her team.

Her rapid rise from Management Trainee to Site Lead within three years showcases her growth and serves as an inspiration to women from small towns. Sayali's message is clear: "With confidence, determination, and an unwavering spirit, we can excel in any environment, even male-dominated ones."

ENCOURAGING WORK-LIFE BALANCE



Shiv Priya Singh
Manager
Digital Office

Shiv Priya Singh's journey began in 2011 when she moved to Mumbai, drawn by love and career opportunities. An IT engineering graduate, she thrived at Silver Metropolis until 2014, when she left her job to support her husband's move to the United States.

Despite initial excitement, her professional aspirations encountered challenges. Returning to India in 2016, Shiv Priya embraced motherhood, only to find her daughter facing developmental challenges. Speech therapy became her source of hope, guiding her through difficult times.

Determined to revive her career, Shiv Priya enrolled in SP Jain Institute of Management and Research's Post Graduate Programme for Women. Balancing studies and motherhood, she earned an Executive MBA. At MLL, Shiv Priya thrived with strong support, advocating for diversity and mentoring women. Her journey exemplifies resilience and determination, inspiring others to overcome obstacles with courage.

PERFORMANCE MANAGEMENT



Our Appraisal Grievance Redressal mechanism addresses employee concerns promptly, resolving 21 grievances within an average of 10 days.

We foster a high-performance environment where employees are motivated and aligned with our Company's purpose and strategy, facilitating the cascading of objectives across all levels. Our revamped performance management process, career growth, and compensation practices underwent a thorough review, ensuring transparency and fairness. Decentralising the calibration process has increased ownership, with assigned Calibrators evaluating performance. To enhance feedback during appraisals, we mandate the Unnati Framework Programme, tracked in our LMS, with employees able to raise concerns through the Grievance Redressal process. Introducing the Standard Achievement Matrix simplifies goal setting and reduces turnaround time. Leveraging technology, we send reminders to ensure the timely completion of appraisal tasks, contributing to efficiency and compliance.

REWARDS AND RECOGNITION



With the digital recognition platform, 1,500+ permanent and FTC employees have been honoured through nomination-based programmes, while more than 2,500 third-party employees were recognised through offline processes. Additionally, 3,800 spot recognitions were issued through the online spot recognition process as part of the Triumph Awards.

We celebrate the accomplishments of our employees through the Triumph Awards, launched after the revamp of our Uday Awards in October 2022. This platform acknowledges individuals who embody our core values and demonstrate excellence in performance and behaviour. Winners are announced on our intranet platform 'Vibe', and reward points are credited to their R&R Nectar account for instant redemption via an online gifting platform.

EMPLOYEE ENGAGEMENT

We've engaged our permanent, FTC, and third-party employees through various initiatives to align with our Purpose statement. The Sanjeevani platform provides training for functional capabilities like Excel and Safety, along with virtual HR Connect Sessions, ensuring open communication channels. Toolbox training and welfare programmes on health awareness and personal hygiene enhance capability and well-being. Holistic onboarding for Management Trainees fosters collaboration, assigning mentors for seamless integration. Swayam Health and Wellness platform offers counselling sessions for financial and mental wellness. Triumph Awards recognise excellence in performance and behaviour, fostering a culture of appreciation. Quarterly townhalls led by our Company's Leadership Team facilitate transparent communication. Fun and celebration events, such as Funstitute and team outings, strengthen team bonding. Weekly Employee Communication Meetings ensure clear communication across all levels, promoting transparency and engagement.



18+ Swayam sessions were conducted on financial, nutrition, and emotional wellness, covering 900+ unique participants.



We drove engagement via fitness platforms such as Cultfit where 700+ employees availed various services on the platform.

SANJEEVANI PILLARS

13,700+ People Covered through, Medical Check-Ups

22,300+ Engagements through Monthly Celebrations, FUN@ WORK, Birthday Celebrations

25,400+ People Covered through Health and Wellness, Yoga, Sports Activities

4,000+ Rewards & Recognition

FOCUS ON IDEA

We are committed to advancing diversity, equity, and inclusion, vital for equal opportunity and societal fairness. Our initiatives, to this end, include an Inclusion, Diversity, Equity, and Accessibility Policy and a Council ensuring diversity is promoted across our organisation. With specific, measurable goals, we drive accountability and engage leadership, fostering openness and respect. Sensitisation sessions educate employees on diversity's importance, equipping them to create an inclusive workplace. We've established gender-neutral washrooms across our sites and conducted accessibility audits to enhance premises for individuals with disabilities, ensuring inclusivity at every level.

96% Employees Imparted Training on POSH

2,970+ Employees Trained in DEIs

UDAAN

This programme is tailored to empower women professionals who have/had taken a career break, encouraging their return to full-time employment. It's a thoughtfully crafted internship initiative that considers diverse aspects of workplace management. Women who've joined us through the Udaan programme have seamlessly integrated into various roles within the organisation and are actively being prepared for elevated responsibilities.



SAFETY: OUR PARAMOUNT PRIORITY

To become an organisation free of accidents, occupational disease, and pollution.

22% Reduction In Near-Miss Incidents over the Last Year

10% Increment In Training Person-hours over the Last Year

We are certified for the Integrated Management System (IMS), which includes ISO 9001:2015 for Quality Management, ISO 45001:2018 for Occupational Health and Safety Management, and ISO 14001:2015 for Environmental Management, awarded by TUV Rhineland certification body. We cleared the IMS recertification audit in January 2023. Our Managing Director & CEO heads the Management Safety Council, overseeing the Safety Committee that investigates site incidents with support from dedicated safety officers. A qualified safety team drives our pan-India safety culture. We are registered members of the National Safety Council and Confederation of Indian Industry.

Safety Management System

At Mahindra Logistics, our Safety Management System is governed

by the EHS Management Policy and management approach. Our comprehensive approach includes near-miss and incident reporting, Safety Kaizen initiatives, safety observation tours, the LIFE 2.0 programme, and cutting-edge AR/VR safety training modules, governed by our robust EHS Management Policy. Additionally, it also includes Safety Promotion, Risk Management, and Assurance, ensuring the safety of our people and assets.

Our Safety Policy outlines methods, processes, and organisational structure for achieving safety goals. Safety Promotion includes training, awareness, communication, and the Life Impacting Injuries and Fatalities Elimination programme.

We actively promote a culture of safety through comprehensive training and awareness initiatives. Effective safety communication plays a pivotal role in our efforts. Our flagship programme, LIFE 2.0, is dedicated to Impacting Injuries and Fatalities Elimination, underscoring our unwavering commitment to ensuring the well-being of our workforce. Safety Risk Management involves hazard identification, risk assessment, job safety analysis, and a work permit system. We implement Behavioural Based Safety, Hazard Identification and Risk Assessment, and Electrical Safety Management Systems. A safety dashboard monitors performance and risk parameters.

Proactive hazard assessment is paramount in our operations. We have implemented robust systems such as Behavioural Based Safety

(BBS), Hazard Identification and Risk Assessment (HIRA), and electrical safety management. These enable us to identify potential incident risks and implement mitigation strategies.

Job safety audits are conducted periodically, and personal protective equipment, contractor management, and transportation safety follow the Lock-Out-Tag-Out (LOTO) approach. The permit-to-work system ensures tighter controls over frontline worker tasks.

For Safety Assurance, our Incident Management Team at regional and national levels closely monitors incidents and suggests mitigative steps across 46 sites. We continuously enhance safety performance and culture by establishing various teams and command structures throughout the organisation.

At Mahindra Logistics, we proactively promote a culture of safety by keeping it at the forefront of our people's minds, especially our frontline workers. This is achieved through initiatives such as training, certifications, and internal awareness campaigns. We've embraced digital initiatives to enhance safety practices. We leverage cutting-edge technologies like our AR/VR fire safety training module for effective learning through immersive simulations. Additionally, M-Safe and BI Dashboard tools provide comprehensive reporting on safety lead and lag indicators.

Our competency programmes train employees in defensive driving, first aid, firefighting, emergency preparedness, and forklift operations. Notably, our female employees participate in the Women Safety Ambassador programme by the Central Safety Council, promoting women's well-being and nurturing a safety culture through their invaluable involvement. These initiatives foster a robust safety-focussed environment, empowering our workforce to prioritise their own and their colleagues' safety.

'LIFE 2.0' Initiative

Our LIFE safety initiative is driven by 15 safety standards and enlists the involvement of our Safety Committee Lead, Business Vertical Heads, Safety Officers, and Site Managers across 70 MLL sites pan India. This comprehensive programme underscores our deep commitment to promoting a safe working environment and eliminating serious incidents.



Life-impacting Injuries & Fatalities Elimination

LET'S FOLLOW THE SAFETY STANDARDS OF LIFE 2.0 FOR A SAFE WORKING ENVIRONMENT



Behaviour Based Safety (BBS)



Hazard Identification & Risk Assessment (HIRA)



Permit to Work (E'TW)



Electrical Safety Management (ESM)



Lock Out Tag Out (LOTO)



Personal Protective Equipment (PPE)



Contractor Safety Management (CSM)



Transportation Safety Management (TSM)



Fire Safety Management (FSM)



Incident Management (IM)



Safe Material Handling (SMH)



Work at Height (WAH)



Management of Change (MOC)



Machine Guarding (MG)



Confined Space Entry (CSE)

WORKPLACE SAFETY EVENTS

Throughout the year 2023-24, we organised various engaging events to promote a culture of safety:

- # Fire Service Week (14 April)
- # World Environment Day (5 June)
- # Driver's Day (17 September)
- # National Road Safety Week (11-17 January)
- # 53 National Safety Week (4-11 March)

Before commencing work at any location, we ensure that our employees take the 'Safety Pledge,' reinforcing our commitment to safety. Additionally, we roll out bimonthly safety themes across all locations, fostering awareness and nurturing a safety centric mindset among our team members.

Our dedication to safety excellence has been recognised, with our location receiving the prestigious National Safety Council (NSC) award. Furthermore, we successfully launched our innovative AR/VR Transportation Safety training module during the year, solidifying our position as a leader in safety practices.



HUMAN RIGHTS

As part of the Mahindra Group, we are committed to upholding and promoting human rights across all our operations, aligning with both national and international policy frameworks. Our Human Rights Policy is aligned with the guidelines of the International Labour Organisation (ILO) mandates and the Universal Declaration of Human Rights (UDHR). Key aspects of the policy include:



Anti-Harassment and Safe Work Environment

We maintain a zero-tolerance policy towards harassment, including sexual harassment. We strive to create an environment free from any form of unwelcome or unsolicited behaviour, ensuring dignity and respect for all employees.



Prohibition of Child and Forced Labour

We strictly prohibit child labour, forced labour, bonded labour, slavery, and human trafficking.



Diversity and Inclusion

We promote a diverse and inclusive workforce, adhering to an inclusivity charter that guides all Mahindra group companies. We ensure compliance with laws and regulations related to diversity and foster a work environment free from discrimination based on race, gender, age, disability, or in any other form.



Workplace Safety

Employee health and safety are paramount. We implement rigorous safety plans and provide training programmes to ensure a secure working environment.



Grievance Redressal

We incorporate human rights standards into our policies and processes, providing training to enhance awareness and adherence. Our Whistle-blower Policy and an independent ethics helpline are available for stakeholders to report actual or suspected violations.

SOCIAL & RELATIONSHIP CAPITAL



Our commitment to empowering all our stakeholders to Rise enriches our social & relationship capital. Throughout the year, we strengthened our relationships with our employees, the communities we serve, our business associates, and our customers through a variety of measures.

CUSTOMERS

We continually allow our customers' needs to guide us toward innovative solutions and new ways of operating. Our adaptability and understanding of their core issues help us strengthen our relationships, allowing us to offer a diverse portfolio of solutions tailored to their needs.

Across Supply Chain Management (SCM) and Mobility, we provide bespoke solutions that are recognised for their value proposition in addressing customer challenges. This approach enables us to collaborate successfully with various market players, enriching the entire value chain with our expertise and ability to orchestrate synergy. As a technology driven company, we prioritise innovation to help our clients rapidly scale their businesses.

Customer Centric Innovation

Our commitment to customer-centricity drives our innovations, aimed at helping our customers achieve higher levels of efficiency, productivity, and cost optimisation. We develop disruptive and futuristic solutions by leveraging our unique knowledge and expertise in Supply Chain Management and technology. Our focus areas include technology, operational excellence, driven by process excellence, and packaging solutions.

Our innovation strategy is three-tiered, enabling us to enhance our innovative capabilities and respond promptly to market shifts.

Employees trained for need identification.

Structured approach towards fostering innovation - from idea to initiation.

Systematic implementation under the guidance of the governing and steering committees.

As a part of driving the innovation culture at MLL, we identify impactful innovative projects and nominate them for the annual Mahindra Innovation Awards at Mahindra Group Level.

BUSINESS ASSOCIATES

At the core of our highly effective business model is the recognition of the pivotal role played by our fleet owners and operators, aggregators, warehouse owners, and providers of our contract workforce in our success. This approach allows us to operate in an asset-light manner that is both flexible and agile in responding to the evolving needs of our customers. These entities are our Business Associates (BAs) at MLL, serving as a formidable strength for us and an integral part of our supply chain.

To cater to the needs of our BAs, we have established the Business Associate Life Cycle Management process, offering dedicated support that sets us apart from other companies. Our digital journey commences with the Onboarding process, where the One Touch Portal and Bill Hub Module facilitate easy bill uploads and online status checks. Additionally, online Request for Proposals (RFPs) have been implemented to streamline processes and enhance transparency.

Throughout the year, we organise a variety of initiatives to support and engage with our Business Associates (BAs). These efforts are designed to understand their concerns, provide a platform for them to express their views, questions, or ideas to our top leadership, and help them enhance their skills and expand their businesses.

BUSINESS ASSOCIATES LIFECYCLE MANAGEMENT INITIATIVES

Coffee with MD

Our top-performing BAs from various clusters are given a dedicated platform to interact with our MD & CEO.

- Session Held in Delhi in February 2024
- 13 BAs** Trained

BA Helpdesk

A platform where BAs can simply drop an email with their issues on: basupport@mahindralogistics.com

- 386** Complaints Registered
- 100%** Resolved

Aadhya

Our BA spouse and employee development programme is a women-only initiative targeted at spouses of BAs and women employees. It helps empower women by helping them understand and leverage growth opportunities.

- 16** Sessions
- 268** Female Participants

Chai Pe Charcha

Meet & Greet Open Forum at the local level to recognise the efforts of BAs.

- 350+** Attendees
- 24** Sessions

Pratibimb

Our annual exercise to collect, track and monitor our CSI score.

- 190+** Attendees
- 21** Sessions

United Nation Global Compact

The Mahindra Group collaborated with UNGC to advance the sustainability agenda.

- 23 BAs** Certified by UNGC
- 34 BA Employees** Completed Self-Learning Training Module

Women's Day Celebration

As a part of our collaborative practice we had organised Women Day Celebrations at BA Site.

- Celebration at **3 Sites** Delhi, Mumbai, Lucknow
- 2 Health & Wellness Sessions** for Women BA Employees
- 22 Women BA Owners'** Contribution Recognised with Gift & Motivational Quote

BA Development Programme

Under this programme, we apprise our BAs of new business opportunities, conduct training for drivers with respect to safety, billing efficiency, CFT responsibilities, and more. We also help them with performance reviews with users and sustainability surveys and initiatives taken on by our BAs at a personal level. We regularly feature rewards and recognition programme to motivate and encourage them.

- 35 BAs** Trained

Training

We impart online and offline training to the BAs and their employees on topics such as Billhub, OTP, Communication Skills and Stress Management, which helps them be more effective and stay updated with our systems.

- 50+** Sessions
- 1,000+ BAs** Covered

Sehbhagyata

As part of our commitment to engage with Business Associates, we organised Health & Wellness Awareness sessions under the Sehbhagyata Initiative. Individual BA drivers and employees from branch offices nationwide participated in online sessions.

- 500 Trees** Planted at Village Pallia
- 3 Health & Wellness Awareness Sessions** Conducted

BA Office Visit

To foster closer connections with Business Associates, our BALCM team visited their office sites.

- 84 Visits** Travelling to Different Parts of the Country

Driver Welfare Activities

During these engagement sessions, the drivers shared their on-road experiences and the challenges they encountered during their trips.

- 512 Drivers** Participated in the Engagement Session
- Tea with Driver, Conducted in **16 Locations** Pan India

Bandhan

An initiative where we proactively facilitate our BAs to solve unresolved issues through joint meetings with our respective commercial and operations teams for smoother working.

- 84 BAs** Covered



CORPORATE SOCIAL RESPONSIBILITY

Social responsibility is ingrained in our DNA. Our CSR programmes empower communities through education and skill development for self-sufficiency. We take a long-term, sustainable approach beyond 'check-book philanthropy,' actively involving employees in social engagement like building communities, skill enhancement, educational support, and environmental restoration. Our programmes align with government drives like NSDC, Beti Bachao-Beti Padhao, and Swachh Bharat Abhiyan. Employee volunteering and NGO collaborations play pivotal roles, with interventions designed based on need assessments and rigorously monitored for positive, sustained impact.

CSR Policy

At our company, we have a comprehensive CSR Policy approved by the Board, outlining the programmes, projects, and activities we undertake to create a significant positive impact on targeted stakeholder groups. Our CSR Policy emphasises community development across India, with programmes designed to generate local employment opportunities. As a non-manufacturing entity, our operations do not have any actual or potential negative impact on local communities.

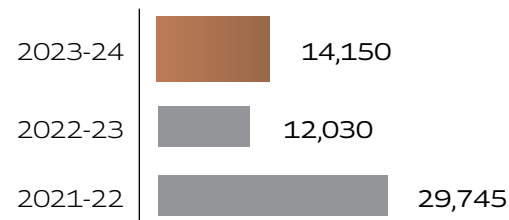
Our CSR engagements are rooted in a preliminary needs assessment conducted by our employees and external organisations. A significant portion of these engagements is driven through our **Employee Social Options Programme (ESOPs)**, and we collaborate with external NGOs whenever specific technical expertise is required.

Employee Commitments through CSR Activities

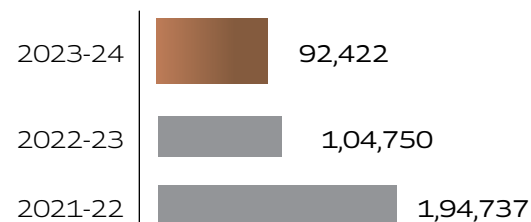
Employees (in nos)



Person-hours

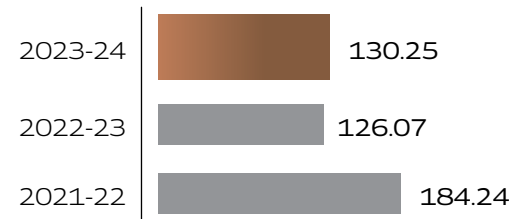


Beneficiaries (in nos)

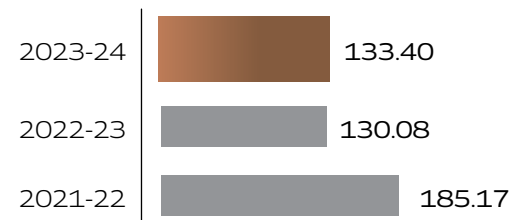


CSR Expenditure

CSR Budget (₹ in lakhs)



CSR Spend (₹ in lakhs)



SKILL DEVELOPMENT AND LIVELIHOOD

As per National Policy on Skill Development and Entrepreneurship study, only 4.7% of the workforce has formal skill training.

Demand for Skilled Workforce

Mahindra Logistics emphasises balanced diversity, with 35% of new recruits conforming to diversity guidelines, including gender, LGBTQ, social strata, and differently abled individuals. The workforce includes 13 Persons with Disabilities (PwDs) and 8 LGBTQ community members.

Project Aim

To train and create livelihood opportunities for the People with Disabilities (PWD), LGBTQ, and underprivileged women into, fostering a culture of self esteem and economic independence.

Objectives

- Recognise the aspirations and challenges faced by underprivileged communities
- Provide an environment for beneficiaries to overcome barriers and access higher-income job opportunities
- Implement a tailored action plan to enhance skills and confidence, empowering individuals to improve their socio-economic status

Skill Development Target Group Impact - 2023-24

LGBTQ

Chennai and Varanasi



Actual v/s Target

Training - 54 v/s 55
 Placement- 41 v/s 39
 75% achievements against that of targeted 70%

PwD

Pune



Actual v/s Target

Training - 50 v/s 50
 Placement - 38 v/s 35
 76% achievements against that of targeted 70%

Underprivileged Women

Ajmer, Pune, Chennai and Mumbai



Actual v/s Target

Training - 110 v/s 100
 Placement - 99 v/s 70
 90% achievements against that of targeted 70%

HEALTH CHECK-UP CLINIC - NASHIK

Objectives & Contribution

The Health Check-up Clinic in Nashik, run by MLL with MAGMO Welfare Sanstha, provides healthcare services focussed on HIV prevention and care for underprivileged communities. The clinic offers counselling on STIs, sexual health, risk assessment, behaviour change, crisis, and couple counselling. HIV-positive individuals are referred for support and treatment. The counsellor liaises with healthcare providers, conducts follow-ups, and maintains client records.

STI treatment is provided through government health systems, while peer leaders offer counselling. Health camps are organised with stakeholders to identify and treat STIs, disseminate information, and socially distribute STI drug kits. The project links with government HIV testing and treatment facilities, including Anti-Retroviral Therapy (ART) centres and Prevention of Parent to Child Transmission of HIV (PPTCT) clinics.

Impact

In 2023-24, 25,293 community members were supported, with 163 receiving STI treatment and 6 HIV-positive individuals initiated on treatment. Since inception in 2016, the project has served 2,05,873 people, treated 2,480 for STIs, and initiated 31 HIV-positive individuals on treatment.



EXTENDING A HELPING HAND TO THE UNDERPRIVILEGED

Objectives

- Assisting waste pickers, orphaned children, brick makers, and sugarcane harvesters by providing essential necessities
- Reaching out to neglected populations and offering support

Activities

Activities	Location
Clothing Distribution for Orphaned Children	FarukhNagar, Gurgaon
Blanket Distribution for Waste Pickers	Delhi
Desktop Contribution for Zila Parishad School	Ranjangaon, Pune
Saree Distribution for Brick Makers and Sugarcane Harvesters	Ranjangaon, Pune
LED Lights for Ashram School Children	Vapi, Gujarat
Distribution of Sports Equipment & Sanitary Pads at Shri Geeta Vidyalaya	Govandi, Mumbai
Distribution of Benches at Aarey & Topiwala School	Mumbai

Contribution

- Our team of 176 employees across Gurgaon, Pune, Gujarat, Maharashtra, and Delhi invested 1,258 hours to assist the underprivileged

Impact

- A total of 2,245 individuals of the waste pickers, orphaned and underprivileged children, brick maker, and sugarcane harvester communities benefited
- 500 blankets, childrens' clothing items, sarees for underprivileged women, LED lights, benches, and sports equipment were distributed to underprivileged schools



Delhi



Ranjangaon, Pune



Gurgaon

Driver & Third-Party Associates (TPAs) Welfare Activity under Corporate Business Responsibility (CBR)

Objectives

- Organising health & eye check-up camps to enhance the well-being of drivers and TPAs
- Implementing skill development and employability projects
- Hosting welfare activities such as Drivers Day and Road Safety Week

Locations

Implemented across 42 locations in India

Impact

- Commemoration of Drivers' Day and Road Safety Week involving over 6,000 drivers across 15+ states
- Conducting training sessions focused on health and road safety with drivers



Our CSR Vision

To serve and give back to the communities within which we work with integrity and responsibility. We believe that while the growth and success of our business is our priority, we can reach our greater goals only if we cater to the needs of the communities where we operate.

Our CSR Objectives

- To promote a unified and strategic approach to CSR across our Company by identifying select constituencies and causes to work with, thereby ensuring a high social impact
- To ensure an increased commitment at all levels in our Company, by encouraging employees to participate actively in our Company's CSR initiatives and give back to society in an organised manner through the employee volunteering programme called ESOPs (Employee Social Option Programmes)

CSR GOVERNANCE STRUCTURE

The Company has a structured governance system to oversee and monitor the CSR Policy. The CSR Committee at MLL is established in accordance with Section 135 of the Companies Act, 2013 to undertake activities related to CSR. The responsibilities of this committee include formulation and recommendation of an annual action plan to the Board, including:

- Identification of CSR projects or programmes (as per Schedule VII of the Act)
- Execution methods
- Fund utilisation and implementation schedules
- Monitoring and reporting mechanisms
- Need and impact assessments (if any)

A dedicated Corporate Social Responsibility (CSR) Council, chaired by a senior executive aided by the CSR team, has been formed to spearhead and oversee our Company's CSR initiatives and activities. The council is responsible for:

- Implementing the Annual Action Plan and reporting to the MLL CSR Committee.
- Focussing on selected projects for maximum impact
- Convening periodic meetings to review project progress
- Conducting situational analysis, need assessments, project visits, impact assessments, and social audits for strategic and high-value programmes
- Reviewing and recommending new CSR strategies and focus areas

CSR initiatives are undertaken by our Company, with some in collaboration with partners, agencies, corporate foundations, and trusts such as:

- Mahindra Foundation
- K C Mahindra Education Trust
- Tech Mahindra Foundation
- Naandi Foundation
- Other Eligible Entities Established by our Company or the Mahindra group



STAKEHOLDER ENGAGEMENT

Nurturing Trust & Transparency








Our commitment to achieving and sustaining high customer satisfaction is rooted in our proactive and continuous engagement with our employees, vendor partners, associates, and government bodies. We maintain an ongoing process of engagement with all our key stakeholders, including our communities, ensuring that our collaborations are strong and our networks robust. This consistent engagement underpins our excellence in service delivery and stakeholder satisfaction.

At Mahindra Logistics, our stakeholder engagement process is comprehensive, continuous, and conducted through various channels and platforms. The Stakeholders' Relationship Committee (SRC) is responsible for monitoring the engagement with our shareholders and investors, while the CSR Committee oversees engagement with our communities.

Engaging with our stakeholders enables us to identify topics and issues that are central to the interests of our diverse stakeholder groups. This provides critical strategic input for decision-making and aids us in devising plans to meet the expectations of our key stakeholders. Throughout 2023-24, our efforts to engage with our stakeholders yielded valuable insights into the core issues they emphasised, leading to the successful mission of Connecting India.

Stakeholders	Modes of Engagement	Stakeholder Issues
 Investors	<ul style="list-style-type: none"> Quarterly calls, financial reports, and presentations Annual General Meeting Integrated Annual Reports Business Responsibility and Sustainability Report Regular interactions with investors 	<ul style="list-style-type: none"> Business performance review Improved return on investment (ROI) Effective financial and non-financial risk controls Fair business practices Transparency to investors
 Business Associates	<ul style="list-style-type: none"> Business Associate (BA) development programme Coffee with CEO Mann Ki Baat with COO Chai Pe Charcha (cluster-wise) BA council and helpdesk R&R Programmes 	<ul style="list-style-type: none"> Inculcate good practices, focus on new business opportunities, rewards, recognitions, among others Business performance Operational and resource efficiencies

Stakeholders	Modes of Engagement	Stakeholder Issues
 Employees	<ul style="list-style-type: none"> Internal communication Career, skill development and wellness programmes Employee committees and union meetings MCARES HRMS and other online portals 	<ul style="list-style-type: none"> Creation of a coaching culture Talent attraction and retention Capability building, development and skill enhancement Safety and security Employee well-being Diversity and inclusion
 Local Communities	<ul style="list-style-type: none"> CSR partnerships with NGOs Employee Volunteering Community development programmes Disaster relief and rehabilitation programmes 	<ul style="list-style-type: none"> Social upliftment Creating livelihood opportunities Community welfare initiatives
 Customers	<ul style="list-style-type: none"> Key account management Customer satisfaction surveys Quarterly newsletter Periodic reviews Customer communication initiatives/activities Webinar and digital events Personal visits Go-Live events Digital marketing outreach 	<ul style="list-style-type: none"> Exceptional customer service Differentiation and product relevance Safety and privacy Ethical business practices Environmental impact
 Regulatory Authorities	<ul style="list-style-type: none"> Timely disclosures and filings Membership of industry associations Active participation in policy formulation 	<ul style="list-style-type: none"> Practise fair and ethical business trade
 Media	<ul style="list-style-type: none"> Media round-tables Media briefing & interactions Media visits to operating sites Press releases for initiatives & launches 	<ul style="list-style-type: none"> Sharing critical information Transparency and openness

RISK MANAGEMENT

Institutionalising Comprehensive Risk Management



We operate in a highly fragmented yet expansive market. A market which is on the cusp of transformational changes that affect a large number of people, including those from socio-economically backward sections of society. This continuously drives us to strengthen our robust risk governance for business sustainability.






Our Board of Directors takes direct responsibility for establishing, developing, and reviewing our risk management framework. This framework encompasses policies, processes, and mechanisms to identify, manage, and mitigate risks while identifying new growth opportunities. The Board sets our risk appetite, identifies areas for risk mitigation, and establishes implementation processes. We have an elaborate organisational structure in place to help businesses proactively capture and report risks on a regular basis.

ORGANISATIONAL STRUCTURE OF RISK MANAGEMENT

The Board-led Risk Management Committee (RMC) implements risk management processes by developing suitable risk management and business continuity plans in collaboration with senior leadership and business/function heads. The RMC includes two independent directors to oversee and review risk management at MLL.



Key Risks Faced by Our Business	Description	Management Approach
<p>Customer Concentration Risk</p>	<p>Concentration of our business with a few particular accounts or within a particular sector may impact our performance if unforeseen challenges affect those clients or the sector.</p>	<ul style="list-style-type: none"> We are constantly diversifying our portfolio of services with value-additions that help us target a wider base of customers. We ensure continuous interaction and engagement with our customers for timely insight into their business requirements and strategic thinking with respect to their business continuity plans. We provide for immediate redressal of their grievances and use technological tools to enhance our services, such as robust CRM processes and platforms and more.
<p>Compliance Risk</p>	<p>Our operations across multi-modal transport and third-party logistics come under various domestic and international legal frameworks. Any instance of non-compliance to local, national or international laws threatens our operations as well as our reputation.</p>	<ul style="list-style-type: none"> We have built a strong culture of compliance through a comprehensive process framework aided by set protocols and technological tools such as WeComply. We regularly educate our people regarding their responsibilities towards ensuring compliance with all the applicable laws and regulations.
<p>Cost Escalation Risk</p>	<p>Rising input costs driven by inflationary pressures may affect business margins.</p>	<ul style="list-style-type: none"> Our focus lies in scaling up volumes to achieve economies of scale and fostering resource sharing among subsidiaries to attain synergy gains. Our management remains committed to diligently pursuing direct cost-saving projects to optimise operational expenses.
<p>Competition Risk</p>	<p>New-age startups with advanced technological solutions may act as disruptors for our Company.</p>	<ul style="list-style-type: none"> We continue to integrate advanced technological solutions to ensure we stay at the forefront of innovation in logistics. Our M&A strategy looks at building tech-based partnerships with new-age companies. We continue to ensure the right degree of penetration and volumes within our target markets.
<p>Financial Risk</p>	<p>Efficient working capital management is critical to the smooth functioning of supply chains of our Company.</p>	<ul style="list-style-type: none"> We ensure readiness of banking lines through a robust monitoring of cash flows and strong, trust-based partnerships with our clients and our vendor/partners.

Key Risks Faced by Our Business	Description	Management Approach
 <p>Non-Market Risk</p>	<p>Certain policy changes or macroeconomic events may have a potentially negative impact on our business.</p>	<ul style="list-style-type: none"> Our robust compliance framework includes monitoring the policy development landscape both domestically and internationally. Our diversification strategy, on the other hand, helps us better manage our response to macroeconomic challenges.
 <p>Social Risk</p>	<p>Potential lapses in adherence to our values, ethics, and our commitments to protecting and upholding human rights, diversity and inclusion could adversely impact our relationships with our clients and key stakeholders.</p>	<ul style="list-style-type: none"> Robust CSR governance with board oversight, which prioritises values that honour human rights, diversity, and inclusion, helps maintain a continuous focus on these issues.
 <p>Operational Risk</p>	<p>A mismatch in capacity utilisation of Build-To-Suit space could impact our operational efficiency and profitability.</p>	<ul style="list-style-type: none"> We are continuously monitoring market trends and sales forecasts to ensure we avoid building capacity earlier than is required. We continue to target a wider client base for our EMS operations to ensure consistent growth markets.
 <p>Technology Risk</p>	<p>Advanced data-driven technology underpins the functioning of all our business verticals. Any impairment, downtime, or cybersecurity event would potentially impact our business continuity and the integrity of our customer data.</p>	<ul style="list-style-type: none"> We invest in advanced technological solutions that help us secure our processes and our data. We constantly monitor and review the adequacy of these measures.
 <p>Supply Chain Risk (Upstream and Downstream)</p>	<p>Efficient management of labour is critical to our ability to service our clients successfully. Any disruption in this area may affect our business continuity.</p>	<ul style="list-style-type: none"> We have created robust legal/contractual frameworks that cover compliances from our partner side. We take care to ensure communication that is open, fair, and transparent. We ensure to engage closely with our contractual staff through collaborative processes and initiatives on customer sites, especially pertaining to issues of compliance, health and safety as well as well-being.

Key Risks Faced by Our Business	Description	Management Approach
 <p>Internal Risk</p>	<p>Our operations are human capital-intensive. Situations adversely affecting the health and well-being of our people stand to impact our operations. It is equally important that our workforce demonstrates the appropriate skill level in order to drive efficient output.</p>	<ul style="list-style-type: none"> Our HSE policy reflects the robust health and safety process framework, which places the physical safety and well-being of our people above all else. We have incorporated the industry's best safety practices and standardised protocols to reduce the margin of error. We continually invest in skill upgradation programmes for our people, especially with a view to enabling them to work in a technology first environment. This prepares us to future-proof ourselves.
 <p>Strategy Risk</p>	<p>Our ability to predict emerging risks and opportunities is critical to our success in operating our business profitably and identifying the right partnerships as well as customer segments.</p>	<ul style="list-style-type: none"> We have developed a detailed and comprehensive business continuity plan as part of our risk management framework that is in line with our organisational goals and priorities. We continue to revise our BCP with respect to key developments impacting our sector.



GOVERNANCE

Harbouring Strong Governance Framework



As a Company and as part of the Mahindra Group, we uphold the steadfast commitment to such corporate governance standards that strengthen our operations, fortify stakeholder trust, drive sustainable growth and recognise our role as responsible corporate citizens in society. Our Governance Framework serves as a fundamental for fostering trust, driving innovation, and connecting communities across India.

OUR CORPORATE GOVERNANCE PHILOSOPHY

Our corporate governance philosophy is based on the basic principles of corporate governance, which include integrity, transparency, accountability, and responsible corporate conduct. We strive to enhance investor confidence and create enduring value for all our stakeholders.

Our actions are based on our core values, which are the guiding principles that influence every aspect of our organisation. By adhering to core values and fostering a culture of integrity, we mitigate risks, enhance operational efficiency, and safeguard the interests of our shareholders, customers, employees, and the communities we serve, which create a positive impact for all our stakeholders.

Our governance structure is designed to ensure that ethical considerations are integrated into every aspect of our operations. The Governance structure shapes our decision-making processes, guides our interactions with the clients and partners and drives our commitment to delivering exceptional service and quality in all that we do. Through proactive engagement, continuous improvement, and a steadfast commitment to transparency, we strive to set new benchmarks for corporate governance excellence in the logistics sector, driving sustainable growth and value creation for all our stakeholders.

CORE VALUES

Our core values shape our decision-making processes, guide our interactions with clients and partners and drive our commitment to delivering exceptional service and quality in all that we do. We believe that living by these values allows us to create a positive impact on our business, our stakeholders and the communities we serve.

- Inclusive
- Agile
- Innovation
- Integrity
- Collaboration
- Proactive
- Responsible

ORGANISATIONAL STRUCTURE

BOARD OF DIRECTORS

(Balanced Board of Executive, Non-Executive and Independent Directors with diverse range of expertise and experience)

Ensuring long-term business strategy & monitoring performance, enhancing shareholders' value and overseeing the interest of all stakeholders with robust corporate governance standards

COMMITTEES

Ensuring governance in specific functional areas as delegated under applicable law or by the Board and providing recommendations to the Board



MANAGEMENT

Responsible for delivering our Company's strategy & business plans and overall company performance

RESPONSIBILITIES OF THE BOARD

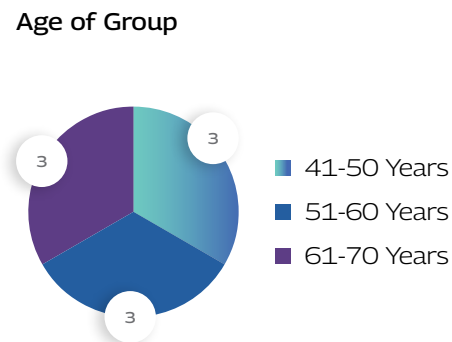
Effective leadership	Responsibility and integrity	Risk management	Reporting and communication	Managing human capital	Business continuity
Pivotal role in steering and setting the strategic direction of our businesses	Safeguarding our Company's financial well-being and ensuring the integrity of financial controls	Identification of risks and opportunities as well as succession planning, cyber security and ESG-related matters	Transparent communication of priorities and accurate as well as adequate reporting	Effective policy-making and setting of standards via Code of Conduct	Compliance with regulations and industry standards

- Financial Capital
- Manufacturing Capital
- Human Capital
- Social & Relationship Capital
- Intellectual Capital
- Natural Capital

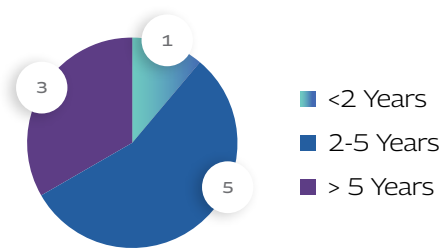
COMPOSITION



DIVERSITY OF AGE



DIVERSITY OF TENURE



DIVERSITY OF GENDER ON BOARD

2 Women

7 Men

99%

Average Attendance in Board and Committee Meetings

100%

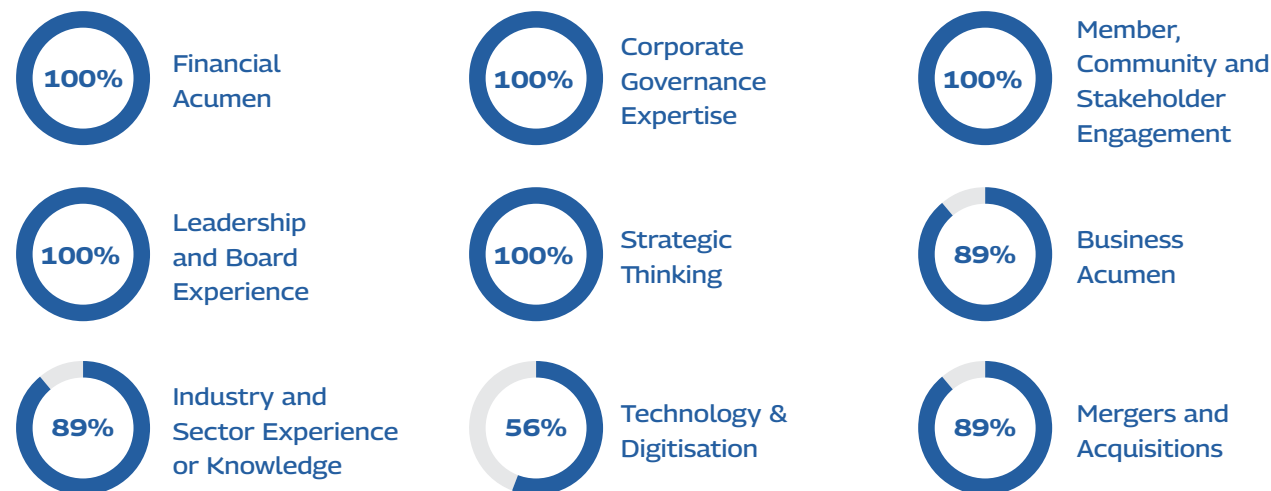
Members of the Audit Committee are Independent Directors

100%

Committees Chaired by Independent Directors

DIVERSITY OF SKILLS

The Board comprises Directors who are reputed professionals who have demonstrated accountability and adherence to values of ethics, integrity, and mutual respect. While strongly knowledgeable in their respective domains, they are also eminent leaders, inspiring trust and confidence, and respected by our teams. The diversity of skill sets & expertise possessed by the Directors are as under:



KEY POLICIES THAT GUIDE OUR ETHICAL CONDUCT

1

Code of Conduct

The Board of our Company has laid down Codes of Conduct viz. one for all the Directors and one for all Senior Management and Employees of our Company. These Codes are the central policy documents which specify the requirements for business practices and principles of behaviour that the Directors associated with our Company and employees working for and with our Company must comply with, regardless of their location.

2

Diversity & Inclusion Policy and LGBTQ Inclusion Policy

As an integrated 3PL organisation, we strive to create an environment responsive to diverse cultures and groups in all our interactions - with employees, customers, visitors, suppliers, contractors, shareholders, investors, and the communities within which we operate. The purpose of this policy is to support and facilitate an inclusive environment that embraces all that makes us different and recognises the benefits that this difference makes. LGBTQ Inclusion policy is drafted as an extension of our Diversity and Inclusion policy and is framed to enable the inclusion of employees who belong to the LGBTQ community.

3

Equal Opportunity Policy

As an organisation, we are committed to providing equal opportunity to all, including Persons with Disabilities.

4

Policy on Prevention of Sexual Harassment at the Workplace

The Policy is adopted to provide a safe, secure and enabling environment, free from sexual harassment. All employees, irrespective of their gender, gender identity and expression and sexual orientation, as well as women who visit the premises of our Company for any purpose are covered under this Policy.

5

Policy On Materiality of and on Dealing with Related Party Transactions

The Policy is intended to ensure that appropriate reporting, approval, and disclosure processes are in place for all transactions between our Company/ Subsidiary Companies (as applicable) and Related Parties of the Company/Subsidiary Companies. It ensures that all related-party transactions are carried out as per arm's length parameters and adequate information is provided to audit committee and shareholders, thereby bringing transparency.

6

Whistle Blower Policy

The Vigil Mechanism as envisaged in the Act and SEBI Listing Regulations, is implemented through the Whistleblower Policy to provide adequate safeguards against the victimisation of persons to report genuine concerns regarding unethical behaviour or actual or suspected fraud or violation of our Company's Codes and Policies, it also makes a provision for direct access to the Chairperson of the Audit Committee.

7

Vendor Code of Conduct

We have adopted the Vendor Code of Conduct, which defines the minimum and basic requirements placed for our Company's Vendors. This Code requires our Company's Vendors to go beyond legal compliance, drawing upon internationally recognised standards, in order to advance social and environmental responsibility. The acceptance of this Code is mandatory for all vendors of our Company.

8 Investor Grievance Redressal Policy

The Policy is drafted to promote and build prompt investor grievance redressal mechanism and investor-friendly relations. We have an established mechanism for investor service and grievance handling, with the Registrar and Share Transfer Agent ("RTA") and the Compliance Officer appointed by our Company for this purpose being the important functional nodes. The Policy also has an escalation matrix for handling investor grievances.

9 Code Of Conduct for Prevention of Insider Trading in Securities of the Company

This Code has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate relatives towards achieving compliance with the SEBI Insider Trading Regulations. It is designed to maintain the highest ethical standards of dealing in securities of the Company by persons to whom it is applicable. The provisions of the Code are designed to prohibit Designated Persons and their immediate relatives from trading in the Company's securities when in possession of and/or having access to Unpublished Price Sensitive Information.

10 Environment, Health and Safety Policy

The vision of the Policy is to help our Company become an organisation free of accidents, occupational diseases and pollution. The Policy is displayed at all prominent locations and offices and communicated to all stakeholders.

11 Sustainability Policy

We resonate with Mahindra Group's Planet Positive philosophy and believe that adopting sustainable practises in operations is not just a business imperative. It is an imperative that provides a competitive advantage in the long term. As an integrated third-party logistics service provider, we are conscious of our business footprint and committed to clean and responsible operations. To achieve this, we have structured our Sustainability Strategy to focus on Driving Net Zero, Pioneering Circularity, and Thought Leadership.

INITIATIVES THAT STRENGTHEN CORPORATE GOVERNANCE AT MLL



Code of Conduct

During the reporting period, we strengthened our communication and training campaigns to reinforce awareness regarding the Code of Conduct. The Code of Conduct is also made available in multiple regional languages.



Savdhaan Insider for Prevention of Insider Trading

Covers awareness sessions/alerts for greater awareness on the prevention of Insider trading of our Company's securities and other compliances under the applicable SEBI regulations.



Prevention of Sexual Harassment (POSH)

Supported by a gender-agnostic POSH, we actively conduct various training and sensitisation programmes across all our locations and verticals on a periodical basis through our SPEAK UP THEN and THERE programme.



WeComply

A tech-based platform to ensure consistent and uniform adherence to compliance processes across our pan India operations.



MLL Ethics Helpline

A helpline featuring 24x7 access via a toll-free number and a web portal, and multi-lingual support across Tamil, Telugu, and Spanish in addition to Hindi and English.



Please report any unethical behaviour or violations at:



SHARE YOUR OPINION WITH US We appreciate your feedback

[Shareholders' Satisfaction Survey Link](#)



CLICK TO SHARE YOUR OPINION

SCAN TO SHARE YOUR OPINION

AWARDS & ACCOLADES

Celebrating Achievements & Accolades



Received the Overall Excellence Award in Logistics & Supply Chain for 3PL, E-commerce Logistics & Freight Forwarding categories at the esteemed CII Scale Awards 2023



Recognised as the TOP LOGISTICS CHAMPION by ISCM Forums in India's First Logistics Service Provider Rankings.



Awarded for Best Initiatives in Gender Diversity and Inclusivity at 5th Indian Logistics & Warehousing Excellence Awards 2023 by ISCM Forums



Received the NITIE Lakshya-Sparsha CSR Award 2023 for our Skill Development and Employability Project



GOLD award in the Industrial Engineering and Operational Management category at the IIM Mumbai - NITIE, LAKSHA 2023



Achieved the Best Skill Development Programme Initiative of the Year - 2023 (Corporate) at the Indian CSR Awards 2023



Accorded with the ESOPS (Non-Factory) Award at the RISE Awards 2024 for Our Zero Accident Zone (ZAZ) Project on the Nashik-Bhiwandi Highway NH3



Received the National Safety Council - National Safety Award 2023 under Services Category



Bagged the Delivery Excellence Award at the GE Aerospace Strategic Business Partnership Meet 2023



Meru Cabs awarded at the 5S Awards 2023-24, by The Delhi International Airport for Best Practices in Delivering Superior Passenger Experience

Corporate Information

BOARD OF DIRECTORS

Dr. Anish Shah
Chairman & Non-Executive Director

Mr. Rampraveen Swaminathan
Managing Director & CEO

Mr. Naveen Raju
Non-Executive Director

Mr. Darius Pandole
Independent Director

Mr. Ranu Vohra
Independent Director

Ms. Avani Davda
Independent Director

Ms. Malvika Sinha
Independent Director

Mr. Dhananjay Mungale
Independent Director

Mr. Ameet Hariani
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Saurabh Taneja

COMPANY SECRETARY

Mr. Jignesh Parikh

BOARD COMMITTEES

Audit Committee

Mr. Ranu Vohra - Chairperson

Mr. Darius Pandole

Ms. Avani Davda

Ms. Malvika Sinha

Mr. Dhananjay Mungale

Mr. Ameet Hariani

Nomination and Remuneration Committee

Mr. Darius Pandole - Chairperson

Dr. Anish Shah

Mr. Dhananjay Mungale

Mr. Ranu Vohra

Risk Management Committee

Ms. Avani Davda - Chairperson

Ms. Malvika Sinha

Mr. Ranu Vohra

Mr. Rampraveen Swaminathan

Stakeholders' Relationship Committee

Mr. Darius Pandole - Chairperson

Mr. Naveen Raju

Ms. Avani Davda

Corporate Social Responsibility Committee

Mr. Ranu Vohra - Chairperson

Ms. Malvika Sinha

Mr. Naveen Raju

Mr. Rampraveen Swaminathan

Investment Committee

Mr. Darius Pandole - Chairperson

Mr. Ranu Vohra

Mr. Rampraveen Swaminathan

Mr. Naveen Raju (inducted w.e.f. 29 January 2024)

BANKERS

Axis Bank Limited

HDFC Bank Limited

ICICI Bank Limited

Kotak Mahindra Bank Limited

State Bank of India

STATUTORY AUDITORS

Deloitte Haskins & Sells LLP
Tower 3, 24th - 32nd Floors,
Senapati Bapat Marg,
Elphinstone Road (West),
Mumbai - 400 013

Tel.: +91 22 6185 4000

SECRETARIAL AUDITORS

M/s. Makarand M. Joshi & Co.,
Practising Company Secretaries
Ecstasy, 803-804, 8th Floor,
Citi of Joy, JSD Road,
Mulund (West), Mumbai - 400 080

Tel.: +91 22 2167 8100

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
L B S Marg, Vikhroli (West),
Mumbai - 400 083

Tel No.: +91 22 4918 6270/
810 811 6767

Fax No.: +91 22 4918 6060

Website: www.linkintime.co.in

E-mail Id:

rnt.helpdesk@linkintime.co.in

REGISTERED OFFICE

Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai - 400 018

CORPORATE OFFICE

10th & 11th Floor, Arena Space,
Near Majas Bus Depot,
Jogeshwari Vikhroli Link Road,
Jogeshwari (East),
Mumbai - 400 060

Tel.: +91 22 6836 7900

Email:

enquiries-ml@mahindralogistics.com

Website:

www.mahindralogistics.com

BOARD'S REPORT

Dear Shareholders,

The Board of Directors ("the Board") of Mahindra Logistics Limited ("the Company") is pleased to present their Report along with the Audited Financial Statements of the Company for the financial year ended 31 March 2024 ("financial year under review" or "financial year 2023-24").

A. FINANCIAL SUMMARY AND OPERATIONAL HIGHLIGHTS

(₹ in crores)

Particulars	Standalone		Consolidated	
	Financial year 2023-24	Financial year 2022-23	Financial year 2023-24	Financial year 2022-23
Income				
Revenue from Operations	4,529.90	4,458.90	5,505.97	5,128.29
Other Income	13.30	12.04	17.90	15.85
Total Income	4,543.20	4,470.94	5,523.87	5,144.14
Expenses				
Cost of materials consumed	0.41	6.58	0.41	6.58
Changes in inventories of finished goods, stock in trade & work in progress	-	0.45	-	0.45
Employee benefit expenses	284.94	289.04	404.70	354.56
Operating expenses	3,829.38	3,792.86	4,687.59	4,379.48
Other expenses	122.78	93.68	184.23	127.46
Depreciation and amortisation expenses	177.54	169.17	208.99	189.50
Finance cost	44.11	41.42	68.16	51.57
Total Expenses	4,459.16	4,393.20	5,554.08	5,109.60
Profit before exceptional items and tax	84.04	77.74	(30.21)	34.54
Exceptional items (net)	1.51	2.70	3.82	-
Profit Before Tax ("PBT")	85.55	80.44	(26.39)	34.54
Tax expenses	23.57	15.91	25.68	7.12
Profit After Tax ("PAT")	61.98	64.53	(52.07)	27.42
Share of (loss)/ profit of Joint Venture/ Associate	-	-	(1.02)	(2.79)
Profit for the year	61.98	64.53	(53.09)	24.63
Other comprehensive income/ (losses)				
Re-measurements of the defined benefit plans - Gains/(Losses)	0.89	1.57	0.96	1.91
Income tax relating to items that will not be reclassified to profit & loss	(0.25)	(0.40)	(0.32)	(0.42)
Total other comprehensive income	0.64	1.17	0.64	1.49
Total comprehensive income	62.62	65.70	(52.45)	26.12
Attributable to				
(a) Owners of the Company	62.62	65.70	(54.06)	27.76
(b) Non-Controlling interest	-	-	1.61	(1.64)
Balance of Profit from earlier years	423.93	372.62	382.02	368.65
Dividend Paid	(18.01)	(14.39)	(18.01)	(14.39)
Balance carried forward to reserves	468.54	423.93	309.95	382.02

The financial year 2023-24 was a mixed year for the logistics sector. Global economy outperformed the outlook with many major economies showing resilience despite many risks & challenges. But global recovery remains slow leaving little margins for policy errors. The Indian economy also showed robust growth despite several challenges along the way. Overall economic activity showed an uptick with a strong growth in manufacturing activity with strong domestic demand. When it comes to our key end markets, we saw strength in overall automotive segment, driven by growth primarily

in passenger cars. Two Wheelers saw good recovery compared to previous year, demand for commercial vehicles remained relatively muted. Farm segment saw sluggishness with weakening leading indicators. Consumer segment had muted volumes with demand softness in both urban and rural. However, many of the customers in this segment are now earnestly reviewing their supply chain design and this is resulting in a higher number of bids or RFQs for integrated logistics services. Manufacturing sector showed positive signs with strong orderbook and favourable raw material prices along with improving demand in international market. Ecommerce had a challenging start to the year, but we saw an uptick in order intake in the last quarter due to stronger growth in hyperlocal grocery and specific product segments in key geographical markets. While there was a small uptick in ocean freight prices in the last quarter of the financial year under review, overall markets and pricing remained subdued for cross-border logistics. There was a moderate impact of the Red Sea crisis on pricing, but no significant benefits arose. With an increased focus on Make in India and a greater spread of exports to other geography, cross-border logistics remains a key growth area for us in the future and the Company continues to invest in that space as it tries to focus on volume recovery. Express business saw significant improvement in performance. There was growth and higher synergy between the Express business and 3PL business. However, the Company's sales focus has been on driving lean utilization as it tries to look at cost optimization, margin improvement and thus, it has been selective with customer growth. Mobility saw strong growth in B2C demand with increased travel and seasonal vacations. B2B segment continues to show slow but sure growth as return to work has accelerated to higher levels and this is evidenced in its volume growth as well.

Consolidated Performance

In financial year 2023-24, your Company experienced robust consolidated revenue growth, reaching ₹ 5,505.97 crores, with a surge of 7% compared to the previous year. However, Gross Margin decreased moderately to 9.5% from 10% in financial year 2022-23. Despite challenges in the B2B segment, cost optimisation efforts enhanced operating margins in Q4. Moreover, we made significant strides in business integration, highlighted by the second tranche of investment in Zipzap Logistics Private Limited. Our core 3PL segment remained steady, while the Mobility segment showed positive momentum.

Notably, in the financial year 2023-24, more than 24% of our revenue stemmed from integrated solutions, showcasing the increasing demand for comprehensive offerings. Additionally, around 60% of our Top 100 customers utilize more than 2 services and multiple offerings from our portfolio, marking a significant milestone that underlines the depth and breadth of our engagement with key partners.

Your Company continued to invest assertively in new facilities building our multi-client BTS sites and capital investments in the electric fleet. It made significant progress towards the development of LogiOne - our integrated tech stack. During the financial year, your Company also completed a major transition on our technology infrastructure, which has strengthened the businesses, and integrated services as well as provides better data protection and lowers our vulnerability on overall cloud-based architecture.

The consolidated Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") de-grew by 11.83% to ₹ 229.04 crores for the financial year 2023-24, as compared to ₹ 259.76 crores for the previous financial year.

The consolidated PAT (after share of loss of joint venture and controlling interest) de-grew by 315.51%, to ₹ (53.09) crores for the financial year 2023-24 from ₹ 24.63 crores in the previous financial year.

From a sustainability perspective, your Company's focus remains on three pillars: Decarbonizing its supply chains, sustainable infrastructure and driving circularity across its business. Your Company finished FY24 with over 30 million green kilometres across its electric vehicle fleet and over 3.6 million sq. ft of renewable power warehousing. Your Company has around 3.5 million sq. ft. of IGBC Platinum, or LEED certified buildings, which constitutes to ~80% of its build-to-suite or multi-client infrastructure.

Standalone Performance

In financial year 2023-24, standalone revenue of ₹ 4,529.90 crores was reported, a marginal increase from ₹ 4,458.90 crores in the previous financial year. Gross Margin increased to 11.1% as compared to 10.5% in the previous financial year. EBITDA also witnessed a nominal growth, reaching ₹ 292.39 crores compared to ₹ 276.29 crores in previous financial year. Profit before tax rose to ₹ 85.55 crores from ₹ 80.44 crores, indicating improved operational performance. Profit after tax declined marginally, reaching ₹ 61.98 crores in financial year 2023-24 compared to ₹ 64.53 crores

BOARD'S REPORT (Contd.)

in previous financial year. Standalone results were impacted during the year due to one-time charges of ₹ 12 crores.

Adjusted for these one-time charges, Profit before tax grew by nearly 21% compared to previous financial year. The same translated into diluted earnings per share that stood at ₹ 8.58, compared to ₹ 8.94 in the previous financial year.

Credit Ratings

The Long-term and Short-term credit facilities (fund and non-fund based) of the Company are rated by ICRA Limited. During the financial year under review, ICRA Limited re-affirmed and retained [ICRA]AA(Stable)/[ICRA]A1+ credit ratings assigned to said credit facilities of the Company. The Outlook on the long-term rating continues to be Stable.

The liquidity position of the Company is strong, supported by its cash & bank balance and liquid investments of ₹ 15.33 crores as on 31 March 2024. The re-affirmed credit rating reflects the Company's strong financial profile characterised by its low leverage and strong debt coverage, and a high degree of safety regarding timely servicing of its financial obligations.

Ratings issued by ICRA Limited are disclosed on the Company's website and can be accessed at the weblink <https://mahindralogistics.com/financial-results/credit-ratings/> and website of the stock exchanges where equity shares of the Company are listed.

Accounting Method

The Annual Audited Consolidated and Standalone Financial Statements of the Company are complied with Section 129 of the Companies Act, 2013 ("the Act") and are prepared in accordance with the Indian Accounting Standards ("Ind AS") as notified under Section 133 of the Act read with the Companies (Accounts) Rules, 2014 and other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"). The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies, associates and joint ventures.

The Annual Audited Consolidated and Standalone Financial Statements of the Company are prepared on a going-concern basis.

There are no material departures from the prescribed norms stipulated by the accounting standards in preparation of the annual accounts. Accounting policies have been consistently applied, except where a newly issued accounting standard, if initially adopted, or a revision to an existing accounting standard, required a change in the accounting policy hitherto in use. The management evaluates accounting standards including any revision thereon on ongoing basis.

Publication and access to the Financial Statements and Results

The Company publishes its Unaudited Consolidated and Standalone Financial Results which are subjected to limited review on a quarterly basis. The Audited Consolidated and Standalone Financial Statements and Results are published on an annual basis. Upon publication, the Financial Statements and Results are also uploaded on the websites of the stock exchanges where shares of the Company are listed and the website of the Company.

In accordance with Section 136 of the Act, the Annual Audited Consolidated and Standalone Financial Statements of Company and the subsidiary companies and all relevant documents, related thereto, are uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-results/>.

Change in the nature of the business

There have been no changes in the nature of the business and operations of the Company during the financial year under review.

B. ACQUISITIONS, INVESTMENTS AND RESTRUCTURING

In alignment with our growth strategy and to achieve greater scale, enhance technological capabilities, broaden geographical coverage, drive operational synergies and efficiencies, your Company has completed the following acquisitions/restructuring of its businesses in the financial year 2023-24:

Completion of the transfer of Express Network Business of the Company

MLL Express Services Private Limited ("MESPL"), a wholly owned subsidiary of the Company provides B2B express logistics services under the brand name "Rivigo by Mahindra Logistics". To consolidate the Express businesses under one entity and to enable synergies, optimization of resources and enhanced

services to customers, the Company had, on 30 March 2023, entered into a Business Transfer Agreement ("BTA") with MESPL for sale/transfer of the Company's Express Network Business, as a going concern on slump exchange basis, effective 1 April 2023, for a lump sum consideration of ₹ 20.83 crores, to be discharged by MESPL through issue of equity shares to the Company. The said sale/transfer of the Company's Express Network Business was completed on 31 July 2023 and consequently, MESPL on the said date allotted 2,08,32,222 equity shares of ₹ 10 each fully paid to the Company towards consideration for the said sale/transfer.

Divestment of stake in Transtech Logistics Private Limited ("TLPL")

On 20 December 2023, the Company entered into a Share Purchase Agreement with TLPL and its Promoters, and sold/transferred the 39.79% stake held by it in TLPL i.e., 100 equity shares of ₹ 10 each and 65,988 Compulsorily Convertible Preference Shares of ₹ 50 each, for a consideration of ₹ 1,32,176/- which was discharged by the Promoter of TLPL in cash to the Company. Consequently, the shareholding of the Company became nil in TLPL on 20 December 2023 and TLPL ceased to be an associate of the Company with effect from such date.

Increase of Stake in Zipzap Logistics Private Limited ("ZipZap")

During the financial year under review, and pursuant to the Share Purchase Agreement, Share Subscription Agreement and Shareholders' Agreement entered by the Company, it acquired 22,645 equity shares and 31,600 Series A Compulsorily Convertible Cumulative Preference Shares of Zipzap, which taken together with the previous holding of the Company, constituted 60% of the Share Capital of Zipzap, on a fully diluted basis. Consequently, Zipzap ceased to be an associate and became the subsidiary of the Company with effect from 22 December 2023.

Zipzap specializes in last mile and micro fulfilment services under the brand Whizzard. The Company's investment in ZipZap has complemented the Company's existing last-mile delivery business and electric vehicle-based delivery services ("eDeL").

Merger of V-Link Automotive Services Private Limited and V-Link Fleet Solutions Private Limited with MLL Mobility Private Limited

The Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide its order dated 7 March 2024 ("Order") had sanctioned the Scheme of Merger by

Absorption of V-Link Automotive Services Private Limited ("VASPL") and V-Link Fleet Solutions Private Limited ("VFSPL") (together referred to as "Transferor Companies") with MLL Mobility Private Limited ("MMPL" or "Transferee Company") and their respective shareholders ("Scheme") under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder.

The Transferor Companies as well as the Transferee Company were the wholly owned subsidiaries of the Company. The Certified Copy of the Order of NCLT under Section 230 to 232 and other applicable provisions of the Act sanctioning the above Scheme was filed by the respective companies on 28 March 2024 with the Registrar of Companies, Maharashtra ("ROC"), and consequently VASPL and VFSPL being the Transferor Companies dissolved and ceased to be the subsidiaries of the Company with effect from 28 March 2024. MMPL being the Transferee Company, discharged the consideration mentioned in the Scheme, by way of issuance and allotment of 1,79,470 equity shares of ₹ 10 each to the Company in lieu of its shareholding held in the Transferor Companies on 16 April 2024. MMPL continues to remain as a wholly owned subsidiary of the Company.

Material changes and commitments affecting the financial position of the Company

No material changes and commitments affecting the financial position of the Company have occurred after the end of the financial year 2023-24 till the date of this report i.e., from 1 April 2024 to 22 April 2024.

C. SUBSIDIARIES, ASSOCIATES AND HOLDING COMPANY**Subsidiaries**

As on 31 March 2024 and the date of this report, the Company has seven unlisted subsidiaries, four of which are wholly-owned subsidiaries. The subsidiary companies primarily deal in the business of transportation, freight forwarding, express network business, last mile delivery and continue to contribute to the overall growth in revenues and performance of the Company. For the financial year 2023-24, the subsidiaries contributed to 18.93% of the consolidated revenue of the Company.

Lords Freight (India) Private Limited ("Lords"), subsidiary of the Company provides freight forwarding services for exports and imports, customs brokerage operations, project cargo services and charters. During

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the financial year 2023-24, Lords earned revenue of ₹ 247.85 crores as against ₹ 365.83 crores in the previous year, registering a degrowth of 32.25% over previous financial year. Its net profit after tax de-grew by 65.79% and stood at ₹ 3.39 crores for the financial year under review as against ₹ 9.96 crores for the previous financial year.

The Company holds 99.05% stake in Lords as on 31 March 2024. Lords contributed 4.50% to the consolidated revenue of the Company for the financial year 2023-24.

2x2 Logistics Private Limited ("2x2"), subsidiary of the Company specializes in offering automotive outbound logistics solutions to four-wheeler and two-wheeler industries and has a fleet of 120+ vehicles. During the financial year 2023-24, the revenue of 2x2 grew by 167.52% amounting to ₹ 55.35 crores as against ₹ 20.69 crores in the previous financial year. There is a net profit after tax of ₹ 3.51 crores during the financial year 2023-24 as compared to a net loss of ₹ 3.87 crores for the previous financial year.

The Company holds 55% stake in 2x2 as on 31 March 2024.

2x2 contributed 1.01% to the consolidated revenue of the Company for the financial year 2023-24.

MLL Express Services Private Limited ("MESPL"), headquartered in Gurgaon, provides B2B Express logistics services across the value chain under the brand name "Rivigo by Mahindra Logistics". During the financial year 2023-24, MESPL earned revenue of ₹ 364.22 crores as compared to ₹ 121.62 crores in the previous financial year. Its net loss after tax increased by 288.71% and stood at ₹ 123.57 crores for the financial year under review as compared to ₹ 31.79 crores in the previous financial year.

MLL Mobility Private Limited ("MMPL") is in the business of providing passenger transportation in ride hail segment and corporate transportation service solutions to companies in various sectors such as BPOs, Banking, IT and ITES. MMPL has electric vehicles fleet of 200+ vehicles. During the financial year 2023-24, MMPL earned revenue of ₹ 333.34 crores as against ₹ 185.14 crores in the previous financial year, registering a growth of 80.05%. There is a net profit after tax of ₹ 1.78 crores for the financial year under review as against the net loss after tax of ₹ 8.57 crores for the previous financial year.

ZipZap Logistics Private Limited ("ZipZap"), headquartered in Hyderabad, is a tech enabled last-mile delivery logistics company operating under the brand name "Whizzard". During the financial year 2023-24, ZipZap earned revenue of ₹ 125.24 crores as compared to ₹ 114.48 crores in the previous financial year, an increase of 9.40% year-on-year. ZipZap incurred a net loss after tax of ₹ 2.94 crores during the financial year under review as against a net loss of ₹ 7.55 crores in the previous financial year.

Zipzap became the subsidiary of the Company on 22 December 2023 and the Company holds 64.10% of the issued share capital (60% on a fully diluted basis) in ZipZap as on 31 March 2024.

For the purpose of consolidation, revenue of ₹ 35.20 crores, from the date ZipZap became a subsidiary of the Company is considered, which contributed 0.64% to the consolidated revenues of the Company for the financial year 2023-24.

V-Link Freight Services Private Limited ("VLFPL"), provides freight forwarding, logistics and transportation and air charter services. During the financial year 2023-24, VLFPL earned revenue of ₹ 6.46 crores as compared to ₹ 0.49 crores in the previous year, an increase of 1218.37% year-on-year. VLFPL incurred a net loss after tax of ₹ 1.58 crores during the financial year under review as against a net loss of ₹ 0.14 crores in the previous financial year.

The Company holds 100% stake in VLFPL as on 31 March 2024.

VLFPL contributed 0.12% to the consolidated revenues of the Company for the financial year 2023-24.

MLL Global Logistics Limited ("MGL"), wholly-owned subsidiary of the Company is incorporated in United Kingdom to provide freight forwarding, logistics and transportation and air charter services. MGL is yet to commence its operations.

Associates/Joint Ventures

Pursuant to the sale/transfer of the 39.79% stake held by the Company in TLPL, it ceased to be an associate of the Company with effect from 20 December 2023. There are no associates or joint ventures of the Company as on 31 March 2024.

Material Subsidiaries

In terms of the criteria laid down in the Company's Policy on Material Subsidiaries and the SEBI Listing

Regulations, the Company has no Material Unlisted Indian Subsidiary as on 31 March 2024 and as such the requirement under Regulation 24A of the SEBI Listing Regulations regarding the Secretarial Audit of Material Unlisted Indian Subsidiary is not applicable to the Company for the financial year 2023-24.

Performance and contribution of the Subsidiaries and Associates

A report on the highlights of the performance and financial position of each of the Company's subsidiaries, associate and joint venture companies is included in the Consolidated Financial Statements and the salient features of their Financial Statements and their contribution to overall performance of the Company as required under Section 129(3) of the Act read with the rules framed thereunder, is provided in Form AOC-1 and forms part of this Annual Report.

There was no material change in the nature of the business of the subsidiaries or associates of the Company during the financial year 2023-24.

Holding and Promoter Company

Mahindra & Mahindra Limited ("M&M") is the Holding and Promoter Company of the Company.

As on 31 March 2024, M&M holds 4,18,12,257 equity shares, representing 58.04% of the share capital of the Company.

D. DIVIDEND

Dividend Distribution Policy

The Board of the Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations which establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company.

As per the Dividend Distribution Policy, the dividend payout is determined basis the performance of the Company, available financial resources, investment requirements and taking into account optimal shareholder return and other internal and external factors. Within these parameters, the Company would endeavor to maintain a dividend pay-out of an optimal range of at least 20% of annual audited standalone PAT of the Company.

The Dividend Distribution Policy is enclosed herewith as **Annexure I** and forms part of this Annual Report. It is also uploaded on the Company's website and can be accessed from the weblink: <https://mahindralogistics.com/policies/>

Dividend paid during the financial year 2023-24

During the financial year 2023-24 with approval of the Shareholders at the 16th Annual General Meeting, the Company paid final dividend of ₹ 2.50 per equity share (being 25% of face value) to the shareholders of the Company holding 7,20,36,151 shares. The said dividend paid represented 27.91% of standalone PAT as of 31 March 2023 and resulted in cash outflow of ₹ 18.01 crores (including withholding tax of ₹ 1.62 crores).

The Company has not declared or paid any Interim Dividend during the financial year under review.

Dividend recommended for the financial year 2023-24

Considering the performance of the Company for the financial year 2023-24, the Board of the Company has recommended a final dividend of ₹ 2.50/- per equity share (being 25% on face value) out of the profits earned by the Company for the financial year 2023-24.

The recommended equity dividend outgo represents 29.06% of standalone PAT earned for the financial year 2023-24 and would result in cash outflow of approximately ₹ 18.01 crores including withholding tax, if declared.

The final dividend recommended for the financial year 2023-24 is in accordance with the parameters laid down in the Dividend Distribution Policy of the Company and is subject to approval of Members at the ensuing Annual General Meeting ("AGM") and deduction of tax at source. Final dividend, if approved, shall be payable to those Members whose names appear in the Register of Members and List of Beneficial Owners as on 12 July 2024 "Record Date". The Register of Members and Share Transfer books of the Company will remain closed from Saturday, 13 July 2024 to Monday, 22 July 2024 (both days inclusive) for the purpose of determining shareholders eligibility of the final dividend.

Details of Shareholders as available in the Register of Members/List of Beneficial Owners on Record Date will be relied upon by the Company for the purpose of complying with the applicable withholding tax provisions and payment of the final dividend, if declared.

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Transfer to reserves

The Board has decided not to transfer any amount to the General Reserves for the year under review. The profits earned during the financial year have been retained in the Profit & Loss Account of the Company for business and operations of the Company.

E. INVESTOR RELATIONS

Throughout the financial year, the Company continued its interactions with domestic and overseas analysts, investors, and funds, establishing a relationship of transparency and mutual understanding.

The Management of the Company engages with the investor community through different means such as one-on-one meetings, group meetings, warehouse site visits and participation in conferences organized by investors/broking houses. Additionally, the Company conducts quarterly earnings conference calls, following the announcement of the financial results.

These interactions take place either virtually or in person and aim to provide a comprehensive overview of the Company's operations, business and financial performance, as well as industry developments.

To ensure transparency and equal access of information to all stakeholders and the general public, the Company uploads relevant details of the schedules, presentations, outcomes, recordings, transcripts etc. of the interactions held on its website and on the websites of the Stock Exchanges where its equity shares are listed, at various stages of the interactions. The disclosures, presentation, transcripts and the audio recordings of the interactions are hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the Company.

The investor relations information can be accessed on the Company's weblink: <https://mahindralogistics.com/investor-interaction/>.

Prior to the interactions an advance intimation of the schedule of group interactions, conducted virtually or in person, with details pertaining to the meet/call, mode of attending, details pertaining to registrations, disclaimers/note to complete/ease registration/attend the call, details regarding specific platform requirements, if any, inclusions/exclusions of audience/participants, if any, and such other details as applicable, are disclosed by the Company.

An earnings presentation summarizing the Company's overall business, services offered, industry trend, published financial results and performance is released by the Company upon publication of financial results on a quarterly basis and is made available to the shareholders, investors and general public through uploads upon on the website of the Stock Exchanges and the Company, in advance for active and healthy participation.

During the interactions the Investors/analyst/funds are briefed on the published Financial Results, overall performance of the businesses of the Company, general industry update, information available in public domain and contents of the earnings presentation, followed by a Question & Answer session with the management of the Company.

No unpublished price sensitive information is discussed/disclosed during interactions to create confidence and maintain sanctity of the meet/call.

Post the interactions, an outcome of all group interactions giving brief of the discussions at the interactions, the exact weblink of the presentations referred to during the interactions and confirmation that no unpublished price sensitive information was shared/discussed in the meeting/call is promptly disclosed to the stock exchanges where equity shares of the Company are listed and uploaded on the website of the Company.

Additionally for all quarterly earnings conference calls, list of management attendees, the exact weblink to the website of the Company where the audio recording is uploaded, are disclosed and made public on conclusion of the earnings call. The transcripts of the quarterly earnings calls in readable pdf format are also filed with the Stock Exchanges and uploaded on the website of the Company, within five working days on conclusion of the call.

During the financial year under review, the Company adopted the Investor Grievance Redressal Policy (including Escalation Matrix) to promote and build prompt Investor Grievance redressal mechanism and investor friendly relations. The said Policy recognised the Investors' right and access to reach out to the Company to enable them to raise a query or record a grievance, which would also enable the Company to use investors' views as a feedback mechanism.

Silent period

The Company, voluntarily as a good governance practice, observes a 'Silent/Quiet period' for 15 days prior to the announcement of its quarterly & annual financial results to safeguard price sensitive information and avoid unintended slippage of information. During this period, no interactions are held with investors, analysts, funds or media houses to ensure protection of Company's Unpublished Price Sensitive Information. Notice of the Silent period is circulated internally to all concerned and also uploaded on the website of the Company.

F. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls commensurate with the size, scale, and complexity of operations of the Company. Regular audits and review processes ensure that such systems are reinforced and further improvised on an ongoing basis. The Company's Internal Financial Controls were deployed through Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organisations of the Treadway Commission (COSO), that addresses material risks in the Company's operations and financial reporting objectives.

The Company continues to invest in various digitisation initiatives to automate controls to an extent possible, in order to minimize manual errors and lapses. The Company added new automated controls considering the increase in size and complexity of its operation.

During the financial year under review, the Company engaged an external independent consultant to conduct an audit of its risk control matrix and assess the design and operating effectiveness of the Internal Financial Controls. The findings of the audit indicated that there were no material weaknesses in the effectiveness of the internal control systems, and no major deficiencies were identified in their design or operation. Furthermore, no significant changes in the internal control over financial reporting were noted, and the internal control systems were operating adequately.

The Company's internal financial controls were also assessed and examined by the Statutory Auditors, who have provided an unmodified opinion regarding their adequacy and operating effectiveness as of 31 March 2024. During the financial year under review, neither the Internal Auditor nor the Statutory Auditors issued any letters indicating weaknesses in the internal controls.

The Company's Financial Statements are prepared basis the Significant Accounting Policies that are carefully selected by Management and approved by the Audit Committee and the Board. These accounting policies undergo periodical review and are updated from time to time.

The Company uses SAP ERP systems as a business enabler and to maintain its books of accounts. The transactional controls built into the SAP ERP systems ensure appropriate segregation of duties, necessary approval mechanisms, and the maintenance of supporting records.

Moreover, the Company has implemented policies and procedures to ensure the orderly and efficient conduct of its business, protect its assets, prevent and detect frauds and errors, maintain accurate and complete accounting records, and prepare reliable financial information in a timely manner. The Code of Conduct for Senior Management and Employees of the Company plays a crucial role in committing Management to adhere to financial and accounting policies, systems, and processes. Management conducts regular reviews of the systems, standard operating procedures, and controls. The Internal Audit department audits these systems and controls, with their findings and recommendations being reviewed by the Audit Committee, which oversees their implementation.

Pursuant to Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, and based on the framework of internal financial controls and compliance systems established and maintained by the Company, the assessments and audit carried out by the internal auditors, and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls laid down with reference to the Financial Statements were adequate and operating effectively during the financial year 2023-24.

G. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis for the financial year under review, as stipulated under Regulation 34(2)(e) read with Part B of Schedule V of the SEBI Listing Regulations, is presented in a separate section and forms part of this Annual Report.

It provides mandatory disclosures required under the SEBI Listing Regulations comprising of inter-alia

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details about the overall industry structure, economic scenarios, operational and financial performance of the Company, business strategy, internal controls and their adequacy, risk and concerns and other material developments during the financial year 2023-24.

H. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions entered during the financial year under review were in the ordinary course of business and on arms' length basis, pre-approved by the Audit Committee, comprising of only Independent Directors of the Company. The said transactions were in accordance with the Policy on materiality of and on dealing with Related Party Transactions, formulated by the Company.

Prior omnibus approval of the Audit Committee is obtained for transactions with related parties which are repetitive in nature. Further, prior approval of the Audit Committee, is obtained for related party transactions proposed to be entered by the subsidiary of the Company to which the Company is not a party, exceeding 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary. A statement on Related Party Transactions specifying the details of the transactions entered pursuant to the omnibus approval granted is reviewed by the Audit Committee and the Board on a quarterly basis.

On announcement of half-yearly financial results, details of all related party transactions entered into by the Company and its subsidiaries (on a consolidated basis) are disclosed and filed with the stock exchanges where equity shares of the Company are listed, within prescribed timelines and also uploaded on the website of the Company at the weblink: <https://mahindralogistics.com/financial-results/>

Details of related party transactions entered into/ by the Company, in terms of Ind AS-24 are disclosed in the note no. 41 and note no. 40 to the Standalone and Consolidated Financial Statements, respectively forming part of this Annual Report.

Material Related Party Transactions

During the financial year under review, the Company has entered into material Related Party Transactions ("RPTs") with M&M, the Holding Company and Promoter of the Company in excess of the thresholds prescribed by SEBI Listing Regulations i.e., transactions exceeding lower of ₹ 1000 crores or 10% of the

annual consolidated turnover of the Company as per the last audited financial statements. The material RPTs with M&M were in ordinary course and arms length, and pre-approved by the Audit Committee and within the overall limits approved by the Shareholders of the Company. On a quarterly basis, details of material Related Party Transactions entered into by the Company, are also filed with the stock exchanges in the Corporate Governance Report in terms of Regulation 24 of the SEBI Listing Regulations.

In compliance with Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the material Related Party Transactions entered into by the Company for the financial year 2023-24 are disclosed in Form AOC-2 annexed herewith as **Annexure II** to this Board's Report, forming part of this Annual Report.

Policy on Materiality of and on Dealing with Related Party Transactions

The Company's Policy on Materiality of and on dealing with Related Party Transactions ("RPT Policy") as formulated by the Audit Committee and approved by the Board is uploaded on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/policies/>. There was no amendment or revision to the RPT Policy of the Company during the financial year under review.

I. AUDITORS' AND THEIR REPORTS**Statutory Auditors**

Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No.:117366W/W-100018) ("Deloitte") are the Statutory Auditors of the Company. The Members of the Company had at their 15th AGM held on 29 July 2022 granted their approval for re-appointment of Deloitte for a second term of five consecutive years commencing from the conclusion of the 15th AGM up to the conclusion of the 20th AGM of the Company to be held in the year 2027.

All services rendered by the Statutory Auditors are pre-approved by the Audit Committee. During the financial year under review, the Statutory Auditors have not offered any prohibitory services to the Company or its holding company or subsidiary company of the Company.

Details of fees/remuneration paid to Statutory Auditors for the financial year 2023-24 are provided in Report on the Corporate Governance Section of this Annual Report.

Unmodified Statutory Auditors' Reports

The Statutory Auditors' Reports on the Annual Audited Financial Statements for the financial year 2023-24 forms part of this Annual Report and is unmodified i.e., it does not contain any qualification, reservation, or adverse remark or disclaimer.

Secretarial Auditor

M/s. Makarand M. Joshi & Co., Practicing Company Secretaries ("MMJC") is appointed as the Secretarial Auditor of the Company to conduct the audit of the secretarial records of the Company and for providing Annual Secretarial Compliance Report, Corporate Governance Certificate, certain other certifications as may be required under the SEBI Listing Regulations read with circulars issued thereat and ESOP Certificates as per the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. MMJC holds a valid peer review certificate issued by the Institute of Company Secretaries of India.

Unmodified Secretarial Audit Report and Annual Secretarial Compliance Report

The Secretarial Audit Report and the Annual Secretarial Compliance Report for the financial year ended 31 March 2024 are unmodified i.e. they do not contain any qualification, reservation, or adverse remark.

The Secretarial Audit Report in Form No. MR-3 as per the provisions of Section 204 of the Act read with Rules framed thereunder for the financial year ended 31 March 2024 is annexed to this Boards' Report as **Annexure III** and forms part of this Annual Report.

The Annual Secretarial Compliance Report for the financial year ended 31 March 2024 in compliance with the Regulation 24A of the SEBI Listing Regulations and the SEBI circular CIR/ CFD/CMD1/27/2019 dated 8 February 2019 read with NSE and BSE circulars dated 16 March 2023 and 10 April 2023 is annexed to the Report on Corporate Governance and forms part of this Annual Report.

The Annual Secretarial Compliance report is also uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-results/secretarial-compliance-reports/>.

Internal Audit

The Company has in place an adequate internal audit framework to monitor the efficacy of the internal controls with the objective of providing to the Audit

Committee and the Board, an independent, objective and reasonable assurance on the adequacy and effectiveness of the Company's processes. The Board has appointed Mr. K. N. Vaidyanathan as the Internal Auditor of the Company with effect from 1 April 2020, who reports directly to the Chairman of the Audit Committee. The Internal Audit function develops an audit plan for the Company, which inter-alia, covers core business operations as well as support functions which is reviewed and approved by the Audit Committee on an annual basis. The Internal Audit approach verifies compliance with the operational and system related procedures and controls.

Significant audit observations are presented to the Audit Committee, together with the status of the management actions and the progress of the implementation of the recommendations on a regular basis.

During the financial year under review, there were no suspected frauds or irregularity or a failure of internal control systems of a material nature which required reporting to the Board or the Audit Committee.

Cost Audit and Records

For the financial year 2023-24, the provisions of Cost Audit as specified by the Central Government under Section 148 of the Act read with the Rules framed thereunder, were not applicable to the Company. As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company was required to maintain cost records for financial year 2023-24 and accordingly, such accounts and records are maintained.

Reporting of frauds by Auditors

During the financial year under review, the Statutory Auditors and the Secretarial Auditor of the Company have not reported any instance of fraud committed in the Company by its officers or employees to the Audit Committee under Section 143(12) of the Act.

J. PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES AND SECURITIES

Particulars of the loans given, investments made, guarantees provided by the Company during the financial year 2023-24 and the purpose for which the loan or guarantee is utilized by the recipient are disclosed in Note Nos. 9 and 15 to the Standalone Financial Statements. No loans/advances have been made to companies/firms in which Directors

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are interested. The Company has not provided any securities in connection with any loans given during the financial year under review.

The transactions which are required to be disclosed in the annual accounts of the Company pursuant to Regulation 34(3) read with Para A of Schedule V of the SEBI Listing Regulations are disclosed in notes to the Standalone Financial Statements.

K. PUBLIC DEPOSITS AND LOANS/ADVANCES

The Company has not accepted any deposits from the public or its employees, during the financial year under review and no amount on account of principal or interest thereon was outstanding as of 31 March 2024. The Company has not accepted any loans from its Directors or from Holding/Subsidiary/Associate/Joint Venture Company of the Company during the financial year under review.

L. EMPLOYEES**Key Managerial Personnel**

As on 31 March 2024, the following persons are designated as Key Managerial Personnel ("KMP") of the Company pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Mr. Rampraveen Swaminathan, Managing Director & CEO;
2. Mr. Saurabh Taneja, Chief Financial Officer;
3. Mr. Jignesh Parikh, Company Secretary.

Changes in KMP during the financial year**Appointment of Chief Financial Officer**

Mr. Yogesh Patel, the erstwhile Chief Financial Officer ("CFO") of the Company, had tendered his resignation from the services of the Company to pursue his professional interests outside the Mahindra group, with effect from close of business hours of 10 March 2023. Consequently, he ceased to be the CFO and KMP of the Company effective the said date. Thereafter, during the financial year under review, basis the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 30 August 2023, have appointed Mr. Saurabh Taneja as the CFO and KMP of the Company w.e.f 1 September 2023.

Change in Company Secretary

As part of Mahindra's good people practices of talent movement, the Board of Directors of the Company have basis recommendation of the Nomination and Remuneration Committee, at their meeting held on 23 October 2023 noted the resignation of Ms. Ruchie Khanna as Company Secretary and Compliance Officer of the Company with effect from close of 30 November 2023, on account of her transfer within the Mahindra group and appointed Mr. Jignesh Parikh as the Company Secretary and Compliance Officer of the Company with effect from 1 December 2023.

Consequently, Ms. Ruchie Khanna ceased to be a KMP of the Company from the close of 30 November 2023 and Mr. Jignesh Parikh became a KMP of the Company as per the provisions of the Act effective 1 December 2023.

Employee Stock Option Schemes

Employee Stock Options are recognised as an effective instrument to attract and retain talent and align the interest of employees with that of the Company, thereby providing an opportunity to the employees to participate in the growth of the Company and to also create long-term wealth in the hands of employees.

The Company has in force two Employee Stock Option schemes under the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2012 ("SEBI SBEB & SE Regulations"):

1. Mahindra Logistics Limited - Key Executive Stock Option Scheme, 2012 ("KESOS Scheme 2012") and
2. Mahindra Logistics Employee Restricted Stock Unit Plan 2018 ("RSU Plan 2018");

collectively referred to as "Schemes".

There were no changes made to the above Schemes during the financial year under review.

During the financial year under review, the Nomination and Remuneration Committee ("NRC") granted 66,329 Restricted Stock Units ("RSUs") to the eligible employees of the Company and the Subsidiary companies in accordance with the RSU Plan 2018 approved by the Shareholders. No eligible employee (including Director) of the Company has been granted RSUs equal to or exceeding 1% of the issued share capital of the Company at the time of grant. No stock options were granted under the KESOS Scheme 2012

during the financial year under review and there are nil stock options outstanding under the KESOS Scheme 2012 as on 31 March 2024.

MMJC, Secretarial Auditor of the Company has reviewed and certified that the Schemes of the Company have been implemented in accordance with the SEBI SBEB & SE Regulations and the resolutions passed by the Members for the respective Schemes. The NRC has at its meeting held on 22 April 2024 reviewed and taken note of the implementation of the Schemes in line with the approvals granted and the compliance certificate issued by the Secretarial Auditor. Copy of the compliance certificate will be placed at the ensuing AGM for inspection by the Members.

Disclosures with respect to the Schemes implemented by the Company, as required under Regulation 14 of the SEBI SBEB & SE Regulations are uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-results/>.

Particulars of employees and related disclosures

The Company has five employees who were in receipt of remuneration of not less than ₹ 1,02,00,000/- during the financial year under review or not less than ₹ 8,50,000/- per month during any part of the financial year ended 31 March 2024.

Disclosures with respect to the remuneration of the Directors, the KMPs and the employees of the Company as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure IV** to this Boards' Report and forms part of this Annual Report.

Details of employee remuneration as required under the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-results/>. Any Member interested in obtaining a copy of the same may write to the Company Secretary of the Company at cs.mll@mahindralogistics.com.

M. EMPLOYEE RELATIONS

At Mahindra Logistics, we empower our workforce to excel. Our culture fosters trust, fairness, and empathy, promoting open communication and mutual respect. Recognized as a Great Place to Work, we

prioritize employee satisfaction through feedback, talent initiatives, and recognition. Together, we create a workplace where every individual feels valued, motivated, and inspired to succeed.

Inclusion, Diversity, Equity and Accessibility (IDEA)

We are deeply committed to fostering an inclusive workplace where every individual feels valued and empowered. Our IDEA initiatives include the People & IDEA Council, driving specific projects for positive change. We have launched two Employee Resource Groups, PRERNA and RAINBOW NETWORK, with clear missions and passionate leadership, gathering over 107 and 51 colleagues, respectively. Together, we champion diversity and drive meaningful change.

We are certified for the third consecutive year as a Great Place to Work™, evaluated through the trust index and the culture audit to understand the relationship an employee shares with the organisation, own job and colleagues at work.

Our Awareness & Sensitization Programs drive our commitment to inclusivity:

- IDEA Circles: Safe spaces at warehouses and plants, led by local HR, ensure prompt resolution of women's concerns.
- IDEA Sensitization Sessions: Addressing gender and diversity, fostering growth and support for women.
- Prevention of Sexual Harassment (POSH): Mandatory training and revamped Internal Committee with 50% women appointments ensure compliance and inclusivity for all gender identities.

We believe in continuous improvement, making inclusivity a journey, not just a goal. Through our IDEA initiatives, we prioritize the well-being of all employees, setting a benchmark for employee relations.

Performance Management

Aligned with our strategy, we cascade Balanced Scorecard, provide Unnati e-learning for performance management. Our talent framework drives vision alignment, with decentralized grievance redressal.

Prioritising the health and wellness of our people

Prioritising employee health with Swayam initiative, we promote wellness in financial, physical, and mental dimensions. Partnering with an external vendor, we offer a digital platform for diverse wellness programs, including fitness counselling, challenges,

BOARD'S REPORT (Contd.)

and personalized regimens. Our themed engagement programs and confidential counselling services contribute to improved wellness and engagement scores. We ensure proactive health management with Pre-Employment and Annual Health Check-ups.

Other HR Initiatives:

Sanjeevani: A platform fostering harmonious work relations, promoting inclusive participation, capability building, communication, and welfare. It enhances engagement for all employment categories, especially Fixed Term and Third-party Contract staff.

Townhalls: Conducted quarterly virtually, serving as platforms for disseminating crucial updates, organizational strategies, fostering employee engagement, transparency, alignment, and recognition. These sessions facilitate two-way communication, empowering employees to voice opinions, concerns, and suggestions directly to the leadership team.

Skip Level Connect: HR-led sessions enhancing employee relations. Facilitates open dialogue, fosters trust, addressing concerns of managers and employees, and strengthens organizational cohesion.

You Said - We Did: A campaign that reassures employees that their opinions matter and they are an integral part of the change journey whereby projects linked to capability building, hygiene action planning, communication, organizational development projects for functions or business units with low scores, leadership development, and talent management have been conducted.

iCoach Programme: Designed as a leadership development initiative, has successfully enabled the creation of a coaching culture where internally certified Coaches coach employees with potential so that they are equipped with the right skills to overcome challenges and achieve their goals.

Learning Management System ("LMS"): LMS helped to accelerate the organization learning, that offers courses on leadership, behavioural and technical topics to unleash one's potential.

Sandhaan: A platform designed to groom future leaders at the mid management level. Based on the premise that Happy Employees create Happy Customers, participants share their learnings with their colleagues and then drive business impact projects by creating 'Moments of Truth' for customers.

Disha: A program for first time supervisors on the shop floor, to strengthen their ability to manage teams and

ensure result orientation with execution excellence aligned to the Mahindra Leadership Rise competencies. 1500+ employees were covered via this initiative by leveraging on in-house leaders and faculty.

AXLERATE: Platform, which was created to drive functional capability building, across various domain in supply chain and operations management. The focus was to develop an overall perspective about best practices from the industry. The Company has also introduced AXELRATE 2.0 to develop capabilities of employees in partnership with, NITIE an external agency.

Prapantaran: The Six Sigma Black Belt certification programme was launched for 15 leaders, they have identified projects linked to optimisation, cost reduction, productivity enhancement etc. specific to their role in the Company with an aim to enhance the problem-solving capability of senior leaders in the Company.

Udaan: Our Second Career Programme for women and part of our Diversity and Inclusion campaign. This initiative offers women opportunities for professional growth and development as they embark on their second career journey. Through Udaan, we aim to empower women to achieve their full potential and contribute meaningfully to our organization.

Swayam: Our health and wellness platform prioritizes employees' physical and emotional well-being. Through Swayam, we offer resources and support to help employees maintain a healthy lifestyle and cultivate resilience in both their personal and professional lives.

A detailed note on HR initiatives of the Company is included in section titled Management Discussion and Analysis, which is a part of this Annual Report.

N. HEALTH AND SAFETY

The Company recognises the importance of safety of its people and is committed to providing a safe and healthy work environment at all operating locations. The Company has adopted an Environment, Health and Safety ("EHS") policy to establish effective control measures for EHS management across all locations.

Our well-organised governance structure monitors our EHS policy and initiatives. The Company also has dedicated safety teams stationed at locations on a need basis. We are aligned with The Mahindra Safety Way ("TMSW") and follow the safety standards and scrutiny mandated by the Mahindra Group's Central Safety Council, allowing us to report and track our safety performance including injuries, fatalities, and lost days.

The Company is registered member of National Safety Council and the Confederation of Indian Industry (CII). The Company is certified for Integrated Management System (IMS), a certification for ISO9001:2015 Quality Management System, ISO45001:2018 for Occupational Health and Safety Management System and ISO14001:2015 for Environment Management System from TUV Rhineland certification body.

Assessing and review of Safety report is done on periodical basis which helps to improve standing among the partners and suppliers which increase productivity as employees are safer, healthier, happier, and better motivated.

The EHS policy of the Company is displayed at all prominent location and offices and communicated with all stake holders. The EHS policy is supported by safety management programs for near miss, unsafe act, unsafe condition capturing, implementing Safety Kaizen, conducting Safety observation tour to identify, assess and control the risks. The Company demonstrates strong leadership commitment towards EHS with multiple measures and actions implemented through competency training programs like defensive driver training, first aid, firefighting and emergency preparedness.

External training through expert trainers is also being conducted periodically. Electrical and fire safety audit has been conducted for concerns related to electrical and fire safety.

Qualified safety team drives safety culture across PAN India level. Safety annual events are organized like National Road Safety Week (in January), National Safety Week (in March), Fire Service Week (in April), World Environment Day (in June) and Driver's Day (in September) for employee engagement in safety. Safety pledge is taken before start of work at location. Bimonthly Safety Themes are roll out PAN India for awareness and safety culture among the team.

The Company has also carried out internal safety audits and external audits for facilities for assessing and managing safety risks with respect to warehousing and Logistics verticals. The Company continued commitment to improve wellbeing of employees and contract workmen by organizing health examination camps, health check-ups, Eye check-up camps for drivers.

The Company drives the essential idea of Safety Management System (SMS) — to provide a systematic approach for achieving acceptable levels of safety

risk. SMS is comprised of four functional components, including an intangible, but always critical, aspect called safety culture. This helps for proactive efforts and corrective actions for safety.

'LIFE' Impacting Injuries and Fatalities Elimination is the key safety initiative driven by 15 safety standards, it enlists the involvement of the Company's Corporate Safety Committee Lead, Business Vertical Heads, Safety Officers, and Site Managers at 70 MLL sites pan India.

The Company's digital initiatives enhances safety, using Augmented Reality/Virtual Reality ("AR/VR") safety training technology and M-Safe and BI Dashboard for safety lead and lag indicators reporting. AR/VR Transportation Safety Training Module is used for awareness and basic knowledge on Road and transportation safety for drivers and employees.

O. QUALITY

The Company believes in adopting an integrated approach to drive excellence in everything it does. At the Mahindra Group level, the Company follows 'The Mahindra Way' ("TMW"), the Mahindra Group's Business Excellence Model. TMW is an integrated approach that extends beyond the quality of our products and services to encompass excellence in all functions, processes and operations within the businesses in the Group.

The implementation of TMW is governed by a robust framework - House of TMW, which comprises of 4 elements viz, Organization, Management process, Business Process and Business Results. Management Processes are fundamental to the way in which any company strives for excellence. Business Process are the processes which are critical to the day-to-day running of a business. The management process ensures excellence "Spread" across the organization and implementation of TMW framework across the key business process ensures "depth" of inculcation of TMW approach across the Company. Along with the Management process, key business processes are selected for driving improvements through a structured and systematic approach.

Each year, the Company undergoes a yearly evaluation conducted by seasoned assessors. Based on the feedback received, improvements are implemented using the PDCA (Plan-Do-Check-Act) methodology. This ensures continuous feedback on our advancement and acts as a standard measure of the Company's TMW

BOARD'S REPORT (Contd.)

maturity, both internally and across the Group's entities. During the financial year under review, the TMW framework was effectively applied across our value chain, catalyzing systemic enhancements in our processes. At MLL, we adhere to the Mahindra Annual Planning Cycle (MAPC), which facilitates the development of our annual plan, subsequently cascading through Central Leadership Team Balance Score Cards & individual goal sheets. Aligned with function-specific annual targets, we prioritized various quality-related improvements such as digitizing sales processes, focusing on delivering FTR solutions to our customers, bolstering our relationships with Business Associates, emphasizing customer satisfaction, and implementing digital solutions. These efforts, coupled with capacity building and engagement initiatives for our employees to meet both current and future needs, have led to the sustained advancement of MLL maturity to "TMW Stage 5".

Moreover, the Company has embraced a continuous improvement strategy across its various businesses and functions. At operational sites and workplaces, we strategically select high-impact projects to drive enhancements, employing systematic problem-solving and task-achievement methodologies alongside Lean Six Sigma principles. These projects are executed by harnessing the power of 7 Quality Control tools, advanced statistical methodologies, as well as Lean tools including 5S, process mapping, waste elimination, value stream mapping, Makigami analysis, and others.

Integrated Management System - Quality, Environment & Safety

The Company continues to stay competitive in the market and deliver on our promise to provide quality services to all our customers, every single time. The Company has well-established and robust processes and systems across the value chain to ensure consistent delivery of services for all our customers.

MLL is certified for IMS standards from 2020. IMS is a combination of three international standards, ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environmental Management System) and ISO 45001:2018 (Occupational Health and Safety Management System). These standards & processes enable the Company to improve the quality of services, reduce the costs, achieve Company objectives, and live by its Vision and Purpose. The Company successfully completed its 1st Surveillance Audit of the 2nd cycle of IMS in the month of March 2024, wherein stringent

audit was conducted by external agency TUV (Rheinland) across various company's sites and Head Office at Mumbai.

Continual Improvement

The Company continues to undertake quality and improvement initiatives across the organization. The Company has successfully implemented 9,567 Kaizens during the financial year under review covering KPI improvements, reduction in customer complaints, Safety, Customer cost savings, etc. Further, 16 MBB projects, 230 yellow belt projects, 70 green belt projects are in various stages of implementation. The Company also focused heavily on the capability building programs as per the needs of the employees and feedback from the customers.

The Company continues to sustain its commitment to inspire and enable all employees to embrace the quality culture as part of their routine work.

P. BOARD & COMMITTEES

Board

As on 31 March 2024 and the date of this report, the Board of the Company consists of nine Directors comprising of two Non-Executive Non-Independent Directors, an Executive Director (Managing Director & CEO), and six Independent Directors, of whom two are Women Independent Directors. The Chairman of the Board is a Non-Executive Director.

Director Retiring by Rotation

Dr. Anish Shah, Non-Executive Director

In terms of Section 152 of the Act, Dr. Anish Shah, Non-Executive Director (DIN: 02719429), retires by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment at the ensuing 17th AGM scheduled to be held on 22 July 2024.

Dr. Anish Shah has consented to and is not disqualified from being re-appointed as a Non-Executive Director in terms of Sections 164 and 165 of the Act read with applicable rules made thereunder. He is not debarred from holding the office of Director by virtue of any order issued by SEBI or any other such authority. He is not related to any other Directors/KMPs of the Company.

The Board, basis recommendation of the NRC, recommends his re-appointment as Non-Executive Director of the Company, for approval of the Members at the ensuing AGM. Brief profile and other disclosures

and details required as per the Act and the SEBI Listing Regulations are given in the additional information forming part of the AGM Notice.

Changes in the Board composition during the financial year 2023-24

There were no appointment, re-appointment or resignation or cessation of Directors during the financial year under review except to the re-appointment of Mr. Naveen Raju, as a Non-Executive (Non-Independent) Director liable to retire by rotation.

Appointment of Mr. Rampraveen Swaminathan, MD and CEO:

Mr. Rampraveen Swaminathan was appointed as the MD and CEO of the Company (liable to retire by rotation), by the members of the Company on the recommendation of Board and NRC, for the first term of five years with effect from 4 February 2020 to 3 February 2025 (both days inclusive).

The Board at its meeting held on 22 April 2024 basis NRC's recommendation, approved re-appointment of Mr. Rampraveen Swaminathan as the MD of the Company designated as "Managing Director & Chief Executive Officer" for the second term of five years with effect from 4 February 2025 to 3 February 2030 (both days inclusive) and recommended to the Members of the Company, his re-appointment together with the terms and conditions of his appointment and remuneration payable to him.

The notice convening the ensuing 17th AGM sets out the brief profile, other details and disclosures with respect to his re-appointment.

Declaration by Independent Directors

All the Independent Directors of the Company have given declarations and confirmed that they meet the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Independent Directors of the Company are registered in the Independent Directors data bank maintained by the IICA and unless exempted, have also passed the online proficiency self-assessment test conducted by IICA.

The Board of the Company after taking these declarations on record and undertaking due veracity of the same, concluded that the Independent Directors of the Company are persons of integrity and possess the relevant expertise, experience and proficiency to qualify as Independent Directors of the Company and are Independent of the Management of the Company.

Board Diversity

A diverse Board enables efficient functioning through its access to broad perspectives and diverse thought processes. A truly diverse Board includes and makes good use of differences in the thought, perspective, knowledge, skills, industry experience, background, gender and other distinctions between Directors. The Board recognises the importance of a diverse composition and has adopted a Board Diversity Policy which sets out the approach to diversity. The Board diversity policy of the Company is available on the website of the Company at the weblink: <https://mahindralogistics.com/policies/>.

Performance Evaluation

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board of the Company at its meeting (following the NRC and Independent Director meeting) has carried out an annual evaluation of its own performance and that of its Committees, as well as performance of all of the Directors including Independent Directors and the Chairman of the Board. The Board has also carried out performance evaluation of the Managing Director & CEO of the Company basis the KRA's set by the NRC.

The Independent Directors in a separate meeting carried out the evaluation of the performance of the Chairman of the Company, considering the views of Executive and Non-Executive Directors, the performance of the Non-Independent Directors and the Board as a whole, and also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The NRC at its meeting reviewed the evaluations, the implementation and compliance of the evaluation exercise done.

Process of evaluation/Feedback mechanism

The performance was evaluated basis feedback for each of the evaluations sought by way of structured questionnaires through a secured electronic portal.

BOARD'S REPORT (Contd.)

The questionnaires for performance evaluation are comprehensive and in alignment with the guidance note on Board evaluation issued by the SEBI. The performance evaluation parameters covers various attributes/functioning of the Board such as adequacy of the composition of the Board and its Committees, the Board culture, execution and performance of specific duties, Board's functioning such as Board effectiveness, Board meetings, quantity and timeliness of the information flow between the Board Members and the Management, composition and Member participation, quality and transparency of discussions, time devoted by the Board to strategy, etc. based on the criteria approved by the NRC. The evaluators are also encouraged to provide qualitative feedback and comments as part of the evaluation. A detailed note on process of evaluation is provided in the section titled Report on Corporate Governance, which forms part of this Integrated Annual Report.

Outcome and results of evaluation

The outcome of the evaluations was presented to the Board, the NRC, and the Independent Directors at their respective meetings for assessment and development of plans/suggestive measures for addressing action points that arise from the outcome of the evaluation.

All Directors of the Company as on 31 March 2024 participated in the evaluation process. The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise and the outcome of the evaluation process.

The evaluation exercise for the financial year under review, inter-alia, concluded the transparency and free-flowing discussions at meetings, the adequacy of the Board and its Committee compositions and the frequency of meetings were satisfactory. They concluded that the Board functions in a cohesive and professional manner. Suggestions provided to enhance the Board's effectiveness have been noted and taken up for implementation.

Familiarisation Program for Independent Directors

The Directors are afforded many opportunities to familiarise themselves with the Company, its Management, and its operations during their association with the Company. The Company conducts induction and familiarisation programs for the Directors joining the Board including warehouse visits, to familiarise them.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates terms and conditions of their engagement. The Managing Director & CEO and the Senior Management provide an overview of the operations and familiarise the Directors on matters related to the Company's values and commitments. They are also introduced to the Organisational Structure, constitution, terms of reference of the Committees, board procedures, management strategies etc. Further the Directors are on a quarterly basis apprised on the powers, role and responsibilities and constitution of the Board Committees, its charter and terms of reference and changes therein, and meetings held during a quarter.

The Board Members are apprised by the Senior Management at quarterly Board Meetings by way of presentations which include industry outlook, competition update, company overview, operations and financial highlights, regulatory updates, presentations on internal control over financial reporting, succession planning, strategic investment, etc. which not only give an insight to the Directors on the Company and its operations but also allows them an opportunity to interact with the Senior Management.

The Company has a web-based portal i.e. the Board portal, accessible to all the Directors wherein the following information are readily available for reference of the Directors:

- Roles, responsibilities and liabilities of Directors under the Act and the SEBI Listing Regulations;
- Board Agenda, presentations and supporting documents;
- Code of Conduct for Directors;
- Terms and conditions of appointment of Independent Directors;
- Annual Reports.

The Company from time to time familiarises the Directors of the Company of the key roles and responsibilities of the Directors comprising of onboarding and ongoing compliances/disclosures to be made by Directors, general obligations under the Act and the SEBI Regulations. Further the Company also organizes periodically site visits for the Directors of the Company and its subsidiaries to give them an overview and walkthrough of operations of the Company and its subsidiaries.

Details of familiarisation programs imparted during the financial year under review in accordance with the requirements of the SEBI Listing Regulations are available on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation/disclosures-under-sebi-regulation-462/>.

Remuneration Policy and criteria for determining attributes, qualification, independence, and appointment of Directors

A Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning ("Appointment and Remuneration Policy") is adopted and implemented by the Board in accordance with the applicable provisions of the Act and the SEBI Listing Regulations. The said Policy, inter-alia, includes criteria for determining qualifications, positive attributes, independence of directors, identification of persons who are qualified to become Directors, KMPs and Senior Management Personnel in accordance with the criteria laid down in the Policy, and the basis for payment of remuneration to the Directors, KMPs, Senior Management and other employees of the Company.

During the financial year, the Appointment and Remuneration Policy was amended to align it with the amendments prescribed by the SEBI LODR Second Amendment Regulation 2023 dated 14 June 2023, effective 14 July 2023.

The Policy is uploaded on website of the Company and can be accessed from the weblink: <https://mahindralogistics.com/policies/>.

Remuneration to Directors

The NRC determines and recommends to the Board the compensation payable to all Directors within the limits approved by the Shareholders and prescribed under the applicable provisions of the Act and the SEBI Listing Regulations. The NRC also reviews and recommends to the Board the remuneration of the Senior Management Personnel of the Company.

Non-Executive Directors

The Non-Executive Independent Directors of the Company are paid remuneration in form of fixed commission within the overall limit approved by the Shareholders and sitting fees for attending meetings of the Board and Committees. Non-Executive Non-Independent Directors were not paid any remuneration or sitting fees during the financial year under review.

None of the Non-Executive Directors of the Company received remuneration in excess of 50% of the total remuneration paid to all Non-Executive Directors during the financial year under review.

Executive Director - Managing Director & CEO

The Managing Director & CEO of the Company is paid remuneration within the overall terms and limits approved by the Shareholders of the Company. He does not draw any remuneration or commission from the Holding Company or the subsidiary companies of the Company. During the financial year under review, there was a proposal on variation in terms of the remuneration of Managing Director & CEO, approved by the Board of Directors basis the recommendation of the Nomination and Remuneration Committee, at their meeting held on 30 August 2023, subject to approval of the shareholders through Postal Ballot, for the remainder period of his current tenure of appointment i.e. up to 3 February 2025. However, as on the date of this report, the Board of Directors of the Company, basis the recommendations of the Nomination and Remuneration Committee, at their meeting held on 22 April 2024 has decided not to proceed with the said proposal.

Details of sitting fees and commission paid to Independent Directors and remuneration paid to Managing Director & CEO of the Company for the financial year under review is provided in the section titled Report on Corporate Governance, which forms part of this Annual Report.

Directors & Officers Liability Insurance

The Company has in place the Directors & Officers Liability Insurance (D&O) for all its Directors (including Independent Directors) and Officers of the Company in line with Regulation 25(10) of the SEBI Listing Regulations.

Succession Planning

The Company has in place processes for orderly succession planning of its Directors and Senior Management which aims to identify high growth individuals, train them and feed the pipelines with new talent. The Company has a process of identifying Hi-pots and critical positions and mapping suitable successors for these positions. The Nomination & Remuneration Committee oversees matters related to succession planning of Directors, Senior Management and other senior management of the Company.

BOARD'S REPORT (Contd.)

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, your Directors, based on representation from the management and after due enquiry, confirm that:

- In the preparation of the annual accounts for the financial year ended 31 March 2024 the applicable accounting standards had been followed and there are no material departures therein;
- They had in consultation with Statutory Auditors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year on 31 March 2024 and of the profit and loss of the Company for the financial year ended on that date;
- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts on a going concern basis;
- They have laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and were operating effectively during the financial year ended 31 March 2024;
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively throughout the financial year ended 31 March 2024.

Board Meetings

During the financial year ended 31 March 2024, six Board Meetings were held through physical and hybrid mode (electronic and physical attendance). For details of meetings of the Board, please refer to the Corporate Governance Report, which is a part of this Annual Report.

Annual General Meeting

The 16th AGM of the Company was held on Monday, 24 July 2023 through audio video conferencing facility. The AGM was attended electronically by 71 members.

Meeting of Independent Directors

The Independent Directors of the Company meet without the presence of other Directors or the Management of the Company.

The Meetings are conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to review of performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Company (taking into account the views of the Non-Executive Directors) and to assess the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the financial year under review, the Independent Directors met twice i.e., on 19 April 2023 and 18 October 2023. The Meetings were attended by all Independent Directors of the Company.

AUDIT COMMITTEE

As on 31 March 2024, the Audit Committee of the Company comprised of six Non-Executive Directors, all of whom are Independent Directors. All Members of the Audit Committee including the Chairman possess strong accounting and financial management knowledge.

Composition of Audit Committee

Details of the composition of the Audit Committee as on 31 March 2024 is given hereunder:

- Mr. Ranu Vohra, Independent Director - Chairman
- Mr. Darius Pandole, Independent Director - Member
- Ms. Avani Davda, Independent Director - Member
- Ms. Malvika Sinha, Independent Director - Member
- Mr. Dhananjay Mungale, Independent Director - Member
- Mr. Ameet Hariani, Independent Director - Member

There was no change in the composition of the Audit Committee or in the terms of reference of the Audit Committee, during the financial year under review.

The Company Secretary of the Company acts as the secretary to the Committee.

Recommendations of the Audit Committee

All the recommendations made by the Audit Committee were accepted by the Board of the Company during the financial year under review.

Other Board Committees

Details of other Board Committees constituted under the Act and the SEBI Listing Regulations, their compositions, Meetings held, attendance of the Members at the Committee Meetings are provided in the Corporate Governance Report which forms part of this Annual Report.

The composition of the Board Committees is also uploaded on the website of the Company and can be accessed through the weblink: <https://mahindralogistics.com/board-of-directors/#committee>.

Q. GOVERNANCE**Corporate Governance**

The Company is committed to transparency in all its dealings and places high emphasis on business ethics. Our Corporate Governance Policies guide the conduct of affairs of the Company and clearly delineate the roles, responsibilities, and authorities at each level of its governance structure and key functionaries involved in the governance.

The Company's Corporate Governance philosophy and practices are further strengthened through "The Mahindra Way" (TMW) assessments, the Group's Business Excellence model, and various policies and codes adopted by the Company.

A detailed Report on Corporate Governance along with a Certificate from a Practicing Company Secretary regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI Listing Regulations is included as a separate section and forms part of this Annual Report.

Vigil Mechanism / Whistle Blower Policy

The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder and the SEBI Listing Regulations, is implemented through the Company's Whistle Blower Policy. The Whistle Blower Policy provides a mechanism for the Directors, employees and others stakeholders of the Company to report their genuine concerns and provides adequate safeguard against victimization to those who use such mechanism. The Policy also makes provision for direct access to the Chairperson of the Audit Committee. The Company also has a Business Ethics Governance Council ("BEGC") which is responsible for steering all activities related to ethics & governance in the Company.

All employees, directors, vendors, customers and other stakeholders associated with the Company can access the totally secure, independently monitored and transparent modes of logging of the complaints, which also provides for stakeholders wishing to raise concerns anonymously. The Company offers a multilingual helpline monitored independently by a third party with details, as under:

- Online web-portal: <https://ethics.mahindra.com>;
- Toll free hotline number: # 000 800 100 4175;
- Stakeholder are also welcome to writing to the Company at postal address:
Mahindra Logistics Limited,
Arena Space, 10th & 11th Floor, Plot No. 20,
Jogeshwari Vikhroli Link Road,
Near Majas Bus Depot, Jogeshwari - (East),
Mumbai - 400060.
- Directly writing to the Chairman of Audit Committee:
Through e-mail at: mllvigil@mahindralogistics.com;
or
Through letter: Addressed to -
The Chairman, Audit Committee
C/o Chief Ethics Officer,
Mahindra Logistics Limited
Arena Space, 10th & 11th Floor, Plot No. 20,
Jogeshwari Vikhroli Link Road,
Near Majas Bus Depot, Jogeshwari - (East),
Mumbai - 400060.

This helpline operates 24/7, ensuring accessibility for all.

During the financial year under review, the Company has received 26 whistle blower complaints, out of which 20 complaints were investigated and appropriate actions were taken, and investigations are underway for the remaining 6 complaints. A quarterly report on the whistle-blower complaints received by the Company is placed before the Audit Committee for its review. The MD & CEO and CFO of the Company have certified to the Board and Audit Committee that during the financial year under review, no personnel was denied access to the Chairperson of Audit Committee of the Board.

The Whistle Blower Policy of your Company is available on the Company's website and can be accessed at the Web-link: <https://mahindralogistics.com/policies/>.

BOARD'S REPORT (Contd.)

Prevention of Sexual Harassment at Workplace

The Company has zero tolerance towards sexual harassment at its workplace and has adopted a Policy for Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") to provide a safe, secure and enabling environment, free from sexual harassment. The Policy is gender neutral. Internal Committee ("IC") has been set across regions to redress complaints received regarding sexual harassment. During the financial year under review, pursuant to Rule 8(5)(x) of the Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of IC under the POSH Act.

The IC of the Company for POSH is composed of 14 members from diverse backgrounds, with 50% identified as women and 50% identified as men. The IC is responsible for receiving, investigating, and resolving complaints of sexual harassment in accordance with the organization's Prevention of Sexual Harassment Policy, which extends to all employees, including all gender identities. The IC is dedicated to ensuring that employees feel safe and respected in the workplace, to provide guidance and support to employees throughout the complaint process, and to ensure that all complaints are handled in a timely and impartial manner.

All employees are briefed on the POSH Policy during induction. The Company also actively conducts various trainings and sensitisation programs across all its locations and verticals on a periodical basis through its SPEAK UP THEN and THERE programme to increase awareness about the Policy and the provisions of POSH Act amongst employees. During the financial year, mandatory training on POSH were conducted (online and/or physical) with an improved and interactive approach. Training to IC members was also imparted.

During the financial year 2023-24, the Company has received 11 complaints in this regard, where appropriate action was taken by the IC. Out of the 11 complaints, 10 complaints were resolved and 1 is pending as on 31 March 2024.

Risk Management

The Company has a well-defined risk management policy and framework which sets out the objectives and elements of risk management within the Company and helps to promote risk awareness across the organisation and integrate risk management within the corporate culture. The Risk Management Policy inter-alia includes well defined risk management roles within the Company, risk appetite and risk tolerance capacity of the Company, identification and assessment of the likelihood and impact of risk, risk handling and response strategy and reporting of existing and new risks associated with the Company's activities in a structured manner. This facilitates timely and effective management of risks and opportunities and achievement of the Company's objectives.

The Risk Management Committee reviews the Risk Management Policy every two years and periodically reviews the framework considering the industry dynamics and evolving complexities, economic environment, increased competition, acquisitions made, change in laws, regulations and policies by the Government Authorities, working capital requirements of the Company and its impact on the business operations and other developments. During the financial year under review with the acquisitions and business restructuring, the Risk Management Committee reviewed and evaluated the risks associated with the business and monitored the mitigation plans in line with the Risk Management Policy and framework adopted by the Company to cover all potential risks viz. Financial, Operational, Sectoral, Sustainability, Environmental Social and Governance ("ESG"), Information Risks, Cyber security risks, risks related to acquisitions etc. and was of the view that the risk management systems and framework are operating adequately.

The Board, the Audit Committee and the Risk Management Committee have the responsibility for overseeing all risks. The Risk Management Committee is, inter-alia, authorised to monitor and review the risk assessment, mitigation and risk management plans for the Company from time to time and report the existence, adequacy, and effectiveness of the above process to the Board on a periodic basis.

The details of composition of the Risk Management Committee, their terms of reference, meetings held and attendance of the Committee Members thereat during the financial year under review are provided in the section titled Report on Corporate Governance, which forms part of this Annual Report.

R. CORPORATE SOCIAL RESPONSIBILITY**Corporate Social Responsibility ("CSR")**

We believe that while the growth and success of our business is our priority, we can reach our greater goals only if we cater to the needs of the communities where we operate. Community development involves implementing a long-term plan to establish a supportive and lasting framework for the progress of communities. As a result, your Company's approach to CSR extends beyond fulfilling legal obligations and instead focuses on generating social and environmental benefits.

The CSR committee of the Board oversees and guides our CSR approach and deployment in line with the CSR policy adopted by the Board. The CSR Policy covers the focus/thrust areas around which the CSR programmes, projects and activities are planned for creating a significant positive impact on targeted stakeholder groups.

During the financial year under review, the CSR efforts of the Company continued to be directed towards its focus areas in line with the Company's CSR Policy positively impacting over 90,000 beneficiaries PAN India. The Company also encourages its employees to become willing participants in its CSR initiatives.

Here are some of our community development initiatives.

CSR - Community engagement**Building Communities**

We believe that uplift of rural communities is key to the country's economic growth and success. We undertake various community development activities in villages and urban slums and address issues such as health & sanitation, safe drinking water supply, malnutrition, education, youth development, women's empowerment, support to the farmer community and infrastructure development. Similar interventions are driven for smaller groups to improve the working conditions of the beneficiaries or promote their aspirations for better living conditions. These programmes not only enhance capabilities but also addresses issues like human dignity and self-respect.

Our activities include providing scholarship and grants to school children, providing them opportunities for higher education, health and eye check-up, road safety trainings, yoga and meditation sessions, awareness campaign for the use of seat belt, reading road and highway signage and personal hygiene. We also provide

HIV/AIDS awareness including testing and treatment, family welfare and organising celebrations of various festivals together with the promotion of social messages across different locations etc. Support for orphanages, destitute homes, senior citizens, Swachh Bharat Abhiyan are some of the other interventions that are part of our community development initiatives.

During the financial year 2023-24, your Company supported 89,787 individuals across the country through 11,234 volunteering hours.

Educational Support:

Your Company supported 867 girls through the 'Nanhi Kali' initiative of the K.C. Mahindra Education Trust, which aims to ensure that every girl child in India has access to education. The programme targets beneficiaries from backward communities in Barabanki (Uttar Pradesh) and Nashik (Maharashtra).

Skill Development:

Education and skill development of local communities are critical to national development. We focus on promoting education, including special education, vocational skills, especially among girls, youths, LGBTQ+ and the people with disabilities.

During the financial year 2023-24, skill development training has been imparted to 54 LGBTQAI, 50 PWDs and 110 Women from marginalised communities. Successful 15 candidates were felicitated for their achievements.

During the financial year 2023-24, your Company supported 239 individuals across the country through this project.

Restoring Environment:

Restoring the environment is among our core belief and this objective is promoted through the increased usage of renewable energy, waste management, renewal of natural water bodies, enhancement of green cover through tree plantation activities.

Through this intervention, during the financial year 2023-24, your Company directly and in partnership with SankalpTaru planted 9,424 saplings, taking the total tally of trees planted to 1,53,412 since financial year 2013.

Every tree that is planted with SankalpTaru is geotagged where latitude and longitude of the tree is captured in the database, generating an "e-forest" which contains an actual photo of the plantation, its google location and their beneficiary's details.

BOARD'S REPORT (Contd.)

CSR Committee

The CSR Committee of the Board constituted in compliance with the provisions of the Act read with the applicable rules made thereunder consists of four Directors, of whom one half are Independent Directors. Details of the composition of the CSR Committee as on 31 March 2024 is given hereunder:

1. Mr. Ranu Vohra, Independent Director - Chairman
2. Ms. Malvika Sinha, Independent Director - Member
3. Mr. Rampraveen Swaminathan, Managing Director and CEO - Member
4. Mr. Naveen Raju, Non-Executive Director - Member

The Company Secretary of the Company acts as the secretary to the Committee.

The Committee, inter alia, reviews and monitors the CSR as well as Sustainability activities.

Changes in composition of the CSR Committee

During the financial year 2023-24, there were no changes in the composition of the CSR Committee.

The composition of the CSR Committee is uploaded on the website of the Company and can be accessed through the weblink: <https://mahindralogistics.com/board-of-directors/#committee>

CSR Policy

The Board has adopted a CSR Policy, formulated and recommended by the CSR Committee. The CSR Policy including a brief overview of the projects or programs approved by the Board with implementation schedule thereof is uploaded on the Company website and can be accessed through the weblink: <https://mahindralogistics.com/policies/>. During the financial year under review, there was no revision or amendment to the CSR Policy of the Company.

CSR Spend

During the financial year under review, your Company has spent ₹ 1.04 crores on CSR activities undertaken in terms of the CSR Annual Action Plan recommended by the CSR Committee and approved by the Board of Directors vis-à-vis the budgeted spend of ₹ 1.01 crores. There is no unspent CSR expenditure as on 31 March 2024.

Impact Assessment of CSR Projects

The Company's average CSR obligation in the three immediately preceding financial years does not exceed ₹ 10 crores. Hence, the Company is not required to undertake impact assessment, through an independent agency in terms of Rule 8(3)(a) of the Companies (Corporate Social Responsibility) Rules, 2014.

However, on a voluntary basis as a measure of governance, the Company at regular intervals, conducts impact assessments, internal assessments, situational analysis, need assessment surveys, project visits or social audits etc. to monitor and evaluate the impact of CSR activities of the Company.

Annual Report on CSR

Annual Report on CSR activities for the financial year 2023-24 in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure V** of this report and forms part of this Annual Report.

S. SUSTAINABILITY

The Company embodies the philosophy of 'Road to Rise' to create value for our stakeholders by embedding sustainability in our offerings, strategy, decision making and in our day-to-day operations.

We have been amongst the few companies in the Indian logistic sector to commit to Science Based Target Initiatives (SBTi) and is working towards achieving its goal to become Carbon Neutral by 2040. The Company is pioneering *Green Logistics* with progressive investment in:

- Building sustainable by design, built-to-suit (BTS) warehouses across India, powered by renewable energy and material circularity.
- Re-engineering cleaner and affordable transport solutions to clients through electrifying last mile delivery, multi-modal transport, load optimizations and switching to low carbon/alternative fuels.
- Measuring, reporting scope 3 emissions and thereby, offering visibility to low carbon scenario to our clients through One Carbon Report.
- Digitalization, automation and process innovations to bring logistics efficiency in India at par with the global standards.

We also recognise our people, our talent as the key asset and at the core of our business. We believe, full potential of energy transition cannot be seen through carbon lens only and it requires a holistic integration of environment, social and governance to ensure sustained growth. We also believe in continuous collaboration with our clients, technology start-ups and other stakeholders to deliver on SBTi target to reduce Scope 1 and 2 GHG emissions by 88% per employee and Scope 3 GHG emissions by 69% per million kilometres by the year 2033 from 2018 base year.

During the financial year under review, your Company has seen at macro level, the dynamics of the industry being impacted by increasing geo-political volatility, shifting focus of investors from top line growth to profit with purpose, rising demand of e-commerce and digitalization. In changing business context, the Company remains committed to empowering its people & the community, delivering integrated logistic solutions with a focus on operational excellence to transition to green logistics in coming decades.

Specific initiatives taken in this regard are detailed in **Annexure VI** of this Report and Business Responsibility and Sustainability Report which forms part of this Annual Report. Our sustainability initiatives have resulted in energy savings, emissions reduction, improved process efficiencies and increased customer satisfaction.

Business Responsibility and Sustainability Report

As stipulated in Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report ("BRSR") of the Company, highlighting the initiatives taken by the Company in the areas of social, environment, governance and economic responsibilities of business for the financial year 2023-24, in the prescribed format is available as a separate section and forms part of this Annual Report.

The BRSR is also uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-results/annual-result/>.

T. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to the conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is provided in **Annexure VI** and forms part of this report.

U. POLICIES

The details of the Key Policies adopted by the Company are mentioned at **Annexure VII** and forms part of this report.

V. SECRETARIAL**Authorised Share Capital**

The authorised share capital of the Company as on 31 March 2024 was ₹ 105,00,00,000/- divided into 10,50,00,000 equity shares of the face value of ₹ 10/- each. There was no change in the authorised share capital during the financial year under review.

Changes in issued, subscribed and paid-up share capital

During the financial year under review, the Company has allotted 59,121 equity shares of face value of ₹ 10/- each to the eligible employees of the Company and its subsidiary companies pursuant to exercise of RSUs by them under the RSU Plan 2018. The equity shares issued and allotted during the financial year under review rank pari-passu with the existing equity shares of the Company in all respects and listed on stock exchanges were the equity shares of the Company are listed.

As on 31 March 2024, 100% of the paid-up share capital of the Company is held in dematerialised mode.

BOARD'S REPORT (Contd.)

The movement in the paid-up share capital during the financial year under review is as under:

Date	Particulars	No. of equity shares allotted	Cumulative Equity Shares (in nos.)	Cumulative Share Capital (in ₹)
1 April 2023	Opening issued, subscribed and paid-up share capital	-	7,19,77,030	71,97,70,300
12 April 2023	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	59,121	7,20,36,151	72,03,61,510
31 March 2024	Closing issued, subscribed and paid-up share capital	-	7,20,36,151	72,03,61,510

Changes in the equity share capital from 1 April 2024 to date of this report

The Company has allotted 14,190 equity shares to eligible employees, pursuant to exercise of RSUs granted under the RSU Plan 2018 on 9 April 2024. Consequently, the issued, subscribed and paid up share capital of the Company as on the date of this report increased from ₹ 72,03,61,510/- (divided into 7,20,36,151 equity shares of ₹ 10/- each fully paid-up) to ₹ 72,05,03,410/- (divided into 7,20,50,341 equity shares of ₹10/- each fully paid-up).

Annual Return

The Annual Return of the Company for the financial year ended 31 March 2024 prepared in compliance with Section 92(3) of the Act and Rules framed thereunder in prescribed Form No. MGT-7 is placed on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-results/annual-result/>.

Compliance with Secretarial Standards

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards viz. the Secretarial Standard-1 on Meetings of the Board of Directors ("SS-1") and the Secretarial Standard-2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and approved by the Central Government, and such systems are adequate and operating effectively.

During the financial year under review, the Company was in compliance with the SS-1 and SS-2.

W. PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)

There was one proceeding pending against the Company by an operational creditor under the Insolvency and Bankruptcy Code, 2016 which do not materially impact the business of the Company. The Company has filed a detailed reply and the matter is pending for hearing before the National Company Law Tribunal, Mumbai Bench.

X. GENERAL

The Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions/events related to these items during the financial year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Issue of sweat equity shares to employees of the Company under any scheme;
- Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future;
- Raising of funds through Preferential Allotment, Rights Issue or Qualified Institutional Placement;
- Voting rights which are not directly exercised by the employees in respect of equity shares for the subscription/purchase of which loan was

given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Act);

- Suspension of trading of equity shares of the Company;
- Revision made in Financial Statements or the Board's Report of the Company;
- There was no one-time settlement done by the Company and hence the provision of details of difference in valuation arising between such one-time settlement and the loan taken from the Banks does not arise.

Y. ACKNOWLEDGMENTS

The Board of Directors wishes to extend its sincere appreciation for the support and cooperation received from various entities, including the government and regulatory authorities, stock exchanges, depositories, banks, customers, business associates and members throughout the reviewed year.

For and on behalf of the Board of Directors

Dr. Anish Shah

Chairman

Place: Mumbai

Date: 22 April 2024

DIN: 02719429

ANNEXURE I

DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution Policy ("Policy") establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company. The policy has come into force with effect from the date of Listing.

This Policy aims to ensure that the Company makes rational decision with regard to the amount to be distributed to the Shareholders as dividend after retaining sufficient funds for the Company's growth, to meet its long-term objectives and vision and other purposes. It lays down various parameters which shall be considered by the Board of Directors of the Company before recommendation/declaration of Dividend to its Shareholders.

Dividend will be declared on per share basis on the Ordinary Equity Shares of the Company. The Company currently has no other class of shares. Dividend declared will be distributed amongst all shareholders, based on their shareholding on the record date.

Dividend will generally be recommended by the Board annually, after the announcement of the full year results and before the Annual General Meeting (AGM) of the Shareholders, as may be permitted by the Companies Act, 2013 ("Act").

The Company has had a consistent dividend policy that balances the objective of appropriately rewarding Shareholders through dividends and to support the future growth.

As in the past, subject to the provisions of the applicable law, the Company's dividend payout will be determined based on available financial resources, investment requirements and taking into account optimal shareholder return. Within these parameters, the Company would endeavour to maintain a dividend pay-out of an optimal range of at least 20% of annual audited standalone Profit After Tax ("PAT") of the Company.

The Board may consider not declaring dividend and has the power to recommend a different dividend payout for a given financial year, given business environment and conditions and after analyzing the prospective opportunities and threats or in the event of challenging circumstances such as regulatory and financial environment. In such event, the

Board will provide rationale in the Annual Report. The Board may also declare special/interim dividend(s) on occasions of significance, as may be permitted by the Act.

The Internal and external factors that shall be considered for declaration of dividend shall include the following:

- **Internal Factors:**
 - i. Profitable growth of the Company and specifically, profits earned during the financial year as compared with:
 - a. Previous years and
 - b. Internal budgets,
 - ii. Cash flow position of the Company,
 - iii. Accumulated reserves,
 - iv. Earnings stability,
 - v. Future cash requirements for organic growth/ expansion and/or for inorganic growth,
 - vi. Brand acquisitions,
 - vii. Current and future leverage and, under exceptional circumstances, the amount of contingent liabilities,
 - viii. Deployment of funds in short term marketable investments,
 - ix. Long term investments,
 - x. Capital expenditure(s), and,
 - xi. The ratio of debt to equity (at net debt and gross debt level);
 - xii. Any other factor deemed relevant by the Board.
- **External Factors:**
 - i. Business cycles,
 - ii. Economic environment,
 - iii. Cost of external financing,
 - iv. Applicable taxes including tax on dividend,
 - v. Industry outlook for the future years,
 - vi. Inflation rate, and,
 - vii. Changes in the Government policies, industry specific rulings & regulatory provisions.

Apart from the above, the Board may also consider past dividend history and sense of shareholders' expectations while determining the rate of dividend.

The retained earnings of the Company shall be utilised in any way including the following:

- i. Capital expenditure for working capital,
- ii. Organic and/ or inorganic growth,
- iii. Investment in new business(es) and/or additional investment in existing business(es),
- iv. Declaration of dividend,
- v. Capitalisation of shares,
- vi. Buy back of shares,
- vii. General corporate purposes, including contingencies,
- viii. Any other permitted usage as per the Act.

Disclosures

The Policy will be displayed on website of the Company and same will also be published in Annual Report of the Company.

Review

This policy may be reviewed periodically by the Board. Any changes or revisions to the policy will be communicated to the shareholders in a timely manner.

Amendment

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

ANNEXURE II

FORM AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto.

1. Details of contracts or arrangements or transactions not at arms' length basis:

There were no contracts or arrangements, or transactions entered into during the financial year ended 31 March 2024 which were not at arms' length basis.

2. Details of material contracts or arrangements or transactions at arms' length basis:

The details of material contracts or arrangements or transactions at arms' length basis for the financial year ended 31 March 2024 are as follows:

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Transaction value (₹ in crores)	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any (₹ in crores)
1.	Mahindra & Mahindra Limited, Holding and Promoter of the Company	Availing of services Rendering of services Purchase of Fixed Assets Reimbursements made to parties	3.34 2,827.95 0.20 17.64	1 April 2023 to 31 March 2024	The Related Party Transactions (RPTs) entered into during the financial year/ under review were in ordinary course of business and on arms' length basis.	Since these RPTs were in ordinary course and on arms' length basis, approval of the Board is not applicable. Necessary prior approvals were granted by the Audit Committee from time to time.	Nil
Total			2,849.13				

Note: Transactions with related party exceeding the materiality thresholds prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are considered for above reporting.

For and on behalf of the Board of Directors

Dr. Anish Shah

Chairman

DIN: 02719429

Place: Mumbai

Date: 22 April 2024

ANNEXURE III

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

for the financial year ended 31 March 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Mahindra Logistics Limited,
Mahindra Towers, P.K. Kurne Chowk,
Worli, Mumbai - 400018

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mahindra Logistics Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on 31 March 2024 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2024 according to the provisions of:

- The Companies Act, 2013 ('the Act') and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (**Overseas Direct Investment and External Commercial Borrowings are not applicable to the Company during the Audit Period**);
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable to the Company during the Audit Period**)
 - The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not Applicable to the Company during the Audit Period**)
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not Applicable to the Company during the Audit Period**) and
 - The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. (**Not Applicable to the Company during the Audit Period**)
- As identified, no law is specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India and amendments made thereunder.
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder.

ANNEXURE III (Contd.)

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the audit period.

Adequate notice is given to all Directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in few Board and Committee meetings held at a shorter notice for which necessary approvals obtained as per applicable provisions) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period the Company has

1. Issued and allotted 59,121 Equity Shares of face value of ₹ 10/- each towards exercise of Restricted Stock Units under the Mahindra Logistics Employee Restricted Stock Unit Plan 2018. Consequently, the issued, subscribed and paid-up share capital of the Company increased during the Audit Period and as on 31 March 2024 amounted to ₹ 72,03,61,510/-.

2. Completed Business Transfer Agreement with MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited) (MESPL), wholly owned subsidiary of the Company for sale/transfer of Company's Express Network business of the Company as a going concern on slump exchange basis effective from 1 April 2023, for a lump sum consideration of ₹ 20.8 crores and on 31 July 2023, 20,832,222 equity shares of ₹ 10 each fully paid were allotted to the Company towards consideration for the said sale/transfer.
3. Acquisition of 22,645 equity shares and 31,600 CCCPS of ZipZap Logistics Private Limited ("ZipZap"), which taken together with the previous holding of the Company constitutes 60% of the Share Capital of ZipZap, on a fully diluted basis. Consequently, ZipZap has become the subsidiary of the Company with effect from 22 December 2023.
4. Entered into a Share Purchase Agreement with Transtech Logistics Private Limited (TLPL) an associate of the Company and the Promoters of TLPL, for sale/transfer of the 39.79% stake held by the Company in TLPL i.e., 100 equity shares of ₹ 10 each and 65,988 Compulsorily Convertible Preference Shares of ₹ 50 each, for a consideration of ₹ 1,32,176/- were discharged by the Promoter of TLPL in cash to the Company.

**For Makarand M. Joshi & Co.
Company Secretaries**

Makarand M. Joshi
Partner
FCS No. 5533
CP No. 3662
PR No: 640/2019
UDIN: F005533F000207561

Date: 22 April 2024

Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,
The Members,
Mahindra Logistics Limited,
Mahindra Towers, P.K. Kurne Chowk,
Worli, Mumbai - 400018

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Makarand M. Joshi & Co.
Company Secretaries**

Makarand M. Joshi
Partner
FCS No. 5533
CP No. 3662
PR No: 640/2019
UDIN: F005533F000207561

Date: 22 April 2024

Place: Mumbai

ANNEXURE IV

DETAILS OF REMUNERATION

Details pertaining to remuneration as required under sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The remuneration of each Director, Chief Financial Officer and Company Secretary as on 31 March 2024, percentage increase in their remuneration during the financial year 2023-24 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 are as under:

(₹ in crores)

Sr. No.	Name of Director/KMP	Designation	Remuneration of Director/KMP for the financial year 2023-24		% increase in remuneration in the financial year 2023-24		Ratio of remuneration (Including perquisite value of ESOPs exercised) of each Director to median remuneration of the employees for the financial year 2023-24
			(Excluding perquisite value of ESOPs exercised)	(Including perquisite value of ESOPs exercised)	(Excluding perquisite value of ESOPs exercised)	(Including perquisite value of ESOPs exercised)	
1.	Dr. Anish Shah	Chairman and Non-Executive Director	Nil	Nil	Nil	Nil	Not Applicable [refer note no. (i)]
2.	Mr. Rampraveen Swaminathan	Managing Director & CEO	4.35	4.35	4.82	(10.31)	104.05
3.	Mr. Naveen Raju	Non-Executive Director	Nil	Nil	Nil	Nil	Not Applicable [refer note no. (i)]
4.	Mr. Ranu Vohra	Independent Director	0.23	0.23	21.05	21.05	5.62
5.	Mr. Darius Pandole	Independent Director	0.23	0.23	15.00	15.00	5.47
6.	Ms. Avani Davda	Independent Director	0.18	0.18	(5.26)	(5.26)	4.23
7.	Ms. Malvika Sinha	Independent Director	0.18	0.18	5.88	5.88	4.32
8.	Mr. Dhananjay Mungale	Independent Director	0.20	0.20	33.33	33.33	4.90
9.	Mr. Ameet Hariani [!]	Independent Director	0.17	0.17	30.77	30.77	4.04
10.	Mr. Saurabh Taneja*	Chief Financial Officer	1.32	1.32	Not Applicable	[refer note no. (iii)]	31.70
11.	Ms. Ruchie Khanna [#]	Company Secretary	0.26	0.26	(3.70)	(3.70)	6.14
12.	Mr. Jignesh Parikh [§]	Chief Financial Officer	0.20	0.20	Not Applicable	[refer note no. (iii)]	4.77

[!] Appointed as an Independent Director of the Company with effect from 1 May 2022;

^{*} Appointed as the Chief Financial Officer with effect from 1 September 2023;

[#] Ceased as the Company Secretary of the Company with effect from close of 30 November 2023. Remuneration reported is for the period of employment in the Company i.e., 1 April 2023 till 30 November 2023;

[§] Appointed as the Company Secretary of the Company with effect from 1 December 2023.

Notes:

- The Non-Executive (Non-Independent) Directors were not paid any remuneration during financial year 2023-24;
- The remuneration of Independent Directors comprises of commission payable and sitting fees paid for Board and Committee Meetings during the financial year 2023-24.
- Since associated for part of the financial year 2023-24 percentage increase in remuneration is not reported.

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

The median remuneration of permanent employees of the Company during the financial year under review was ₹ 4.18 lakhs and ratio of remuneration of each Director to the median remuneration of the employees of the Company is provided in table above.

For the purpose of computation of median remuneration only permanent employees on the payrolls of the Company to whom the remuneration was paid during the financial year 2023-24 have been considered.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Provided in table above.

3. Percentage increase in the median remuneration of employees in the financial year:

There was an increase of 5.14% in the median remuneration of employees in financial year 2023-24 vis-à-vis financial year 2022-23.

4. Number of permanent employees on the rolls of Company:

There were 3,740 permanent employees on the rolls of Company as on 31 March 2024.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentile increase in the salaries of permanent employees other than the managerial personnel in the last financial year i.e. 2023-24 was 11.02% whereas the decrease in the managerial remuneration for the financial year 2023-24 was 10.31%.

The remuneration of employees includes perquisite value of ESOPs exercised during the year under review. The increase in remuneration of employees of the Company is dependent on the Company's performance as a whole, individual's performance and also market benchmarks.

The remuneration of the Managing Director is decided based on the individual performance, inflation, prevailing industry trends, and benchmarks. The remuneration of Non-Executive (Independent) Directors consists of commission and sitting fees. The Non-Executive Non-Independent Directors did not draw any remuneration from the Company during the financial year 2023-24.

While deciding the remuneration, various factors such as Director's participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees, time spent in carrying out other duties, role and functions as envisaged in Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other factors as the Nomination and Remuneration Committee may deem fit etc. were taken into consideration.

6. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid for financial year 2023-24 is as per the Company's Policy for remuneration of Directors, Key Managerial Personnel and other employees.

For and on behalf of the Board of Directors

Dr. Anish Shah

Chairman

Place: Mumbai

Date: 22 April 2024

DIN: 02719429

ANNEXURE V

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR 2023-24

1. Brief outline on CSR Policy of the Company :

Your Company's approach to CSR extends beyond fulfilling legal obligations and instead focuses on generating social and environmental benefits. The Company has a well-defined and multi-tiered governance mechanism to oversee implementation of and monitor the CSR Policy and initiatives of the Company in compliance with the Section 135 of the Companies Act, 2013 read with Rules framed thereunder.

The objective of the Company's CSR policy is to:

- promote a unified and strategic approach to CSR across the Company by identifying select constituencies and causes to work with, thereby ensuring a high social impact.

- ensure an increased commitment at all levels in the organisation, by encouraging employees to participate actively in the Company's CSR initiatives and give back to the society in an organised manner through the employee volunteering programme called ESOPs (Employee Social Option Programs).

As per the approach and direction of the Board of Directors and the CSR Committee of the Company, the Company's CSR efforts are directed and focused towards Skill Development, Education, Building Communities, Sustainability and Disaster Relief and rehabilitation as stated in the Policy.

The CSR initiatives are undertaken by the Company itself or through any eligible/qualifying implementing partners/agencies.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ranu Vohra	Chairman, Independent Director	2	2
2	Ms. Malvika Sinha	Member, Independent Director	2	2
3	Mr. Rampraveen Swaminathan	Member, Managing Director & CEO	2	2
4	Mr. Naveen Raju	Member, Non-Executive Director	2	2

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company :

Weblink of Composition of CSR Committee: <https://mahindralogistics.com/board-of-directors/#committee>

Weblink of CSR Policy and CSR Projects approved: <https://mahindralogistics.com/policies/>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable, since the Company's average CSR obligation in the three immediately preceding financial years does not exceed ₹ 10 crores.

5. (a) Average net profit of the Company as per sub-section (5) of section 135: ₹ 49,68,12,239.24

(b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹ 99,36,244.78

(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil

(d) Amount required to be set-off for the financial year, if any: Nil*

*The Board has carried forward the CSR excess spend of the financial year 2021-22 of ₹ 7,21,179.76/-. However, while the same is available for set-off, the Company has not availed the set-off for FY 2022-23 and FY 2023-24.

Further, the Board has carried forward the CSR excess spend of the previous financial year i.e., 2022-23 of ₹ 3,34,998.19/-. However, while the same is available for set-off, the Company has not availed the set for FY 2023-24.

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 99,36,244.78

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 1,04,14,529.00

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable.: Nil

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 1,04,14,529.00

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year 2023-24 (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 1,04,14,529.00	Nil	Not Applicable	Not Applicable	Nil	Not Applicable

(f) Excess amount for set-off, if any: ₹ 4,78,284.22

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
i.	Two percent of average net profit of the company as per sub-section (5) of section 135	99,36,244.78
ii.	Total amount spent for the Financial Year	1,04,14,529.00
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	4,78,284.22
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	4,78,284.22

7. Details of Unspent CSR amount for the preceding three financial years: Not Applicable

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
1.	FY-1				Amount (in ₹).	Date of transfer	
2.	FY-2						
3.	FY-3						
	Total						

ANNEXURE V (Contd.)

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility "CSR" amount spent in the Financial Year: Not Applicable

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable.

Place: Mumbai
Date: 22 April 2024

Mr. Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Mr. Ranu Vohra
Chairman of CSR Committee
DIN: 00153547

ANNEXURE VI

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(Pursuant to Section 134(3)(m) of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

1. CONSERVATION OF ENERGY

a. The steps taken or impact on conservation of energy:

Your Company's focus on the comprehensive approach to encourage low-carbon logistics solutions and improve energy efficiency across its operations is led by continuous collaborations with responsible stakeholders. Your Company has identified Green House Gas ("GHG") emission reduction as key material issues led by 3 key actions: greening infrastructure, pioneering circularity and decarbonisation in alignment with SBTi emission reduction trajectory for scope 1, 2 and 3 realising carbon neutrality by 2040. Aligned to this strategy, your Company is committed to develop all the built-to-suit "BTS" warehousing facilities meeting the Indian Green Building Councils ("IGBC") standards of green buildings and subsequently get the sites certified with necessary energy optimization and resource efficiency initiatives. Your Company is increasing Renewable Energy component in energy mix by installing solar panels at warehouse facilities pan India to make the facilities energy efficient and sustainable.

The strategy to achieve carbon neutrality is guided by 10 ESG Commitments at group level for just transition focusing on enhancing energy productivity, increasing the renewable energy mix and refining our emission targets. Some of these measures include:

- Under ACE program on energy efficiency, your Company was able to optimize electrical energy consumption at selective sites and is continuously working to deploy this at other facilities. The Company has optimized energy usage through replacing conventional lighting, use of natural lighting, investing in energy-saving equipment through 5-star rated appliances and other energy equipment with advanced technology resulting in saving of 21.5 lakh kWh equivalent to reduction of GHG emissions by ~ 1500+ tCO₂e.

- Electrifying the last mile through eDel and EV deployment in our Mobility business.
- Reducing customers carbon footprint with dedicated low carbon solutions, such as switching to alternative fuel (CNG), route optimization to reduce empty miles, vehicle upgradation and load consolidation.
- Usage of green concrete at BTS facilities avoiding around 200+ tCO₂e GHG emissions.
- Shifting to efficient mode of transport in terms of emissions i.e. road to rail.
- Enabling natural carbon sequestration through large scale sapling plantation across our footprint in India.

b. The steps taken by the Company for utilizing alternate sources of energy:

Your Company is aggressively optimising office and warehousing operations with the aim to save energy - incorporating alternate fuel and renewable energy wherever possible. Currently, the solar powered warehousing space stands at 3.6 Mn sq. ft. and contributed to around 11% renewable energy of the total energy mix. Facilities with solar power generation setup are equipped with charging infrastructure for electric vehicles and is made available for Company's vehicles and employees. Your Company has also used CNG as low emission fuel for mobility solutions to customers.

Your Company uses advanced technology to make the vehicles fuel efficient and has developed technology solutions that enables to optimise travel routes and helps in tracking and monitoring efficiency performance on a real-time basis.

The Company is also evaluating the usage of alternative fuels like LNG and Biofuels that will help in mitigating the emissions from the transportation segment.

c. The capital investment on energy conservation equipments:

During the financial year under review, the Company has not incurred any capital investment on energy conservation equipments.

ANNEXURE VI (Contd.)

2. TECHNOLOGY ABSORPTION

a. The efforts made towards technology absorption:

The Company has over the past years made consistent investments in digitisation and technology to augment and optimise our operations to serve our customers better. Through digitisation and network management, we also optimise the utilisation of our assets across customers, sectors and routes. We are steadily digitising our existing processes to improve transparency, data availability and efficiency. Planned investments in technology systems include enhancements to our transport management system, development of our warehouse management system, EMS technology platform, and a portal for our business associates. Besides the above, we are working on scaling up our analytics and network optimisation capabilities.

Last year we started the development of our flagship integrated tech stack 'LogiOne'. LogiOne tech stack will house our in-house Transport & Warehouse Management system, Ocean & Air Freight Management system, Express & Last Mile suite coupled with optimization suite for load & route management. Data from all the systems will flow into a central data lake, where the Data Analytics layer will run algorithms, process the data, and share valuable inputs supplementing our operations and decision making. Through LogiOne we plan to remove redundancies in various legs of supply chain and enable seamless operations for our customers.

To capitalise on emerging technological trends, we integrated to ONDC platform. We launched Last Mile Delivery through the platform. We launched 'Catapult 4.0', our start-up incubation program, with the aim of co-creating new and innovative solutions for supply chain industry with upcoming start-ups. We also commenced the development of MLL Technology and Automation centre in our upcoming built-to-suit warehouse park in Pune. This centre will focus on the development of automation systems, test use-cases and accelerate deployment across our operating sites throughout the country.

b. The benefits derived like product improvement, cost reduction, product development or import substitution:

Detailed benefits are explained at point (a) above.

c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Technology	Year of import	Status of technology absorption
Not applicable	Not applicable	Not applicable

d. The expenditure incurred on Research and Development:

During the financial year 2023-24, the Company did not incur any expenses towards Research and Development activities.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO (in terms of actual inflow and outflow)

Foreign Exchange earnings and outgo	For the financial year ended	
	31 March 2024	31 March 2023
Total Foreign Exchange Earned	NIL	NIL
Total Foreign Exchange Outgo	2.22	1.63

(₹ in crores)

For and on behalf of the Board of Directors

Dr. Anish Shah
Chairman
DIN: 02719429

Place: Mumbai
Date: 22 April 2024

ANNEXURE VII

POLICIES

Your Company is committed to adhere to the highest standards of ethical, moral and legal business conduct. In accordance with the requirements of the provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations") and other applicable laws, as amended from time to time, your Company has formulated certain Policies. These Policies are reviewed periodically and are updated as and when needed. The policies are uploaded on the website of the Company <https://mahindralogistics.com/policies/> and/or on the intranet of the Company, as applicable.

A brief description about the Key Policies adopted by the Company is, as under:

Name of the Policy/Code	Brief Description	Summary of key changes made to the Policies/Codes
Vendor Code of Conduct	The Company has adopted Vendor Code of Conduct which defines the minimum and basic requirements placed on for the Company's Vendors. This Code requires the Company's Vendors to go beyond legal compliance, drawing upon internationally recognized standards, in order to advance social and environmental responsibility. The acceptance of this Code is mandatory for all Vendors of the Company.	There have been no changes made to this Code.
Code of Conduct	The Board of your Company has laid down Codes of Conduct viz. one for all the Directors and one for all Senior Management and Employees of the Company. These Codes are the central policy documents which specify the requirements for business practices and principles of behaviour that the Directors associated the Company and employees working for and with the Company must comply with, regardless of their location. The said Policy also includes: 1) Policy on Conflicts of Interest; 2) Policy on Anti-Corruption; 3) Policy on Giving and Accepting Gifts and other Business Courtesies; 4) Policy on Fair and Honest Dealings; 5) Policy on Antitrust and Competition; 6) Policy on Competitively Sensitive Information.	There have been no changes made to this Policy.
Policy on Materiality of and on dealing with Related Party Transactions	The Policy has been framed in accordance with Regulation 23(1) of the SEBI Listing Regulations to regulate all the transactions between the Company and its related parties.	There have been no changes made to this Policy.
Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning	This Policy includes the criteria for determining qualifications, positive attributes and independence of a Director, identification of persons who are qualified to become Directors and who may be appointed in the Senior Management Team in accordance with the criteria laid down therein, succession planning for Directors and Senior Management, the Talent Management framework of the Company and sets out the approach of the Company towards the Compensation of Directors, Key Managerial Personnel, Senior Management Personnel other employees.	During the year under the review, the Policy was amended to incorporate the changes brought in by SEBI through the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 effective 14 July 2023.
Risk Management Policy	The Risk Management Policy statement is adopted to outline guidelines mandated by the Company's Board of Directors in identification, assessment, measurement, mitigation, monitoring and reporting of all risks associated with the activities conducted by the Company.	There have been no changes made to this Policy.

ANNEXURE VII (Contd.)

Name of the Policy/Code	Brief Description	Summary of key changes made to the Policies/Codes
Dividend Distribution Policy	The Dividend Distribution Policy is adopted in accordance to the provisions of Regulation 43A of the SEBI Listing Regulations. It establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company to strike balance between pay-out and retained earnings, in order to address future needs of the Company.	There have been no changes made to this Policy.
Whistleblower Policy (Policy on Vigil Mechanism)	The Vigil Mechanism as envisaged in the Act and SEBI Listing Regulations is implemented through Whistleblower Policy for providing adequate safeguards against victimization of persons to report genuine concerns regarding unethical behaviour or actual or suspected fraud or violation of the Company's Codes and Policies and also makes a provision for direct access to the Chairperson of the Audit Committee.	There have been no changes made to this Policy except to the extent of updating the composition of the members of the Business Ethics Governance Council formed under the Policy, which is responsible for steering all activities related to ethics & governance in the Company.
Policy for determination of materiality for disclosure of events or information	This Policy is adopted in accordance with the SEBI Listing Regulations and requires the Company to make disclosure of events or information which are material to the Company as specified under the provisions of Regulation 30 of the SEBI Listing Regulations.	The Board had at its meeting held on 24 July 2023 amended the Policy, to inter-alia align the revised materiality criteria and other amendments made in the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 effective 14 July 2023.
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI")	This Code has been formulated in accordance with the SEBI Insider Trading Regulations to ensure prompt, timely and adequate disclosure of UPSI which inter alia includes Policy for Determination of "Legitimate Purposes".	There have been no changes made to this Policy.
Policy for determining Material Subsidiaries	The Policy is framed in accordance with Regulation 16(1)(c) of the SEBI Listing Regulations and is used to determine the material subsidiaries of the Company and to provide a governance framework for such material subsidiary.	There have been no changes made to this Policy.
Corporate Social Responsibility Policy	The Corporate Social Responsibility ("CSR") Policy of the Company is aimed promote a unified and strategic approach to CSR initiatives across the Company by identifying select constituencies and causes to work with, thereby ensuring a high social impact.	There have been no changes made to this Policy, except to the extent of updating the Annexure 2 of the Policy which provides the CSR projects approved by the Board of the Company for FY 2023-24.
Archival Policy	This Policy provides for retention of events or information which has been disclosed to the Stock Exchange(s) under Regulation 30 of the SEBI Listing Regulations, on the website of the Company for a period of five years from the date of hosting.	There have been no changes made to this Policy.

Name of the Policy/Code	Brief Description	Summary of key changes made to the Policies/Codes
Business Responsibility Policy	The objective of this Policy is to ensure a unified and common approach to the dimensions of Business Responsibility across the Company and act as a strategic driver that will help the Company respond to the complexities and challenges that keep emerging and be abreast with changes in the SEBI Regulations.	There have been no changes made to this Policy.
Board Diversity Policy	This Policy is framed in accordance with the SEBI Listing Regulations and sets out the approach to diversity of the Board of Directors of the Company.	There have been no changes made to this Policy.
Investor Grievance Redressal Policy (including Escalation Matrix)	The objective of the Policy is to promote and build prompt Investor Grievance redressal mechanism and investor friendly relations. The Policy recognises the investors' right to always have a contact address available to enable them to query or record a grievance. This also enables the Company to use investors' views as a feedback mechanism.	The Board at its meeting held on 23 October 2023, adopted the said Policy.
Environment, Health and Safety Policy	The vision of the Policy is to become an organization free of accidents, occupational diseases and pollution. The Policy is displayed at all prominent locations and offices and communicated to all stakeholders.	There have been no changes made to this Policy.
Policy for Prevention of Sexual Harassment ("POSH")	The Policy is adopted in line with the POSH Act to provide a safe, secure and enabling environment, free from sexual harassment. All employees irrespective of their gender identity and expression and sexual orientation as well as women who visit the premises of the Company for any purpose are covered under this Policy.	There have been no changes made to this Policy except to the extent of updating the composition of the members of the Internal Committee formed under the Policy.
Equal Opportunity Policy	The Policy is adopted in line with the requirements of The Rights of Persons with Disabilities Act, 2016 along with the Rights of Persons with Disabilities Rules, 2017. As an organization we are committed to providing equal opportunity to all, including Persons with Disabilities. This Policy applies to all sectors, divisions, offices, locations and plants of the Company within India and aims to promote inclusiveness.	During the financial year, the Policy was amended to broaden its scope and to align the definitions provided in the Policy with the changes in the Transgender Persons (Protection of Rights) Act, 2019 and the Rights of Persons with Disabilities Act, 2016.
Diversity & Inclusion Policy	As an integrated 3PL organization, the Company strives to create an environment responsive to diverse cultures and groups, in all our interactions - with employees, customers, visitors, suppliers, contractors, shareholders, investors, and the communities we operate in. The purpose of this Policy is to support and facilitate an inclusive environment that embraces all that makes us different and recognizes the benefits that these difference makes.	There have been no changes made to this Policy.

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Mahindra Logistics Limited (hereinafter referred to as 'MLL' or 'the Company' or 'We') stands as one of the largest integrated logistics solution providers of India, offering a wide array of customised, technology-enabled solutions for supply chain management and mobility. We strive to empower customers in enhancing the productivity of their supply chain. Our solutions seamlessly integrate multiple modes of logistics across the nation and beyond, deploying industry-leading technology, infrastructure, processes, and human capital.

We principally operate on an asset-light business model, with the majority of our operational assets, especially vehicles and warehouses, owned and/or provided by a vast network of business associates under different models. Furthermore, the Company deploys third-party contractual employees, sourcing them from a group of strategic manpower providers. By harnessing this technology enabled, asset-light approach, we enhance the scalability and flexibility of our services, enabling us to offer customised logistics and mobility solutions to our customers across diverse industries.

We operate in two distinct business segments, including Supply Chain Management (SCM) and Mobility Services. Within the SCM segment, we provide contract logistics, B2B express, last-mile delivery, and cross-border freight services. In Mobility segment, enterprise mobility services, cab-on-demand, airport pickup & transfer, outstation and upkeep services under Alyte and Meru brands encompass our offerings.

BUSINESS LINES

MLL works through five unique business lines, each with dedicated operations supported by functions, including sales, delivery, human resources, and finance. These businesses collectively utilise shared infrastructure, including information technology, project management, solution design, and warehousing assets, among others. Our go-to-market strategy focusses on offering customers the flexibility to choose between individual services or integrated solutions that combine multiple service lines. The synergy between our core business and strategic acquisitions across various aspects of supply chain positions us uniquely to offer end-to-end integrated logistics solutions, striking the optimal balance between customisation and scalability.

Our pan-India network consists of 14 offices, over 650 clients and more than 1,000 operating locations. Our extensive network of over 1,500 active and long-standing business associates supports us with vehicles, warehouses, other assets, and services. Leveraging these facilities, we serve domestic and multinational companies across a multitude of sectors, including auto & farm, manufacturing, e-commerce, consumer goods, retail, pharma, telecom, and commodities. We manage a network of multi-user, multi-service warehouses, built-to-suit warehouses, stockyards, processing centres and cross-docks spanning over 20 million sq. ft. of space. Additionally, we operate in-factory stores and linefeed at over 40 manufacturing locations. Our express network serves more than 19,000 pincodes nationwide and our fleet of over 1,400 EDeL EVs facilitates sustainable last-mile delivery in more than 20 cities.

Contract logistics (3PL) business

This business line offers tailored, comprehensive end-to-end logistics solutions including inbound and outbound Full-Truckload (FTL) transportation, warehousing solutions, in-plant logistics, just-in-time services, returns processing, distribution, and other value-added services. The 3PL business frequently harnesses our other service lines to deliver integrated solutions to our customers, offering seamless operations.

B2B Express Solutions

Our B2B express business offers time bound, Part-Truckload (PTL) services through a solid network of more than 260 processing centres and branches across India, operating via a hub & spoke model. The business provides value-added services, consolidating loads from enterprise customers and business partners, utilising a pan-India coverage that spans over 19,000 pincodes and encompasses more than 400 partners for first-mile and last-mile connectivity. With best-in-class integrated technology stack, incorporating differentiated customer service, the business efficiently cuts down cost-to-serve through better lane optimisation, load management, and hub process management, resulting in reduced delivery time and improved service quality.

Cross-Border Solutions

Our cross-border logistics offers a wide range of solutions, including ocean freight, air freight, air charter services, break-bulk, and customs clearance. At the heart of our India freight forwarding business is Lords Freight, which anchors our operations. Furthermore, we are expanding our footprint in the global freight forwarding space by venturing into Dubai. Our subsidiary, V-Link Freight, provides air chartering services from Dubai, thereby bolstering our global prominence.

Last-mile Delivery Business

The Company provides a diverse range of last-mile delivery solutions, deploying both EV and ICE vehicles. Our specialisations include B2C distribution, fulfilment, and delivery services for our enterprise customers in e-commerce and FMCG/FMCD segments. With a footprint of over 300 last-mile stations across the country, we operate independent and customer-centric delivery stations. We witnessed a robust growth in the EV last-mile space through the expansion of our EDeL services, offering various options for customers using both three-wheelers (3W) and four-wheelers (4W). Notably, our fleet expanded to over 1,400 vehicles in more than 20 cities during the year. The investment in Hyderabad-based ZipZap Logistics Private Limited, a last-mile logistics service provider under the brand Whizzard, facilitated in expanding our footprint, enhancing technological capabilities and offerings for micro-fulfilment. Whizzard currently facilitates seamless handling of over 60 million packages annually across diverse segments. Our services span across more than 6,000 pincodes through micro-distribution centres and comprehensive technology capabilities. Moreover, our EDeL EV fleet covered over 25 million km so far, resulting in a reduction of CO₂ emissions by over 3,000 tonnes.

We developed our own customised technology systems to deliver innovative and cost-effective solutions, thereby improving transparency and visibility for our clients. Harnessing our deep understanding of customer needs across diverse markets, we tailored solution designs and processes to meet the complex requirements of our clients' supply chains. With our offerings spanning various sectors, we emerged as a one-stop-shop for our clients, proficient in designing, executing, improving, and optimising logistics activities throughout the value chain.

Mobility Business

Our Mobility business delivers end-to-end transport solutions in both B2B and B2C segments. In the B2B realm, our services are offered across India to more than 200 clients in a wide range of sectors, including Information Technology (IT), Information Technology-enabled Services (ITeS), business process outsourcing, financial services, consulting, e-commerce, telecom and manufacturing industries. Additionally, we extend integrated suite of services, right from rostering to billing, tailored to meet multiple contractual and vehicle requirements as per customer's needs. In the B2C realm, our services are offered across four major airports in India under the Meru brand. We provide assured rides through dedicated booking counters at airports, offering kerbside pickup and well-maintained cars with trained and groomed chauffeurs.

500+

Business Associates

25+

Cities

200+

Clients

Our services are offered through a diverse fleet, incorporating sedans, sports utility vehicles, buses, and tempo travellers, operated by a large network of over 500 business associates across more than 25 cities. We also offer services through owned EV fleet in selected cities, catering both B2B and B2C domains.

We offer fully integrated technology services such as application-based interactions for route planning and optimisation, round-the-clock control tower operations (CTO) for tracking vehicles and passengers, and EV telematics. We continue to strengthen our focus on safety, hygiene, and compliance to create differentiation in our offering. In line with this strategic approach, we initiated a host of endeavours, including multi-level safety and compliance checks, safety

trainings, rewarding and recognising our employees and drivers to cultivate a culture of safety, as well as detailed incident analysis and reporting protocols, among others.

SUBSIDIARIES AND JOINT VENTURES

Lords Freight (India) Private Limited (Lords)

Our 99.05% subsidiary, provides international freight forwarding services for exports and imports, customs brokerage operations, project cargo services and air charters. With an established global network of agents spanning China, South Korea, Southeast Asia and Western Europe, Lords is renowned for its capabilities in providing end-to-end cross-border services. The services encompass freight movement through ocean and air, custom clearance, transportation to transit warehouses and mother warehouses.

2x2 Logistics Private Limited

Our Joint Venture with IVC, provides logistics and transportation services to original equipment manufacturers (OEMs). The Company's offerings enable the OEMs to carry finished automobiles from the manufacturing/assembly locations to stockyards or directly to the distributors through specially designed vehicles. Additionally, it owns and operates over 150 vehicle carriers, with MLL being its primary customer.

MLL Express Services Private Limited

MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited) is a wholly owned subsidiary of MLL. It provides B2B express logistics services under the brand name 'Rivigo by Mahindra Logistics'. With a pan-India network of operations, the Company currently covers over 19,000 pincodes across the nation.

V-Link Freight Services Private Limited

V-Link Freight Services Private Limited is a wholly owned subsidiary of MLL, based out of India with a branch office in Dubai. It offers supply chain management activities starting with Air Charter business in Dubai. This subsidiary is helping MLL to establish international presence and unlock next phase of growth.

MLL Mobility Private Limited

MLL Mobility Private Limited (formerly known as Meru Mobility Tech Private Limited) is a wholly owned subsidiary of MLL. Involved in the business of providing B2C transportation services and corporate transportation solutions, the Company serves a wide spectrum of sectors, including BPOs, Banking, IT, and ITES in ride hail segment. MLL Mobility also boasts a fleet of over 120 EVs.

ZipZap Logistics Private Limited (Whizzard)

ZipZap Logistics Private Limited (Whizzard) is a tech-enabled last-mile delivery logistics Company, operating through an intracity distribution network to extend digital commerce and last-mile delivery services. MLL acquired a 36% stake in Whizzard on 8 April 2022. Pursuant to the Share Purchase Agreement, we raised our stake in Whizzard to 60% during the year under review, subsequently turning Whizzard into a subsidiary of MLL with effect from 22 December 2023.



MLL Express Services Private Limited, a subsidiary of MLL, provides B2B express logistics under the brand 'Rivigo by Mahindra Logistics.' With a pan-India network, the company covers over 19,000 pincodes nationwide.

INDUSTRY OVERVIEW & TRENDS

OVERVIEW OF THE GLOBAL ECONOMY

The global economy demonstrated outstanding resilience in navigating supply chain disruptions and economic challenges in 2023-24 despite major geopolitical volatilities, stemming from events such as the Russia-Ukraine conflict, the Red Sea crisis and heightened tensions between Israel-Palestine. The projected world trade growth for 2025 stands at 3.6%, below the historical average of 4.9%, owing to ongoing trade distortions and geo-economic fragmentation. Escalating geopolitical tensions, coupled with extreme weather events, continue to be the major risks affecting the momentum of growth. Moreover, tough financial conditions also factor in as risks to global trade and industrial production. However, a significant realignment in trade flows across regions presents a strategic opportunity for India, potentially boosting its economic growth.

3.1% is the Projected Global Economic Growth for 2024, According to the IMF.

According to IMF, global economic growth is projected at 3.1% in 2024, while marginally moving up to register 3.2% in 2025. Despite an anticipation of strong resilience in the US and several large emerging markets, the forecast for 2024-25 remains below the historical average of 3.8%. Several factors contribute to this tempered outlook, including elevated central bank policy rates aimed at fighting inflation, and the withdrawal of fiscal support amidst high debt weighing on economic activity, and low productivity growth. On the other hand, most of the regions are witnessing a faster-than-expected decline in inflation, attributed to the resolution of supply-side issues and implementation of stricter monetary policies. In line with this trend, the global inflation is anticipated to drop to 5.8% in 2024, and further to 4.4% in 2025 indicating that risks to world growth are majorly balanced.

According to IMF, global recovery remains slow as there are growing regional divergences leaving little

margin for policy error. The Red Sea crisis infused significant levels of instability within the business landscape and its impact on trade volumes will be evident in 2024-25. Higher shipping and insurance costs, combined with delayed arrival of shipments will continue to disrupt global value chains, thereby further squeezing margins.

3.6%

Projected World Trade Growth of 2025

3.2%

Projected Global Economy Growth in 2025

OVERVIEW OF THE INDIAN ECONOMY

The Indian economy remains a bright spot amidst global uncertainties, displaying a positive outlook for the coming years. India is poised to be the fastest growing economy among the major G20 nations. As an affirmation to India's growing acceptance as a major economic super power, global rating agency Moody's raised India's GDP growth forecast for calendar year 2024 to 6.8%. The improvement in the growth estimate is attributed to the robust economic performance of the country, evident in the real GDP growth forecast at 7.6% for 2023-24. Domestic demand, particularly investment, is expected to continue as the prime growth driver of the Indian economy, buoyed by the sustained levels of business and consumer confidence. Three capabilities helped India boost its ability to create unique goods and services, that include technology infusion, focus on niche & complex manufacturing, and emphasis on exports.

Indian economy exhibited strong performance in 2023, with substantially higher levels of capital formation being the growth enabler. However, the response from private sector remains inadequate despite the Government's sustained push. In addition, there is decline in the participation of foreign direct investors, affecting capital landscape. Notwithstanding these challenges, the Indian economy is set to grow on the strength of financial sector and other structural reforms. Going forward, Government should prioritise

reforms in the areas of skilling, learning outcomes, health, energy security, reduction in compliance burden for MSMEs, and gender balancing in the labour force, to further propel the trajectory of growth.

The Interim Union Budget for 2024-25 is expected to open new avenues with a significant 11.1% increase in capital expenditure for infrastructure, amounting to ₹ 11,11,111 crores. This substantial investment is projected to boost roads, bridges, airports, and other vital facilities, thereby improving connectivity and efficiency. Such developments are foundational for ramping up productivity and competitiveness.

The expansion of the National Highway (NH) network by 60% from 91,287 km in 2014 to 1,46,145 km in 2023 remains a key driver of growth with its extended outreach. This phenomenal development is instrumental in enhancing accessibility even in the remotest parts of the country, contributing substantially to improving national connectivity. Moreover, substantial investments in infrastructure projects created numerous direct and indirect job opportunities, playing a crucial role in driving economic growth.

7.6%

Indian Economy Growth in 2023-24

11.1%

Increase in Capital Expenditure in Interim Union Budget 2024-25

60%

Expansion of National Highway Network from 2014 to 2023

INDIAN LOGISTICS INDUSTRY - SIZE & STRUCTURE

The Indian freight and logistics market is poised for substantial growth, projected to surge at an annual rate of 8.8% to reach a staggering USD 483.43 billion by 2029. Key drivers propelling this growth momentum include the burgeoning e-commerce and online retail sectors, Government's adoption of logistics services through favourable policies, and advancements in technology. The industry landscape is diverse, comprising startups, SMEs, global corporations, and domestic firms. Road transportation is the dominating segment within the industry, alongside significant contributions from air, sea, and rail transportation, especially for international logistics. Technology-driven logistics companies and digital platforms are revolutionising the sector, enhancing customer experiences, efficiency, and transparency amidst shifting consumer preferences and economic initiatives.

The industry has undergone a transformative shift, going beyond its traditional role of mere transportation and storage to embrace predictive planning, analytics, value-added services, and end-to-end product management, among others. Vital to the smooth flow of goods domestically and

internationally, the sector now provides a host of value-added services, including packing, labelling, inventory management, and transportation, bolstered by technological solutions, including warehouse and transportation management systems.

It is noteworthy that despite advancements, India's logistics costs remain high at 14% of GDP compared to the BRICS average of 11%, resulting from inadequate multi and intermodal transportation systems. However, initiatives like the Goods and Services Tax (GST), Gati Shakti programme, infrastructure enhancements, and automation successfully improved the efficiency of the sector. Customised transportation and warehousing services, including contract logistics, B2B express, last-mile distribution, and freight forwarding, are essential offerings in this evolving landscape.

Contract logistics emerges as a cornerstone for retailers amidst global e-commerce expansion, facilitating the seamless fulfilment of online orders through inventory management, packaging, tracking, transportation, reporting, forecasting, and warehouse management. In our country, the 'Make in India' initiative of the Government fuels the growth of contract logistics market, ably supported by the sustained focus of Indian manufacturing industry on



enhancing core competencies and cost efficiency, leading to outsourcing of supply chain management. Expert service providers, offering end-to-end solutions, encompassing documentation, tracking, warehousing, and legal compliance, are increasingly being trusted by the manufacturers. These providers emerged as

strategic partners, offering tailored services to cater to the manufacturers' unique needs for efficiency and technological integration.

The contract logistics market is anticipated to achieve a CAGR of approximately 8-10%, reaching

a market value of ₹ 24,00,000 crores by 2025-26. Despite its burgeoning potential, the market remains highly fragmented, with the top 10 players accounting for only 15% of the market share. Regional players dominate the landscape, providing transactional services in transportation and storage. We believe that as the industry matures over the next few years, there will be a significant shift from pure-play transportation and warehousing services towards sophisticated, high-value and integrated logistics solutions.

Similarly, the B2B express market is thriving with an expected 15% CAGR, well-positioned to reach ₹ 24,000 crores by 2026. Unlike contract logistics, this segment is more organised, with major players commanding 70% of the volume. The segment's growth is further fuelled by increasing demand for direct-to-consumer services, omni-channel fulfilment solutions, and high adoption by MSMEs and small brands.

The freight forwarding market, estimated at ₹ 45,600 crores, is forecasted to register an 8% CAGR by 2024-26. Key industries contributing to this sector include food processing, pharma, engineering, textiles, chemicals, and automotive. Moreover, on account of the Government's push towards infrastructure development, the 'Atmanirbhar Bharat' vision for attaining self-reliance in manufacturing, growing imports and exports, combined with the rising adoption of China+1 manufacturing strategy by major companies are expected to drive the steady momentum of the market over the medium to long term.

Lastly, the last-mile delivery market in India witnessed rapid growth in recent years, clocking a 25% CAGR, with a projection to reach ₹ 36,500 crores by 2026. Driven by the growth of e-commerce and the increasing demand for faster and more efficient delivery services, the market is scaling new heights. In addition, the Government of India's focussed initiatives, including Open Network for Digital Commerce (ONDC), Make in India, Digital India, and Skill India are expected to boost the segment. Despite the surge, last-mile still remains the most expensive component of supply chain, highly complex in nature with high service level requirements.

KEY GOVERNMENT INITIATIVES

In India, logistics cost as a percentage of GDP stands at approximately 14%, substantially higher than those in developed countries, ranging between 7-8%. This higher cost is driven by certain inefficiencies within the industry, including lower transportation speed, higher transit inventory, theft and damages, and a skewed modal mix. Currently, road accounts for nearly 70% of transportation by volume, while rail, ocean, and air collectively consisting of the remainder. The Indian Government launched several plans, such as National Logistics Policy (NLP), and PM Gati Shakti National Master Plan (NMP) to revolutionise logistics sector. Moreover, game-changing initiatives like Unified Logistics Interface Platform (ULIP) and ONDC focus on enhancing efficiency, reducing bottlenecks, and positioning Indian logistics sector as an attractive global partner, propelling the country closer to its ambitious goal of achieving a USD 5 trillion economy goal.



National Logistics Policy

The NLP aims to cut logistics cost by half to be near global benchmarks by 2030 by reducing the cost of logistics from 14-18% of GDP to global best practices of 8%. The key building blocks of the policy are Digital Integration System, ULIP, Comprehensive Logistics Action Plan, and E-Logs (Ease of Logistics Services), among others.



Open Network for Digital Commerce (ONDC)

ONDC is an initiative designed to promote open networks for all aspects of exchange of goods and services over digital or electronic networks. It is to be based on open-sourced methodology, using open specifications and open network protocols independent of any specific platform. ONDC is expected to make e-commerce more inclusive and accessible for consumers.



Multi-Modal Logistics Parks (MMLP)

The MMLP represents a holistic approach to integrating different modes of freight transportation, including highways, railroads, and inland waterways. Designed to provide several capabilities, the MMLPs offer freight gathering and distribution along with seamless intermodal freight transportation. Additionally, users are set to receive value-added services including custom clearances and IT services, as well as storage and warehousing solutions. A total of 35 multi-modal logistics parks with a capital budget of ₹ 50,000 crores are planned across the country.

Gati Shakti

PM Gati Shakti Masterplan was launched by the Government of India in 2021 with the purpose of creating a world-class, seamless multi-modal transport network in India. Since its inception, 13 State logistics policy have been notified and uploaded on Department for Promotion of Industry and Internal Trade website.

Dedicated Freight Corridors

This project involves the construction of the Eastern and Western Dedicated Railway Freight Corridors (DFCs), having a cumulative length of over 3,000 km. It aims to drive down overall logistics cost by improving the average speed of rail freight trains, optimising freight capacity per trip, and establishing seamless connectivity with ports for faster freight movement. The objective is to decongest high density rail routes and facilitate modal shift from road to rail and to coastal shipping, thereby reducing carbon footprint in logistics.

Bharat Mala Pariyojana

Under Phase-I of Bharat Mala Pariyojana, a robust plan was outlined for the development of a total of 34,800 km of National Highway infrastructure. As of December 2023, significant strides were made

in this direction, with 76% of the planned length, equivalent to 26,418 km, awarded for construction, and approximately 15,549 km already completed. Progress on the project was delayed due to the Covid-19 pandemic as well as issues related to cost overruns and land acquisition. Despite these challenges, it is expected to be completed by 2026.

Sagarmala programme

Sagarmala programme is underway to reduce logistics cost for domestic and EXIM trade by harnessing India's long coastline and navigable waterways. There are 839 projects, worth investment of nearly ₹ 5.8 lakh crores, aimed to be undertaken for implementation under the Sagarmala Programme, out of which, 241 projects worth approximately ₹ 1.22 lakh crores have already been completed.

Production-Linked Incentive Scheme

The PLI scheme is a major policy initiative by the GOI with an outlay of approximately ₹ 1.97 lakh crores in subsidies and incentives to boost manufacturing across 13 critical sectors. As of June 2023, 733 applications were approved across 14 sectors with expected investment of ₹ 3.65 lakh crores. Noteworthy is the inclusion of 176 MSMEs among the PLI beneficiaries, representing a varied range of sectors, including bulk drugs, medical devices, pharma, telecom, white goods, food processing, textiles, and drones.

~14%
of Indian GDP Attributed to Logistics Cost

70%
of Transport by Volume is Road

35
Multi-Modal Logistics Parks Planned

KEY TRENDS IMPACTING THE SECTOR

Logistics industry is in the middle of a massive transformation, driven by shifting consumer behaviour, advancements in technology, Government push for infrastructure development, and sector formalisation. Listed below are some of the key trends that will shape the future of logistics in India.

Changing channel landscape driven by evolving customer behaviour

In today's market landscape, customers are increasingly informed and demand superior experiences, while seeking the flexibility to purchase across various sales channels, with the expectation of consistency in their interactions. Supply chains across industries are witnessing a paradigm shift towards new channels, including e-commerce and quick commerce, which registered multi-fold growth compared to traditional retail channels. Emergence of Direct to Consumer (D2C), Direct to Retailer (D2R), Direct to Kirana (D2K) models and fulfilment via ONDC are poised for exponential growth.

Increasing adoption of multi-modal logistics

Development of multi-modal infrastructure is pivotal for the complete overhaul of India's logistics framework, transitioning from point-to-point movement to a more sophisticated Hub and Spoke model. Over the past year, several large Indian and multinational companies made significant investments in developing multi-modal capabilities. There is a growing emphasis in the country on leveraging rail, sea, and inland waterways more effectively to optimise overall logistics costs and bring it at par with advanced economies. In line with this objective, we project a steady shift from road transportation to other modes driven by favourable Government initiatives, like Gati Shakti, infrastructure build-up, such as dedicated freight corridors, and increased customer awareness.

Emerging consumption centres to drive new fulfilment models and hubs in Tier 2 and Tier 3 cities

Tier 2 and Tier 3 cities accounted for more than 50% of total e-commerce orders in 2023, growing at approximately 25% YoY. There is a rising appetite among shoppers to buy everything online, from electronics, apparels to packaged goods. With improved connectivity due to improvement in the infrastructure and democratisation of technology, these cities are set to be the next growth drivers for most of our key end-markets.

Supply chain diversification - Shift in global trade flows due to geopolitical events

Recent geopolitical events further highlighted the risks of over-reliance on a single supplier. In this scenario, cross-border supply chains emerged as key focus areas for many companies having a global footprint. These companies are diversifying their supply chains through onshoring, nearshoring, and friend-shoring suppliers. Amidst this burgeoning landscape of supply chain diversification, India stands out as an attractive option for manufacturing, owing to its strategic location, a large domestic market, low labour costs, and production-linked incentives announced by the Government. Moreover, the Government of India is rigorously negotiating bilateral trade agreements with 20 nations. This creates a vast window of opportunity for freight forwarders to expand their footprint into cross-border trade.



Higher demand for integrated solutions

Companies are looking at improving the overall efficiency of their logistics operations, while streamlining the entire supply chain. Their key strategies include reducing costs through optimised network footprint, efficient inventory management, deployment of best-in-class digital tools, higher degree of automation, and standardisation of operating procedures across the entire network. Global companies seeking to expand operations in India are looking for a single point of contact to make logistics hassle-free. As a result, there is a growing demand for strategic partnerships with logistics solution providers with end-to-end capability to deliver on network optimisation, cost efficiency, service fulfilment, risk management and customer delight.



Technology and automation as critical differentiators

There is sharper focus on improving the predictability of supply chains, prompting the companies to delve into the granular and multi-variable dimensions of their supply chains. This generates a ripple effect, with logistics solution providers boosting supply-chain dynamics by building operational efficiency with significant investments in the technology infrastructure. Several use-cases of digital technologies, such as blockchain, robotics, automation, and predictive analytics have come up to support innovative business models. We believe that technologies like Internet of Things (IoT), drones, automated guided vehicles (AGVs), augmented reality (AR), and marketplace platforms are expected to witness greater adoption in the future, further enhancing overall efficiency of logistics sector.



Green logistics emerging as business-critical

Amid global concerns around climate change, sustainability is not just confined anymore to board room discussion across major industries; rather it is supported by workable initiatives to derive greater tangible outcomes. Across the world, there is an increasing commitment by companies and

governments to reduce their carbon footprint and become more sustainable, with organisations assessing the social and environmental impact of their supply chains. Logistics forms a core element of any enterprise activity and has a high carbon footprint. As a result, there is a growing demand for green logistics with focus on fleet electrification and use of renewable energy across the supply chain.

MOBILITY SERVICES - SIZE & STRUCTURE

The Indian mobility market is estimated to be around ₹ 1.22 lakh crores, characterised by a fragmented structure, divided into B2B and B2C segments, valued at nearly ₹ 16,400 crores and ₹ 105,800 crores, respectively. About 85% of the B2C market is a local taxi market, which is highly fragmented and, therefore, remains non-addressable. Our addressable market, including enterprise mobility services, cab-on-demand, airport pickup & transfer, and outstation services, is estimated to be positioned at ₹ 40,000 crores.

B2B segment witnessed on a positive trend with increase in corporate travel and return-to-office mandates. We anticipate a shift in the market from being a vendor-based model to an end-to-end mobility solutions provider, buoyed by improved service quality, safety, and green transport solutions.

MLL, through its brand Alyte, operates in the B2B segment of enterprise mobility and on-call services. Our primary customer segments for the enterprise mobility services include IT, ITes, BFSI, BPO, consulting, e-commerce, and manufacturing sectors. The market is highly fragmented and is primarily served by local and regional players. However, we envisage a significant degree of consolidation in this market, enabled by rising service quality, safety requirements, and growing demand for green transportation solutions, which local players find challenging to provide.

MLL, through its brand Meru, operates in four airports, hosting dedicated counters for airport pickup, outstation, and ride-hailing services. The B2C segment is experiencing robust growth, fuelled by the recovery in air passenger traffic to the pre-covid levels. Additionally, the airport business witnesses a

significant shift towards electric fleet mobilisation. Given this optimistic business landscape, Meru and Alyte are set to enhance our range of mobility solutions with strategic focus on enterprise customers and electric mobility.

KEY TRENDS IMPACTING THE MOBILITY SECTOR



Increasing demand for EV fleet, with push from Government and airport authorities

Demand for electric vehicle fleet is on the rise, driven by the surge in fuel prices, and bolstered by the incentives rolled out by the central and state governments. The government is taking multiple initiatives, in the form of FAME subsidies, tax exemptions and reduction in customs duty on lithium batteries, to promote manufacturing and adoption of electric vehicles. The government is pursuing the major fleet operators to expand their electric vehicle fleet and convert 40% of their vehicle fleet to electric by the end of 2026. Considering the total cost of operation and low maintenance cost, EVs stand as more favourable alternatives to vehicles using conventional fuels, especially after the adoption of the more stringent BS-VI regulations. Inadequate charging infrastructure or lack of options in products are no longer seen as hindrance to adoption of EV.



Recovery in air passenger traffic and growth in business travel

Air traffic volume at Indian airports in 2023-24 witnessed a growth of 8% over pre-pandemic high. Six metropolitan cities, including Delhi, Mumbai, Bengaluru, Chennai, Hyderabad, and Kolkata will continue to dominate the domestic air travel scene in 2024, cumulatively accounting for more than 55% of all passengers. Business travel is also seen a strong recovery with employees returning to office and corporates returning to business-as-usual mode.



Supply challenges

The sudden increase in airport travel and office commutes led to a severe shortage of taxis and drivers, straining the ability to meet the surge in demand. Many fleet owners responded to the situation by laying a strategy to attract more drivers by increasing the wages or reducing the subscription fees to make it easier for the drivers. Though, the shortage is a temporary problem that should be resolved as more drivers acknowledge the demand for rides.





Disintermediation across value chain

Both consumers and competitors are working towards removing or reducing intermediaries from their operations. Many players in this segment have invested in technology platforms and done away with the traditionally outsourced roles of trip management, and route optimisation, among others.



Long-term shift to hybrid work model

As per an industry report, many companies shifted to flexible workspaces for nearly 20-25% of their workforce, after experiencing positive outcomes with remote working during the Covid-19 pandemic. This move is set to reduce the demand for employee transportation services.



Service line expansion by competition

Popular ride hailing companies like BluSmart, Ola and Uber continue to focus on employee transportation services, introducing new commute options for corporates. These services support employees returning to work by enabling them to book shared rides for their commute, along with extending business charter services, whereby companies can reserve a dedicated fleet of vehicles provided by third-party fleet partners for their employees and customers. Similarly, other B2B players in the employee transportation segment are expanding their services to include on-call and outstation services. Moreover, rapid metro infrastructure expansion is also leading to innovative service lines like micro-mobility, for transportation to and from the metro/rail/bus stations.

PERFORMANCE OF OUR KEY FOCUS MARKETS

The year 2023-24 witnessed a slowdown across the industry, characterised by several end-markets facing challenges, despite the auto and discrete manufacturing sector maintaining its strength. The e-commerce industry, in particular, experienced over-capacity, particularly in volume growth, leading to capacity consolidation among major players. Furthermore, weaker consumer demand in sectors such as durables, FMCG, and retail dampened the demand for logistics services and solutions. The agricultural sector also encountered headwinds, driven by broader economic conditions. Internationally, cross-border logistics faced reduced volumes and pricing pressures due to over-capacity and numerous global challenges. Despite these hurdles, we believe this slowdown is a temporary phase, and the long-term growth prospects for the sector remain exceptionally strong.

continued sectoral growth momentum in the coming year, projected at 10-12%. Technological adoption is paving the way for the mixed growth phase of the sector. For instance, EV adoption is growing, accounting for around 6% of India's auto sales in 2023 compared to nearly 2% in 2021, reflecting an increasing consumer tilt towards EVs over the two-year period. EVs are also capturing a significant part of three-wheeler cargo market, while establishing a strong platform there. However, a moderation is witnessed in the growth of tractor segment, driven by a slowdown in rural markets. On a comprehensive note, following robust growth trends and a relatively healthy base across automotive segments in 2022-23, the pace of overall growth moderated in 2023-24, with projections indicating a continuation of this trend into 2024-25.

Consumer sector: FMCG, durables, pharma and telecom are key end-markets for MLL in contract logistics. Low to mid-single digit volume growth is expected in FMCG with an anticipation of 7% surge in 2024-25, buoyed by declining inflation rate and increased Government spending. The competition across global industry in this segment remains intense, putting pressure on prices. On the other hand, pharma sector remains steady and is expected to register 9-11% growth in 2023-24, according to ICRA. Moreover, telecom industry showcases a moderate growth in 2023-24 owing to gradual 5G launches.

CONTRACT LOGISTICS

Auto & Farm sector: The year 2023 is marked by satisfactory performance for the automobile sector, highlighted by the high single digit growth for the passenger vehicles. Demand for two-wheelers and three-wheelers also saw a significant recovery, despite the seasonality-induced moderation in growth within the commercial vehicle segment. According to SIAM, several Government schemes are yielding positive results, with an optimistic outlook for

Discrete manufacturing and capital goods sector:

Manufacturing witnessed strong sustainable growth due to continuous efforts by the Government to boost the sector through the PLI scheme and Make in India initiative. However, the prospect may be hindered with the decline in foreign direct investments in the country. Increasing the capital investments by both Government and private sector will boost order books of capital goods players.

E-commerce sector:

E-commerce is showing signs of a maturing ecosystem with consistent growth. This sector witnesses a substantial increase in the level of in-sourcing, as marketplaces consolidate their capacity with a stronger focus on profitability. This trend leads to stagnation in annual order volumes for the 3PL companies. Moreover, there is a slowdown in network expansion across large e-commerce marketplaces, affecting the level of outsourcing in these businesses. As a result, the share of 3PL companies in this space in terms of first-mile and mid-mile logistics is adversely affected. On a positive note, this year's festive peak season saw better volumes than the previous year, heralding opportunities for marketplaces. However, there was a sharp tail off after the peak season in most categories except grocery which remained strong all throughout. The market witnessed a significant shift from inventory-led to pure marketplace model. Simultaneously, discovery and purchase of products through social media, known as social commerce, continues to rise, primarily led by Tier 2 and Tier 3 cities.

CROSS-BORDER FREIGHT

The freight forwarding business faced challenges this year due to increasing geo-political tensions. This led to high volatility in pricing, affecting the margins. Non-petroleum merchandise exports and imports were relatively flat over the last year. Global trade encountered substantial pressure with slowdown in China & Europe. Additionally, a significant capacity overhang in ocean freight is projected to persist through 2025-26. Large carriers are expected to change their Go-To-Market given the highly volatile environment.

B2B EXPRESS

As per industry estimates, surface volume of domestic B2B express grew by around 9% over the last year, while air volumes remained largely stagnant at 1%

during the same period. Growth in this segment was largely driven by e-commerce logistics during the year under review. Contribution of packaged food industry witnessed a surge, accounting for ~4% of express logistics. The automotive and engineering sectors maintained organic growth rate, while volumes from pharma companies stagnated during the reporting period. Average yield in the segment increased by about 2% compared to the previous year, owing to annual price hikes and the on-boarding of new customers. Looking ahead, the long-term growth outlook for the segment remains stable, with surface express projected to grow at 13-14% CAGR and air express at 8-9% CAGR.

LAST-MILE DELIVERY

Last-mile is the expensive component of the supply chain, accounting for almost half of the total transportation cost. It is a complex mechanism and demands high service level requirements. As a result, there is a growing trend of outsourcing in last-mile logistics services, especially with the rise of e-commerce, quick commerce and D2C brands. Moreover, the segment observed an increasing adoption of EV cargo vehicles, which is expected to grow further in 2024-25. Going forward, there will be a focus on sustainability, driven by cost competitiveness of electric two-wheelers and three-wheelers. ONDC is also likely to disrupt the market, which may drive the prices up in the short term. E-commerce companies' pivot from growth to profitability is expected to exert pricing pressure, while demand may rise for multi-client logistics across micro-fulfilment and last-mile.

MOBILITY SECTOR

B2B segment is on resurgence with most companies re-opening and resuming office. As per Cushman & Wakefield, with the concerns around factors such as collaboration, innovation, and efficiency among business leaders, the focus has been to bring employees back to office with a firm focus on productivity. The year 2023 saw mandates from some companies asking employees a complete return to office and others offering hybrid work strategies with 2-3 days/week. Amidst this landscape, MLL made an aggressive effort to add new customers and revive old accounts through both organic and inorganic approach. We observed a significant shift towards electric vehicles as corporates focussed on sustainable commute for their employees in the form of green transportation.

OPPORTUNITIES & CHALLENGES**OPPORTUNITIES**

1

Opportunity to address progressive consumption patterns through a network of strategically located multi-client, sustainable, world class warehouses

Companies are consolidating their supply chains following GST implementation, leading to leasing of large-format warehouses. PLI scheme announced for key sectors by the Government is expected to further boost local production, fuelling demand for Grade-A warehousing facilities. Moreover, there is a significant increase in monthly household income, along with a rise in the number of graduates in Tier 2 and Tier 3 cities, leading to higher consumer demand from these households. This is a huge opportunity for us to serve these geographies by building state-of-the-art, energy-efficient network of Built-To-Suit (BTS) warehouses across strategic locations in India. At present, we boast a 4.4 million sq. ft. of BTS warehousing space, with plan to add another 1.3 million sq. ft. in 2024-25.

2

Opportunity to take advantage of growing demand for fulfilment in direct-to-consumer space

Increasing digital adoption has led to a rise in omnichannel retailing. This is necessitating several companies to redesign their supply chains. Small businesses and new brands are increasingly following the D2C model, while larger brands are starting their own online brand stores and exploring D2K channels. With an increasing number of channels, companies are facing a challenge in managing the complex requirements to support B2B and B2C fulfilment. This has presented us with an opportunity to provide integrated fulfilment and distribution solutions, including express and

last-mile delivery. We are also witnessing a rising trend of quick commerce (10 to 30 minutes delivery) across segments like food, pharma, and grocery. This, in turn, is fuelling the demand for micro-fulfilment centres located near key consumption pockets. With significant experience across consumption-led sectors, a strong tech-base and diversified service offerings, we are well-positioned to take advantage of this opportunity. Our market prominence is further bolstered by the acquisitions of Whizzard and Rivigo, enabling us to augment our capabilities in the last-mile delivery and express logistics, respectively.

3

Opportunity to offer multi-modal services to our customers

The Gati Shakti Masterplan, unveiled by the Government, is aimed at reducing systemic inefficiencies and optimising logistics cost to make it competitive and at par with advanced global economies. As a part of that plan, there is a significant impetus to enable seamless inter-modal freight movement. Consequently, we are witnessing linkages of ports, rail and road through the hub and spoke model; and creation of logistics parks around Dedicated Freight Corridors (DFCs). Several companies are exploring alternative modes of transportation, using rail, inland waterways, or sea/coastal shipping to drive down their overall logistics costs. At MLL, we are actively offering multi-modal services, including rail transportation to auto and farm customers; and are constantly evaluating the scope of expansion of these services to customers across other sectors as well.

4 Opportunity to expand air cargo freight

With around 150 operational airports spread across India, a remarkable opportunity beckons us in the air cargo freight sector to ensure faster movement of goods to far-off destinations. This extensive network of airports enhances accessibility and connectivity, facilitating swift transportation of goods across vast distances.

5 Opportunity to capitalise on growing demand for cross-border logistics

Cross-border trade from India is witnessing an upward trajectory due to strong economic growth and improving competitiveness. This trend is expected to pick up momentum due to companies choosing India as a preferred manufacturing hub, with rising adoption of China+1 strategy. Moreover, domestic manufacturing is being boosted further through the PLI scheme, adding to India's competitive advantage. This is expected to result in an increased demand for freight forwarding services. Leveraging end-to-end capabilities in freight forwarding through our subsidiary Lords, we are well-poised to take advantage of this opportunity. We also commenced our operations in air chartering business in key international market of the UAE. This expansion allows us to enhance our global presence and cater to the demand on critical trade lanes originating from the UAE. With a strong emphasis on B2B air chartering and bolstering brand visibility, we see an opportunity to thrive amidst geopolitical tensions and market volatility.

6 Services and technology integration

Owing to increasing supply chain complexities, customers are demanding integrated and managed logistics services. As a result, we are also evolving to move up the value chain by providing tailor-made solutions to cater to specific needs of each sector, thereby expanding their share of wallet. Companies are exploring the use of self-guided vehicles, drones, robotics, augmented reality, IOT and Big Data to improve operational efficiencies. Integration of 'edge' level technologies and predictive intelligence in the service offerings have the potential to generate exponential benefits. At MLL, we harness an internally developed tech stack 'LogiOne' which can be customised to address various complexities of customers' supply chain.

7 Leading Green Logistics Portfolio

Logistics and transportation are a key contributor to overall carbon footprint, estimated at as much as 13%-15% in India. Companies are relying on logistics solutions providers, seeking strategic partnership to jointly reduce the impact of emissions arising from their supply chain. At MLL, we implement several sustainable initiatives, focussed on carbon neutrality, circularity, and resource conservation. Our EDel EVs for last-mile distribution result in significant reduction in CO₂ emissions. Additionally, we are investing in the areas of sustainable infrastructure, energy conservation and sustainable packaging to create a win-win solution for our customers and MLL. With the objective of building a clear set of metrics, which can be transparently measured and aligned to specific projects, we joined the Science Based Targets Initiative (SBTi), further taking us closer to our vision of becoming carbon neutral by 2040.

8 Increasing demand for EV fleet among corporates and airport authorities

The Government of India has created favourable policies for the promotion of EVs under FAME-II. EV technology is well-suited for mid-range shared mobility applications. With companies focussing on moving towards a sustainable way of doing business, EV as a medium for employee transportation is gaining traction. Moreover, airports are also looking for avenues to reduce their carbon footprint, by preferring EV adoption in taxi services. From a total cost of operation and maintenance perspective, EVs have become favourable to conventional fuel vehicles, especially after the adoption of the more stringent BS-VI regulations. Inadequate charging infrastructure or lack of options in products are no longer seen as hindrance to adoption of EV. MLL, through its Meru brand, owns a fleet of over 120 EVs deployed at major airports and corporate parks across India to serve our existing and new customers, thereby driving the sustainability agenda.

CHALLENGES

1 Impact of geo-political crisis on ocean trade volumes

Geo-political tension in West Asia affected routes through Suez Canal, which handles about 30% of global container trade. This conflict led to increased shipping costs, insurance premiums and transit times due to re-routing, aggravating the risk of cargo loss due to piracy or attacks. This conflict is set to impact the trade volumes in 2024-25.

2 Rising crude oil prices leading to high transport costs

Severe volatility in crude oil prices resulted in a surge of fuel prices in India, directly impacting our transportation business. The outlook for crude oil prices remains volatile because of geo-political tensions.

3 Slowdown in e-commerce network expansion

E-commerce companies are consolidating warehousing space due to volatile volume, and over-capacity, while experiencing stagnation in the annual order volume for 2023-24. There is high pricing pressure in this segment leading to slowdown.

4 Talent and labour constraints

Availability of skilled manpower remains a challenge, especially during peak periods, thereby increasing labour costs due to demand-supply mismatch. As we focus on developing new capabilities, creating a robust pipeline of talent in critical areas and enhancing our organisational culture are identified as critical levers, impacting our long-term growth.

5 Pricing pressure from customers

Rising input costs, stemming from increase in commodity and crude oil prices, made most of our customers focus on cost rationalisation. This led to increased pricing pressure in contract logistics and last-mile delivery. To address this challenge, we are focussing on value addition and driving cost-optimisation initiatives across the organisation.

6 Impact due to deferred Return to Office (RTO) in mobility

Post-pandemic, most customers in our major end-markets continued to follow partial work-from-home policy to infuse flexibility in working conditions, with some moving to a permanent work-from-home option. Consequently, we witnessed a sluggish recovery of enterprise mobility. To tackle this challenge, we diversified into new business segments and moved our focus from predominantly serving the IT/ITES and banking sectors to e-commerce and manufacturing.

DISCUSSION ON ANNUAL PERFORMANCE

FINANCIAL HIGHLIGHTS

In 2023-24, our standalone revenue stood at ₹ 4,529.90 crores, a marginal increase from ₹ 4,458.90 crores in the previous fiscal. Gross margin increased to 11.1% as compared to 10.5% in 2022-23. EBITDA also witnessed a nominal growth, reaching ₹ 292.39 crores compared to ₹ 276.29 crores in last fiscal. Profit before tax rose to ₹ 85.55 crores from ₹ 80.44 crores, indicating improved operational performance. Profit after tax declined marginally, reaching ₹ 61.98 crores in 2023-24 compared to ₹ 65.53 crores in 2022-23. Standalone results were impacted during the year due to one-time charges of ₹ 12 crores. Adjusted for these one-time charges, PBT grew by nearly 21% compared to the previous year. The same translated into diluted earnings per share, that stood at ₹ 8.58, compared to ₹ 8.94 in the preceding fiscal.

MLL experienced robust consolidated revenue growth in 2023-24, reaching ₹ 5,506 crores, with

a surge of 7% compared to the previous year. However, gross margin decreased moderately to 9.5% from 10% registered in 2022-23. Despite challenges in the B2B segment, cost optimisation efforts enhanced operating margins in Q4. Moreover, we made significant strides in business integration, highlighted by the second tranche of investment in Zip Zap Logistics. Our core 3PL segment remained steady, while the mobility segment showed positive momentum. EBITDA was recorded at ₹ 229.04 crores, down from ₹ 259.76 crores in 2022-23, partially attributed to one-time charges of ₹ 12 crores and the impact of consolidation due to investments made in B2B express business. Consequently, Profit after tax declined to ₹ (54.74) crores from ₹ 26.28 crores. Adjusted EBITDA, excluding B2B express impacts, stood at ₹ 309 crores and PAT at ₹ 69 crores.

Overall, in 2023-24, earnings from our core 3PL and other businesses remained stable and showed improvement.

SUBSIDIARY PERFORMANCE

In recent years, we invested in multiple acquisitions to enhance our portfolio of solutions and services. The progress we made in this direction is listed below:

2X2 Logistics: During the year, we completed a successful turnaround of the business which provides outbound logistics for the auto sector. During 2023-24, the revenue of 2x2 grew by 167.52% amounting to ₹ 55.35 crores as against ₹ 20.69 crores in the previous financial year. There is a net profit after tax of ₹ 3.51 crores during 2023-24 as compared to a net loss of ₹ 3.87 crores for the previous financial year on the back of substantial improvement in vehicle utilisation. In 2024-25, our plan is to invest further in the expansion of the fleet.

Lords Freight India: Lords encountered challenges amidst persistent pricing pressure in the global logistics sector since the previous year, extending into 2024-25. Despite macroeconomic challenges during the year, we managed to sustain growth in tonnage, particularly in air freight. During 2023-24, Lords earned revenue of ₹ 247.85 crores as against ₹ 365.83 crores in the previous year, registering a de-growth of 32.25% over previous financial year. Its net profit after tax de-grew by 65.79% and stood at ₹ 3.39 crores for the financial year under review as against ₹ 9.96 crores for the previous financial year.

MLL Mobility: The Mobility business, including the acquisition of Meru, made a successful turn around and emerged profitable. Our efforts to drive synergy between the ETMS business and B2C business of Meru resulted in cost optimisation in terms of operating costs and overhead costs. We hold an optimistic outlook for sustained growth in this business with an accelerated return to work by our key customers. During 2023-24, MMPL earned revenue of ₹ 333.34 crores as against ₹ 185.14 crores in the previous financial year, registering a growth of 80.05%. There is a net profit after tax of ₹ 1.78 crores for the financial year under review as against the net loss after tax of ₹ 8.57 crores for the previous financial year.

MLL Express (Rivigo): 2023-24 marked the first year of operations since Rivigo was acquired. During the first half of the year, we experienced significant challenges in network integration, which resulted in lower operating performance. Through H2 2023-24, the operating performance improved, and we reported an improved EBITDA performance in Q4 2023-24. The financial results of MLL Express Services Private Limited had a significant impact on the Company's consolidated results. However, the Express network stands as a vital long-term investment for the Company, aligning with our vision of integrated solutions. To that end, we remain committed to investing and expanding the network in the coming years despite the short-term impact. During 2023-24, MESPL earned revenue of ₹ 364.22 crores as compared to ₹ 121.62 crores in the previous financial year. Its net loss after tax increased by 288.71% and stood at ₹ 123.57 crores for the financial year under review as compared to ₹ 31.79 crores in the previous financial year.

Zip Zap Logistics (Whizzard): The last-mile delivery business demonstrated significant improvement in profitability. During the year, we completed the second tranche of our investments, growing our equity shares to 60%. The Company will now be reported as a consolidated subsidiary of MLL. During 2023-24, ZipZap earned revenue of ₹ 125.24 crores as compared to ₹ 114.48 crores in the previous financial year, an increase of 9.40% year-on-year. ZipZap incurred a net loss after tax of ₹ 2.94 crores during the financial year under review as against a net loss of ₹ 7.55 crores in the previous financial year. For the purpose of consolidation, revenue of ₹ 35.20 crores and profit of ₹ 0.10 crore, from the date ZipZap became a subsidiary of the Company is considered.



SEGMENT-WISE RESULTS

The following is a table illustrating the breakdown of our consolidated revenue from operations, across the business segments that we operate in, for the periods indicated.

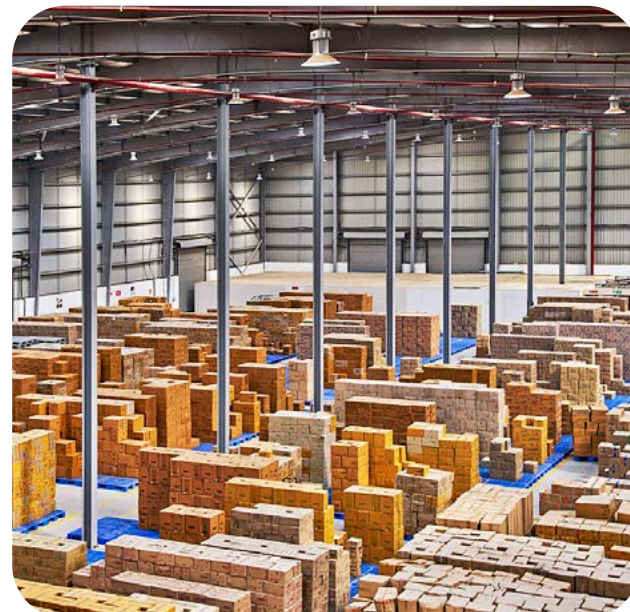
Segments	2023-24		2022-23	
	Amount (₹ in crores)	% of total revenue from operations	Amount (₹ in crores)	% of total revenue from operations
SCM (3PL, FF, Express, LMD)	5,177.92	94.04%	4,867.72	94.92%
Mobility	328.05	5.96%	260.57	5.08%
Revenue from operations	5,505.97	100.00%	5,128.29	100.00%

The following is a breakdown of the percentage of revenue from operations with respect to our products and services. Goods Transportation Services continue to be the largest contributor to revenues.

Service offerings	2023-24 (%)	2022-23 (%)
Transportation (3PL, B2B Express, LMD)	70.55	67.44
Warehousing and value-added services (3PL)	18.86	20.33
Freight Forwarding	4.62	7.15
Mobility services	5.96	5.08
Total	100.00	100.00

BUSINESS STRATEGY & OUTLOOK

In 2019-20, we articulated a bold vision of becoming a ₹ 10,000 crores logistics service provider. This vision is driven by our commitment to deliver exceptional customer experience through differentiated, technology-enabled solutions. To achieve this vision, we outlined our strategic priorities, aimed at expanding our presence in profitable markets through four core platforms. We made significant strides in aligning our strategic initiatives with this vision. The focus for next couple of years will be to strengthen the offerings, drive execution, and realise synergy benefits to achieve the vision.



EXPAND NETWORK SERVICES PORTFOLIO OF B2B EXPRESS, LAST-MILE DELIVERY AND CROSS-BORDER FREIGHT



B2B express: B2B express logistics continues to see strong tailwinds as customers focus on deepening delivery networks, enhance digital adoption, and invest in agile supply chain. The acquisition of Rivigo gave us the access to pan-India express network, with 17 processing centres (hubs) and more than 200 branches, covering over 19,000 pincodes and best-in-class technology stack. During the year, we successfully completed the integration of Rivigo, focussing on turning around the business. We saw higher synergy between the express business and our 3PL business. The express business saw significant improvement in margins in Q4 2023-24. The focus area for next year is to get the cost structure right and scale-up volumes.



Last-mile delivery: Last-mile delivery is expected to witness high double-digit growth on account of evolving customer needs. Quick commerce and D2C/D2K models are driving the next phase of growth in the last-mile delivery space, already creating a large market for micro-fulfilment. Our completion of strategic acquisition of Whizzard in 2023-24 gave us 60% stake in the Company. Additionally, we completed integration with ONDC to provide same-day and next-day intra-city pick-up and delivery services to all sellers, based in Bengaluru and NCR. The focus for 2024-25 is to integrate Whizzard with MLL's last-mile business, unlock operational synergies and grow volumes in profitable segments.



Cross border freight: The cross-border freight segment faced significant headwinds due to broad macroeconomic challenges, leading to shift in global trade flow and price correction. However, we were able to offset the impact partially through volume growth. During the year, we started the air charter business in Dubai and seek to scale-up the business in 2024-25. We are also evaluating options for strategic partnerships to gain market share in key trade lanes.



Mobility: Mobility segment enables us to continue with the expansion of our services on on-call, intra-city movement, while widening our portfolio for enterprise transportation services. We also focus on scaling up the city coverage of our airport services and on-call services.

FOCUS ON PROVIDING DIFFERENTIATED AND INTEGRATED SOLUTIONS

Supply chain complexities increased significantly in the recent past to address changing consumer preferences and demands. In response, our customers seek solutions that optimise their end-to-end needs - from imports and inbound transportation, to storage, outbound transportation, distribution, fulfilment, right up to returns processing and reverse logistics. Keeping this trend in mind, we developed sector-specific solutions, revamped our sales processes and technical capabilities, and aligned solution design organisation to offer tailored solutions to our customers. We are looking to enhance our solutions and provide more options with the integration of offerings from the strategic acquisitions, made during

last two years, with the core business. In mobility segment, our focus is on driving greater integration across services, to position the Company as the one-stop-shop for all enterprise mobility requirements of our customers.

DRIVE OPERATIONAL EXCELLENCE BY FOCUSING ON STANDARDISATION, ENHANCED CUSTOMER EXPERIENCE AND FUNCTIONAL EXCELLENCE

We are continuously working towards establishing best-in-class processes and systems across the organisation. Our Centre of Excellence team works towards standardisation of operations across sites, developing functional competencies, and exploring avenues for automation and innovation at our sites.

17
Processing Centres

19,000+
Pincodes

200+
Branches

60% Stake
in Whizzard in 2023-24



We continue to develop and adopt consistent and common operating systems focussed on safety, workforce management, productivity, and process excellence. Alongside, we prioritise enhancing and integrating our solution design capabilities to deliver a consistent experience to our customers, encompassing the entire supply chain - from design to delivery.

During the year, we revamped our customer service process to make it more proactive. We integrated Salesforce CRM to deliver seamless experience across the customer journey, right from on-boarding to problem identification, and resolution. We intend to nurture our relationship with customers and become a strategic supply chain partner.

The transportation service line contributes significantly to our operations. We source our fleet from a large network of business associates spanning the country. We follow a robust mechanism for partner selection, on-boarding and development. Additionally, we undertake a host of programmes aimed at improving partner loyalty, service quality and performance. We strive to continue such investments in our partners to foster long-term, mutually beneficial collaborations. During the year, we joined hands with an e-commerce major for integrated pan-India line haul solutions. Through this collaboration, we managed to improve turnaround times and service quality, reducing the Total Cost of Operations and improve service levels.

Our industry witnessed a consistent trend of supply chain consolidation post GST implementation, and we continue to take advantage of this opportunity. We entered into contract with large, smart, and multi-user warehouses at strategic locations across India, to utilise their ability to suit the highly flexible needs of end-markets. We plan to keep expanding our network of built-to-suit (BTS) warehouses over the next few years, achieving 6 million sq. ft. capacity by end of 2024-25. As of 31 March 2024, our BTS warehouse capacity stood at ~4.4 million sq. ft., and we are well on track to realise our 2025-26 aspirations.

Within the mobility segment, there is a continued focus on operational excellence with a high impetus on vehicle and driver safety, enhanced service level assurance and digitisation on operating processes. This will enable us to enhance service quality and reduce the Total Cost of Operations per trip.

DIGITISATION AND INNOVATION

Over the past several years, we consistently invested in digitisation and technology enhancement to augment and optimise our operations to serve our customers better. We started the development of our flagship integrated tech stack LogiOne to host our in-house transport & warehouse management system, ocean & air freight management system, and express & last-mile suite. Along with these, LogiOne is designed to house optimisation suite for load & route management. Data from all the systems is set to flow into a central data lake, where the data analytics layer will run algorithms, process the data, and share valuable inputs supplementing our operations and decision making. Through LogiOne we plan to remove redundancies in various legs of supply chain and enable seamless operations for our customers.

To capitalise on emerging technological trends, we launched pilots to incorporate cutting-edge technologies, including drones, AGVs, and IoT in our business. We also commenced the development of MLL Technology and Automation Centre at our upcoming BTS warehouse park in Pune. This centre is being designed to focus on the development of automation systems, test use-cases and accelerate deployment across our operating sites throughout the country.

In our endeavour to drive innovation, we run programmes like Catapult and Techathon. Through Catapult - our incubation programme - we nurture



startups and drive innovation in the logistics sector. In addition, the Catapult-Techathon extends this programme to the academic realm, inviting college students to propose innovative solutions to industry challenges. This initiative helps us to identify emerging technology leaders and integrate fresh perspectives into the logistics industry. Our dedication to consistently cultivate new talent is further reinforced through these programmes.

In the mobility business, technology is a key lever for optimising customer experience and route profitability. We continue to focus on technological advancement in these key areas. With stronger focus on customer services as well as enabling greater inter-operability of fleets across different service levels, we are able to increase the vehicle utilisation, thereby enhancing earnings for driver-cum-owners (DCOs) and boosting EV fleet utilisation.

DRIVE TOWARDS GREEN LOGISTICS

Our commitment to sustainability forms the foundation of our mission to foster a fair transition towards a future that benefits our planet. This commitment is upheld by three core sustainability pillars. Firstly, we prioritise the decarbonisation and development of eco-efficient infrastructure. Secondly, we are dedicated to reducing the carbon footprint of our solutions. Lastly, we endeavour to rehabilitate the ecosystems in our vicinity. These pillars guide us in our pursuit of carbon neutrality



We endeavour to rehabilitate the ecosystems in our vicinity. These pillars guide us in our pursuit of carbon neutrality by 2040, underscoring our unwavering commitment to environmental stewardship.

by 2040, underscoring our unwavering commitment to environmental stewardship.

Our EDel services boast the largest fleet of electric vehicles for last-mile delivery, significantly reducing carbon emissions in our operations. We proudly stand among the elites in the logistics sector, having received validation from the Science Based Targets Initiative (SBTi) for our firm commitment to reducing carbon emissions. Moreover, the Company leads the industry with the most extensive network of solar-powered warehouses nationwide. We are dedicated to expanding our warehousing network with Green IGBC Gold/Platinum certified facilities, harnessing renewable energy to minimise our carbon footprint. Through initiatives such as the Green Hour practice conducted monthly across our facilities and our participation in the ACE programme to optimise electrical energy consumption, we demonstrate our unshakable dedication to sustainability. These endeavours exemplify our proactive approach to setting the standard for a greener and more sustainable future.

VALUE TO CUSTOMERS

Amidst numerous challenges, we remain committed to executing our strategy. Our optimism about long-term growth, paired with our unique market position, keeps us inspired and motivated. We firmly believe that boosting supply chain productivity needs a strong emphasis on integrating various services to further improve customer service, strengthen resilience, and agility, and reduce the 'cost to serve'. Our investments

and expansion efforts in 2023-24 are set to further augment our ability to connect India through a diverse range of services and solutions. Using our strategic advantages, we are well-prepared to capitalise on the long-term growth opportunities within the sector.

- Our focus on improving our array of services and solutions remained pivotal in our growth journey to serve our valued customers in FMCG, e-commerce, pharma, retail, and FMCD sectors. Through the expansion of our services and integrated solutions, we forged stronger partnerships with our clients. Notably, in 2023-24, more than 24% of our revenue stemmed from integrated solutions, showcasing the increasing demand for comprehensive offerings. Additionally, around 60% of our Top 100 customers utilise more than two services and multiple offerings from our portfolio, marking a significant milestone that underlines the depth and breadth of our engagement with key partners.
- As of 31 March 2024, we operate in over 19,000 pincodes, encompassing a substantial portion of the country's economic activity.
- Our last-mile delivery business serves over 6,000 pincodes for B2C fulfilment. Moreover, our full-truckload operations sustained its growth momentum, with our owned and partner fleets collectively covering over 500 million km in 2023-24. We also launched Pro Trucking, a high-performance network transportation, catering to our larger customer base. Furthermore, we continued to expand our multi-modal rail logistics for automotive and farm customers. In 2023-24, over 17% of the total volume for these customers was transported end-to-end via rail.

>24%
Revenue from Integrated Solutions in 2023-24

60% of Top 100 Customers Utilise more than Two Services and Multiple Offerings from Our Portfolio

During the year, we added substantial multi-client and custom warehousing capacity and launched expansions in various areas.

- We strengthened our warehousing capacity by adding 1.4 million sq. ft. of facility, including the expansion of our multi-client units in 2023-24. Moreover, we are committed to widen our network further with new facilities of over 1.0 million sq. ft. coming up in Kolkata, Guwahati and Agartala. We also have expansions underway in Chakan/Talegaon and Phaltan in Maharashtra, totalling over 1.5 million sq. ft.
- Our global air charter business, headquartered in Dubai, launched commercial operations this year. Despite the external challenges, we were able to successfully undertake several charter flights for marquee customers in pharma, and electronics, as well as in humanitarian aid domain.
- We made significant investments to expand our technology and digital capabilities. The development of the LogiOne ecosystem saw the release of our transport management system, warehouse management system, and other systems, which will be integrated together to provide customers with higher levels of visualisation and optimisation of the supply chain.

We envision creating a leading logistics institution that offers comprehensive end-to-end services. To achieve this, we are steadily building a future-ready organisation, expanding our operational reach, upgrading facilities, and adopting sustainable practices. Our investments in electric vehicles and advanced technology promote scalable growth, establishing us as pioneers in environmentally friendly logistics. By deploying EVs for the last-mile delivery space and leveraging them to establish India's largest EV-enabled last-mile delivery network through our comprehensive EV ecosystem, EDel, we are shaping a thriving future for the logistics industry, simultaneously enhancing the connectivity across India.










RISKS & CONCERNS

We operate in a highly fragmented yet expansive market. A market which is on the cusp of transformational changes that affect a large number of people, including those from socio-economically backward sections of society. This continuously drives us to strengthen our risk governance framework for business sustainability.

Our Board of Directors takes direct responsibility for establishing, developing, and reviewing our risk

management framework that encompasses policies, processes, and mechanisms to identify, manage, and mitigate risks, while spotting new growth opportunities. The Board sets our risk appetite, identifies areas for risk mitigation, and establishes implementation processes. We put in place an elaborate organisational structure to help businesses proactively capture and report risks on a regular basis.

Key Risks Faced by Our Business	Description	Management Approach
 <p>Customer Concentration Risk</p>	<p>Concentration of our business with a few particular accounts or within a particular sector may impact our performance if unforeseen challenges affect those clients or the sector.</p>	<ul style="list-style-type: none"> We are constantly diversifying our portfolio of services with value-additions, enabling us to target a wider base of customers. We initiate continuous interaction and engagement with our customers to gather timely insight into their business requirements and gauge their strategic thinking in terms of their business continuity plans. We ensure immediate redressal of their grievances and use technological tools to enhance our services, including robust CRM processes and platforms, among others.
 <p>Compliance Risk</p>	<p>Our operations across multi-modal transport and third-party logistics come under various domestic and international legal frameworks. Any instance of non-compliance to local, national or international laws threatens our operations as well as our reputation.</p>	<ul style="list-style-type: none"> We inculcate a strong culture of compliance through a comprehensive process framework, aided by set protocols and technological tools such as WeComply. We educate our team regularly to make them aware of their responsibilities towards ensuring compliance with all the applicable laws and regulations.

 <p>Cost Escalation Risk</p>	<p>Rising input costs, driven by inflationary pressures, may affect business margins.</p>	<ul style="list-style-type: none"> We focus on scaling up volumes to achieve economies of scale and foster resource sharing among subsidiaries to attain synergistic gains. We boast a robust management team who remains committed to diligently pursue direct cost-saving projects to optimise operational expenses.
 <p>Competition Risk</p>	<p>New-age startups, with advanced technological solutions, may act as disruptors for the Company.</p>	<ul style="list-style-type: none"> We continue to integrate advanced technological solutions to ensure we stay at the forefront of innovation in logistics. We chart our M&A strategy to build tech-based partnerships with new-age companies. We maintain the right degree of penetration and volumes within our target markets.
 <p>Financial Risk</p>	<p>Efficient working capital management is critical to the smooth functioning of supply chains of the Company.</p>	<ul style="list-style-type: none"> We ensure readiness of banking lines through a robust monitoring of cash flows and strong, trust-based partnerships with our clients and our vendor/partners.
 <p>Non-Market Risk</p>	<p>Certain policy changes or macroeconomic events may have a potentially negative impact on our business.</p>	<ul style="list-style-type: none"> We harness our robust compliance framework to monitor the policy development landscape both domestically and internationally. We draw strength from our diversification strategy to help us better manage our response to macroeconomic challenges.
 <p>Social Risk</p>	<p>Potential lapses in adherence to our values, ethics, and our commitments to protecting and upholding human rights, diversity and inclusion could adversely impact our relationships with our clients and key stakeholders.</p>	<ul style="list-style-type: none"> We thrive on a robust CSR governance with board oversight, which prioritises values that honour human rights, diversity, and inclusion.

	<p>A mismatch in capacity utilisation of Build-To-Suit space could impact our operational efficiency and profitability.</p>	<ul style="list-style-type: none"> • We prioritise regular monitoring of market trends and sales forecasts to avoid building capacity earlier than required. • We continue to target a wider client base for our EMS operations to ensure consistent growth across markets.
	<p>Advanced data-driven technology underpins the functioning of all our business verticals. Any impairment, downtime, or cybersecurity event would potentially impact our business continuity and the integrity of our customer data.</p>	<ul style="list-style-type: none"> • We invest in advanced technological solutions that enable us to secure our processes and data. • We monitor and review the adequacy of these measures continuously.
	<p>Efficient management of labour is critical to our ability to service our clients successfully. Any disruption in this area may affect our business continuity.</p>	<ul style="list-style-type: none"> • We formulate robust legal and contractual frameworks that cover compliances from our partner side. We attach immense importance to open, fair, and transparent communication. • We engage closely with our contractual staff through collaborative processes and initiatives on customer sites, especially pertaining to issues of compliance, health and safety, and employee well-being.
	<p>Our business is human capital-intensive. Situations adversely affecting the health and well-being of our people stand to impact our operations. It is equally important that our workforce demonstrates the appropriate skill level in order to drive efficient output.</p>	<ul style="list-style-type: none"> • We place the physical safety and well-being of our people above all else, as evident from our HSE policy that reflects a robust health and safety process framework. We boast the industry's best safety practices and standardised protocols to reduce the margin of error. • We uphold continuous investments in skill upgradation programmes for our people, especially with a view to empower them within a technology-first environment. This prepares us to future-proof the Company.
	<p>Our ability to predict emerging risks and opportunities is critical to our success in driving our business profitably and identifying the right partnerships as well as customer segments.</p>	<ul style="list-style-type: none"> • We harness a detailed and comprehensive business continuity plan as part of our risk management framework, in line with our organisational goals and priorities. • We continue to revise our BCP with respect to key developments impacting our sector.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The management of the Company is committed to ensure effective internal control systems, commensurate with the size and the complexity of the business. The adequate and effective internal controls, established by us, seek to achieve MLL's compliance and reporting objectives. The controls are deployed through various policies and procedures, which are periodically revisited to ensure that they remain updated with the changes in the business environment. Moreover, these policies and processes are regularly evaluated by internal and statutory auditors, with suggestions to further strengthen them and enhance their efficacy shared with respective process owners, following which requisite changes are made.

We invest in various IT initiatives to automate controls to the extent possible and minimise errors and lapses. The Audit Committee reviews the adequacy and effectiveness of our internal control environment and monitors the implementation of audit recommendations.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements were prepared in compliance with the requirements of the Companies Act, 2013. We adopted the Indian Accounting Standard (IND AS) from 1 April 2016. The consolidated financial statements were prepared in compliance with applicable IND AS 110 and are presented in a separate section.

STANDALONE FINANCIAL INFORMATION

1 Share Capital

The authorised share capital of the Company stands at ₹ 105 crores divided into 10,50,00,000 equity shares of ₹ 10 each. Our paid-up capital at the end of the year was recorded at ₹ 72.04 crores compared to ₹ 71.98 crores the previous fiscal. The increase is due to the allotment of 59,121 equity shares on account of exercise of options, granted under our Employee Restricted Stock Unit Plan 2018 during the year.

2 Retained Earnings

The retained earnings, indicated as surplus in the statement of profit and loss, as of 31 March 2024 was at ₹ 468.54 crores compared to ₹ 423.93 crores as of 31 March 2023.

3 Borrowings

Borrowings, as of 31 March 2024, stood at ₹ 82 crores compared to ₹ 150 crores as of 31 March 2023, on account of repayment of working capital demand loans from the banks during the year ending 31 March 2024.

4 Property, Plant and Equipment and other Intangible Assets (including RoU Asset, CWIP and Intangible Assets under Development)

The property, plant and equipment and other intangible assets, including RoU asset, CWIP and intangible assets under development, amounted to ₹ 529.15 crores as of 31 March 2024, compared to ₹ 554.59 crores at the end of previous fiscal. Adhering to asset-light business model to execute our operations, we incurred capital expenditure to the tune of ₹ 66.41 crores during the year, mainly on account of the purchase of material handling equipment for warehousing services, EDel vehicles and other IT equipment and software. Furthermore, the addition due to Right of Use Assets under IND AS 116 stood at ₹ 137.77 crores during the year under review.

5 Trade Receivables

Trade receivables at the end of 2023-24 was recorded at ₹ 508.92 crores, which amounted to 11.23% of our revenue from operations compared to ₹ 451.38 crores, consisting of 10.12%, at the end of 2022-23.

6 Results of Operations

Revenue from operations: Revenue from operations increased to ₹ 4,529.90 crores in the year ended 31 March 2024, as opposed to ₹ 4,458.90 crores at the end of previous fiscal, registering a growth of 1.59%.

Other Income: Other income mainly comprises interest income from fixed deposits/security deposits, gain on sale of units of mutual funds, and interest on income tax refund. The increase in other income from ₹ 12.04 crores in 2022-23 to ₹ 13.30 crores in 2023-24, was primarily driven by interest income.

Total Expenses: Employee benefit encompasses salaries and wages, including bonus, contribution to provident and other funds, gratuity, and staff welfare, among others. Employee benefit expense as a percentage of revenue from operations decreased from 6.48% in 2022-23 to 6.29% in 2023-24. The increase in depreciation and amortisation expenses is due to the impact of capitalisation of assets done during the year under review and increase in amortisation of rentals under IND AS 116.

Operating expenses, including cost of materials consumed and changes in inventories, stood at 84.54% of revenue from operations in 2023-24 as compared to 85.22% in 2022-23. It mainly included freight and related expenses, labour and allied expenses, warehouse and related expenses, and rent, among others. Operating expenses decreased marginally due to operational efficiencies achieved during the year under review.

Profit before tax was registered at ₹ 85.55 crores in 2023-24 compared to ₹ 80.44 crores in 2022-23, clocking an increase of 6.35%. Profit after tax was recorded at ₹ 61.98 crores in 2023-24 as opposed to ₹ 64.53 crores in 2022-23.

Consolidated Financial Information

The consolidated financials include financials of our seven subsidiaries, i.e. Lords Freight (India) Private Limited, 2x2 Logistics Private Limited, MLL Mobility Private Limited, MLL Express Services Private Limited, V-Link Freight Services Private Limited, MLL Global Logistics Limited, and Zip Zap Logistics Private Limited.

Consolidation of the financial statements of the Company and our seven subsidiaries is done on a line-by-line basis, adding together items like assets, liabilities, income, expenses after eliminating inter-company transactions in accordance with IND AS 110. Equity method of consolidation is used for associate entity. The consolidated financial statements are presented in a separate section.

The consolidated revenue from operations amounted to ₹ 5,505.97 crores by the end of 2023-24, as against ₹ 5,128.29 crores by the end of 2022-23, registering a growth of 7.36%. Consolidated profit/(loss) stood at ₹ (54.74) crores compared to ₹ 26.28 crores in 2022-23, recording a decline of 289.90%. Profit/(loss) after tax, attributable to non-controlling interest, was at ₹ 1.65 crores for the year under review as against ₹ (1.65) crores in the previous year.

Key Metrics	2023-24	2022-23	Change Y-o-Y
Current Ratio	0.93	0.97	(4)%
Debt Equity Ratio	0.67	0.72	(7)%
Debt Service Coverage Ratio	0.80	0.77	4%
Return on Equity	(10.39)%	4.74%	(319)%
Inventory Turnover	1.00	7.64	(87)%
Trade Receivables Turnover	4.91	5.25	(6)%
Trade Payables Turnover	4.49	4.70	(4)%
Net Capital Turnover	(73.78)	134.49	(155)%
Net Profit Margin (%)	(0.95)%	0.53%	(279)%
Return on Capital Employed	0.18%	6.76%	(97)%

Return on equity (%) declined to (10.39)% in the current year from 4.74% in the previous year due to lower profits in the current year.

Inventory turnover fell down to 1.00 in the current year from 7.64 in the previous year due to lower utilisation, coupled with a lower base of inventory.

Net capital turnover declined to (73.78) in the current year from 134.49 in the previous year on the base of negative average working capital due to an increase in the current liabilities. Net profit margin declined to (0.95)% in the current year from 0.53% in the previous year on account of lower profit for the year.

Return on capital employed declined to 0.18% in the current year from 6.76% in the previous year owing to lower profit for the year.

HUMAN RESOURCES DEVELOPMENT

In pursuit of MLL's vision to become a ₹ 10,000 crores logistics service provider, our human resources function plays a significant role. It enables us to achieve the targeted deliverables by enhancing overall employee experience. Our strategic focus remains on priorities like nurturing innovation, enhancing problem solving capabilities of our team, building future talent pipeline, and leveraging analytics for informed people decisions, all of which contribute to our competitive advantage. Moreover, we remain committed to empowering communities by prioritising the recruitment of individuals from below poverty line. Our initiatives related to third-party manpower and business partner management ensure seamless engagement and harmonious work relations.

We uphold an employer-employee relationship that is characterised as fair, just, trusting, and caring. This is assimilated into the employee lifecycle through continuous reinforcement via communication platforms and the celebration of success stories. The HR function drives excellence by digitising work processes and deploying technology to drive engagement, efficiency, simplicity, scalability, and empowerment.

We received the Great Place to Work certification for the third year in succession. Based on the insights received from the previous GPTW survey, we unveiled several initiatives to drive engagement and improve the Trust Index score. The survey also emphasised our robust processes for overall employee development, collaboration, and inclusion, while highlighting solid

employee assistance throughout the lifecycle. Even though the overall employee perception in MLL is positive, we intend to strengthen it further by designing and institutionalising industry-leading practices.

We are digitising HR process through our HRMS platform Nectar Darwinbox. It simplified the overall employee lifecycle, with easy data navigation, efficient workflows, and lower turnaround time for processing transactions. Furthermore, we successfully deployed face recognition-based attendance system for our blue-collar workforce to drive higher levels of automation and process efficiency. Moreover, we conduct Townhalls every quarter, where employees across locations join virtually. They get to ask questions directly to the leadership team and seek clarifications on pertinent issues.

There were 3,740 permanent employees on the rolls of Company as on 31 March 2024.

TRAINING AND DEVELOPMENT PROGRAMME

We are committed to achieving our growth objectives by developing integrated solutions and leveraging technology-enabled experiences. To ensure a smooth transition of our recent acquisitions into the immersive culture of MLL, HRMS and LMS system integrations are deployed. LMS licenses are also extended to employees in subsidiaries, with the digital Triumph Awards platform expanded to our subsidiary companies. In performance management, mandatory L&D KRAs of 20 hours of learning, along with a leadership development programme like Flex, are carefully crafted to suit the diverse nature of business of our subsidiaries.

To strengthen the succession pipeline, the leadership team identified talent for an accelerator programme, conducted by the Mahindra Leadership University. The nominated participants undergo an intensive development around the focus areas facilitated through formal learning, perspective building, coaching, leadership interactions, peer-sharing, and action learning.

In the journey towards empowering our workforce, we embarked on a strategic initiative centred around personalised learning solutions, utilising cutting-edge digital platforms, including HMM Spark and Udeemy Business. This transformative approach empowered our employees with self-paced learning opportunities, catering to their individual needs and preferences, while also focussing on nurturing talent pools.

Moreover, we continued our journey on Lean Six Sigma Black, Yellow and Green Belt Projects to empower our employees with the skills and knowledge needed to lead process improvement initiatives within organisations. This training was a crucial step in cultivating a culture of continuous improvement, driving operational excellence, and delivering tangible results in terms of quality, efficiency, and cost reduction. Over 500 employees worked on around 70 projects under MBB, MYB and MGB.

Kaizen, which means continuous improvement, encouraged innovative problem-solving ideas among employees. Additionally, trainings were conducted for on-roll, full time contract and third-party employees. Locations identifying and implementing Kaizens were awarded, with best Kaizens being published across the organisation. Notably, we implemented more than 55,000 Kaizens in last two years.

CAPABILITY BUILDING AND ENGAGEMENT

For Business Associates

Capability building of third-party employees through training is a vital aspect of fostering a productive and engaged workforce. By offering comprehensive training programmes that incorporated health and safety modules, we not only equipped third-party employees with the knowledge and skills required to perform the task efficiently but also prioritised their physical and mental well-being. Recognitions such as Champion of the month and Quarter programmes went a long way in reinforcing a sense of belonging

and competence, ultimately leading to improved performance and overall job satisfaction.

Business associates underwent detailed safety training in addition to on-job training. A customised training programme was devised for each site, depending on the business. The trainees were assessed and awarded different levels of efficiency badges indicating the skills attained. Employees were able to multi-task due to the fast and effective training process. Furthermore, Sanjeevani 2.0 was conducted for all sites with a manpower greater than 20. This version, focussing on five key pillars of Sanjeevani programme - communication, engagement, capability building & growth, welfare, and inclusive participation - was implemented. HR connect sessions were conducted and Works Committees were implemented under this programme, ensuring an open channel of communication for our permanent, FTC, and third-party employees.

Flex Programme

In our pursuit to directly improve the bottom line, empowering the account delivery managers/ site leads, who are the primary breadwinners of the Company, seemed extremely essential and high yielding. Accordingly, the Flex Programme was designed, taking into consideration that the ADM oversees the entire P&L of the project.

Competency Enhancement of Employees

Considering escalating competition and the evolving objectives of our organisation, a unique strategy was formulated to elevate our capacity-building procedures. We followed a systematic approach towards capability building of employees across all levels within the organisation, based on the concept of addressing the following:

- Capability building to address current needs
- Capability building to address future needs of the people
- Alignment with group capability building initiatives

Functional Competency Framework

The objective of FCF was to enable us to attract, retain, and engage employees by demonstrating options for growth. It enabled employees to know what competencies are needed and measured. The



exercise of FCF was undertaken in 2023-24 and by mapping the same we were able to achieve the following aspects:

- ✦ A way to clearly communicate capability expectations across the organisation
- ✦ A tool to help people make choices that best support strategic goals
- ✦ A framework for leaders to direct development opportunities more effectively

Performance Management

We created a high-performance environment where employees were inspired and aligned with the purpose and strategy of the organisation, enabling the alignment, and cascading of the organisation BSC across levels. Leaders, managers, and supervisors were equipped with the right skills for setting, reviewing KRAs, and providing timely and effective feedback on performance through the launch of the Unnati e-learning module.

Talent assessment and the identification of functional competencies ensure that talent is calibrated and developed for future roles through functional and leadership capability building. We revamped the performance management process, career growth, and compensation practices, with the process undergoing a detailed review. The revised policy was implemented after considerable dialogue with the leadership team. An Appraisal Grievance Redressal mechanism was launched to address employee grievances in a time-bound and effective manner, providing employees with a forum to have their concerns addressed.

Improving Inclusion, Diversity, Equity and Accessibility

In the past year, we intensified efforts to enhance our commitment to inclusion by fostering meaningful dialogues, facilitating open conversations, and building a robust foundation for inclusivity. Our focus included celebrating diversity days and running campaigns to raise awareness and actively engage our community. To establish a diverse talent pipeline in the 3PL industry, especially at MLL, we prioritised initiatives to make our workplace appealing to women and individuals with disabilities. Our commitment to being an equal opportunity employer extended to actively seeking talent from the LGBTQ community.

- ✦ Preparation of a three-year strategic roadmap for IDEA (Inclusion, Diversity, Equity, and Accessibility) meticulously delineated four key pillars, including IDEA Metrics, HR Policy and Processes, Leadership Accountability, and Organisational Involvement and Communication, along with the respective initiatives falling under each of these pillars
- ✦ In our continuous commitment to advancing inclusion, the IDEA Council was established and officially launched in March 2023
- ✦ The development of IDEA Metrics marked a significant undertaking aimed at crafting comprehensive diversity metrics applicable both at the level of individual business units and across the entire organisation
- ✦ Gender neutral washroom at HO was unveiled to foster inclusion and enhance comfort of various gender identities and expressions. This initiative was extended to five other locations including sites and regional offices
- ✦ We actively participated in the LGBTQIA+ talent recruitment campaign in collaboration with the Tweet Foundation, the Ministry of Social Justice, and In Harmony, known as the Trans Mela initiative. As a result of this initiative, we successfully hired three full-time LGBTQIA+ employees and onboarded two interns

Employee Resource Groups

In the first quarter, we proudly introduced two ERGs - PRERNA and RAINBOW NETWORK, specifically designed for our women and LGBTQIA+ colleagues, respectively. These ERGs operate with a clearly defined mission, rooted in the perspectives and input from both groups, while staying committed to advancing their causes through tangible action.

We tailored various programmes, keeping in mind the importance of awareness creation and sensitisation for gender and other aspects of diversity and inclusion among employees. IDEA sensitisation sessions and circles were conducted to sensitise employees and encourage them to raise their concerns in a safe and open environment.

We take POSH compliance very seriously, and to ensure this, everyone undergoes mandatory training, with sessions conducted at all MLL warehouses and plants. The IC was recently revamped with 50% women appointments. The POSH policy covers

harassment against women and also includes our LGBTQ employees and all other gender identities at MLL.

We also conducted women-specific programmes, including sessions on menopause and other health-related subjects. To increase the percentage of women employees in total workforce, we initiated programmes like hiring and grooming female campus recruits for operations. Additionally, we focussed on hiring women leaders in the department head band, resulting in an increase in overall diversity at this leadership band to 18%.

Employee Health and Wellness

Employee health and wellness are of primary importance, and we worked to optimally manage their welfare. The Swayam initiative, which was launched earlier to drive health and wellness, had a positive impact on employees' work-life balance and engagement levels.

We had partnered with an external vendor, Quantum Health Corp, to provide a digitised platform for participation in various health and wellness programmes, thereby creating higher visibility. Online fitness counselling services, fitness challenges, and workout regimens, among others, were designed to drive engagement as well as boost fitness levels. An external agency was empanelled to provide counselling services to employees by trained counsellors, ensuring confidentiality. The engagement scores received from these surveys had seen consistent improvement in the last few years. These tangible outcomes inspire us to stay focussed on sustaining the momentum in enhancing employee well-being.

Employee Development Initiatives

Udaan - Second Career Internship Programme

The programme focussed on enabling women on a career break to continue their work journey at MLL. To achieve this, we partnered with various campuses like SP Jain Institute and Vedika Institute to identify and recruit women returning to work, thereby contributing to our focus on improving our gender diversity.

Employee Assistance Programme

The emotional and psychological well-being of our employees are paramount to us. In line with this commitment, we introduced InnerSight, an

employee assistance programme, that allows all employees to undergo counselling/consulting with professional well-being experts in a non-judgmental and confidential environment. This programme was also extended to cover the immediate family members of employees.

New Parent Policy

The New Parent Policy was designed to provide comprehensive support and flexibility for those who are navigating their journey of parenthood. This policy reflects a broader perspective, encompassing various parenting scenarios beyond childbirth, such as adoption, surrogacy, or Artificial Reproductive Technology (ART). It makes provisions for parental leave, childcare assistance, and flexible work arrangements, alongside a host of supportive measures tailored to accommodate the diverse needs of new parents.

Identification and Development of Women Leaders

We remain focussed on developing future women leaders at the operational level by identifying talent with considerable potential and then grooming them as future leaders.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis and in the Annual Report describing our objectives, projections, estimates, expectations, plans or predictions and industry conditions or events are 'forward-looking statements' within the meaning of applicable securities, laws, and regulations. Actual results, performance or achievements could differ materially from those expressed or implied. Several factors could make a significant difference to our operations. These include economic conditions affecting demand and supply, Government regulations and taxation, natural calamities and so on over which we do not exercise any direct control.

REPORT ON CORPORATE GOVERNANCE

COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

Mahindra Logistics Limited places a strong emphasis on governance and ethical practices, drawing from the rich heritage of the Mahindra Group. Upholding strong governance practices is crucial not only for maintaining trust with stakeholders but also for fostering a positive organizational culture. The Company's Governance pillars are its core value system embedded in the Company's Code of Conduct. By adhering to Core Values and fostering a culture of integrity, we mitigate risks, enhance operational efficiency, and safeguard the interests of our shareholders, customers, employees, and the communities we serve. We believe that living by these values allows us to foster long-term corporate goals and create a positive impact on our business, our stakeholders and the communities we serve.

The principles of Corporate Governance including integrity, transparency, accountability and business ethics are manifested in the Company's culture, policies and in relationship with its stakeholders. Its commitment to values and ethical business conduct ensures that the interest of all the stakeholders is respected in a balanced and transparent manner.

We have a steadfast belief that good corporate governance stems from the application of ethical business decisions, sound management practices, compliance with all laws in letter, spirit and intent as well as through transparent conduct of its operations. In addition, we also believe that corporate governance is more than merely meeting the applicable legal requirements. We strive to adopt and embrace the best practices and governance standards being followed across the environment we operate and continuously review them to benchmark with the highest industry practices.

The Company's Corporate Governance philosophy and practices are further strengthened through "The Mahindra Way" ("TMW") assessments, the Mahindra Group's Business Excellence model, and various policies and codes adopted and implemented by the Company.

Key pillars that underpin the Company's Corporate Governance Philosophy

- Experienced, diverse and knowledge-driven Board and Senior Management.
- Oversight of the Board on Company's business strategy, major developments and key activities.
- Strong foundation of the Code of Conduct, business policies & procedures.
- Well-defined corporate structure and authority delegation matrix across various levels in the organisation.
- Complete, accurate and timely disclosures and reporting which enables the Board and Committees to play an effective role in guiding strategies. Adequate and timely dissemination of information to all the stakeholders.
- Structured stakeholder engagement framework ensuring long-term value creation for all stakeholders.

COMPLIANCE WITH CORPORATE GOVERNANCE GUIDELINES

The Company is in compliance with the requirements stipulated under Chapter IV read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time with respect to corporate governance provisions.

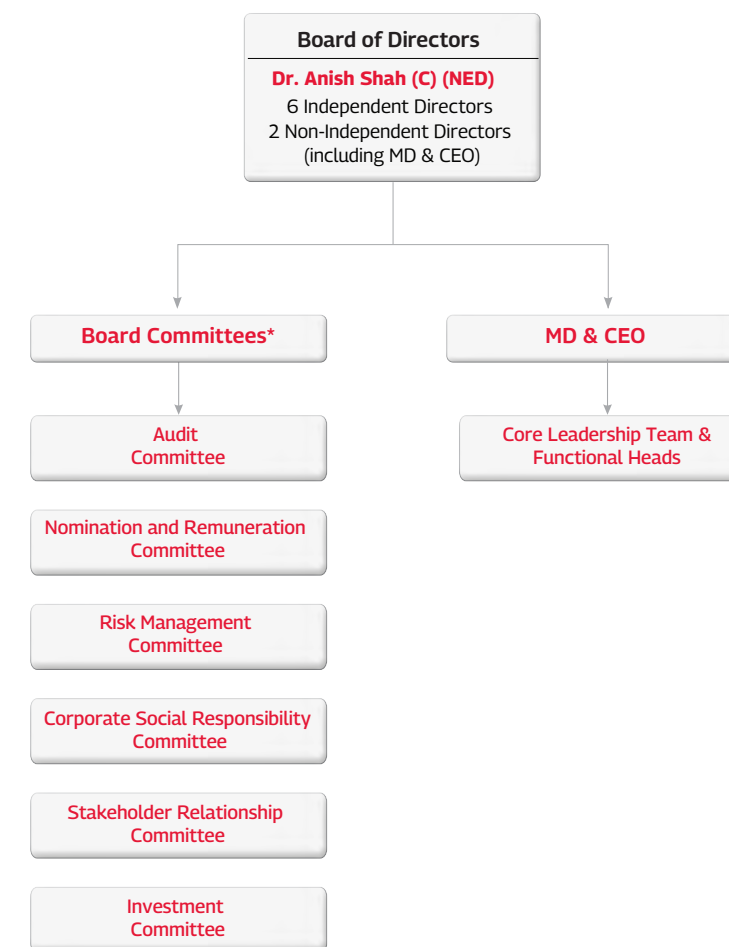
A report on the Company's compliance with the applicable corporate governance provisions for the financial year ("FY") 2023-24 is given hereunder.

I. BOARD OF DIRECTORS

The Board of Directors ("the Board") is at the helm of the governance structure at the Company and endorses that good governance is not merely an objective, but also means to achieve the objective of operating as a responsible global citizen. The Board is entrusted with the ultimate responsibility for the management, general affairs, direction and strategies of the Company and vested with requisite powers, authorities and duties. The Board along with its Committees provides leadership and guidance to the Company's Management and supervises the Company's performance.

The Chairman is a Professional Director in his individual capacity and a Non-Executive Director on the Board of your Company. He leads the Board and is responsible for its overall effectiveness.

The Board has delegated the operational conduct of the business to the Managing Director & Chief Executive Officer ("MD & CEO") of the Company. The Leadership Team of the Company is headed by the MD & CEO and has business & functional heads as its members, who manage the day-to-day affairs of the Company. The MD & CEO, together with the business & functional heads, operate within the framework of the strategic policies laid down by the Board. They drive company-wide processes, systems and policies and act as role models for leadership development within the organization.



(C) Chairman; (NED) Non-Executive Director

*All Committees are chaired by Independent Directors.

REPORT ON CORPORATE GOVERNANCE (Contd.)

A. Size and Composition of the Board



The size and composition of the Board of the Company is in conformity with the requirements of Regulation 17 of the SEBI Listing Regulations and the applicable provisions of the Companies Act, 2013 ("the Act"). The composition of Board of the Company represents an optimum combination of experience, knowledge, expertise and skills from diverse fields including consumer & retail, finance, law, governance, etc. which are required by the Board to discharge its responsibilities effectively.

As on 31 March 2024 and on the date of this report, the Board of the Company is composed of nine Directors comprising of two Non-Executive (Non-Independent) Directors, six (including two Women) Independent Directors and one Executive Director, designated as the MD & CEO.

This ensures Board Independence, exercise of independent judgement and high diversity at the Board level.

None of the Directors are inter-se related to each other nor have they attained the age of 75 years.

None of the Directors of the Company hold permanent position on the Board of the Company. All Directors, other than Independent Directors, are liable to retire by rotation. None of the Directors, except Mr. Rampraveen Swaminathan, MD & CEO, hold any shares in the Company as on 31 March 2024, details of which are given at point no. H below.

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Director in terms of Sections 164(1), 164(2) and 165 of the Act read with Rules framed thereunder and are not debarred from holding the office of a Director pursuant to any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

Separate role of Chairman and MD & CEO

The role of the Chairman is distinct and separate from that of the CEO. Dr. Anish Shah, Non-Executive Director, serves as the Chairman of the Board and Mr. Rampraveen Swaminathan is the MD & CEO of the Company whose first term is expiring on 3 February 2025 and is proposed to be re-appointed for the next term of 5 years, basis the recommendation of Nomination and Remuneration Committee ("NRC") and approval of the Board, at the ensuing Annual General Meeting ("AGM").

Certificate from Company Secretary in Practice regarding Non-Debarment and Non-Disqualification of Directors

In terms of Regulation 34 read with Schedule V of the SEBI Listing Regulations, M/s. MMJB & Associates LLP, Company Secretaries ("MMJB") affiliate of M/s. Makarand M. Joshi & Co., Secretarial Auditor of the Company, have confirmed and certified that none of the Directors on the Board of the Company as on 31 March 2024 have been debarred or disqualified from being appointed or continuing as Director by the SEBI/Ministry of Corporate Affairs ("MCA") or any such Statutory Authority. A Certificate issued by MMJB is annexed as **Annexure A** to this Report.

B. Independent Directors

The Board of the Company has six Independent Directors out of which two are women Independent Directors. 67% of the Board of the Company is represented by Independent Directors.

The Independent Directors hold office for a fixed term in compliance with the maximum tenure permitted under the SEBI Listing Regulations, the Act and as approved by the Shareholders of the Company. None of the Independent Directors of the Company have resigned during the financial year under review.

All the Independent Directors on the Board of the Company have submitted a declaration confirming that they meet the

criteria of independence as mentioned in Regulation 16(1) (b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board has carried out an internal assessment of the declarations and confirmations submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of the Company fulfil the conditions specified in the Act and the SEBI Listing Regulations and are independent of the Management.

Further in accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, all Independent Directors of the Company are registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and unless exempted, have also passed the online proficiency self-assessment test conducted by IICA.

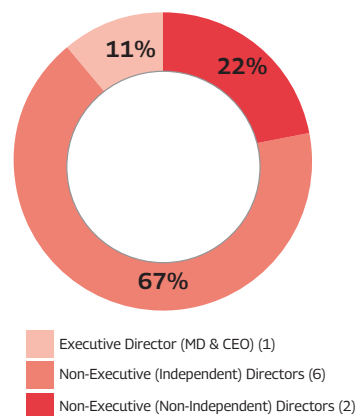
C. Core Skills/Expertise/Competencies

The Board basis recommendation of the NRC has identified the following skills/expertise/competencies as required in the context of the Company's business and sector for the effective functioning of the Company which are as under:

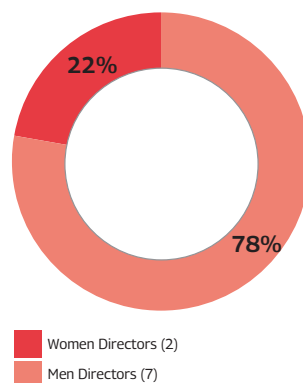
Matrix setting out the core skills/expertise/competence of the Board of Directors

Skills	Icon	Description
Financial Acumen		Experience in accounting, taxation, financial management and oversight of Risk Management, Banking, Treasury, Fund Raising, Private Equity, Venture Capital Investment and Internal Controls.
Corporate Governance expertise		Having essential governance knowledge and understanding for maintaining high ethical standards taking into account the interests of all stakeholders.
Member, Community and Stakeholder Engagement		Good reputation and established networks in the industry, consumer or business groups and the ability to effectively engage and communicate with key stakeholders and experience in managing government relations and industry advocacy strategies.
Leadership and Board experience		Board experience, past or present, in other companies and innate leadership skills including the ability to appropriately represent the Company, set appropriate Board and organisation culture and make and take responsibility for decisions and actions.
Strategic Thinking		Experience in developing and implementing strategies in context with the policies and business objectives, whilst also bearing in mind the shareholders' best interests.
Business Acumen		Experience in general corporate and business management, developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation. A broad range of commercial/business/entrepreneurial experience in areas including communications, marketing, branding and business systems, practices and improvement.




Board Composition



Board Gender Diversity



REPORT ON CORPORATE GOVERNANCE (Contd.)

Skills	Icon	Description
Industry and sector experience or knowledge		Oversight and knowledge of logistics/similar industries in which the Company operates and broad perspective on global markets and opportunities.
Technology & Digitization		Knowledge/experience in the strategic use and governance of information management and information technology within the Company and understanding the current drivers of innovation in the information technology market
Mergers & Acquisitions ("M&A")		Experience in restructuring and implementation of M&A, cross border arrangements, joint ventures.

The said skills/expertise/competencies are collectively available with the Board as a whole in the manner outlined at point no. H below.

D. Compliance with Directorship limits and Committee positions

In terms of the provisions of the Act and the SEBI Listing Regulations, the Directors of the Company submit necessary disclosures regarding the positions held by them on the board and committees of other companies with changes therein, if any, on a regular basis. Basis the disclosures submitted by the Directors, it is confirmed that as on 31 March 2024, none of the Directors of the Company:

- i. is a Director in more than twenty companies (including ten public limited companies);
- ii. is a Director in more than seven equity listed entities or acts as an Independent Director in more than seven equity listed entities;
- iii. is a Member of more than ten committees and/or Chairman of more than five committees, across all the public limited companies in which they are Directors;
- iv. who hold Executive Directorship in any listed company serves as an Independent Director in more than three equity listed companies;
- v. who hold Executive Directorship in the Company, serves as a Whole-Time Director in any other listed company;

For the purpose of determination of committee position limits, chairpersonship and membership positions of the Audit Committee and the Stakeholders' Relationship Committee of public limited companies have been considered in terms of Regulation 26 of the SEBI Listing Regulations.

For the purpose of the count for the number of listed entities on which a person is a director/independent director, only those companies whose equity shares are listed on a stock exchange are considered.

E. Board Diversity

The Company is committed to create and leverage the strengths of a diverse talent pool. We appreciate individual differences by creating an inclusive and participative environment. To this end, the Company has adopted and

implemented a Board Diversity Policy with an aim to leverage on the differences in the thought, perspective, knowledge, skills, industry experience, proficiency, background, gender and other distinctions between Directors.

The composition of the Board represents an amalgamation of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. All Board appointments are made on merit, in the context of the skills & expertise, experience, independence and knowledge with due regard to the benefit of diversity on the Board.

The Board of the Company comprises of qualified individuals who collectively possess the skills, competencies and experience across diverse fields. The profiles of the Directors of the Company is available on the website of the Company at the weblink: <https://mahindralogistics.com/board-of-directors/> which gives an insight into their education, expertise, skills and experience thus bringing in diversity to the Board's perspectives.

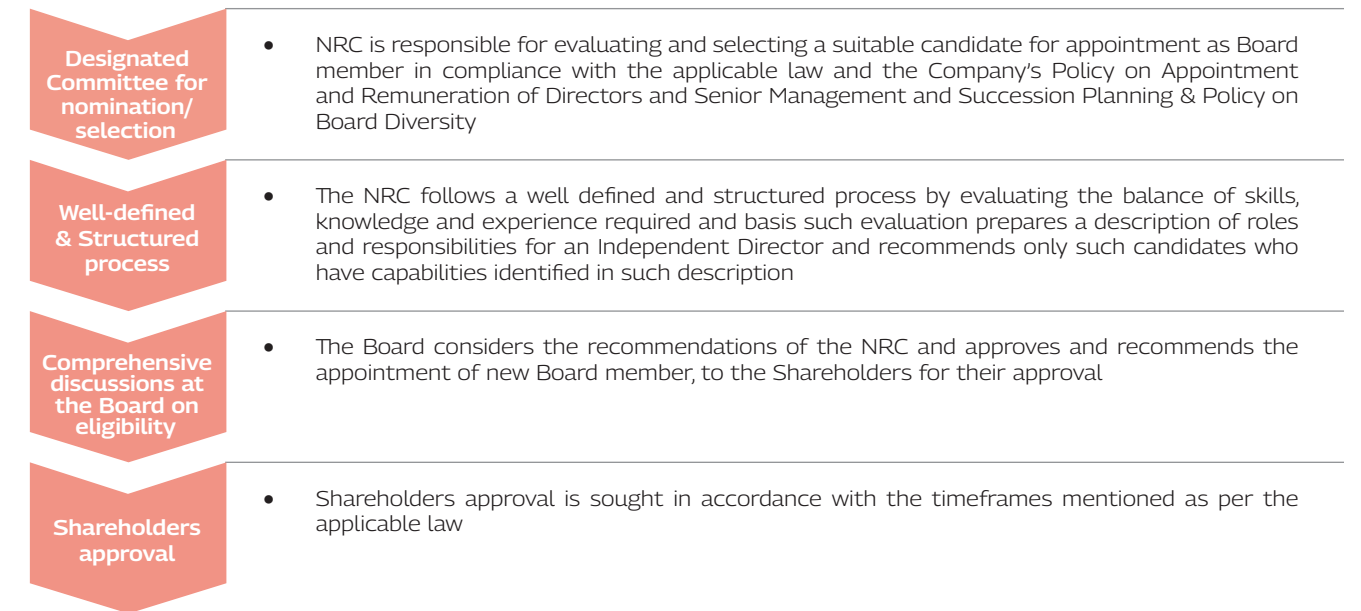
F. Selection and appointment of Directors and Succession Planning

The Board as part of its Succession Planning periodically reviews its composition to ensure that the same is aligned with the strategy and governance standards of the Company.

The NRC on annual basis evaluates the composition of the Board to ensure that it has the appropriate mix of skills, experience, independence and knowledge for continued effectiveness. The NRC also discusses succession of Directors coming up for re-appointment or approaching end of their term. In order to maintain orderly succession of the Board, the NRC evaluates candidates from a wide range of backgrounds, assesses the balance of skills, knowledge and experience available with the Board as a whole, the skills, qualifications, capabilities of the candidates including ability to devote sufficient time, attention to the professional obligations, past performance (in case of re-appointments) and shortlists candidates who fit into the criteria and expected role.

The Chairman works actively with the NRC to plan the composition of the Board and Board Committees, induction of new Directors on the Board and Directors succession.

The selection process for new Directors is, as under:



The Company has in place processes for orderly succession planning of its Directors and Senior Management which aims to identify high growth individuals, train them and feed the pipelines with new talent. The Company has a process of identifying Hi-pots and critical positions and mapping suitable successors for these positions. The NRC oversees matters related to succession planning of Directors and Senior Management of the Company.

G. Changes in the Board composition during the financial year 2023-24

There were no appointment, re-appointment or resignation or cessation of Directors during the financial year under review except to re-appointment of Mr. Naveen Raju as a Non-Executive (Non-Independent) Director liable to retire by rotation.

Directors seeking re-appointment at the ensuing Annual General Meeting:

Dr. Anish Shah, Chairman and Non-Executive (Non-Independent) Director

Dr. Anish Shah, retires by rotation at the ensuing 17th AGM of the Company scheduled to be held on 22 July 2024 and being eligible, has offered himself for re-appointment.

The Board at its meeting held on 22 April 2024, basis NRC's recommendation and evaluation of the balance of skills, knowledge and experience of Dr. Anish Shah, including ability to devote sufficient time, attention to the professional

obligations and disclosures submitted by him, recommends to the members of the Company, re-appointment of Dr. Anish Shah as Non-Executive (Non-Independent) Director liable to retire by rotation.

The notice convening the ensuing 17th AGM sets out the brief profile, other details and disclosures with respect to his re-appointment.

Mr. Rampraveen Swaminathan, MD and CEO







Mr. Rampraveen Swaminathan was appointed as the MD and CEO of the Company (liable to retire by rotation), by the members of the Company on the recommendation of Board and NRC, for the first term of five years with effect from 4 February 2020 to 3 February 2025 (both days inclusive).

The Board at its meeting held on 22 April 2024 basis NRC's recommendation, approved re-appointment of Mr. Rampraveen Swaminathan as the MD of the Company designated as "Managing Director & Chief Executive Officer" for the second term of five years with effect from 4 February 2025 to 3 February 2030 (both days inclusive) and recommended to the members of the Company, his re-appointment together with the terms and conditions of his appointment and remuneration payable to him.










The notice convening the ensuing 17th AGM sets out the brief profile, other details and disclosures with respect to the his re-appointment.

REPORT ON CORPORATE GOVERNANCE (Contd.)

H. Board Composition and Details as on 31 March 2024








			
	Dr. Anish Shah Non-Executive (Non-Independent) Director and Chairperson Related to Promoter [^]	Mr. Rampraveen Swaminathan Managing Director & CEO	Mr. Naveen Raju Non-Executive Non-Independent Director [^]
Director Identification Number (DIN)	02719429	01300682	07653394
Age	54 years	49 years	49 Years
Original date of appointment	2 April 2021	4 February 2020	3 September 2020
Tenure on Board	3 Years	4 years 2 Months	3 years 7 Months
Date of re-appointment	N.A.	N.A.	N.A.
Term of office	N.A. [@]	First term - From 4 February 2020 to 3 February 2025 [@]	N.A. [@]
Number of Securities held in the Company (including beneficial ownership)	Nil	60,376 Equity Shares (0.08%)	Nil
Number of Directorships in all Companies including the Company [#]	7	8	8
Number of Directorship in listed entities including the Company	6	2	1
Independent Directorship in listed entities including the Company	Nil	1	Nil
Number of Committee Chairperson positions held in public companies including the Company [*]	Nil	1	Nil
Number of Committee Member positions held in public companies including the Company ^{**}	Nil	3	1
Listed entities from which resigned in past three years	Nil	Nil	Nil
Skills possessed out of below mentioned skills identified by the Board of the Company [§]			
Directorship in other Indian Listed entities (including category of directorship)	Managing Director and CEO: 1. Mahindra and Mahindra Limited Non-Executive (Non-Independent) Director: 2. Mahindra Lifespace Developers Limited 3. Mahindra & Mahindra Financial Services Limited 4. Mahindra Holidays & Resorts India Limited 5. Tech Mahindra Limited	Non-Executive (Independent Director): 1. Dodla Diary Limited	NIL

Notes:







[@] Director liable to retire by rotation;
[^] Employee of Mahindra & Mahindra Limited, Promoter and Holding Company ("M&M");
[&] Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship;
^{*} Committees considered are Audit Committee and Stakeholders' Relationship Committee of public limited companies;
[#] Membership count also includes the count of the position of Chairperson held, if any;
[§]  Financial Acumen  Corporate Governance expertise  Member, Community and Stakeholder Engagement  Leadership and Board experience,  Strategic Thinking  Business Acumen  Industry and sector experience or knowledge  Technology & Digitization  Mergers & Acquisitions
 The Profile of the Directors is available on the website of the Company at the weblink: <https://mahindralogistics.com/board-of-directors/>.









			
	Mr. Darius Pandole Non-Executive (Independent) Director	Mr. Ranu Vohra Non-Executive (Independent) Director	Ms. Avani Davda Non-Executive (Independent) Director
Director Identification Number (DIN)	00727320	00153547	07504739
Age	57 years	52 Years	45 years
Original date of appointment	25 July 2017	25 July 2017	6 June 2018
Tenure on Board	6 years 8 Months	6 years 8 Months	5 years 10 Months
Date of re-appointment	25 July 2022	25 July 2022	30 July 2022
Term of office	Second term - from 25 July 2022 to 24 July 2027	Second term - from 25 July 2022 to 24 July 2027	Second term - from 30 July 2022 to 29 July 2027
Number of Securities held in the Company (including beneficial ownership)	Nil	Nil	Nil
Number of Directorships in all Companies including the Company [#]	3	1	7
Number of Directorship in listed entities including the Company	2	1	5
Independent Directorship in listed entities including the Company	2	1	5
Number of Committee Chairperson positions held in public companies including the Company [*]	2	1	Nil
Number of Committee Member positions held in public companies including the Company ^{**}	4	1	8
Listed entities from which resigned in past three years	NIL	Nil	Nil
Skills possessed out of below mentioned skills identified by the Board of the Company [§]			
Directorship in other Indian Listed entities (including category of directorship)	Non-Executive (Independent Director): 1. Fairchem Organics Limited	NIL	Non-Executive (Independent Director): 1. NIIT Limited 2. Persistent Systems Limited 3. Emami Limited 4. Max Estates Limited

Notes:

^{*} Committees considered are Audit Committee and Stakeholders' Relationship Committee of public limited companies;
[#] Membership count also includes the count of the position of Chairperson held, if any;
[&] Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship;
[§]  Financial Acumen  Corporate Governance expertise  Member, Community and Stakeholder Engagement  Leadership and Board experience,  Strategic Thinking  Business Acumen  Industry and sector experience or knowledge  Technology & Digitization  Mergers & Acquisitions
 The Profile of the Directors is available on the website of the Company at the weblink: <https://mahindralogistics.com/board-of-directors/>.

REPORT ON CORPORATE GOVERNANCE (Contd.)

			
	Ms. Malvika Sinha Non-Executive (Independent) Director	Mr. Dhananjay Mungale Non-Executive (Independent) Director	Mr. Ameet Hariani Non-Executive (Independent) Director
Director Identification Number (DIN)	08373142	00007563	00087866
Age	64 years	70 years	62 years
Original date of appointment	30 July 2020	29 January 2021	1 May 2022
Tenure on Board	3 years 8 Months	3 Years 2 Months	1 Year 11 Months
Date of re-appointment	N.A.	N.A.	N.A.
Term of office	First term - from 30 July 2020 to 29 July 2025	First term - from 29 January 2021 upto AGM 2025	First term - from 1 May 2022 to 30 April 2027
Number of Securities held in the Company (including beneficial ownership)	Nil	Nil	Nil
Number of Directorships in all Companies including the Company [#]	6	8	10
Number of Directorship in listed entities including the Company	2	5	6
Independent Directorship in listed entities including the Company	2	5	6
Number of Committee Chairperson positions held in public companies including the Company [*]	Nil	3	3
Number of Committee Member positions held in public companies including the Company ^{**}	7	7	9
Listed entities from which resigned in past three years	Nil	CIE Automotive Limited (formerly known as Mahindra CIE Automotive Limited)	Nil
Skills possessed out of below mentioned skills identified by the Board of the Company [§]			
Directorship in other Indian Listed entities (including category of directorship)	Non-Executive (Independent Director): 1. Mahanagar Gas Limited	Non-Executive (Independent Director): 1. Mahindra & Mahindra Financial Services Limited 2. Tamil Nadu Petroproducts Limited 3. NOCIL Limited 4. NGL Fine-Chem Limited	Non-Executive (Independent Director): 1. Mahindra Lifespace Developers Limited (Chairman of the Board) 2. Ras Resorts and Apart Hotels Limited 3. Batliboi Limited 4. Strides Pharma Science Limited 5. Aptech Limited

Notes:
 * Committees considered are Audit Committee and Stakeholders' Relationship Committee of public limited companies;
 # Membership count also includes the count of the position of Chairperson held, if any;
 & Excludes Private Limited Companies, Foreign Companies and Companies Registered under section 8 of the Act and includes Additional Directorship;
 §  Financial Acumen  Corporate Governance expertise  Member, Community and Stakeholder Engagement  Leadership and Board experience,  Strategic Thinking  Business Acumen  Industry and sector experience or knowledge  Technology & Digitization  Mergers & Acquisitions
 The Profile of the Directors is available on the website of the Company at the weblink: <https://mahindralogistics.com/board-of-directors/>.

I. Board Procedure

The Company's Board plays a pivotal role in ensuring good governance and functioning of the Company.

Meetings

The conduct of the Board and the Committee Meetings of the Company is in compliance with the applicable provisions of the Act, the SEBI Listing Regulations and the Secretarial Standard-1 on the Meetings of the Board of Directors ("SS-1") as prescribed by the Institute of Company Secretaries of India.

The Board of the Company meets at least four times in a financial year with a maximum time gap of not more than 120 days between two consecutive Meetings. Additional Meetings of the Board and Committees are held as and when deemed necessary. In case of exigencies or urgency of matters, resolutions are passed by circulation for such matters as permitted by law and in compliance with the provisions of Section 175 of the Act and SS-1.

The calendar of the Board and Committee Meetings are decided and communicated to the Directors well in advance to facilitate them to plan their schedule. When considering financial results, meetings of the Audit Committee and the Board are scheduled and held on the same day. Committees of the Board meet periodically or whenever the need arises.

The Company provides its members the flexibility to attend and participate in Board/Committee meetings in person or through electronic mode (audio-video conferencing facility) for all its meetings. Meetings held through hybrid/electronic mode are recorded and the recording is maintained in compliance with the provisions of the Act.

Notice and Agenda of Meetings

Notice of all Board and Committee Meetings together with the detailed Agenda setting out the businesses to be transacted thereat, supported by detailed rationale, explanatory notes, draft resolutions and pre-reads are circulated atleast seven days in advance of the meetings to the Directors and the Committee Members in compliance with Section 173 of the Act and SS-1. Supporting pre-reads for matters which are confidential/price sensitive in nature and additional business proposals, if any, are circulated at shorter notice.

In compliance with Regulation 29 of the SEBI Listing Regulations, prior intimation of Board meeting where items as prescribed under the said regulation are proposed to be considered is also filed with the stock exchanges within prescribed timelines.

A brief summary of the key agenda matters placed requiring decision of the Board at the meeting is circulated atleast two days prior to the meeting for perusal and easy reference of the Board Members.

Secured Electronic Board Portal

In order to provide complete and unfettered access to all relevant information and to ensure highest standards of security and have technology-driven paperless Board meetings, the agenda and supporting documents are shared through a secured web-based portal which acts as a central repository for Board Members to access Board related agendas, papers, presentations, notes of Board and Committee Meetings and is also a common platform for communication amongst the Board Members. Additionally Annual Reports, Code of Conduct for Directors, Terms of appointment, Committee Charter, Roles, responsibilities and liabilities of the directors and other policies are made available on the portal for ease of access. This enables greater transparency to the Board processes.

Process for preparation of Agenda

The agenda and proposals of the Board and the Committee Meetings are prepared in consultation with the Chairperson of the Board, the Chairperson of the Committees, the MD & CEO and the Chief Financial Officer ("CFO") of the Company. Members of the Board/Committees are encouraged to freely express their views on the agenda items and are assisted with necessary clarifications and information that they might need with respect to the Agenda even prior to the meeting to enable meaningful participation at the meeting.

Information and presentations at Meetings

To enable the Board and Committee Members to discharge their duties effectively and take informed decisions, the MD & CEO and the CFO of the Company apprise the Board at its Meeting on the overall performance of the Company, followed by presentations from the functional/business leads of the Company on the performance of their respective functions/business verticals, as scheduled. These presentations include reports on the financial and operational performance of the Company, its subsidiaries and joint ventures, performance of the functions and business verticals which include review of key project wins, order pipeline, awards and recognitions, industry updates, update on safety, Corporate Social Responsibility ("CSR"), ESG initiatives, cyber security matters, detailed monitoring of the risk evaluation framework, etc. The MD & CEO and CFO actively interact with the Board Members to discuss specific issues concerning the functional areas.

To ensure an immediate update to the Board, the Chairperson of the respective committee briefs the Board in detail about the proceedings of the respective committee meetings. All committee recommendations placed before the Board during the year under review were unanimously accepted by the Board.

REPORT ON CORPORATE GOVERNANCE (Contd.)

Strategy and Budget meetings

On annual basis, the Board convenes a strategy and budget review meeting to deliberate on various topics related to strategic priorities for the year in alignment with the Company's vision, progress of ongoing strategic initiatives, industry and competition update, risks to strategy execution and mitigation plans, and the annual budget is presented to the Board for approval. The approved Budget converges into the Key Result Areas ("KRA"), the Balance Score Card ("BSC") and CEO Priorities for the year. The Board members provide their expertise to various strategic initiatives while the Management provides a comprehensive and balanced perspective on the strategic roadmap to the growth vision of the Company, the competitive differentiation being pursued by the Company and an overview of the execution plan. In addition, this allows the members of the Board to interact closely with the senior leadership team of the Company. During the year under review, the Board Meeting on Strategy and the Budget for the Financial Year 2024-25 was held on 20 March 2024.

Periodical review of matters by the Board and its Committees

The Board and its respective Committees inter-alia, periodically review strategy and business plans, annual operating and capital expenditure budgets, investment and exposure limits, significant transactions and arrangements entered into by subsidiary companies, approval of quarterly/half-yearly/annual financial results, significant labour problems, if any, investors' grievances, material default in financial obligations, if any, fatal or serious accidents, transactions that involve substantial payment towards goodwill, brand equity or intellectual property, any issue that involves possible public or product liability claims of substantial nature, including judgement or order which may have passed strictures on the conduct of the Company, major accounting provisions and write-offs, transactions pertaining to corporate restructuring, details of any joint ventures or collaboration agreements, recruitment of and changes in the senior management personnel, etc.

In addition to the review of information required under Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations, the Board also reviews, on a quarterly basis, compliance reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, if any, legal issues, minutes of the Meetings of Committees and the Board of the Company and its subsidiary companies, related party transactions,

status of borrowings, loans, investments and guarantees given, the Company's risk management framework, foreign exchange position and report on compliances under Code of Conduct for Prevention of Insider Trading in securities of the Company. The Audit Committee additionally on a quarterly basis reviews the internal auditors reports, whistle-blower complaints, investments made by subsidiaries, utilisation of investments/loans in subsidiaries, etc.

The Board sets annual performance goals, targets, budget and objectives, oversees the actions of the Management, evaluates its own performance, performance of its Committees and the individual Directors, the Chairman and the MD & CEO on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing stakeholder value.

Apart from the Board Members, the Board and Committee Meetings are generally attended by the CFO of the Company, and wherever required by Internal Auditor, Statutory Auditor and Company's vertical/ function heads. The Company Secretary of the Company is present at all Board and Committee Meetings to facilitate convening of the meeting and apprise/advise the Members on compliances, governance and applicable laws.

The Company Secretary supports the Board to ensure that it has policies, processes, information, time and resources it needs to function effectively and efficiently. The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the Agenda and convening of the Board and Committee Meetings. The Company Secretary advises/assures the Board and its Committees on compliance and governance principles and ensures appropriate recording of minutes of the Meetings.

Post meeting follow up procedure

An Action Taken Report on the key decisions taken/suggestions made at the Meetings is recorded and status and update thereof is placed and discussed at the subsequent meetings of the Board and the Committee for its review.

J. MEETINGS AND ATTENDANCE

During FY 2023-24, the Board met six times. Necessary quorum was present at all Meetings and the gap between two consecutive Meetings did not exceed 120 days. The 16th AGM of the Company was held on Monday, 24 July 2023 through audio and video conference facility ("VC") in compliance with the Circulars and framework issued by MCA and SEBI.

Details of attendance of Directors at Board Meetings held during the financial year under review and the 16th AGM is as under:

Sr. No.	Date of Board Meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Directors									% of Attendance at the Meeting	
				Dr. Anish Shah (Chairperson)	Mr. Ram-praveen Swaminathan	Mr. Naveen Raju	Mr. Darius Pandole	Mr. Ranu Vohra	Ms. Avani Davda	Ms. Malvika Sinha	Mr. Dhananjay Mungale	Mr. Ameet Hariani		
1.	24 April 2023	Hybrid	41										89%	
2.	24 July 2023	Hybrid	90										100%	
3.	30 August 2023		36										78%	
4.	23 October 2023	Hybrid	53										100%	
5.	29 January 2024	Hybrid	97										100%	
6.	20 March 2024	Hybrid	50										100%	
% attendance of Director				-	-	100%	83%	83%	100%	100%	83%	100%	100%	100%
7.	16 th AGM - 24 July 2023	-	-										100%	

Video-Conferencing Leave of Absence Attended in person

Meeting of Independent Directors

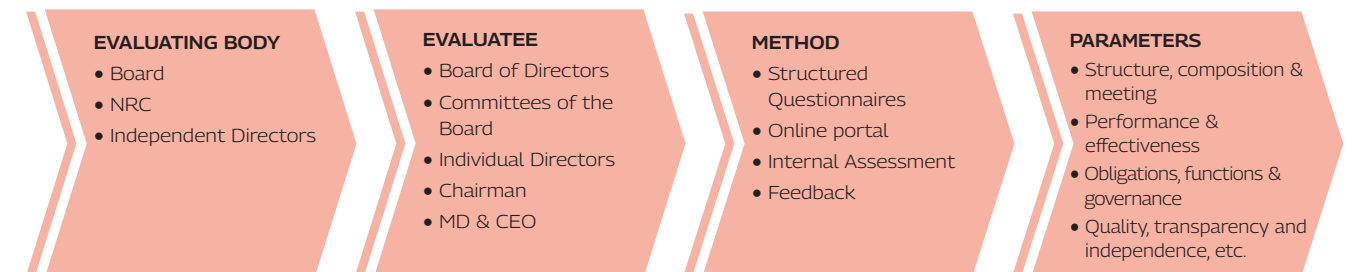
The Independent Directors of the Company meet without the presence of other Directors or the Management of the Company. These Meetings are conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to review of performance of the Non-Independent Directors, the Board as a whole, the Chairman, the MD & CEO of the Company and to assess the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Independent Directors communicate the suggestions, views or concerns to the Chairman or MD & CEO or the Company Secretary upon conclusion of their Meeting(s).

The Independent Directors also review actions taken by the management on the suggestions and feedback provided by the Independent Directors at their meetings.

During the financial year under review, two meetings of the Independent Directors were held on 19 April 2023 and 18 October 2023 which were attended by all Independent Directors of the Company.

K. BOARD EVALUATION





Process of Evaluation



In compliance with the applicable provisions of the Act, the SEBI Listing Regulations, the Company's Code for Independent Directors and the criteria and methodology of performance evaluation approved by the NRC, the NRC and the Board has carried out an annual evaluation of the performance of the Board as whole, the performance of the Individual Directors, Committees, Chairperson and the MD & CEO through internal assessment based on responses received from the Directors on structured questionnaire. The questionnaires on performance evaluation are comprehensive and in alignment with the guidance note on Board evaluation issued by SEBI. Performance is evaluated on a scale of 1 to 4 where 1 = "Rarely" 2 = "Occasionally" 3 = "Frequently" and 4 = "Almost Always".

REPORT ON CORPORATE GOVERNANCE (Contd.)

Criteria of Evaluation

 <p>Board as a whole</p> <ul style="list-style-type: none"> • Structure and composition of the Board; • Performance and effectiveness of the function handled by the Board; • Performance of the management; • Meetings of the Board; • Time devoted by the Board to Strategies, risk assessment; • Quality, quantity and timeliness of flow of information between the management and the Board; • Transparency of discussions; etc. 	 <p>Committees of the Board</p> <ul style="list-style-type: none"> • Structure, composition, meetings of Committees; • Effectiveness of the functions handled; • Independence of the Committee from the Board; • Contribution to decisions of the Board, etc. 	 <p>Directors</p> <ul style="list-style-type: none"> • Qualifications, experience, skills, integrity of the Directors; • Independence criteria and judgement; • Contribution and attendance at meetings; • Ability to function as a team and devote time, fulfilment of functions; • Ability to challenge views of others in a constructive manner; • Knowledge acquired with regard to the Company's business, understanding of industry, etc. 	 <p>Chairperson</p> <ul style="list-style-type: none"> • Skills, expertise, effectiveness of leadership, and ability to steer the meetings; • Commitment, impartiality; • Ability to keep Shareholders' interests in mind, etc.
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Outcome and results of the performance evaluation

All Directors of the Company as on 31 March 2024 participated in the evaluation process. The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise and the outcome of the evaluation process. The Independent Directors and NRC at their respective meetings held prior to the Board, reviews the evaluation, the implementation and compliance of the evaluation exercise done.

The outcome of the evaluations are presented to the Board, the NRC and the Independent Directors at their respective meetings for assessment and development of plans/suggestive measures for addressing action points that arise from the outcome of the evaluation.

The evaluation exercise for FY 2023-24 inter alia, concluded that Independent Directors appointed on the Board fulfills the criteria of Independence as set out in the SEBI Listing Regulations and the Act, the Board conducts its affairs effectively and has the right mix of background, capabilities, competencies, qualifications, experiences and time to serve the Company, the Board operates in a cohesive atmosphere of openness and trust.

Suggestions provided to enhance the Board's effectiveness have been noted and taken up for implementation. The suggestions from previous evaluations were implemented by the Company.

L. FAMILIARISATION PROGRAMME FOR DIRECTORS

The Directors are provided with many opportunities to familiarise themselves with the Company, its Management, and its operations during their association with the Company.

The Company conducts induction and familiarisation programs for the Directors joining the Board including site visits, to familiarise them.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates terms and conditions of their engagement. The MD & CEO and the Senior Management provide an overview of the operations and familiarise the Directors on matters related to the Company's values and commitments. They are also introduced to the organisation structure, constitution, terms of reference of the Committees, board procedures, management strategies etc. Further the Directors are on a quarterly basis apprised on the powers, role and responsibilities, and constitution of the Board Committees, its charter, and terms of reference and changes therein and meetings held during a quarter.

The Board Members are apprised by the Senior Management at quarterly/strategic & budget Board Meetings by way of presentations which include industry outlook, competition update, company overview, periodic review of Investments including detailed operational update on business acquisitions, operations and financial highlights, regulatory updates, presentations on internal control over financial reporting, etc. which not only give an insight to the Directors on the Company and its operations but also allows them an opportunity to interact with the Senior Management. The Company Secretary briefs the Directors about the regulatory responsibilities as a Director and also updates them on the changes in the corporate laws and regulations.

The Company has a web-based portal i.e. the Board portal, accessible to all the Directors, wherein the necessary information are readily available for reference of the Directors.

Details of familiarisation programs imparted during the financial year under review in accordance with the requirements of the SEBI Listing Regulations are given below and also uploaded on the Company's website which can be accessed at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation/disclosures-under-sebi-regulation-462/>

Name of Independent Directors	No of Programmes/ Meetings attended		No. of hours spent	
	During the FY 2023-24	From 1 April 2015 till 31 March 2024 (Cumulative)	During the FY 2023-24	From 1 April 2015 till 31 March 2024 (Cumulative)
Mr. Ranu Vohra	16	78	15:18	114:34
Mr. Darius Pandole	14	82	12:31	118:57
Ms. Avani Davda	12	69	12:08	112:38
Ms. Malvika Sinha	12	50	13:58	73:34
Mr. Dhananjay Mungale	12	31	11:31	58:31
Mr. Ameet Hariani	9	13	11:01	20:42

M. CODE OF CONDUCT

In compliance with Regulations 17(5) and 26(3) of the SEBI Listing Regulations, the Board has laid down and implemented two separate Codes of Conduct, one for the Board Members and the other for the Senior Management and Employees of the Company. The Company has also adopted a Code for Independent Directors which is a guide to professional conduct for the Independent Directors of the Company in compliance with Section 149(8) and Schedule IV of the Act.

The Code of Conduct defines the Company's core values which act as guiding principles in the decision-making processes, interactions with clients and partners, and drive our commitment to delivering exceptional service and quality in all that we do. We believe that living by these values allows us to create a positive impact on our business, our stakeholders, and the communities we serve.

The Code of Conduct is an integral part of our employee onboarding process and is published on the Company's website and intranet. All Directors and employees are inducted on the core values and principles enriched in the Codes and certify compliance thereto annually. Awareness on the principles of the Codes are embarked across the organisation through inductions, training sessions, e-mailers, posters, etc.

An annual affirmation to compliance with the Codes is obtained from all Directors, Senior Management Personnel and Employees of the Company. The Senior Management of the Company also confirm to the Board that there are no material financial and commercial transactions which could have potential conflict of interest with the Company at large. Basis the confirmations obtained, a certificate from Mr. Rampraveen Swaminathan, MD & CEO of the Company, confirming that all Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct of Board of Directors and the Code of Conduct for Senior Management and Employees is obtained and placed before the NRC and the Board annually for its review and noting. The said confirmation for FY 2023-24 is annexed as **Annexure B** to this report.

Further in compliance with Regulation 26(6) of the SEBI Listing Regulations, the employees including Senior Management Personnels and Key Managerial Personnels, Directors and Promoter of the Company have not entered into any agreement for themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, during the financial year under review.

REPORT ON CORPORATE GOVERNANCE (Contd.)

The Company has also adopted 'Vendor Code of Conduct' which defines the minimum and basic requirements placed on for the Company's Vendors. This Code requires the Company's Vendors to go beyond legal compliance, drawing upon internationally recognised standards, in order to advance social and environmental responsibility. The acceptance of this Code is mandatory for all Vendors of the Company. The Code is available on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/policies/>.

N. CEO AND CFO CERTIFICATION

As required under Regulations 17(8) and 33 of the SEBI Listing Regulations, the MD & CEO and the CFO of the Company certifies to the Audit Committee and the Board regarding the adequacy of Financial results/statements, internal controls and other matters.

II. REMUNERATION OF DIRECTORS**A. Remuneration Policy**

The Company has a well-defined Policy for Remuneration of the Directors, Senior Management Personnel ("SMP") Key Managerial Personnel ("KMP") and other employees encompassing inter-alia, the criteria for making payments to Executive, Non-Executive Directors, KMPs and other employees ("Remuneration Policy"). The said policy is uploaded on the website of the Company and can be accessed from the weblink: <https://mahindralogistics.com/policies/>.

The remuneration paid to Mr. Rampraveen Swaminathan, MD & CEO, is as follows:

(₹ in lakhs; subject to applicable tax)

Financial Year	Basic Salary	Contribution to funds	Perquisites & Allowances	Performance Pay	Total
2023-24	135.38	24.99	224.64	49.66	434.67

Notes:

- No RSUs were vested or exercised by Mr. Rampraveen Swaminathan during the FY 2023-24;
- Performance Pay is variable and 100% linked to achievement of the Company's performance targets;
- Notice period is three months.

Particulars	RSU Plan 2018		
	Mr. Rampraveen Swaminathan, MD & CEO		
No. of RSUs granted	52,375	20,000	2,00,000
Exercise Price	Exercise Price: ₹ 10/-; Exercise Period: one year from date of vesting		
Effective date of grant	4 November 2019	4 November 2019	4 November 2020
Vesting period	In three annual instalments upto FY 2022-23	In three equal annual instalments upto FY 2022-23	Single vesting in the FY 2024-25
Vesting Conditions	30% Time-based vesting and 70% Company Performance-based vesting	100% Time-based vesting	100% Company Performance-based vesting

B. Remuneration to Directors for FY 2023-24

The NRC determines and recommends to the Board the remuneration, in whatsoever form, payable to all Directors within the limits approved by the Shareholders and prescribed under the applicable provisions of the Act and the SEBI Listing Regulations. Further the NRC also reviews and recommends to the Board the payment of remuneration including grant of stock options, performance pay and annual increments to the Senior Management Personnel of the Company.

Remuneration to Executive Director

The remuneration to MD & CEO consists of both fixed compensation and variable compensation and is paid as salary, performance pay, stock options and perquisites as recommended by the NRC and approved by the Board within the overall limits specified in the Shareholders approval. The MD & CEO is not paid sitting fees for attending the Board or Committee meetings and is not entitled to receive any commission on net profits or any severance pay.

During the financial year under review, the Board basis the recommendation of the NRC, at their meetings held on 30 August 2023, subject to approval of the shareholders through Postal Ballot approved the proposal on variation in terms of the remuneration of MD & CEO, for the remainder period of his current tenure of appointment i.e. up to 3 February 2025. However, as on the date of this report, the Board, basis the recommendations of the NRC, at their meetings held on 22 April 2024 decided not to proceed with the said proposal.

Particulars	RSU Plan 2018		
	Mr. Rampraveen Swaminathan, MD & CEO		
Details of Performance based criteria, as determined by NRC	Performance-based vesting is linked to the Company's performance on three financial parameters viz. Revenue, PAT and Free Cash Flow as approved by the NRC/the Board.	Not applicable since it is time-based vesting	Performance based vesting is conditional on the Company achieving a targeted Compounded Annual Growth Rate (CAGR) over a four-year period on base profit of FY 2019-20, as determined by the NRC from time to time, to align with the Company's stated goals
No. of RSUs vested as on 31 March 2024	40,376	20,000	Nil*
No. of RSUs exercised during FY 2021-22	27,044	13,332	NIL
No. of RSUs exercised during FY 2022-23	13,332	6,668	Nil
No. of RSUs exercised during FY 2023-24	Nil	Nil	Nil
No. of RSUs pending exercise as on 31 March 2024	Nil	Nil	Nil

* The NRC at its meeting held on 22 April 2024, approved the vesting of 52,000 RSUs and the balance 1,48,000 RSUs have not been vested and hence lapsed.

Remuneration to Non-Executive Directors

The NRC decides the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors including Independent Directors whether as commission, stock options or otherwise. The NRC takes into consideration various factors such as Director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in the Act, market benchmarks and such other factors it may consider deem fit for determining the remuneration payable. All fees, compensation paid to the Independent Directors are recommended by the NRC and approved by the Board in line with the approval of the Shareholders.

With the heightened emphasis on corporate governance standards and the expanding scope of duties & responsibilities entrusted to Independent Directors under the Act and the SEBI Listing Regulations, their increased involvement in the committees of the Company is imperative. They also play a pivotal role in overseeing governance, risks, performance, and sustainable growth of the Company. The competitive business landscape further accentuates the significance of the contributions of the Independent Directors.

Consequently, the role of the Board, particularly that of Independent Directors, has become considerably more demanding, necessitating an enhanced level of decision-making, elevated degree of oversight and requiring greater time commitments for participation in the Board and Committee meetings. The Company's Independent Directors are also leading professionals with rich experience & expertise in functional areas such as business strategy, financial & corporate governance and member/stakeholder engagement etc.

In view of the above and in appreciation to the contribution and services the Independent Directors continue to render to the Company, the Board, basis recommendation of the NRC at their respective meetings held on 22 April 2024, have approved and recommended an increase in the payment of remuneration (including profit related commission) to the Independent Directors of the Company (current and future), appointed from time to time, of such aggregate amount up to a limit of ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum, for a period of 5 years commencing from FY 2024-25 to FY 2028-29, which may exceed 1% or 3% of the net profits of the Company, as the case may be, computed as per Section 198 of the Act, and payable in such form and manner as the Board of Directors of the Company

REPORT ON CORPORATE GOVERNANCE (Contd.)

or the Committee may from time to time determine. The NRC and the Board would determine the annual remuneration (including commission) payable to the Independent Directors, considering the factors as mentioned above.

None of the Non-Executive Directors of the Company received remuneration in excess of 50% of the total remuneration paid to all Non-Executive Directors during the financial year under review.

Sitting Fees to Independent Directors

The Independent Directors are also entitled to sitting fees for the Board and Committee meetings attended by them within the limits prescribed under the Act, which are as under:

Forum	Sitting fees per meeting per Independent Director for FY 2023-24
Board	₹ 1,00,000
Audit Committee, Risk Management Committee, Nomination and Remuneration Committee & Investment Committee	₹ 60,000
Stakeholders' Relationship Committee	₹ 30,000

No sitting fee is paid in respect of CSR Committee Meetings, as the sitting fee has been waived by the CSR Committee Members.

Commission to Independent Directors

As approved by the Shareholders at their meeting held on 27 July 2021, the Independent Directors of the Company are entitled to remuneration including profit related commission of up to ₹ 10,00,000/- (Rupees Ten Lakhs Only) per annum per Independent Director, effective 1 April 2020, which may exceed 1% or 3% of the net profits of the Company, as the case may be, computed as per Section 198 of the Act, payable in such form and manner, either equally or in such proportion as may be recommended by the NRC and approved by the Board.

The commission payable to the Independent Directors is decided by the Board, on recommendation of the NRC, based on a number of factors including tenure of association with the Company, number of Board and Committee meetings attended, individual contribution thereat, other responsibilities undertaken, etc.

The details of sitting fees paid and commission paid/payable to Independent Directors is as under:

Name of Independent Director	Commission (Gross of tax) for FY 2022-23 paid in FY 2023-24	Sitting fees paid for meetings attended in FY 2023-24	Commission (Gross of tax) for FY 2023-24 payable in next financial year	Total Remuneration for FY 2023-24
	(A)	(B)	(C)	(B)+(C)
Mr. Ajay Mehta*	₹ 7,16,242	—	—	—
Mr. Ranu Vohra	₹ 7,26,000	₹ 16,20,000	₹ 7,26,000	₹ 23,46,000
Mr. Darius Pandole	₹ 7,26,000	₹ 15,60,000	₹ 7,26,000	₹ 22,86,000
Ms. Avani Davda	₹ 7,26,000	₹ 10,40,000	₹ 7,26,000	₹ 17,66,000
Ms. Malvika Sinha	₹ 7,26,000	₹ 10,80,000	₹ 7,26,000	₹ 18,06,000
Mr. Dhananjay Mungale	₹ 7,26,000	₹ 13,20,000	₹ 7,26,000	₹ 20,46,000
Mr. Ameet Hariani#	₹ 6,65,500	₹ 9,60,000	₹ 7,26,000	₹ 16,86,000
Total	₹ 50,11,742	₹ 75,80,000	₹ 43,56,000	₹ 1,19,36,000

* ceased to be an Independent Director w.e.f. 27 March 2023

appointed as an Independent Director w.e.f. 1 May 2022

Non-Executive (Non-Independent) Directors

The Non-Executive (Non-Independent) Directors of the Company did not receive any salary, benefits, bonuses (including reimbursement of expenses incurred in the discharge of their duties), sitting fees and commission during the financial year under review. There is no provision for payment of severance fees or pension to the Non-Executive Directors of the Company.

Stock Options to Non-Executive (Non-Independent) Directors

In terms of the RSU Plan 2018 and the approval granted by the Members of the Company at their AGMs held on 2 August 2018 and 1 August 2019, the Non-Executive (Non-Independent) Directors are entitled to Restricted Stock Units of the Company. The Company has not granted any employee stock options/Restricted Stock Units to the Non-Executive (Non-Independent) Directors of the Company during the financial year under review.

C. Directors and Officers Insurance (D & O Insurance)

As per the provisions of the Act and in compliance with Regulation 25(10) of the SEBI Listing Regulations, the Company has a D&O insurance on behalf of all Directors including Independent Directors and Officers of the Company for indemnifying any of them against any personal liability coming onto them whilst discharging fiduciary responsibilities in relation to the Company.

D. Pecuniary relationship of Non-Executive Directors

The Non-Executive Directors of the Company do not have any material pecuniary relationships or transactions with the Company, its Subsidiaries or Associates or their Promoters or Directors of the Company, during the three immediately preceding financial years or during the current financial year which would affect their independence or judgement, nor do they have any potential conflict with the interests of the Company at large.

III. COMMITTEES OF THE BOARD

The Board Committees play a critical role in the Governance Structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable

regulations and entrusted by the Board, which concern the Company and need a closer review. Each Committee is guided by its terms of reference, which act as its road map, outlining its purpose, authority and the specific tasks that it is responsible for, which keeps the Committee focused and aligned with its responsibilities.

The Chairperson of the respective Committees informs to the Board on the deliberations, summary of decisions taken and recommendations of the Committees. The minutes of the Meetings of all Committees of the Board are placed before the Board at its next meeting and key matters deliberated are included in the Board Agenda for its perusal and noting.

During the year under review, all recommendations of the Committees of the Board which were mandatorily required have been accepted by the Board.

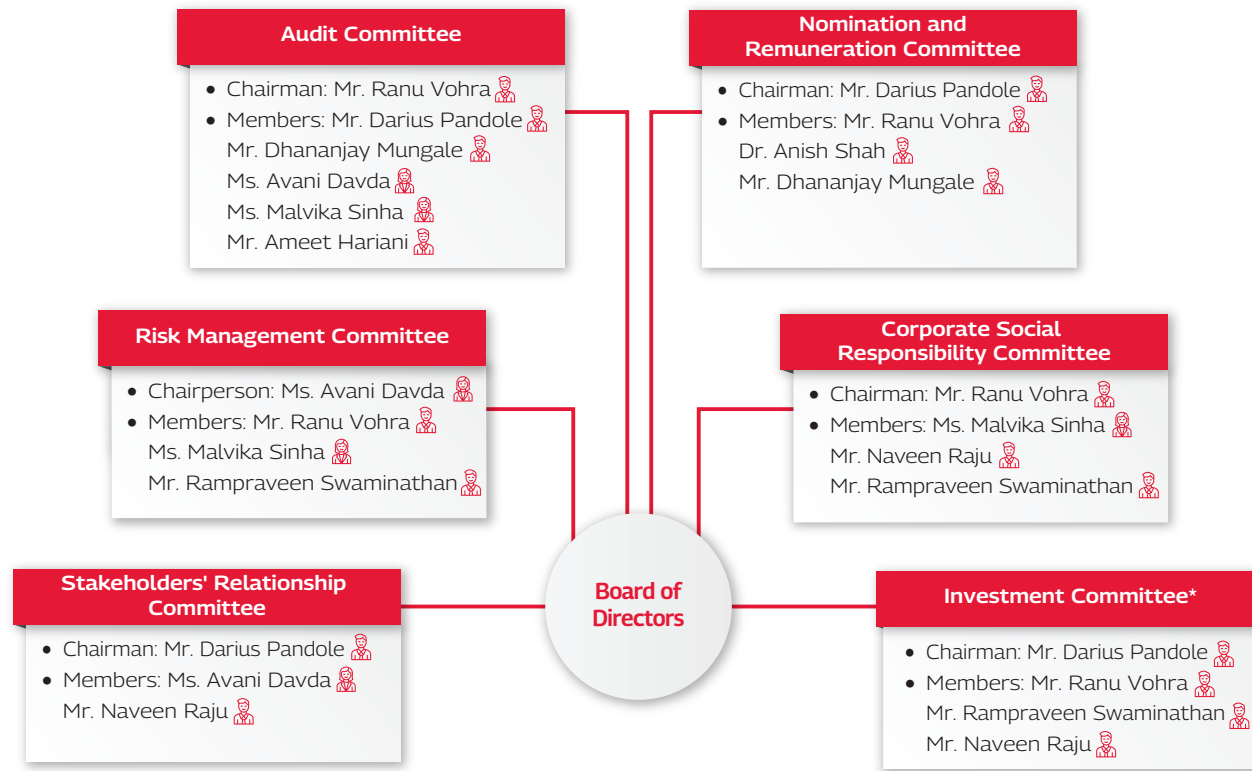
The Board also periodically reviews the composition and the terms of reference of its committees in order to ensure that the Committees are duly constituted with the right mix of skills/diversity required to function the Committees and are compliant with requirements of the SEBI Listing Regulations, the Act and the Rules framed thereunder.

The Company has six Committees of the Board which assist the Board in discharging its specific functions where more focused and extensive discussions are required. The composition of the Board Committees is structured such that atleast 50% of the committee comprises of Independent Directors, the Audit Committee comprise of only Independent Directors and Chairman of the Board is the permanent invitee to the Audit Committee. All the Board Committees are chaired by an Independent Director and their constitution is in compliance with the provisions of the Act and the SEBI Listing Regulations. The Company Secretary acts as Secretary to all the Committees of the Board.

Detailed terms of reference of all the Committees of the Board are available on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/disclosures-under-sebi-regulation/disclosures-under-sebi-regulation-462/>

REPORT ON CORPORATE GOVERNANCE (Contd.)

Summary of the Board Committees and their composition as on 31 March 2024 is hereunder:



* Voluntary Committee

A. Audit Committee

6 Total Members as on 1 April 2023

NIL Addition during the year under review

NIL Cessation during the year under review

6 Total Members as on 31 March 2024

6 Meetings held during the year under review

100% Attendance

100% Independence

The Audit Committee of the Company functions in compliance with the requirements of:

- Section 177 of the Act read with Rules framed thereunder;
- Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations;
- Terms of reference approved by the Board.

Committee Constitution

The Company has a qualified and an independent Audit Committee, which acts as a link between the Management, the Statutory and Internal Auditors and the Board.

All Members of the Audit Committee of the Board are Independent Directors, who are financially literate and possess strong accounting and related financial management expertise. The Chairman of the Audit Committee is an Independent Director. Dr. Anish Shah is a permanent invitee of the Committee.

The Audit Committee also meets the Statutory Auditors and the Internal Auditors of the Company without presence of the Management of the Company at quarterly intervals to assess the effectiveness of the audit processes and address any concerns.

The MD & CEO, the CFO, the Statutory Auditors and the Internal Auditors are invited to and generally attend the Audit Committee Meetings where matters related to their function are being discussed.

The Chairman of the Audit Committee was virtually present at the 16th AGM of the Company to address the Shareholders' queries pertaining to Financial Statements of the Company.

Committee Meetings

During the financial year under review, the Audit Committee met six times. The gap between two consecutive meetings did not exceed 120 days. Necessary quorum was present for all the meetings. Details of the meetings of the Audit Committee held and attended during the financial year under review is as under:

Sr. No.	Date of Audit Committee meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Members						% of Attendance at the Meeting
				Mr. Ranu Vohra (Chairman)	Mr. Darius Pandole	Ms. Avani Davda	Ms. Malvika Sinha	Mr. Dhananjay Mungale	Mr. Ameet Hariani	
1.	24 April 2023	Hybrid	41	📺	👤	📺	👤	👤	👤	100%
2.	24 July 2023	Hybrid	90	📺	👤	👤	👤	👤	👤	100%
3.	30 August 2023	📺	36	📺	📺	📺	📺	📺	📺	100%
4.	23 October 2023	Hybrid	53	📺	👤	👤	👤	👤	👤	100%
5.	20 December 2023	📺	57	📺	📺	📺	📺	📺	📺	100%
6.	29 January 2024	Hybrid	39	📺	👤	👤	👤	👤	👤	100%
% attendance of Director				-	-	100%	100%	100%	100%	100%

📺 Video-Conferencing 👤 Attended in person

Terms of reference

The terms of reference of the Audit Committee are in line with the requirements of the Act and the SEBI Listing Regulations. Besides having access to all the required information from and within the Company, the Audit Committee can obtain external professional advice whenever required and is empowered with all powers prescribed in Regulation 18(2) of the SEBI Listing Regulations. During the financial year under review, there was no change in the terms of reference of the Audit Committee.

The key terms of reference of the Audit Committee are as under:

1.	Oversight of the Company's financial reporting process and the disclosure of its financial information
2.	Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee
3.	Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4.	Reviewing the financial statements & investments of its unlisted subsidiary(ies), Management Discussion & Analysis of financial condition and results of operations
5.	Review with the management the quarterly and annual financial statements and auditor's report before submission to the Board for approval, select and establish accounting policies
6.	Review reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions and other related matters
7.	Monitor end use of the funds raised through public issue, rights issue, preferential issue, etc. and related matters

REPORT ON CORPORATE GOVERNANCE (Contd.)

8.	Reviewing and monitoring the auditor's independence, performance of internal and statutory auditors, and effectiveness of audit process
9.	Prior approval of all Related Party Transactions including any subsequent modification (material or not) of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company in accordance with the provisions of the applicable law and quarterly reviews thereof
10.	Scrutiny of inter-corporate loans and investments
11.	Valuation of undertakings or assets of the Company, wherever it is necessary
12.	Evaluation of risk management systems and internal financial controls
13.	Reviewing the appointment, removal and terms of remuneration of the chief internal auditor. Reviewing the frequency of internal audit, reports relating to internal control weaknesses and the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter. Discussions with internal auditors of any significant findings and follow up thereon
14.	Overseeing and reviewing the functioning of the vigil mechanism
15.	Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate
16.	Review utilization of loans and/or advances from/investment by the holding company in the subsidiary (including foreign subsidiaries), which exceeds ₹ 100 crores or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/advances/ investments
17.	Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., of the Company and its Shareholders
18.	Reviewing compliance of Insider Trading Regulations and systems for Internal Controls for prevention of Insider Trading at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively
19.	Carrying out any other functions required to be carried out by the Audit Committee in terms of applicable law

All recommendations made by the Audit Committee during the financial year under review were accepted by the Board.

Audit Committee Report for the financial year ended 31 March 2024:

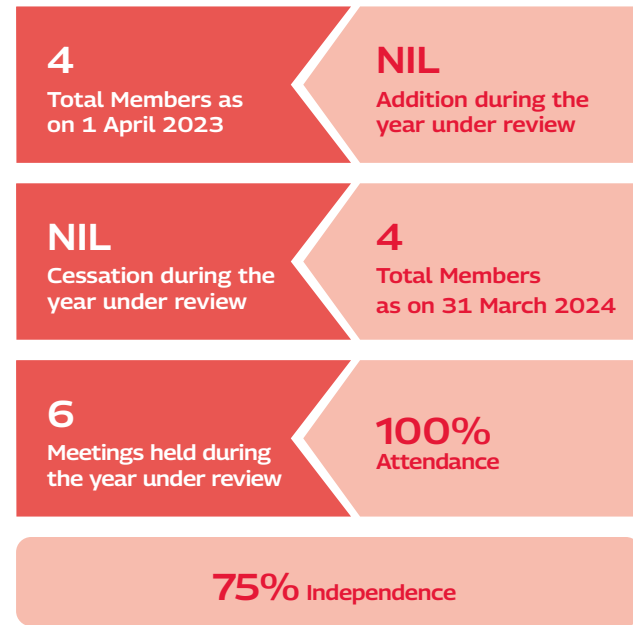
Activities of the Company during the financial year	Frequency
Reviewed and recommended to the Board quarterly, half yearly and annual Standalone and Consolidated Financial Results and Statements, noting of limited review and audit reports, review and noting of compliance certificate of MD & CEO and CFO on Financial Results and Statements	🔄
Reviewed the Annual Audited Financial Statements of Subsidiary Companies, identification of material subsidiaries, significant transactions entered by Subsidiaries	🗓️
Reviewed the status of Loans/ Inter-Corporate Deposits given, Investments made, guarantees given or securities provided by the Company	🔄
Reviewed the utilisation of loans and/or advances or investments by the Company in its subsidiaries, exceeding ₹ 100 crores or 10% of asset size of the Subsidiary Companies, whichever is lower	🗓️
Review of investments made by Subsidiary Companies of the Company	🔄
Reviewed report on compliance of Insider Trading Regulations and Systems for Internal Controls for prevention of Insider Trading	🔄

Activities of the Company during the financial year	Frequency
Reviewed complaints under the Whistle Blower Policy of the Company and functioning of the Whistle Blower mechanism of the Company and confirmation that no personnel had been denied access to the Audit Committee	🔄
Reviewed key risks and risk heat map and evaluated adequacy of Risk Management Systems	🔄
Reviewed and granted prior approval for transactions with related parties proposed to be entered into by the Company (including material related party transactions), approved specific arrangements/ transactions, granted omnibus approval for transactions proposed to be entered with related parties, within the maximum limit per transaction in the aggregate, granted omnibus approval to cover unforeseen Related Party transactions, approved related party transactions of Subsidiary Companies (where the Company is not party)	🗓️
Review of related party transactions entered by the Company for previous quarter pursuant to the prior omnibus approvals accorded by the Committee	🔄
Approval and recommendation for appointment of CFO including terms of appointment and remuneration thereof	🗓️
Recommendation for adoption of indicative guidelines for determining materiality thresholds for closure of trading window	🗓️
Held discussions with the Statutory and Internal Auditors to assess effectiveness of audit processes and address any concerns	🔄
Held discussion with statutory auditors before annual audit commencement on nature and scope of the audit	🗓️
Approved scope of Internal Audit, reviewed the internal audit findings, the action taken status and other matters concerning the internal audit functioning and recommended remuneration of Internal Auditors to the Board for approval	🗓️
Reviewed Statutory Auditors independence, Statutory and Internal Auditors performance and effectiveness of audit process for the previous financial year	🗓️
Evaluated adequacy of Internal Financial Controls	🗓️
Reviewed the matters required to form part of the Directors' Responsibility Statement in the Board's Report	🗓️
Reviewed the Management's Discussion and Analysis of the financial condition and results of operations of the Company	🗓️
Noting of declaration of no encumbrance by Mahindra & Mahindra Limited ("M&M"), under Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	🗓️
Recommendation for revision in the Statutory Auditor's fees for FY 2023-24	🗓️
Noting of circular issued by NFRA on instances of non-compliance with Indian Accounting Standards (Ind AS) and other statutory updates	🗓️

🔄 Quarterly 🔄 Half-yearly 🗓️ Annually 🗓️ Event Based

REPORT ON CORPORATE GOVERNANCE (Contd.)

B. Nomination and Remuneration Committee



The NRC of the Company functions in compliance with the requirements of:

- Section 178 of the Act read with Rules framed thereunder;
- Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations;
- Terms of reference approved by the Board;

Committee Composition

The NRC comprises of all Non-Executive Directors with more than two-thirds being Independent Directors. The Chairman of the Committee is an Independent Director and was virtually present at the 16th AGM of the Company.

In addition to the Committee Members, the MD & CEO, CFO and the Human Resource ("HR") head of the Company are invited to the NRC Meetings when relevant matters such as succession planning, HR update, Employee Stock Option ("ESOP/RSUs") related matters, appointment, remuneration of SMP etc. are presented to for consideration of the NRC.

Committee Meetings

During the financial year under review, the NRC met six times and necessary quorum was present for all the meetings. Details of the composition of the NRC and meetings held and attended during the financial year under review is as under:

Sr. No.	Date of NRC meeting	Mode of the Meeting	Gap between two meetings (in days)	Attendance of Directors				% of Attendance at the Meeting
				Mr. Darius Pandole (Chairman)	Mr. Ranu Vohra	Dr. Anish Shah	Mr. Dhananjay Mungale	
1.	24 April 2023	Hybrid	81					100%
2.	24 July 2023	Hybrid	90					100%
3.	8 August 2023		14					100%
4.	30 August 2023		21					100%
5.	23 October 2023	Hybrid	53					100%
6.	29 January 2024	Hybrid	97					100%
% attendance of Director				-	-	100%	100%	100%

Video-Conferencing Attended in person

Terms of Reference

The terms of reference of the NRC are in line with the requirements of Section 178 of the Act and Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations. During the financial year under review, the terms of reference of the NRC were revised to align them with amendments to the SEBI Listing Regulations prescribed by the SEBI vide notification dated 14 June 2023 which were effective from 14 July 2023. Apart from the Meetings, urgent businesses were transacted through circular resolutions, which were noted by the Committee in the subsequent meetings held after the date of circular resolution.

The Committee also administers Mahindra Logistics Limited – Key Executive Stock Option Scheme, 2012 (KESOS Scheme 2012) or the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 (RSU Plan 2018) or any other Employee Stock Option/Units Scheme(s) instituted by the Board from time to time.

The NRC carries out a separate exercise to evaluate the performance of Individual Directors. Feedback is sought by way of structured questionnaires covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation is carried out based on the responses received from the Directors.

The performance evaluation of Independent Directors was based on various criteria, inter alia, including attendance at Board and Committee Meetings, skills, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.

The Board basis recommendation of NRC has formulated the Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning in compliance with the provisions of the Act and SEBI Listing Regulations which is uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/policies/>.

The key terms of reference of the NRC are as under:

1.	Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance (including independent director)
2.	Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees
3.	Devising a policy on Board diversity
4.	Recommend to the Board extension or continuation of the term of appointment of the Independent Director, on the basis of the report of performance evaluation of directors
5.	Recommend to the Board, all remuneration, in whatever form, payable, to Senior Management of the Company
6.	To formulate, administer and monitor the KESOS Scheme 2012 or RSU Plan 2018 or any other Employee Stock Option/Units Scheme(s) instituted by the Board from time to time
7.	To specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors in terms of the applicable laws and review its implementation and compliance
8.	For every appointment of an independent director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description
9.	Carrying out any other functions required to be undertaken by the NRC under applicable law

All recommendations made by the NRC during the financial year under review were accepted by the Board.

Nomination and Remuneration Committee Report for the financial year ended 31 March 2024:

Activities of the Committee during the financial year	Frequency
Reviewed outcome of Annual Performance Evaluation of the Board, its Committees and Directors and evaluation of the balance of skills, knowledge and experience on the Board and mapping of chart/ matrix of core skill/expertise/competencies of the Board	
Approved grant and vesting of Restricted Stock Units under the RSU Plan 2018	
Noting the lapse of Restricted Stock Units under the RSU Plan 2018	

REPORT ON CORPORATE GOVERNANCE (Contd.)

Activities of the Committee during the financial year	Frequency
Recommendation for increase in sitting fees to Independent Directors for Committee Meetings and recommendation of annual commission payable to Independent Directors	🔄 ○
Evaluation of performance of MD & CEO and recommendation of performance linked pay, annual increments/variation in remuneration of MD & CEO of the Company	🔄 ○
Recommendation for appointment of SMP and KMP their remuneration (including their revisions thereon), performance pay, annual increments, promotions etc., noting the resignations of SMP and KMP	🔄 ○
Noting of amendments in provisions applicable to Directors SMPs, KMPs, Stock Options, etc.	🔄

○ Annually 🔄 Event Based

C. Risk Management Committee

4
Total Members as on 1 April 2023

NIL

Addition during the year under review

NIL

4
Total Members as on 31 March 2024

Cessation during the year under review

2
Meetings held during the year under review

100%

Attendance

75% Independence

The Risk Management Committee ("RMC") fulfills the requirements of:

- Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations;
- Terms of reference approved by the Board;

Committee Composition

The RMC of the Board comprises of only Members of the Board with majority being Independent Directors. The Chairperson of the RMC is an Independent Director and was virtually present at the 16th AGM of the Company.

Mr. Saurabh Taneja, CFO was inducted as the permanent invitee to the RMC, consequent to his appointment w.e.f. 1 September 2023.

Committee Meetings

During the financial year under review, the RMC met two times. The necessary quorum was present for all the meetings and the gap between two meetings did not exceed 180 days.

Details of the composition of the RMC and meetings held and attended during the financial year under review is as under:

Sr. No.	Date of RMC meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Members				% of Attendance at the Meeting
				Ms. Avani Davda (Chairperson)	Mr. Ranu Vohra	Ms. Malvika Sinha	Mr. Rampraveen Swaminathan	
1.	9 August 2023	📺	148	📺	📺	📺	📺	100%
2.	23 January 2024	📺	166	📺	📺	📺	📺	100%
% attendance of Director				-	-	100%	100%	

📺 Video-Conferencing

Terms of Reference

The role and terms of reference of the RMC covers all the areas as contemplated under Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations. During the financial year under review, there was no change in the terms of reference of the RMC.

The Board basis recommendation of RMC has formulated the Risk Management Policy which is uploaded on the intranet of the Company.

The key terms of reference of the RMC are as under:

1.	To formulate a detailed risk management policy which shall include: <ul style="list-style-type: none"> a. A framework for identification of internal and external risks specifically faced by the listed entity in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee b. Measures for risk mitigation including systems and processes for internal control of identified risks c. Business continuity plan
2.	To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company
3.	To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems
4.	To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity
5.	To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken
6.	The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee

All recommendations made by the RMC during the financial year under review were accepted by the Board.

Risk Management Committee Report for the financial year ended 31 March 2024:

Activities of the Committee during the financial year	Frequency
Monitored and evaluated the risks associated with the business, oversight on implementation of Risk Management framework, adequacy of Risk Management systems, methodology and processes	○ 🔄
Reviewed the Cyber Security Framework, Cyber Security Risks, Risks related to Acquisitions Risks associated with Annual Budget and Business Plan of the Company and mitigation plans thereon	○
Reviewed Risk Heat Map and movements of risks during the year under review, Risk Library comprising of the risk universe, risk exposure into four categories - extreme, high, medium and low	🔄
Noting of nil cyber security incidents or breaches or loss of data or documents	🔄

○ Half-yearly ○ Annually

Risk Management Framework

The RMC has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Policy inter-alia includes a framework for identification and assessment of internal and external risks including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other, likelihood and impact of such risks, mitigation steps and reporting of existing and new risks associated with the Company's activities in a structured manner along with the business continuity plan of the Company.

This facilitates timely and effective management of risks and opportunities and achievement of the Company's objectives. The Board and the Audit Committee also review the internal and external risks including significant financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks, if any, and steps taken to mitigate the same on a quarterly basis.

REPORT ON CORPORATE GOVERNANCE (Contd.)

D. Stakeholders' Relationship Committee

3
Total Members as on 1 April 2023

NIL
Addition during the year under review

NIL
Cessation during the year under review

3
Total Members as on 31 March 2024

2
Meetings held during the year under review

100%
Attendance

67% Independence

The Stakeholders' Relationship Committee ("SRC") of the Company functions in compliance with the requirements of:

- Section 178 of the Act;
- Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations;
- Terms of reference approved by the Board.

Committee Composition

The SRC comprises of all Non-Executive Directors with more than majority being Independent Directors. The Chairman is an Independent Director and was virtually present at the 16th AGM of the Company to address any concerns of the Members.

Committee Meetings

During the financial year under review, the SRC met twice and the necessary quorum was present for the meeting.

Details of the composition of the SRC and meetings held and attended during the financial year under review is as under:

Sr. No.	Date of SRC meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Members			% of Attendance at the Meeting
				Mr. Darius Pandole (Chairman)	Mr. Naveen Raju	Ms. Avani Davda	
1.	19 April 2023		76				100%
2.	18 October 2023		181				100%
% attendance of Director				-	-	-	-

Video-Conferencing

Terms of Reference

The role and terms of reference of the SRC covers all the areas as contemplated under Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Act. During the financial year under review, there was no change in the terms of reference of the SRC.

With a view to expedite the process of share transfers, necessary authorities' have been delegated to the Company Secretary and Compliance Officer of the Company.

The Board basis recommendation of SRC has formulated the Investor Grievance Policy which is uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/policies/>.

The key terms of reference of the SRC are as under:

1.	Considering and resolving grievances of shareholders, debenture holders and other security holders including complaints in respect of allotment of Equity Shares, transfer of Equity Shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc
2.	Allotment of equity shares, approval of transfer or transmission of Equity Shares, debentures or any other securities
3.	Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc
4.	Review of measures taken for effective exercise of voting rights by shareholders

5.	Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent ("RTA")
6.	Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company
7.	Carrying out any other functions required to be undertaken by the SRC under applicable law

All recommendations made by the SRC during the financial year under review were accepted by the Board.

Stakeholders' Relationship Committee Report for the financial year ended 31 March 2024:

Activities of the Committee during the financial year	Frequency
Recommendation to the Board for the adoption of the Investor Grievance Policy	
Reviewed measures and initiatives taken by the Company for reducing the quantum of unclaimed dividend and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company	
Reviewed Compliance Certificate on RTA activities including the compliances of various provisions w.r.t. share related activities and adherence to the service standards adopted by the Company in respect of various services being rendered by the RTA	
Noting of the Internal Audit and action taken report submitted by the Independent Auditors on the annual internal audit conducted on the RTA operations as mandated by SEBI	
Review of measures to be taken for effective exercise of voting rights by Shareholders at the forthcoming AGM	
Review and noting of Analyst/Investor Report on the performance of the share price of the Company	
Noting of Equity Share related compliances viz. <ul style="list-style-type: none"> - Shareholding Pattern; - Share Capital Reconciliation Audit report; - Certificate under Regulation 40(9) of the SEBI Listing Regulations issued by Practicing Company Secretary; - Nil request for duplicate share certificates; - Nil legal cases pending or filed against the Company with respect to any investor grievances or any matter related to the shares of the Company; - Nil Investor complaints and report on Investor Grievances; - Nil request for transfer/ transmission of securities; - One demat request resulting to 100% shares of the Company being converted in dematerialised mode and Nil rematerialisation request; 	
Noting of SEBI Circular on Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination and updates in provisions related to investor grievances	

Half-yearly Annually Event Based

Internal audit of Registrar and Share Transfer Agent operations

As mandated by SEBI, Link Intime India Private Limited, RTA, had carried out the internal audit of their operations through M/s. Nangia Andersen LLP, a multidisciplinary firm. As per the report, there were no exceptions with respect to RTA's overall processes. There was no specific actionable applicable with respect to the Company. The report indicated a strong internal control system and high degree of compliances at the RTA's end. The Report of the Internal Auditor was presented and reviewed by the SRC and the Board at their meeting held during the financial year under review.

REPORT ON CORPORATE GOVERNANCE (Contd.)

Investor Complaints

During the financial under review, the Company adopted the Investor Grievance Redressal Policy (including Escalation Matrix) to promote and build prompt Investor Grievance redressal mechanism and investor friendly relations. The said Policy recognised the Investors' right and access to reach out to the Company to enable them to raise query or record a grievance, which would also enable the Company to use investors' views as a feedback mechanism.

The Company is registered on the SEBI Complaints Redressal System (SCORES) and further during the financial year under review also enrolled on SEBI Online Dispute Resolution Mechanism to harnesses online conciliation and online arbitration for resolution of disputes arising between Investors/Clients (including

institutional/corporate) and the Company, its RTA or any of the specified intermediaries/regulated entities in securities market.

During the financial under review, the Company received nil complaints and there were no pending complaints as on 31 March 2024. The Company did not receive any complaints through SEBI SCORES, RTA, MCA, any other Regulatory Authorities or the Stock Exchanges where the securities of the Company are listed, during the financial year under review.

In an endeavour to extend best possible services to our valued shareholders and other investors, the Company tracks complaints of its investors with the RTA on a regular basis, which helps the Company in reduction/ timely redressal of the investor complaints/requests.

The statement of Investor complaints for FY 2023-24 is given hereunder:

Pending as on 1 April 2023	Received during FY 2023-24	Resolved during FY 2023-24	Pending as on 31 March 2024
0	0	0	0

Compliance Officer under the SEBI Listing Regulations

During the year under review, as a part of Mahindra's good people practices of talent movement within the group, Ms. Ruchie Khanna ceased to be the Company Secretary, KMP and Compliance Officer of the Company with effect from close of 30 November 2023 and Mr. Jignesh Parikh was appointed as the Company Secretary, KMP and Compliance Officer of the Company with effect from 1 December 2023.

The Company has intimated to the stock exchanges as well as updated on the website of the Company, the details of KMP of the Company authorised to make disclosures to the Stock Exchanges under Regulation 30(5) of the SEBI Listing Regulations.

E. Corporate Social Responsibility Committee



The Corporate Social Responsibility "CSR" Committee functions in compliance with the requirements of:

- Section 135 of the Act and Rules framed thereunder;
- Terms of reference approved by the Board.

Committee Composition

The CSR Committee comprises of four Directors, half of whom are Independent Directors. The Chairman of the CSR Committee is an Independent Director and was virtually present at the 16th AGM of the Company.

Committee Meetings

During the financial year under review, the CSR Committee met twice. The necessary quorum was present for all the meetings. Details of the CSR Committee meetings held and attended during the financial year under review is as under:

Sr. No.	Date of CSR meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Members				% of Attendance at the Meeting
				Mr. Ranu Vohra (Chairman)	Ms. Malvika Sinha	Mr. Naveen Raju	Mr. Rampraveen Swaminathan	
1.	19 April 2023	📺	188	📺	📺	📺	📺	100%
2.	18 October 2023	📺	181	📺	📺	📺	📺	100%
% attendance of Director		-	-	100%	100%	100%	100%	

📺 Video-Conferencing

Mr. Rampraveen Swaminathan, MD & CEO and CSR Committee Member has been nominated as Director responsible for Business Responsibility ("BR") Policies and related matters.

The Company also has a designated BR Head for BR related activities including Environmental Social and Governance ("ESG") initiatives, dissemination of BR and Sustainability Policies, ensuring implementation thereof, preparation and finalisation of Business Responsibility Report and Sustainability Report and such other matters incidental thereto.

The CSR Committee has formulated the CSR Policy in compliance with the provisions of the Act. The CSR Policy and Projects approved by the Board are given in the Annual Report and also uploaded on the website of the Company, which can be accessed at the weblink: <https://mahindralogistics.com/policies/>.

Terms of Reference

The role and terms of reference of the CSR Committee covers all the areas as contemplated under Section 135 of the Act. During the financial year under review, there was no change in the terms of reference of the CSR Committee.

The key terms of reference of the CSR Committee are as under:

1. Formulate and recommend to the Board, a CSR Policy including the approach and direction given by the Board of the Company and guiding principles for selection, implementation and monitoring of activities, formulation of the annual action plan, activities to be undertaken by the Company as specified in Schedule VII of the Act and such other matters as may be required by law
2. Monitoring and implementation of the CSR of the Company from time to time
3. Formulate and recommend to the Board, an annual action plan, in pursuance of the CSR including the following:
 - the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act along with the amount of expenditure to be incurred on the said activities;
 - the manner of execution of such projects or programmes;
 - the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - monitoring and reporting mechanism for the projects or programmes;
 - details of need and impact assessment, if any, for the projects undertaken by the company;
 - such other details as maybe deemed appropriate and specified under the Act and Rules framed thereunder;
4. Formulate and recommend to the Board for its approval and implementation, the BR Policy(ies) of the Company
5. Appoint a Director who would be responsible for implementing the BR Policy(ies) and appoint a BR Head
6. Undertake periodical assessment of the BR performance of the Company and provide feedback to the Board

REPORT ON CORPORATE GOVERNANCE (Contd.)

7.	Review the draft of the Business Responsibility and Sustainability Report, if any, and recommend the same to the Board for its approval and inclusion in the Annual Report of the Company if statutorily required under Regulation 34(2)(f) of the SEBI Listing Regulation
8.	Undertake impact assessment of the CSR Programmes/projects/activities from time to time, as maybe required
9.	Carrying out any other functions as required to be carried out by the CSR Committee in terms of applicable law

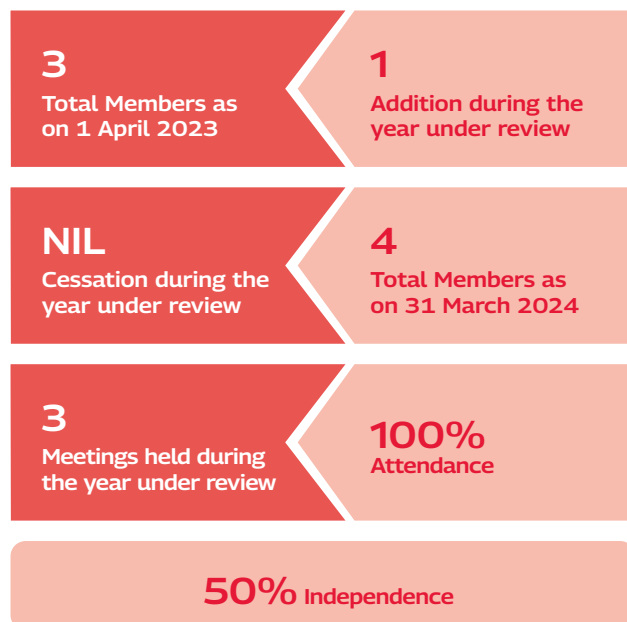
All recommendations made by the CSR Committee during the financial year under review were accepted by the Board.

Corporate Social Responsibility Committee Report for the financial year ended 31 March 2024:

Activities of the Committee during the financial year	Frequency
Recommended CSR Budget and Annual Action Plan including any revision thereon for FY 2023-24	○
Monitored and reviewed CSR activities undertaken and expenditure incurred by the Company for financial year in terms of the CSR Policy of the Company	○
Reviewed the Business Responsibility and Sustainability Report for FY 2022-23 and Business Responsibility and Sustainability initiatives of the Company	○
Approved the annual report on the CSR activities of the Company FY 2022-23	○
Noting the change in authority for certification of utilisation of funds disbursed for the CSR activities	⊛
Noting of updates in CSR and BRSR provisions	⊛

○ Half-yearly ○ Annually ⊛ Event Based

F. Investment Committee



The Investment Committee ("IC") is a voluntary Committee constituted by the Board and fulfils the requirements of terms of reference approved by the Board.

Committee Composition

The IC comprises only Members of the Board with half being Independent Directors. The Chairman of the IC is an Independent Director and was virtually present at the 16th AGM of the Company. During the year under review Mr. Naveen Raju, Non-Executive Director of the Company was inducted as the Member of IC. During the financial year under review, there was no change in the terms of reference of the IC.

Committee Meetings

During the financial year under review, the IC met thrice through video-conferencing. The requisite quorum was present throughout the meetings.

Details of the composition of the IC and meetings held and attended during the financial year under review is as under:

Sr. No.	Date of IC meeting	Mode of Meeting	Gap between two meetings (in days)	Attendance of Members				% of Attendance at the Meeting
				Mr. Darius Pandole (Chairman)	Mr. Ranu Vohra	Mr. Rampraveen Swaminathan	Mr. Naveen Raju *	
1.	27 July 2023	⊛	118	⊛	⊛	⊛	-	100%
2.	20 December 2023	⊛	145	⊛	⊛	⊛	-	100%
3.	29 January 2024	Hybrid	39	⊛	⊛	⊛	⊛	100%
% attendance of Director		-	-	100%	100%	100%	100%	

* inducted w.e.f. 29 January 2024

⊛ Video-Conferencing ⊛ Attended in person

Terms of Reference

The key terms of reference of the IC are as under:

- To consider, review, examine, evaluate, scrutinise, finalise and approve proposal(s) for potential acquisition(s)/purchase(s)/ investment(s) in and/or sale/ disposals/ transfer/ slump sale of any business/unit/ segment/vertical/ subsidiary/associate company/assets of the Company and/or restructuring(s) merger, de-merger, joint venture, profit sharing or similar transaction which may be contemplated by the Company ("Transaction")
- To receive, review, evaluate, negotiate, finalize, accept, approve, and execute Memorandum of Understanding(s), Letter of Intent(s), Non-binding/Binding term sheet(s), offer(s), proposal(s) (any amendments and supplements thereto) from the Promoters/Shareholders of Prospective Sellers including determining the form, terms and conditions, time-line and manner of execution, valuation(s), the amount and methodology of consideration payable (for cash/kind/any other mode), premium or discount on the consideration to be offered, Transaction strategy, important Transaction milestones, financing, and related or incidental matters, as the Committee in its absolute discretion deem fit and as may be in the best interest of the Company, from time to time
- To receive, finalize, approve, sign and execute Shareholders' Agreement(s), Share Purchase Agreement(s), Confidentiality/ Non-Disclosure Agreement(s), or any other agreements, contracts, deeds or documents, papers, writing, instruments (by whatever name called) as may be required or desirable in connection with the Transaction (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines
- To delegate authorities to any/all Director(s), Chief Financial Officer, Key Managerial Personnel, officer(s) or employee(s) or authorised representative(s) of the Company to sign and execute the agreements, papers, writing, any documentations, file necessary disclosures/intimations to the Stock Exchanges and other stakeholders/regulators/ authorities and comply with other statutory requirements in this regard subject to approval by the Committee, and such other approvals as may be necessary under the applicable laws, apply for licenses, approvals, consents, and submit applications and documents required therefor and to do all such acts, deeds, matters and things as maybe deemed expedient and necessary to give effect to the Transaction

All recommendations made by the IC during the financial year under review were accepted by the Board.

REPORT ON CORPORATE GOVERNANCE (Contd.)

Investment Committee Report for the financial year ended 31 March 2024:

Activities of the Committee during the financial year	Frequency
Approval to provide the financial assistance & investment to MLL Express Services Private Limited, a wholly owned subsidiary of the Company	☸
Approval for divestment of stake in Transtech Logistics Private Limited	☸
Approval for providing financial assistance to 2 x 2 Logistics Private Limited	☸

☸ Event Based

IV. SENIOR MANAGEMENT PERSONNEL (SMP)

As on 31 March 2024, the Company has thirteen SMPs as defined under the SEBI Listing Regulations, details of SMPs and changes during the year are given hereunder:

Sr. No.	Name of SMPs (as on 31 March 2024)	Designation
1.	Mr. Edwin Lobo	Head - Human Resource and Administration
2.	Mr. Vishal Barnabas	Head - Consumer & Manufacturing Business
3.	Mr. Rajesh Shetty	Head - Operations Excellence
4.	Mr. Sreenivas Pamidimukkala	Head - Information & Technology
5.	Mr. Sajit Siddharthan	Head - Ecommerce Business
6.	Mr. Ashay Shah	Head - Last Mile Delivery Business
7.	Mr. Kishore Fiske [#]	Head - Procurement and Transportation
8.	Mr. Saurabh Taneja	Chief Financial Officer
9.	Mr. Hrishikesh Chitnis	Head - Legal
10.	Ms. Mansi Nagri	Head - Marketing, Communications & Sales Excellence
11.	Ms. Swayantani Ghosh	Head - Sustainability & CSR
12.	Mr. Jignesh Parikh	Company Secretary & Compliance Officer
13.	Mr. Mukund Krishnamurthy	Head - Auto & Farm Business

[#] Retired as on 31 March 2024.**Changes in SMPs during the FY 2023-24**

- Mr. Prasanna Pahade, Head - Auto and Farm Business of the Company, ceased to be SMP with effect from close of 31 August 2023, on account of his movement within the group as Chief Executive Officer of MLL Express Services Private Limited, wholly-owned subsidiary of the Company.
- Mr. Ankur Singhai, Head - E-Commerce Business and existing SMP of the Company was re-designated as Head - Auto and Farm Business of the Company with effect from 1 September 2023. He ceased to be SMP on account of his resignation with effect from close of business hours of 5 January 2024.
- Mr. Sajit Sidharthan was appointed as Head - Ecommerce 3PL business and SMP of the Company with effect from 1 September 2023.

- Mr. Saurabh Taneja was appointed as Chief Financial Officer and SMP of the Company with effect from 1 September 2023.
- Mr. Ashay Shah was appointed as Head - Last Mile Delivery and SMP of the Company with effect from 1 October 2023.
- Ms. Swayantani Ghosh was appointed as Chief Sustainability & CSR Officer and SMP with effect from 16 November 2023.
- Ms. Ruchie Khanna, Company Secretary, ceased to be SMP with effect from close of 30 November 2023.
- Mr. Jignesh Parikh was appointed as Company Secretary and SMP of the Company with effect from 1 December 2023.
- Mr. Mukund Krishnamurthy was appointed as Vice President - Auto and Farm Business and SMP of the Company with effect from 1 February 2024.
- Mr. Kishore Fiske, Vice President - Transportation and Procurement ceased to be SMP of the Company from close of business hours on 31 March 2024 on account of retirement and completion of his service.

The appointment/promotions/remuneration of the SMPs are recommended by the NRC and approved by Board. Further, the NRC and the Board also notes the cessation/resignations/retirement of SMPs.

V. SUBSIDIARY COMPANIES

The Company has seven unlisted subsidiaries as on 31 March 2024, out of which six Companies are incorporated in India and one Company is incorporated in United Kingdom. The changes in subsidiaries during the financial year are given under Board's Report forming part of this Annual Report.

All subsidiaries function independently, with an adequately empowered Board and resources. For effective governance and in compliance with Regulation 24(3) of the SEBI Listing Regulations, the minutes of Board Meetings of the subsidiaries are placed before the Board of the Company for their review with summary of key decisions taken.

Further the Audit Committee of the Board, in compliance with Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations reviews the Financial results and statements of the subsidiaries, in particular, the investments made by the subsidiary, the utilisation of loans and/or advances from/investment by the Company in its subsidiary companies, significant transactions and arrangements entered into by the unlisted subsidiaries.

The Audit Committee of the Company also reviewed and approved the related party transactions of the subsidiaries to which the Company was not party, exceeding 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

Policy for determining Material Subsidiaries

The Company has formulated a Policy for determining Material Subsidiaries as defined in Regulation 16 of the SEBI Listing Regulations. During the financial year under review, there were no amendments made to the Policy of Material Subsidiaries.

The Policy can be accessed on the website at the weblink: <https://mahindralogistics.com/policies/>.

Material subsidiaries

Regulation 16 of the SEBI Listing Regulations defines a "material subsidiary" to mean a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. In terms of the criteria laid down in the Policy for determining material subsidiaries, the SEBI Listing Regulations and basis performance of the Company vis-à-vis its subsidiaries for the preceding financial year, there is no Subsidiary which falls under this definition of unlisted material subsidiary for the financial year ended 31 March 2024.

As on 1 April 2024, the Company has no material subsidiaries in terms of Regulation 16 of the SEBI Listing Regulations and the policy for determining material subsidiaries. Hence the date and place of incorporation and the details of statutory auditor of the material subsidiaries is not required to be disclosed.

In addition to the above, Regulation 24 of the SEBI Listing Regulations requires that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not. For the purpose of this provision, material subsidiary means a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. There is no Subsidiary which falls under this definition of unlisted material subsidiary for the financial year ended 31 March 2024.

REPORT ON CORPORATE GOVERNANCE (Contd.)

VI. GENERAL BODY MEETINGS

Details of Annual General Meetings and Special Resolutions passed

Details of the last three AGMs of the Company and the special resolutions passed therein is as under:

Year	Mode	Day, Date	Time	Venue	Special Resolutions passed thereat	Link of webcast/proceedings
2023 - 16 th AGM	Video Conferencing facility with live webcast	Monday, 24 July 2023	From 3:30 p.m. to 5:35 p.m.	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 (Deemed venue)	Nil	
2022 - 15 th AGM	Video Conferencing facility with live webcast	Friday, 29 July 2022	From 3:30 p.m. to 5:24 p.m.	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 (Deemed venue)	<ol style="list-style-type: none"> Appointment of Mr. Ameet Pratapsinh Hariani (DIN: 00087866) as an Independent Director of the Company for a first term of five consecutive years commencing from 1 May 2022 up to 30 April 2027 (both days inclusive), not liable to retire by rotation. Re-appointment of Ms. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company for a second term of five consecutive years commencing from 30 July 2022 to 29 July 2027 (both days inclusive), not liable to retire by rotation. 	
2021 - 14 th AGM	Video Conferencing facility with live webcast	Tuesday, 27 July 2021	From 3:30 p.m. to 5:05 p.m.	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 (Deemed venue)	<ol style="list-style-type: none"> Re-appointment of Mr. Darius Pandole (DIN: 00727320) as an Independent Director of the Company for the second term of five consecutive years commencing from 25 July 2022 to 24 July 2027 (both days inclusive), not liable to retire by rotation. Re-appointment of Mr. Ranu Vohra (DIN: 00153547) as an Independent Director of the Company for the second term of five consecutive years commencing from 25 July 2022 to 24 July 2027 (both days inclusive), not liable to retire by rotation. Approval for payment of remuneration to the Independent Directors of the Company. Approval for variation in the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 to extend its benefits to the employees of the Subsidiary Company(ies) of the Company. Approval for grant of Restricted Stock Units to the employees of the Subsidiary Company(ies) of the Company under Mahindra Logistics Employee Restricted Stock Unit Plan 2018. 	Link

The AGMs held during the past three financial years were conducted through video conferencing/other audio-visual means facility in compliance with the circulars issued by the MCA and SEBI in this regard.

No Extraordinary General Meeting of the Members was held during FY 2023-24.

Postal Ballot

During the FY 2023-24, the Company has not passed any resolution through postal ballot and none of the resolutions proposed to be passed at the ensuing 17th AGM require passing of the resolutions through postal ballot. The details of the previous postal ballots are available on the website, of the Company and which can be accessed at <https://mahindralogistics.com/shareholder-information/postal-ballot/>.

VII. MEANS OF COMMUNICATION

The Company recognises the importance of two-way communication with its Shareholders and regular reporting of results and progress. To this end, the Company makes full and timely disclosure of information regarding the Company's financial position and performance and material matters.

Modes of Communication

The Company communicates with its Shareholders and Investors, from time to time, through multiple channels of communications including the following:

- Dissemination of information on the website of the Stock Exchanges where the equity shares of the Company are listed i.e BSE Limited and National Stock Exchange Limited;
- Press releases;
- Integrated Annual reports;
- Newspaper advertisements;
- Earnings calls, Investor meetings and conferences alongwith the link of the audio recording and transcript;
- Uploading relevant information on the Company's website;
- General Meetings;
- SMS facility for e-mail updation, updates to shareholders of compliances; and
- Letters and e-mails.

A. Financial Results

The unaudited quarterly and year-to-date standalone and consolidated financial results of the Company are announced within forty-five days of the close of each quarter. The annual audited standalone and consolidated financial results and statements together with the fourth quarter results are announced within sixty days from the end of the financial year as required under the SEBI Listing Regulations.

The financials results are filed with the Stock Exchanges within 30 minutes of conclusion of the Board Meetings at which these are considered and approved.

The financial results are also published in Business Standard (English) and Sakal (Marathi), both Mumbai Edition, and displayed on the Company's website. Press release and earnings presentation on the financial results are also filed with the Stock Exchanges and uploaded on the website of the Company within prescribed timelines.

The Annual Audited Financial Statements along with the Annual Report is circulated to all Members and is also available on the Company's website.

B. Disclosures

The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Para A and B of Part A of Schedule III of the SEBI Listing Regulations including material information having a bearing on the performance/operations of the Company and other price sensitive information, if any, in line with the Company's Policy for determination of materiality for disclosure of events or information.

All information as applicable are filed electronically on BSE Corporate & Listing Centre (BSE Listing Centre) and on NSE Electronic Application Processing System (NEAPS), and is also simultaneously uploaded on the website of the Company at: <https://mahindralogistics.com>, as applicable.

C. FAQs/ information for the Shareholders on various topics

Frequently Asked Questions (FAQs) and Forms on various topics related to taxation on dividend, claiming of unpaid dividend etc. and information on various topics viz. transfers and transmissions of shares, dematerialisation, nomination, change of address, loss of share certificates, dividend and sub-division of share certificates are uploaded on the website of the Company at <https://mahindralogistics.com/shareholder-information/dividend/>.

D. Investor Interactions

The Company believes in building a relationship of mutual understanding with its investors/analysts and ensures that critical information about the Company is available to all the investors/analysts and Shareholders, by uploading all such information on the Company's website and on the website of the Stock Exchanges where equity shares of the Company are listed.

Advance intimation of group interactions scheduled with investors, fund managers, analysts is disseminated to the Stock Exchanges where equity shares of the Company are listed and uploaded on the website of the Company. In order to strive maximum and smooth participation of the Investors, the Company discloses additional details/disclosures as per the guidance note issued by the stock exchanges, conducts meeting through electronic mode and/or physical mode and participates in conferences organized by various institutional investors/ funds/ analysts.

REPORT ON CORPORATE GOVERNANCE (Contd.)

Earnings Conference Calls and other Analyst/ Investors Meets

The Company hosts calls with institutional investors/ analysts post quarterly/half-yearly and the audited financial results are announced and on request.

Schedule and Dial-in details of the earnings conference calls are also uploaded on the website of the Company and website of Stock Exchanges where equity shares of the Company are listed.

An earnings presentation summarising the Company's overall business, services offered, industry trend, published financial results and performance is released on a quarterly basis and is made available to the general public through upload on the website of the Company and the website of Stock Exchanges where equity shares of the Company are listed, prior to the Earnings call.

Outcome, Transcripts and recordings

To ensure symmetric dissemination of information and transparency, the Company files the outcome of the investor interactions with the stock exchanges and also host them on the website of the Company. Further the audio recordings and text transcripts of the earnings conference calls are filed with the Stock Exchanges and uploaded on the website of the Company. The same can be accessed from the weblink: <https://mahindralogistics.com/investor-interaction/>

Silent period

The Company, voluntarily as a good governance practice, observes a 'Silent/Quiet period' for fifteen days prior to the announcement of quarterly and annual financial results.

During this period, no interactions with investors/ analysts/funds are held to ensure protection of Company's Unpublished Price Sensitive Information. Notice of the Silent period is uploaded on the website of the Company.

E. Website

The Company's website <https://mahindralogistics.com> is a comprehensive reference on its business, vision, mission, policies, corporate governance, sustainability, investor relations, services, updates and news. The section on 'Investors' serves to inform the shareholders by giving complete financial details, Stock Exchange compliances

including shareholding patterns, updated credit ratings amongst others, policies, information relating to Stock Exchanges, details of RTA, FAQ downloadable request letter cum application form for registration/updation of KYC and Nomination details, etc.

The Annual Report of the Company, the quarterly/half yearly financial results and the annual audited financial statements, material events, disclosures and the official news releases of the Company are also disseminated on the Company's website and as per the Archival Policy of the Company would remain hosted on the website for a period of five years from the date of respective disclosures.

To ensure easy access and compliance with the SEBI Listing Regulations, the Company has a dedicated section where all the necessary disclosures and information required under Regulations 30, 46 and other applicable provisions of the SEBI Listing Regulations, guidance and circulars issued by SEBI are posted. The Company has notified to the stock exchanges, namely BSE Limited and National Stock Exchange of India Ltd, the links to this section on its website. Additionally, any updates or changes to the website links are communicated to the stock exchanges as well within timelines prescribed.

VIII. GENERAL SHAREHOLDER INFORMATION**A. 17th Annual General Meeting**

Pursuant to General Circular No. 20/2020 dated 5 May 2020 issued by the MCA read together with MCA General Circular Nos. 14 & 17/2020 dated 8 April 2020 and 13 April 2020, respectively, and MCA General Circular No. 09/2023 dated 25 September 2023 ("MCA Circulars") companies are permitted to conduct AGM through video conferencing ("VC") or other audio-visual means ("OAVM") on or before 30 September 2024.

Accordingly, the Company will be conducting the 17th AGM through VC/OAVM facility in compliance with the MCA Circulars. In addition to conducting the AGM through VC/OAVM, the Company would also be providing one-way live webcast of the proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the links given in the table below. The recording of the AGM will be hosted on the website of the Company.

Particulars of the Meeting	17 th Annual General Meeting		
Day, Date	Monday, 22 July 2024		
Time	3:30 p.m. (IST) onwards		
Mode	Electronic Mode - Video Conferencing/Any other audio-visual means		
Deemed Venue	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 (Registered Office of the Company)		
Link to participate	For Individual Shareholders holding shares in demat mode with NSDL: https://eservices.nsdl.com For Individual Shareholders holding shares in demat mode with CDSL: https://www.cdslindia.com/ For all Shareholders through NSDL Portal: https://www.evoting.nsdl.com (participation by using secure login credentials) Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the AGM i.e. by 3:00 p.m. (IST) by following the procedure mentioned in the Notice of the 17 th AGM and this mode will be available throughout the proceedings of the 17 th AGM.		
Voting Mechanism	Online Remote Electronic Voting ("E-Voting") + E-Voting at AGM		
Cut-off date for E-voting	Monday, 15 July 2024		
E-Voting	Commencement of Remote e-voting	Conclusion of Remote e-voting	E-voting during the 17 th AGM
	Wednesday, 17 July 2024 at 9:00 a.m. (IST)	Sunday, 21 July 2024 at 5:00 p.m. (IST)	Monday, 22 July 2024 at 3:30 p.m. (IST)

B. CIN Number - L63000MH2007PLC173466**C. Office address**

- Registered Office - Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai-400 018
- Corporate Office - Arena Space, 10th and 11th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari - (East), Mumbai - 400060

D. Financial year of the Company

The financial year of the Company comprises of period of 12 months from 1st April to 31st March.

E. Dates of book closure and dividend payment recommendation for FY 2023-24

The Board of Directors have recommended a final dividend of ₹ 2.50 per equity share (being 25% on the face value of ₹ 10/- each) for FY 2023-24.

Record Date for Dividend Entitlement - Friday, 12 July 2024.

The Register of Members and Share Transfer Books of the Company will be closed for the purpose of declaration of dividend from Saturday, 13 July 2024 to Monday, 22 July 2024 (both days inclusive) and the dividend, if approved by the Members, shall be paid/ dispatched on or after Tuesday, 23 July 2024, through

permitted modes, within the stipulated timelines to those Members whose names appear in the List of Beneficial Owners/Register of Members as at the close of business hours on Friday, 12 July 2024.

Dividend Distribution Policy

The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations. The Dividend Distribution Policy of the Company provides a minimum Dividend pay-out ratio i.e. an optimal range of at least 20% of annual audited standalone profit after tax of the Company. There were no amendments to the policy during the financial year under review. The Policy is enclosed as Annexure I to the Boards' Report which forms part of this Annual Report. The same is also placed on the Company's website and can be accessed from the weblink: <https://mahindralogistics.com/policies/>.

F. Updation of Shareholder records

As part of the Company's ongoing efforts to update its records, the Company reaches out to its shareholders through various means viz. notices/request letters, e-mails, SMS to update their PAN, Bank Account details, e-mail address, registered mobile Number in the records of their Depository Participants/the RTA of the Company.

REPORT ON CORPORATE GOVERNANCE (Contd.)

The Company also sent out letters, SMS, emails to physical Shareholders requesting updation of their KYC, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., with Link Intime in the forms prescribed.

SMS Reach Outs

During the financial year under review, the Company partnered with NSDL and CDSL for reaching out to its Shareholders through SMS, to register for e-communications by updating their E-mail Ids directly with the depositories through a secured one-time password (“OTP”) based facility.

G. Listing of equity shares on Stock Exchanges

The Company's equity shares are listed on BSE Limited and National Stock Exchange of India Limited with effect from 10 November 2017. In terms of Regulation 14 of the SEBI Listing Regulations, the requisite listing fees have been paid in full to both the Stock Exchanges for financial year under review.

The equity shares of the Company have not been suspended from trading.

H. Stock Code / Symbol / ISIN

Name of Stock Exchange	BSE Limited (“BSE”)	National Stock Exchange of India Limited (“NSE”)
Address of Stock Exchange	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001	Exchange Plaza, C-1, “G” Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051
Stock Code/ Symbol	540768	MAHLOG
Type of security listed	Equity Shares	
ISIN	INE766PO1016	

I. Market price data

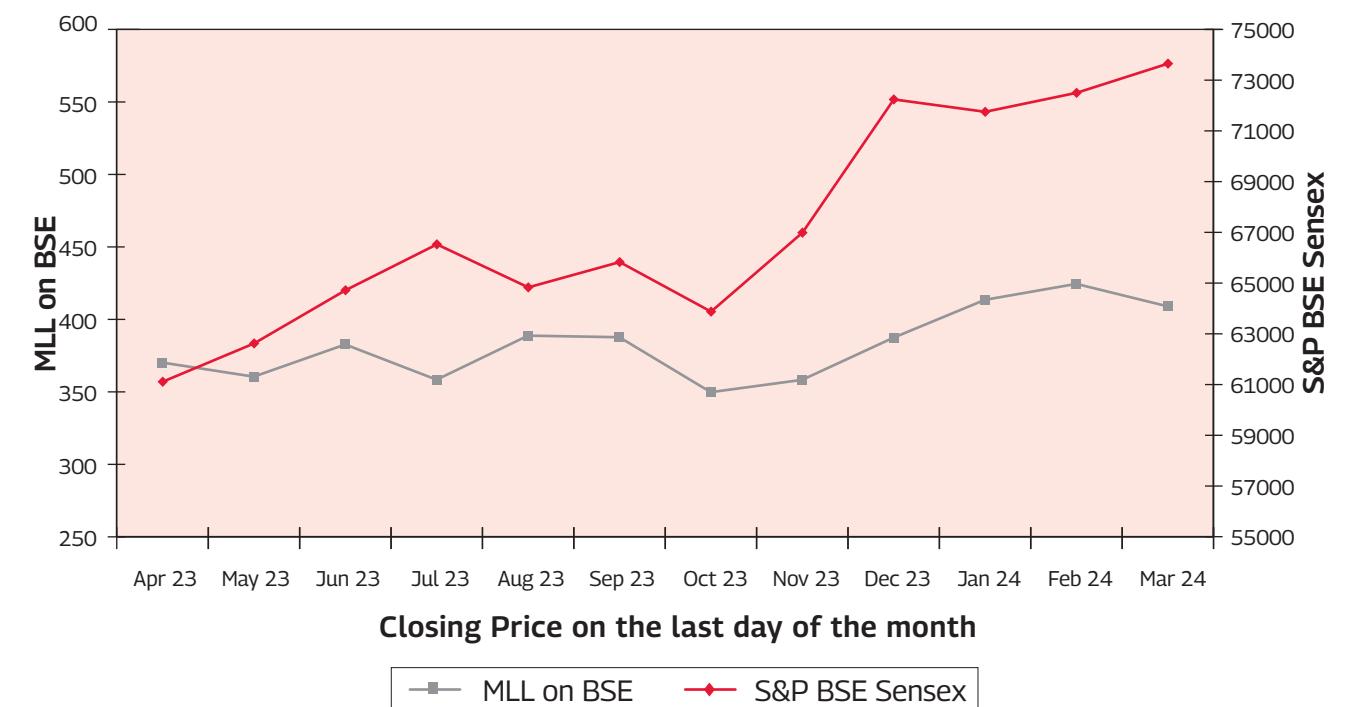
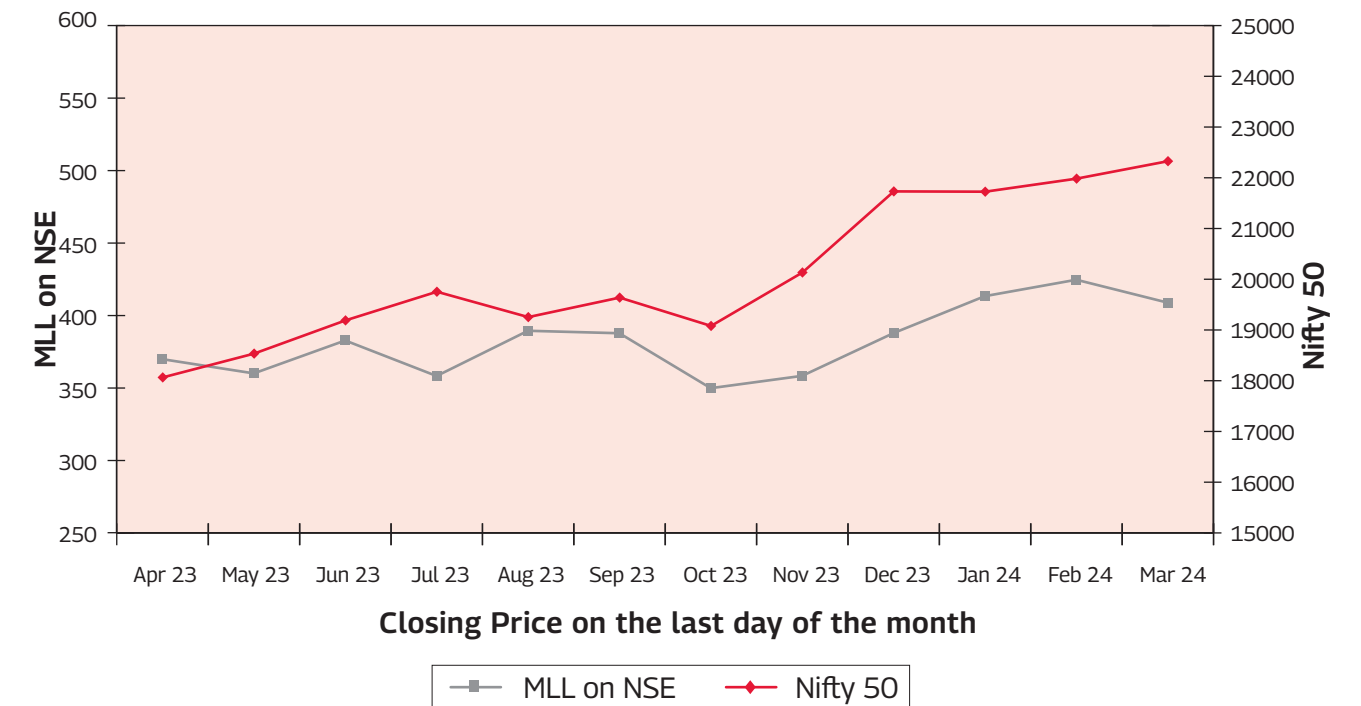
The monthly high and low stock quotations of the equity shares of the Company on BSE and NSE during the financial year from 1 April 2023 to 31 March 2024 was as under:

Month and Year	NSE		BSE	
	High Price	Low Price	High Price	Low Price
April 2023	398.0	354.3	394.9	355.0
May 2023	376.5	353.4	376.5	353.2
June 2023	397.5	358.1	397.0	357.7
July 2023	430.0	355.9	430.0	356.0
August 2023	398.0	354.0	398.0	354.2
September 2023	427.7	380.1	427.8	380.2
October 2023	398.0	348.1	397.7	347.2
November 2023	375.5	349.3	375.3	349.1
December 2023	405.0	358.3	404.6	358.1
January 2024	460.0	387.1	460.0	387.4
February 2024	447.9	366.6	447.9	366.6
March 2024	444.0	390.9	444.0	392.0

Particulars	NSE	BSE
Number of Shares as on 1 April 2023		7,19,77,030
New shares issued, allotted and Listed (ESOPs)		59,121
Number of Shares as on 31 March 2024		7,20,36,151

J. Stock Performance

The performance of the Company's equity shares relative to NSE Nifty and BSE Sensex for financial year from 1 April 2023 to 31 March 2024 is given below:



REPORT ON CORPORATE GOVERNANCE (Contd.)

Month and Year	Nifty 50	MLL on NSE	S&P BSE Sensex	MLL on BSE
April 2023	18,065.0	369.9	61,112.4	370.2
May 2023	18,534.4	360.1	62,622.2	360.5
June 2023	19,189.1	382.8	64,718.6	382.7
July 2023	19,753.8	358.3	66,527.7	358.4
August 2023	19,253.8	389.5	64,831.4	388.8
September 2023	19,638.3	387.8	65,828.4	387.7
October 2023	19,079.6	349.9	63,874.9	349.8
November 2023	20,133.2	358.4	66,988.4	358.3
December 2023	21,731.4	387.9	72,240.3	387.4
January 2024	21,725.7	413.4	71,752.1	413.5
February 2024	21,982.8	424.7	72,500.3	424.5
March 2024	22,326.9	408.9	73,651.4	409.0

K. Registrar and Share Transfer Agent

Link Intime India Private Limited (SEBI Registration No.: INR000004058) is the Company's RTA for its share registry work. Contact details of Link Intime are given below for easy reference of the Shareholders and also uploaded on the website of the Company at the weblink <https://mahindralogistics.com/contact-us/#investor>.

Link Intime India Private Limited
 Unit: Mahindra Logistics Limited
 Address: C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083.
 E-mail ID: rnt.helpdesk@linkintime.co.in
 Phone: 81081 16767/+91 22 4918 6000/6200

L. Share transfer system

Trading in equity shares of the Company through recognised Stock Exchanges is permitted in dematerialised form. The Compliance Officer of the Company is authorised to approve transmission requests based on succession certificate or probate or letters of administration or legal representation without any limits and transmission requests up to ₹ 5,00,000/- in case of absence of succession certificate or probate or letters of administration or legal representation based on affidavit and indemnity bond in prescribed formats. The SRC considers transmission proposals beyond the aforesaid limits.

A report on the transfer/transmission of equity shares of the Company is presented to the Board and the SRC at every meeting by the Compliance Officer.

SEBI has also mandated furnishing of PAN, contact details, bank account details and nomination by holders of physical securities. The shareholders are requested to update their details (pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.) with the Company/RTA by submitting form ISR 1 which is available on website of the Company viz. <https://mahindralogistics.com/shareholder-information/shareholder-information-and-forms/>.

Annual Certificate on Share Transfer

During the FY 2023-24, the Company did not receive any requests for transfers, transmission of securities, deletion of name, transposition of securities, sub-division (split), consolidation, renewal, exchange or endorsement of calls/ allotment monies.

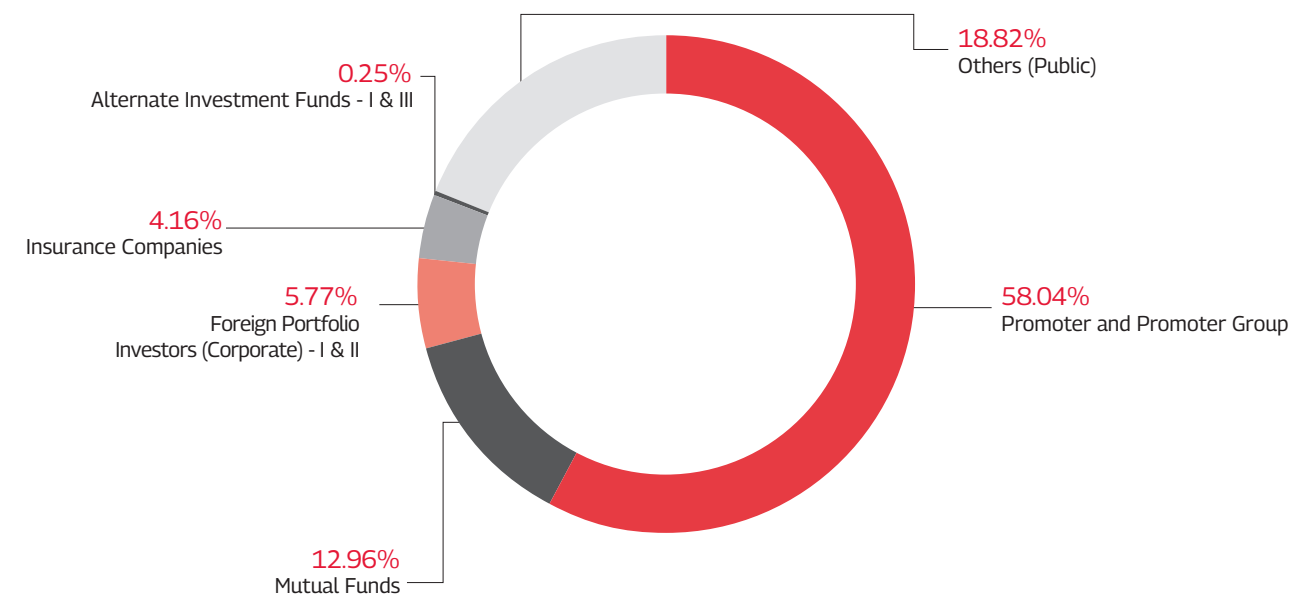
In terms of Regulation 40(9) of the SEBI Listing Regulations certificate by M/s. Parikh & Associates, Practising Company Secretaries, with respect to due compliance of share transfer formalities by RTA is filed with the Stock Exchanges within prescribed timelines.

M. Distribution of shareholding as of 31 March 2024

Range of Number of Equity shares	Number of Shareholders*	% of Total Shareholders	Number of Equity shares held	% of Total Share Capital
1 to 500	78,680	96.28	42,17,056	5.85
501 to 1000	1,495	1.83	11,63,550	1.62
1001 to 2000	713	0.87	10,70,661	1.49
2001 to 3000	280	0.34	7,14,482	0.99
3001 to 4000	108	0.13	3,88,547	0.54
4001 to 5000	94	0.12	4,44,161	0.62
5001 to 10000	173	0.21	12,90,143	1.79
10001 and above	178	0.22	6,27,47,551	87.10
Total	81,721	100	7,20,36,151	100

* without PAN based consolidation

N. Shareholding Pattern* as on 31 March 2024



* consolidated on basis of PAN

REPORT ON CORPORATE GOVERNANCE (Contd.)

Category wise

Category	Number of Shares held*	% Holding
Promoter and Promoter Group	4,18,12,257	58.04
Public (Resident Individual)	1,14,02,910	15.83
Directors (excluding Independent Directors and nominee Directors)	60,376	0.08
Key Managerial Personnel	200	0.00
NBFCs registered with RBI	15,000	0.02
Other Bodies Corporate	7,34,302	1.02
Body Corporate - Limited Liability Partnership	95,626	0.13
Clearing Members	841	0.00
Hindu Undivided Family	5,25,666	0.73
Mutual Funds	93,37,753	12.96
Alternate Investment Funds - I	300	0.00
Alternate Investment Funds - III	1,76,818	0.25
Foreign Portfolio Investors (Corporate) - I	38,02,733	5.28
Foreign Portfolio Investors (Corporate) - II	3,54,090	0.49
Non-Resident (Non-Repatriable)	2,33,451	0.33
Non-Resident Indians	4,87,521	0.68
Insurance Companies	29,96,307	4.16
TOTAL	7,20,36,151	100

* Consolidated on the basis of PAN

Major Public Shareholders (holding more than 1% as on 31 March 2024)

Shareholder's Name	Category	% Holding	Number of Shares held*
Nippon life India Trustee Ltd - A/C Nippon India Multi Cap Fund	Mutual Fund	5.33	38,39,999
UTI Transportation and Logistics Fund	Mutual Fund	3.03	21,80,002
Aditya Birla Sun Life Insurance Company Limited	Insurance Company	2.96	21,29,167
Steinberg India Emerging Opportunities Fund Limited	Foreign Portfolio Investor Category I	2.92	21,00,000
Tata Mid Cap Growth Fund	Mutual Fund	1.80	13,00,000
Kotak Infrastructure & Economic Reform Fund	Mutual Fund	1.39	10,00,000

* Consolidated on the basis of PAN

Shareholding Trend :

Category	31 March 2024	31 March 2023	31 March 2022
No. of Shareholders*	80,687	66,347	59,138
Promoter Shareholding	4,18,12,257 (58.04%)	4,18,12,257 (58.09%)	4,18,12,257 (58.18%)
Public Institutions Shareholding	1,66,83,001 (23.16%)	2,17,41,537 (30.21%)	2,33,72,185 (32.52%)
Public Non-Institutions Shareholding	1,35,40,893 (18.80%)	84,23,236 (11.70%)	66,87,176 (9.30%)
Total	7,20,36,151 (100%)	7,19,77,030 (100%)	7,18,71,618 (100%)

* Consolidated on the basis of PAN

O. Dematerialisation of shares and liquidity

The Company's equity shares are traded in the electronic form. The market lot of the Company is one share and the stock is liquid. The Company has connectivity with both NSDL and CDSL for dematerialisation of equity shares. The entire shareholding of the Company has been in dematerialized mode and there is NIL physical shareholding as on 31 March 2024.

Transfer/transmission of shares only in Demat form

As per SEBI norms, with effect from 1 April 2019, all transfers except transmission or transposition of securities shall be processed in dematerialised form only. SEBI vide circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022 read with Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024 has further mandated securities to be issued pursuant to transmission or transposition requests made by physical shareholders to be processed in dematerialised form only.

Linking of PAN and Aadhaar, updation of KYC and nomination details

SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024 has mandated all physical shareholders to furnish their Nomination and KYC details (PAN, Contact Details, Bank Account Details & Specimen Signature) with Companies. Further linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT).

Brief procedure for updation of KYC and Nomination facility is given hereunder and also uploaded on the Company's website and can be accessed on the weblink: <https://mahindralogistics.com/shareholder-information/shareholder-information-and-forms/>

Type of Holder	Process to be followed	Forms
Physical	Send a written request in the prescribed forms to Link Intime either by e-mail (duly e-signed) at kyc@linkintime.co.in / rnt.helpdesk@linkintime.co.in or by post (self-attested & dated) to Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 (Unit: Mahindra Logistics Limited)	
	To register PAN, email address, bank details and other KYC details or changes / updation therein	Form ISR-1
	To update signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share Capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with Form ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for securities held in physical form	Form ISR-4
Shareholders holding shares in demat form	Please contact your DP to register your email address and bank account details in your demat account, as per the process advised by your DP.	

REPORT ON CORPORATE GOVERNANCE (Contd.)

P. Reconciliation of Share Capital Audit Report

In terms of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, M/s. Parikh & Associates, Practising Company Secretaries, carry out an audit of reconciliation of the Share Capital of the Company to reconcile the total share capital admitted with depositories and held in physical form, with the issued and listed share capital of the Company. This audit is carried out every quarter and the report thereon, is submitted to the Stock Exchanges within prescribed timelines.

The total listed, paid-up and issued share capital of the Company tallies with the aggregate of the total number of equity shares held in dematerialised form (by NSDL and CDSL) as on 31 March 2024. The Company does not have any physical shareholding as on 31 March 2024.

Q. Outstanding Global Depository Receipts (GDRs)/American Depository Receipts (ADRs)/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants/convertible instruments during the financial year under review. There are no convertible instruments outstanding as on 31 March 2024.

R. Commodity price risk, foreign exchange risk and hedging activities

The Company does not deal in commodities and has no foreign exchange or hedging exposures hence disclosures relating to risk management policy with respect to commodities, commodity price risks, foreign exchange risk and hedging thereof in terms of SEBI circular no. SEBI/HO/CFD/CMD1/ CIR/P/2018/000000141 dated 15 November 2018 are not applicable/required.

S. Details of utilisation of funds raised

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations during the financial year under review.

T. Online Disputes resolution mechanism

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31 July 2023 and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 4 August 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31 July 2023 including any amendment thereon has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through the SCORES platform, the investors can initiate dispute resolution through the ODR Portal <https://smartodrin/login>.

The Company has taken necessary steps for implementation of the said mechanism, details of which are available on the website of the Company and can be accessed at weblink: <https://mahindralogistics.com/shareholder-information/awareness-on-availability-of-dispute-resolution-mechanism/>

U. Fees to Statutory Auditors

Deloitte Haskins & Sells LLP, Chartered Accountants ("Deloitte") is the Statutory Auditor of the Company. The Company has not availed of any services from the network firms/entities of Deloitte during FY 2023-24.

The Company has paid fees for all services availed by the Company from Deloitte for FY 2023-24, which is as follows:

Particulars	(₹ in Lakhs)
	FY 2023-24
Statutory Audit	27.00
Limited Review	15.00
Audit/Review of Subsidiaries	14.00
Other certification/reports*	0.50
Reimbursement of expenses	1.48
Total	57.98

* Pursuant to section 144 of the Act basis the approval of the Audit Committee and Board

The Company has not availed any non-prohibitory services from Deloitte. None of the subsidiaries or joint venture or associates of the Company have availed any services from the Statutory Auditors of the Company or any of its network firm/network entity during FY 2023-24.

V. Office/Warehouse Locations as on the date of this report

The Company being into logistics sector does not have manufacturing plants. The Company's registered and corporate offices are in Mumbai and its regional offices are at various locations viz. Mumbai, Chakan, Ahmedabad, Gurugram, Kolkata, Bengaluru, Chennai, Hyderabad, Cochin details of which are available on the website of the Company and can be accessed at <https://mahindralogistics.com/contact-us/>. The Company has 1000+ operative locations (including transportation sites) across multiple locations in India.

W. Address for correspondence

Shareholders may correspond with the Company's Registrar and Share Transfer Agent viz. Link Intime in respect of all share/dividend related matters, complaints, any other query relating to equity shares, at the contact details of Link Intime given at point no. VIII(K). Contact details of the Company's Investor Desk are mentioned hereunder:

Contact	Address	E-mail	Telephone
Retail Investors: Mr. Jignesh Parikh Company Secretary and Compliance Officer	Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018	cs.mll@mahindralogistics.com	+91 22 6836 7900
Institutional Investors: Mr. Saurabh Taneja Chief Financial Officer	Corporate Office: Arena Space, 10 th & 11 th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari (East), Mumbai - 400060	cfo.mll@mahindralogistics.com	

The Company has not issued any Debentures and hence disclosure regarding debenture trustees is not applicable.

X. Credit ratings

The Company continues to enjoy a strong credit rating which denotes a high degree of safety regarding timely servicing of its financial obligations.

The Long-term and Short-term credit facilities (fund and non-fund based) of the Company are rated by ICRA Limited.

During the financial year under review, ICRA Limited re-affirmed and retained the credit ratings assigned to said credit facilities of the Company. The Outlook on the long-term rating continues to be Stable.

The credit ratings to the credit facilities of the Company are given hereunder:

Instrument Type	Rated Amount (₹ in crores)	Rating Action
Long-term / Short-term, Fund-based / Non-fund Based Facilities	435.00	[ICRA]AA (Stable) / [ICRA]A1+; Reaffirmed; Assigned for enhanced amount of Rs. 100 crore
Total	435.00	

Y. Large Corporate

As on 31 March 2024, the Company has no long-term outstanding borrowing and is not categorised as a Large Corporate in terms of the SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/172 dated 19 October 2023 and SEBI Master Circular No. SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated 10 August 2021 including any amendments thereof. Necessary disclosures in this regard have been filed with the Stock Exchanges where the equity shares of the Company are listed.

The Company does not have any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad.

REPORT ON CORPORATE GOVERNANCE (Contd.)

IX. POLICIES

The Company has adopted and implemented various policies in compliance with the requirements of the Act, the SEBI Regulations, and other applicable laws to maintain ethical standards and practices across the Company and strengthen the internal control systems. These policies as updated from time-to-time are disclosed and uploaded on the website and the intranet of the Company and widely communicated to concerned stakeholders.

The policies including the statutory policies with the version history can be accessed on the website of the Company at the weblink: <https://mahindralogistics.com/policies/>.

The details of the Key Policies adopted by the Company are mentioned at Annexure VII of the Board's report and forms part of this Annual Report.

A. Policy on Materiality of and dealing with Related Party Transactions

The Company has formulated a Policy on Materiality of and dealing with Related Party Transactions which specifies the manner of entering into related party transactions and other related matters. The Policy has also been posted on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/policies/>.

B. Disclosures of Transactions with Related Parties

During FY 2023-24, there were no materially significant related party transactions that may have potential conflict with the interest of the Company at large.

The Company has entered into material Related Party Transactions with M&M, Holding and Promoter Company of the Company, pursuant to Regulation 23 of the SEBI Listing Regulations and the Company's Policy on Materiality of and dealing with Related Party Transactions.

Further, related party transactions proposed to be entered by the Subsidiary of the Company to which the Company was not a party, exceeding 10% of the annual standalone turnover, as per the last audited financial statements of the Subsidiary, were placed before the Audit Committee of the Company for its review and approval.

Details of the related party transactions entered into by the Company/Subsidiary Company during the financial year under review are given in note no. 41 of the Standalone Financial Statements and note no. 40 of Consolidated Financial Statements, respectively, forming part of this Annual Report.

Half-yearly disclosure of transactions with Related Parties

In compliance with Regulation 23(9) of the SEBI Listing Regulations, half-yearly disclosures of related party transactions of the Company and of the Subsidiaries along with the details of approvals granted by the Audit Committee of the Company or Subsidiaries, if constituted by the Subsidiary, in prescribed format, have been filed with the Stock Exchanges within prescribed timelines.

The disclosures filed with the Stock Exchanges are also uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-results/>.

C. Disclosure of accounting treatment in preparation of financial statements

The Company has adopted Indian Accounting Standards ("Ind AS") effective 1 April 2016.

Accordingly, the Financial Statements of the Company, both on standalone and consolidated basis are complied with Section 129 of the Act and are prepared in accordance with Ind AS notified under Section 133 of the Act read with the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act and the SEBI Listing Regulations, as amended from time to time.

The Annual Audited Standalone Financial Statements including the Consolidated Financial Statements of the Company and the Financial Statements of each of the Subsidiaries and all other documents required to be attached thereto are uploaded and available on the Company's website at <https://mahindralogistics.com/financial-results/>.

The Company publishes its Consolidated and Standalone Financial Results which are subjected to limited review on a quarterly basis. The Audited Consolidated and Standalone Financial Results are published on an annual basis.

D. Prevention of Insider Trading Code and Policies

With an objective to maintain ethical standards while dealing in shares and unpublished price sensitive information ("UPSI") of the Company and in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations") the Company has formulated and adopted the following:

- Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information;

- Policy for determination of "Legitimate Purpose" as part of the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information;
- Code of Conduct for Prevention of Insider Trading in Securities of Mahindra Logistics Limited ("Insider Trading Code");
- Policy and procedure for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information ("UPSI leakage Policy").
- Framework for disciplinary action against Designated Persons violating the SEBI Insider Trading Regulations and/or the Company's Insider Trading Code.

The aforesaid policies and codes are designed to maintain the highest ethical standards of trading in securities of the Company, to regulate, monitor and ensure pre-clearance and reporting of trades by the Designated Persons (including their immediate relatives) identified basis their functional role/seniority in the Company/ its Holding Company/Subsidiary Company (including material Subsidiary), advise designated persons and employees on protection of UPSI and on the compliances and procedures to be followed while dealing with securities and UPSI of the Company including entry in Structured Digital Database, investigation procedure in case of leak/suspected leak of UPSI and cautions them of the consequences of violations.

The Company has an online portal for obtaining Initial and Annual disclosures from the Designated Persons under the Company's Insider Trading Code and the SEBI Insider Trading Regulations. For FY 2023-24, all Designated Persons have affirmed compliance with the Company's Insider Trading Code and the SEBI Insider Trading Regulations, 2015.

SEBI vide its circular SEBI/HO/ISD/ISD/CIR/P/2021/617 dated 13 August 2021 as part of automation, dispensed with the manual filing of disclosures received under Regulations 7(2)(a) and (b) of the SEBI Insider Trading Regulations with the Stock Exchanges. The Company as good governance measure and dissemination of information continue to file disclosure received by the Company for trades carried out by the Promoters, Directors, KMPs and Designated Persons of the Company in excess of ₹ 10 lakhs during the calendar quarter in terms of regulation 7(2) of the SEBI Insider Trading Regulations.

During the financial year under review, Ms. Ruchie Khanna, Company Secretary & Compliance Officer of

the Company ceased to be the Compliance Officer to administer the Insider Trading Code from the closing hours of 31 August 2023. The Board appointed Mr. Saurabh Taneja, CFO, as the Compliance Officer of the Company w.e.f. 1 September 2023.

Further, Mr. Rampraveen Swaminathan ceased to be Chief Investor Relations Officer of the Company for dealing with dissemination of information and disclosure of UPSI w.e.f. close of business hours on 31 August 2023. Consequently, the Board of the Company designated Mr. Saurabh Taneja, CFO, as Chief Investor Relations Officer of the Company for dealing with dissemination of information and disclosure of UPSI w.e.f. 1 September 2023.

E. Structured Digital Database ("SDD") for UPSI

The Company has in place a SDD wherein details of persons with whom UPSI is shared on need-to-know basis and for legitimate business purposes is maintained with time stamping and audit trails to ensure non-tampering of the database. The SDD is maintained internally by the Company and is not outsourced in accordance with the provisions of the SEBI Insider Trading Regulations.

M/s. Makarand Joshi & Co., Secretarial Auditor of the Company has reviewed and certified compliances with respect to maintenance of SDD by the Company as part of the Annual Secretarial Compliance Report for the financial year under review and nil observations were reported by the Secretarial Auditor in this regard.

F. Awareness Initiatives on Prevention of Insider Trading

The Company has an internal awareness programme called - SAVDHAAN INSIDERS for creating awareness amongst Designated Persons on the applicability, reporting and other compliances to be adhered to, closure of Trading window, protection of UPSI, maintenance of Structured Digital Database, FAQs, do's and don'ts, etc. under the Company's Insider Trading Code, UPSI Leakage Policy and the SEBI Insider Trading Regulations.

The Company also has a dedicated e-mail desk that can be reached by the Designated Persons for FAQs, queries and clarifications on the Insider Trading Code, Policies and Regulations. Awareness and trainings are imparted to Designated Persons through sessions, educative e-mail series, SMS, intranet uploads, quiz's etc. There also exists a process to close trading window for matters other than for approval of quarterly/annual financial results for protection of UPSI.

REPORT ON CORPORATE GOVERNANCE (Contd.)

G. Review of the Insider Trading compliances

A detailed report comprising of details of trading plans submitted, if any, pre-clearances given by the Compliance Officer, trades carried out and reported to the Stock Exchanges, trading window closure period, violations, if any, observed, confirmation on maintenance of Structured Digital Database, etc. as recommended in guidance note issued by The Institute of Company Secretaries of India on the Insider Trading Regulations is submitted to the Audit Committee and the Board of the Company for its review on a quarterly basis.

The MD & CEO and the Designated Compliance Officer for the compliances under the SEBI Insider Trading Regulations, certified and confirmed to the Board and the Audit Committee on an annual basis that the systems and internal control for Insider Trading are adequate and are operating effectively to ensure compliance with the SEBI Insider Trading Regulations. The Audit Committee on an annual basis verifies that the internal controls are adequate and operating effectively.

H. System Driven Disclosures

In compliance with the SEBI Circular nos. SEBI/HO/ISD/ISD/CIR/P/2020/168 and SEBI/CIR/CFD/DCR1/CIR/P/2020/181 dated 9 September 2020 and 23 September 2020, respectively, PAN and other prescribed information of all Designated Persons including Promoters, Members of the Promoter Group, is promptly uploaded on the system of the Designated Depository of the Company in the form and manner prescribed therein.

The Company has designated NDSL as its Designated Depository in terms of the said SEBI circulars.

I. Whistle Blower Policy/Vigil Mechanism

The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder, and the SEBI Listing Regulation is implemented through the Company's Whistle Blower Policy. The Whistle Blower Policy provides a mechanism for the Directors, Employees and all the other stakeholders of the Company to report their genuine concerns and provides adequate safeguard against victimisation to those who use such mechanism. The Policy makes provision for direct access to the Chairman of the Audit Committee. The Company also has a Business Ethics Governance Council ("BEGC") which is responsible for steering all activities related to ethics & governance in the Company. The Whistleblower Policy also provides for reporting of Insider Trading violations and reporting of instances of leak of UPSI by the employees.

The Company has a secure, multilingual and independently monitored online ethics portal provided by a Global third-party service provider - Convercent for all stakeholders to report issues related to Code of Conduct violations and other violations.

All stakeholders can raise complaints/violations noticed across the organisation through the following modes available 24x7:

- Online web-portal: <https://ethics.mahindra.com>;
- Toll free hotline number: # 000 800 100 4175;
- Writing to the Company at postal address: Mahindra Logistics Limited, Arena Space, 10th & 11th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari - (East), Mumbai-400060;
- Directly writing to the Chairman of the Audit Committee through e-mail: mlvigil@mahindralogistics.com or by letter addressed to - The Chairman, Audit Committee

c/o Chief Ethics Officer, Mahindra Logistics Limited Arena Space, 10th & 11th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari - (East), Mumbai-400060

An update on Whistle Blower complaints received and resolution thereof is presented to the Audit Committee of the Company on a quarterly basis and same are disclosed in the Board's Report forming Part of this Annual Report. The MD & CEO and CFO of the Company have certified to the Board and Audit Committee that during the financial year under review, no personnel was denied access to the Chairman of Audit Committee of the Board.

J. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the FY 2023-24 is as under:

- Number of complaints pending resolution on 1 April 2023 - 0
- Number of complaints filed during the financial year under review - 11
- Number of complaints resolved during the financial year under review - 10
- Number of complaints pending as on 31 March 2024 - 1

K. Pledge of Equity Shares

No pledge has been created over the equity shares held by either Promoters and/or Promoter Group Shareholders of the Company as on 31 March 2024. Pursuant to Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, M&M, Promoter of the Company, has submitted a declaration to the Audit Committee of the Company and the stock exchanges where shares of the Company are listed, that they along with the Persons Acting in Concert have not made any encumbrance, directly or indirectly, during the FY 2023-24 in respect of the shares held by them in the Company. The said declaration was noted by the Audit Committee.

L. Annual Secretarial Compliance Report

The Annual Secretarial Compliance Report and Secretarial Audit Report for the financial year ended 31 March 2024 are unmodified i.e. they do not contain any qualification, reservation, or adverse remark.

The Secretarial Audit Report in Form No. MR-3 as per the provisions of Section 204 of the Act read with Rules framed thereunder for the financial year ended 31 March 2024 is annexed to the Boards' Report as Annexure III, which forms part of this Annual Report.

The Annual Secretarial Compliance Report for the financial year ended 31 March 2024 in compliance with the Regulation 24A of the SEBI Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated 8 February 2019 read with NSE and BSE circulars dated 16 March 2023 and 10 April 2023 is annexed to this Report as **Annexure C** and forms part of this Annual Report.

The Annual Secretarial Compliance report is also uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-results/secretarial-compliance-reports/>.

C. Shareholding of Key Managerial Personnel of the Company as on 31 March 2024

The Shareholding of KMP of the Company as on 31 March 2024 is as follows:

Name and Designation of KMP	Number of Equity shares held*	% shareholding
Mr. Rampraveen Swaminathan, MD & CEO	60,376	0.08%
Mr. Saurabh Taneja, CFO	NIL	NIL
Mr. Jignesh Parikh, Company Secretary	200	0.00%

*Consolidated on the basis of PAN

M. Loans and advances in the nature of loans to firms/companies in which directors are interested

During the financial year under review, no loans or advances in the nature of loans were made to any Company or Firm in which a Director of the Company was interested.

X. OTHER DISCLOSURES**A. Disclosure of certain type of agreements binding listed entities**

During the financial year under review, there are no agreements reported under clause 5A to para A of part A of Schedule III of the SEBI Listing Regulations which impact the management or control of the Company or imposing any restriction or create any liability upon the Company.

The Company has also posted on its website, the provisions of the Regulation 30A read with clause 5A to para A of part A of Schedule III of the SEBI Listing Regulations, requiring its Shareholders, Promoters, Promoter Group Entities, Related Parties, Directors, Key Managerial Personnel and Employees of the Company or of its Holding, Subsidiary and Associate Company, who are parties to the agreements specified in clause 5A of para A of part A of schedule III of the SEBI Listing Regulation, to inform the Company about the above agreement, if any, to which the Company is not a party, in the template, which can be accessed from the weblink: <https://mahindralogistics.com/shareholder-information/shareholder-information-and-forms/>.

B. Sale, lease or disposal of an undertaking outside Scheme of Arrangement

During the financial year under review, and in terms of Regulation 37A of the SEBI Listing Regulations, the Company has not sold, leased or otherwise disposed off any undertaking of the Company in which the investment of the company exceeds 20% of its net worth or which generates 20% of the total Income of the Company during the previous financial year.

REPORT ON CORPORATE GOVERNANCE (Contd.)

D. Compliance with mandatory requirements

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations including Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations and Paras (2) to (10) mentioned in Part C of Schedule V of the SEBI Listing Regulations during the financial year under review.

A compliance certificate from M/s. Makarand M. Joshi & Co., Secretarial Auditors of the Company certifying compliance by the conditions of Corporate Governance for the Financial Year ended 31 March 2024 in terms of Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the SEBI Listing Regulations is annexed to this report as **Annexure D** and forms part of this Annual Report.

As per the advisory issued by the Stock Exchanges, the Company has a separate section on its website for disclosure of all the information as mentioned under Regulation 46(2) of the SEBI Regulations which can be accessed at the web-link: <https://mahindralogistics.com/disclosures-under-sebi-regulation/disclosures-under-sebi-regulation-462/>.

E. Compliance with non-mandatory requirements

The Company has adopted the following non-mandatory discretionary requirements as specified in Part E of Schedule II of the SEBI Listing Regulations:

- Unmodified Audit Report: For the financial year ended 31 March 2024, there is no audit qualification on the Company's Audited Standalone Financial Statements and Results. The Company continues to adopt best practices to ensure regime of Financial Statements with unmodified opinion in audit report.
- Reporting of Internal auditor: The Internal Auditor of the Company directly reports to the Audit Committee.
- Unmodified Secretarial Audit Report: For the financial year ended 31 March 2024, there is no audit qualification or observation in the Secretarial Audit Report of the Company.
- Separate posts of Chairperson and the MD & CEO: The Company has separate posts of Chairman and MD & CEO. The office of Dr. Anish Shah, Non-Executive Chairman is separate from that of Mr. Rampraveen Swaminathan, MD & CEO of the Company.

- The Company has not granted any special rights or differential voting rights to any shareholder of the Company and all the shares rank pari-passu in all aspects.

F. Details of non-compliance, if any

The Company has complied with all the requirements of the regulatory/statutory authorities, the Stock Exchanges and SEBI on capital markets. There were no instances of any non-compliances by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory/regulatory authority, on any matter related to capital markets, during the last three years. All returns/reports were filed within stipulated time with the Stock Exchanges and other authorities.

No Actions were taken against M&M, Promoter of the Company either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder during the financial year 2023-24.

G. Management Discussion and Analysis

The Management Discussion and Analysis for the financial year under review, as stipulated under Regulation 34(2)(e) read with Part B of Schedule V of the SEBI Listing Regulations, is presented in a separate section and forms part of this Annual Report. It provides mandatory disclosures required under the SEBI Listing Regulations comprising of inter-alia details about the overall industry structure, economic scenarios, operational and financial performance of the Company, business strategy, internal controls and their adequacy, risk management systems and other material developments during the FY 2023-24.

H. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account**i. Unclaimed shares**

The Company did not have any outstanding equity shares lying in the demat suspense account/unclaimed suspense account during FY 2023-24 and as on 31 March 2024.

Further voting rights on none of the equity shares of the Company are frozen. Hence disclosure or reporting in terms of Regulation 34(3) read with Part F of Schedule V of the SEBI Listing Regulations is not applicable/required.

ii. Investor Education and Protection Fund ("IEPF")

There is no unpaid and unclaimed Dividend of previous years or any equity shares on which dividend are unpaid or unclaimed for seven consecutive years or more which have been transferred to IEPF up to 31 March 2024 or are due to be transferred to IEPF during FY 2024-25 in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time.

Details of the unpaid and unclaimed dividends lying with the Company and the last date for claiming the unpaid and unclaimed dividends and their corresponding shares is given below:

Financial Year	Date of declaration of Dividend	Dividend declared per equity share	Total amount of Dividend paid (Gross)	Dividend lying unpaid and unclaimed with the Company	No. of shares on which dividend is lying unpaid and unclaimed with the Company	Last date for claiming unpaid and unclaimed dividend
2022-23	24 July 2023	₹ 2.50/-	₹ 18.01 crores	₹ 31,005.00	12,780	22 August 2030
2021-22	29 July 2022	₹ 2.00/-	₹ 14.39 crores	₹ 24,705.00	12,734	27 August 2029
2020-21	27 July 2021	₹ 2.50/-	₹ 17.94 crores	₹ 29,620.00	12,112	30 August 2028
2019-20	30 July 2020	₹ 1.50/-	₹ 10.74 crores	₹ 29,610.50	20,259	30 August 2027
2018-19	1 August 2019	₹ 1.80/-	₹ 12.86 crores	₹ 31,050.00	17,250	4 September 2026
2017-18	2 August 2018	₹ 1.50/-	₹ 10.67 crores	₹ 32,092.50	21,395	5 September 2025

The Shareholder-wise details of the unpaid and unclaimed dividends lying with the Company as on 31 March 2024 are uploaded and available on the website of the Company at the weblink: <https://mahindralogistics.com/shareholder-information/statement-of-unpaid-dividend/>.

In an endeavor to extend best possible services to our valued Shareholders and other Investors, a process note, application form and list of FAQs for claiming unpaid and unclaimed dividend is uploaded and available on the website of the Company at the weblink: <https://mahindralogistics.com/shareholder-information/dividend/>.

Place : Mumbai

Date : 22 April 2024

ANNEXURE A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members

Mahindra Logistics Limited,
Mahindra Towers, P.K. Kurne Chowk Worli,
Mumbai 400018.

We have examined the relevant disclosures provided by the Directors of **Mahindra Logistics Limited** having **CIN- L63000MH2007PLC173466** and having registered office at **Mahindra Towers, P.K. Kurne Chowk Worli, Mumbai 400018** (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information based on (i) documents available on the website of Ministry of Corporate Affairs as on 12 April 2024 and Bombay Stock Exchange of India Limited and NSE Limited as on 12 April 2024 (ii) Verification of Directors Identification Number (DIN) status at the website of Ministry of Corporate Affairs on 12 April 2024 and (iii) disclosures provided by the Directors to the Company, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority as on 31 March 2024.

Table A

Sr. No.	Name of the Directors	Director Identification Number	Date of appointment in Company	Date of Re-appointment
1.	Dr. Anish Dilip Shah	02719429	02/04/2021	-
2.	Mr. Rampraveen Swaminathan	01300682	04/02/2020	-
3.	Mr. Naveen Raju Kollaickal	07653394	03/09/2020	-
4.	Mr. Ameet Pratapsinh Hariani	00087866	01/05/2022	-
5.	Ms. Avani Vishal Davda	07504739	06/06/2018	30/07/2022
6.	Mr. Darius Dinshaw Pandole	00727320	25/07/2017	25/07/2022
7.	Mr. Dhananjay Narendra Mungale	00007563	29/01/2021	-
8.	Ms. Malvika Sahni Sinha	08373142	30/07/2020	-
9.	Mr. Ranu Vohra	00153547	25/07/2017	25/07/2022

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MMJB & Associates LLP.**
Company Secretaries

Saurabh Agarwal

FCS: 9290

CP: 20907

PR: 2826/2022

UDIN: F009290F000208104

Place: Mumbai
Date: 22 April 2024

ANNEXURE B

DECLARATION ON CODE OF CONDUCT

As required by Regulation 34(3) read with Schedule V(D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members
Mahindra Logistics Limited

I, Rampraveen Swaminathan, Managing Director & CEO of Mahindra Logistics Limited, hereby declare that all the members of the Board and the Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct laid down and adopted by the Company in this regard, for the financial year ended 31 March 2024.

Place: Mumbai
Date: 22 April 2024

RAMPRAVEEN SWAMINATHAN
Managing Director & CEO

ANNEXURE C

SECRETARIAL COMPLIANCE REPORT OF MAHINDRA LOGISTICS LIMITED

For the financial year ended 31 March 2024

To
The Members,
Mahindra Logistics Limited,
Mahindra Towers, P.K. Kurne Chowk
Worli, Mumbai - 400018

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Mahindra Logistics Limited** (hereinafter referred as 'the listed entity'), having its registered office at Mahindra Towers, P.K. Kurne Chowk Worli, Mumbai - 400018. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31 March 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and the reporting made hereinafter:

We, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by the listed entity,
- the filings/submissions made by the listed entity to the Stock Exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31 March 2024 ('Review Period') in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ('Listing Regulations');
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **(Not Applicable to the listed entity during the Review Period)**;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the listed entity;

and circulars/guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period:

- The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters as specified below:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

(b) The listed entity has taken following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 October 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor	NA	No such event during the review period
i.	If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or		
ii.	If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter as well as the next quarter; or		
iii.	If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	Other conditions relating to resignation of statutory auditor	NA	No such event during the review period
i.	Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		
a.	In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.		
b.	In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the Listed entity, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.		
c.	The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.		
ii.	Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 October 2019.	NA	No such event during the review period

* Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

ANNEXURE C (Contd.)

III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	-
3.	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27 (2) of Listing Regulations are accurate and specific which redirects to the relevant document(s)/section of the website.	Yes	-
4.	Disqualification of Director: None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013.	Yes	-
5.	Details related to Subsidiaries of listed entity have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirements of material as well as other subsidiaries.	(a) NA (b) Yes	The Listed entity does not have any Material Subsidiary.
6.	Preservation of Documents: The Listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records is as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	(a) Yes (b) NA	(a) - (b) Please refer Point no .8 (a)
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions have been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	Yes	-
12.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note, etc.	NA	No observation was observed

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **Makarand M. Joshi & Co.**

Company Secretaries

Makarand M. Joshi

Partner

FCS No. 5533

CP No. 3662

PR No: 640/2019

UDIN: F005533F000207691

Place: Mumbai

Date: 22 April 2024

ANNEXURE D

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members,
Mahindra Logistics Limited
Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai - 400018

We have examined the compliance of conditions of Corporate Governance by Mahindra Logistics Limited ('the Company') for the year ended on 31 March 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Makarand M. Joshi & Co.**
Company Secretaries

Makarand M. Joshi
Partner
FCS No. 5533
CP No. 3662

PR No: 640/2019
UDIN: F005533F000207746

Place: Mumbai
Date: 22 April 2024

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

1.	Corporate Identity Number (CIN) of the Listed Entity	L63000MH2007PLC173466
2.	Name of the Listed Entity	Mahindra Logistics Limited
3.	Year of incorporation	24 August 2007
4.	Registered office address	Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai - 400018, Maharashtra
5.	Corporate address	Arena Space, 10 th & 11 th Floor, Plot No. 20, JVL R, Nr. Majas Bus Depot, Jogeshwari (East), Mumbai - 400060, Maharashtra
6.	E-mail	cs.mll@mahindralogistics.com
7.	Telephone	022 6836 7900
8.	Website	www.mahindralogistics.com
9.	Financial year for which reporting is being done	April 2023 to March 2024
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited (NSE Ltd.) & BSE Limited (BSE Ltd.)
11.	Paid-up capital	₹ 72,03,61,510 (as on 31 March 2024)
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Swayantani Ghosh Telephone: 022 6836 7914; E-mail: ghosh.swayantani@mahindralogistics.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis.
14.	Name of assurance provider	Not Applicable.
15.	Type of assurance obtained	Not Applicable.

II. PRODUCTS/SERVICES

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of main activity	Description of business activity	% of Turnover of the entity
1.	Transportation by road	Freight transport services	77
2.	Warehousing services	Supporting transport service	23

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/service	NIC Code	% of total turnover contributed
1.	Freight transport services (transportation by road)	49231	77
2.	Supporting transport service (warehousing services)	52109	23

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

III. OPERATIONS

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	1,000+ operating locations (inclusive of transportation sites)	14	1,014
International	0	0	0

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	28
International (No. of Countries)	0

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Not Applicable. As an organisation, MLL is not directly involved with any export of goods or services.

c. A brief on types of customers

1. Automotive - Mahindra Logistics Limited ("MLL" or "the Company") offers fully integrated solutions spanning multi-modal transportation (inbound and outbound), warehousing solutions, stores and linefeed services, yard management, large contractual workforce management, just-in-time services, aftermarket logistics, return logistics, and layout & process design support, among others, for the automotive industry. With industry expertise, an extensive partner network and state-of-the-art technology, MLL creates value across different sub-sectors of the auto industry. We provide efficiencies derived from bespoke solution design, customised technology and specialised skill building. We optimise cost, quality, and speed for some of the largest OEMs in the auto sector. Our resources and expertise span across sub-segments of auto, such as two-wheelers, four-wheelers, heavy vehicles, tractor & farm, auto components, and auto aftermarket & spares, among others, with footprints all over India.

2. Engineering & Manufacturing - MLL provides services to the Manufacturing and Engineering industries to significantly boost both productivity and effectiveness through various offerings that encompass everything from order management, logistics solutions, production support, and lean warehousing. We ensure our customers consistently meet and exceed expectations at every touchpoint through benchmarking, developing quality and compliance strategies across the entire value chain. We help our customers redefine their solution vision so that the impact is much greater than their expectations. Our resources and expertise are spread across segments like capital goods, heavy machinery/equipment, light engineering products such as castings, forgings, and fasteners, semiconductors, power generation & transmission equipment, and ferrous & non-ferrous metal products & parts, among others, with footprints all over India.

3. FMCG & Consumer Durables - MLL offers integrated solutions from design to delivery, managing warehousing and distribution centres, secondary and last-mile transportation, and optimising distribution systems and networks for FMCG, consumer durables, apparel and large retailers. We provide a whole suite of multi-channel and direct-to-market offerings using best-in-class technology.

4. Pharma - MLL provides differentiated and customised logistics solutions at every step of the supply chain to pharmaceutical and life sciences companies. Our solutions for the pharma industry range from the delivery of raw materials into the manufacturing process to the delivery of finished drugs and medical equipment. From freight forwarding, customs clearance, transportation, and warehousing to the responsible destruction of expired products and refurbishment, we provide integrated solutions to meet the logistics needs of the industry.

5. Telecom - MLL offers a broad base of logistics solutions for network operators of large telecom firms in India. From services such as storage, distributions, and returns to highly

specialised and technical offerings, such as maintenance, network expansion, and critical parts delivery, we offer end-to-end logistics services to the telecom industry. Our pan-India reach and unique sector experience make us the preferred supply chain partner in the telecom industry.

6. Ecommerce - MLL offers complete end-to-end logistics solutions with a focus on speed, safety, and reliable nation-wide delivery services for the e-commerce industry. Understanding scalability, flexibility, focus on customer experience, and leveraging the right technology has made us one of the largest partners in the e-commerce industry. Be it storage and processing, automation and robotics, transportation, or last-mile deliveries, we provide integrated solutions with the highest levels of performance and reach, creating an unmatched blend of capabilities and offerings for the industry. Our solutions come with the advantages of agility and scalability, which gives us the capacity to handle high

volumes of e-commerce transactions during peak season.

7. Commodities - MLL offers customised transportation services as per the requirements and logistics planning for a wide variety of commodities & heavy industries. We apply a blend of network redesign, the best in telematics, and transportation management for cost optimisation and maximising efficiency. We also provide consulting services uniquely designed for each of our customers, coupled with control tower operations for various industries. Our experiences over the years have helped us understand the businesses of our clients effectively. We are equipped to deliver innovative and unique transportation and warehousing solutions. And by understanding the specific requirement, we design a tailor-made solution, combining the required logistics components. The solution can range from a simple freight forwarding service to a highly sophisticated and integrated end-to-end logistics solution.

IV. EMPLOYEES

20. Details as at the end of financial year:

a. Employees and workers (including differently abled)*:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	3,740	3,319	88.74	420	11.23
2.	Other than Permanent (E)	267	260	97.38	7	2.62
3.	Total employees (D + E)	4007	3,579	89.32	427	10.66

* Permanent employees comprise full-time employees and probationers on the payroll of MLL. Other than permanent employees, there are management trainees, fixed term contact and graduate trainees on the payroll of MLL. Workers' category is not applicable to MLL as it is managed by business associates (BAs). One headcount from permanent category identifies as others, hence there is difference in aggregate of male and female employees.

b. Differently abled Employees and workers*:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	10	9	90.00	1	10.00
2.	Other than Permanent (E)	0	0	0.00	0	0.00
3.	Total differently abled employees (D + E)	10	9	90.00	1	10.00

* Workers' category is not applicable to MLL as it is managed by business associates (BAs).

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of females	
		No. (B)	% (B/A)
Board of Directors	9	2	22.22%
Key Management Personnel	3*	0	0.00%

* Key Managerial Personnel includes MD & CEO, CFO and CS.

22. Turnover rate for permanent employees (Disclose trends for the past 3 years)

	FY 2023-24 (Turnover rate)			FY 2022-23 (Turnover rate)			FY 2021-22 (Turnover rate)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	24%	34%	25%	31%	36%	32%	19%	36%	20%

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Mahindra and Mahindra Limited	Holding	58.04	Yes
2	Lords Freight (India) Private Limited	Subsidiary	99.05	Yes
3	2 x 2 Logistics Private Limited	Subsidiary	55.00	Yes
4	MLL Express Services Private Limited (Formerly known as Meru Travel Solutions Private Limited)	Subsidiary	100.00	Yes
5	MLL Mobility Private Limited (Formerly Meru Mobility Tech Private Limited)	Subsidiary	100.00	Yes
6	V-Link Freight Services Private Limited	Subsidiary	100.00	Yes
7	MLL Global Logistics Limited (Incorporated in UK)	Subsidiary	100.00	No
8	Zipzap Logistics Private Limited	Subsidiary	60.00 (On a fully diluted basis)	No

VI. CSR DETAILS

24. (i)	Whether CSR is applicable as per section 135 of Companies Act, 2013:	Yes
(ii)	Turnover (in ₹)	4,529.90 crores
(iii)	Net worth (in ₹)	668.63 crores

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

MLL is committed to conducting its business in accordance with applicable laws, rules, and regulations and the highest standards of business ethics, honesty, integrity, and ethical conduct. MLL has adopted a Code of Conduct for Directors, Senior Management and Employees. This policy is in addition to and an extension of the Code, Policies, and Structure of Corporate Governance. MLL's Whistleblower Policy is available at: <https://mahindralogistics.com/tabs/cms/files/Whistle-Blower-policy.pdf>

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	(If Yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities*	No	-	-	-	-	-	-	-
Investors (other than shareholders)	Yes	https://mahindralogistics.com/tabs/cms/files/MLL%20Investor%20Grievance%20Redressal%20Policy.pdf	0	0	-	0	0	-
Shareholders			0	0	0	0	0	-
Employees and workers	Yes	-	11	1	-	5	0	-
Customers	Yes	-	3025	0	-	3404	388	-
Value Chain Partners	Yes	Our business associates can connect with us at: basupport@mahindralogistics.com	386	0	100% closure	399	7	98% of complaints closed at the end of FY 22-23, 7 complaints were carried forward and closed in FY 23-24

* MLL is well-connected to the urban/rural communities in and around its operations. We have listening mechanisms where we understand the needs of the community and attempt to address them as per our CSR policy and management principles.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Climate, Environment and GHG	R	Transportation being the main activity, we are conscious of our contributions to climate change in the form of emissions.	We are a signatory to the Science Based Target initiative (SBTi) and are committed to becoming carbon neutral by 2040. In addition, we are a member of The Climate Pledge (TCP), collectively putting in efforts along with other member organisations to mitigate climate change.	Negative: Increased operating costs in meeting the environmental standards, low willingness among stakeholders to share/bear the additional cost
2	Customer satisfaction	O	It is among the top priorities and is very important for our continuously growing business.	Continuous formal and informal interactions with customers and annual customer satisfaction surveys assist in understanding the exact requirements and resolution of queries on a periodic basis.	Positive: Improve competitiveness and adapt to client expectations by leveraging our expertise in low-carbon solutions.
3	Energy efficiency	O	Energy efficiency helps organisations in both aspects of environmental impact and cost	This is addressed through our Accelerated Cost Efficiency (ACE) energy efficiency project implemented across locations with set targets	Positive: Cost savings and reduction in negative environmental impact
4	Employee training and development	O	Well-trained employees contribute positively to the operational performance of the organisation	Training needs are identified at the start of the year, and it is ensured that relevant training is imparted to the employees. Training has been incorporated as a mandatory KRA for all employees	Positive: Facilitate a best-in-class employee experience, thereby impacting our ability to attract, hire, train, engage and retain quality talent
5	Ethics and Code of Conduct	R	Employees deviating from the norms of ethics and the code of conduct may have a serious effect on the organisation's reputation	MLL's CoC is a wholesome document and covers all aspects, with regular trainings imparted to employees	Negative: Impact on the Company's reputation and stakeholder trust

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	Focus on renewable energy	O	Renewable Energy helps organization reduce their environmental impact.	All our new BTS and select brownfield facilities have rooftop solar installations.	Positive: Ensuring sustainable growth of the Company with contributions towards the environment
7	Occupational health and safety	R	Health & safety is among the top priorities, as any accident has a major impact in terms of cost, life, and reputation, among others	MLL is ISO 45001 certified, and regular trainings are imparted to employees across locations through various channels	Negative: Impact on the Company's reputation and employees & partners' trust in the organisation
8	Corporate governance	R	Strong corporate governance helps achieve the organisation's purpose and mission and mitigates risk that undermines stakeholder trust, reputation and disrupts business.	Corporate governance framework	Negative: Impact on the Company's reputation and stakeholder trust
9	Supply chain sustainability	O	Functioning on an asset-light model makes our operations heavily dependent on our suppliers or business associates (BAs) and hence sustainable operations of our BA's play a critical role for our operations	BA engagement cell plays a vital role for keeping a regular connect with our BAs ensuring smooth operations, regular updates, conducting awareness sessions, skill building etc. Select BAs were involved in Sustainable Supplier Impact Program organised by UNGC	Positive: Well performing and compliant BAs will provide efficient and uninterrupted services ultimately ensuring smooth and prospering business
10	Community	R	Community is a very important stakeholder for any business and can have extreme impacts positive/negative. The mandate on CSR spend as per the regulations by the government for the community with its publication in public domain is another important aspect that can impact a business activity.	MLL is well connected to the urban/rural communities in and around its operations with listening mechanisms to understand the needs of the community and attempt to address them as per our CSR policy.	Negative: Impact on the Company's reputation and stakeholder trust

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

THIS SECTION IS AIMED AT HELPING BUSINESSES DEMONSTRATE THE STRUCTURES, POLICIES AND PROCESSES PUT IN PLACE TOWARDS ADOPTING THE NGRBC PRINCIPLES AND CORE ELEMENTS.

Disclosure Questions	1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	b. Has the policy been approved by the Board? (Yes/No)	c. Web Link of the Policies, if available
Policy and management processes			
P1 Ethics & transparency	Yes	Yes	https://mahindralogistics.com/tabs/cms/files/Code-of-Conduct-for-Employees-and-Directors.pdf https://mahindralogistics.com/tabs/cms/files/Whistle-Blower-policy.pdf https://mahindralogistics.com/tabs/cms/files/Policy-for-determinig-Material-RPTs.pdf https://mahindralogistics.com/tabs/cms/files/Policy-for-determination-of-materiality-for-disclosure-of-events-or-information.pdf https://mahindralogistics.com/tabs/cms/files/Code-of-Practices-and-Procedures-for-fair-disclosure-of-UPSI.pdf https://mahindralogistics.com/tabs/cms/files/Dividend-Distribution-Policy.pdf MLL's intranet portal (TheHive)
P2 Product responsibility	Yes	Yes	https://mahindralogistics.com/tabs/cms/files/Code-of-Conduct-for-Employees-and-Directors.pdf https://mahindralogistics.com/tabs/cms/files/Policy-for-determinig-Material-RPTs.pdf https://mahindralogistics.com/tabs/cms/files/MLL-Sustainability-Policy.pdf MLL's intranet portal (TheHive)
P3 Human resources	Yes	Yes	https://mahindralogistics.com/tabs/cms/files/Code-of-Conduct-for-Employees-and-Directors.pdf https://mahindralogistics.com/tabs/cms/files/Whistle-Blower-policy.pdf MLL's intranet portal (TheHive)
P4 Responsiveness to stakeholders	Yes	Yes	https://mahindralogistics.com/tabs/cms/files/MLL-Sustainability-Policy.pdf https://mahindralogistics.com/tabs/cms/files/MLL-CSR-Policy.pdf https://mahindralogistics.com/tabs/cms/files/Code-of-Conduct-for-Employees-and-Directors.pdf MLL's intranet portal (TheHive)

Disclosure Questions	1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	b. Has the policy been approved by the Board? (Yes/No)	c. Web Link of the Policies, if available	
P5 Respect for human rights	Yes	Yes	https://mahindralogistics.com/tabs/cms/files/Code-of-Conduct-for-Employees-and-Directors.pdf https://mahindralogistics.com/tabs/cms/files/Policy-for-determinig-Material-RPTs.pdf https://mahindralogistics.com/tabs/cms/files/Whistle-Blower-policy.pdf MLL's intranet portal (TheHive)	
P6 Responsible lending	Yes	Yes	https://mahindralogistics.com/tabs/cms/files/MLL-CSR-Policy.pdf https://mahindralogistics.com/tabs/cms/files/Policy-for-determinig-Material-RPTs.pdf https://mahindralogistics.com/tabs/cms/files/MLL-Sustainability-Policy.pdf MLL's intranet portal (TheHive)	
P7 Public policy advocacy	Yes	Yes	https://mahindralogistics.com/tabs/cms/files/Code-of-Conduct-for-Employees-and-Directors.pdf	
P8 Inclusive growth	Yes	Yes	https://mahindralogistics.com/tabs/cms/files/Code-of-Conduct-for-Employees-and-Directors.pdf https://mahindralogistics.com/tabs/cms/files/MLL-CSR-Policy.pdf MLL's intranet portal (TheHive)	
P9 Customer engagement	Yes	Yes	https://mahindralogistics.com/tabs/cms/files/Code-of-Conduct-for-Employees-and-Directors.pdf MLL's intranet portal (TheHive)	
Disclosure Questions	2. Whether the entity has translated the policy into procedures. (Yes / No)	3. Do the enlisted policies extend to your value chain partners? (Yes/No)	4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	
P1 Ethics & transparency	Yes	Yes	ISO 9001, UNGC Principles, UN SDGs, National Guidelines on Responsible Business Conduct (NGRBC), Great Place to Work (GPTW) Certified, UNWEP Certified	
P2 Product responsibility	Yes	Yes	ISO 9001, ISO 14001	
P3 Human resources	Yes	Yes	ISO 9001, ISO 45001, GPTW Certified	

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

Disclosure Questions	2. Whether the entity has translated the policy into procedures. (Yes / No)	3. Do the enlisted policies extend to your value chain partners? (Yes/No)	4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.
P4 Responsiveness to stakeholders	Yes	Yes	ISO 9001, ISO 14001, ISO 45001
P5 Respect for human rights	Yes	Yes	ISO 45001, GPTW Certified, UNGC Principles
P6 Responsible lending	Yes	Yes	ISO 9001, ISO 14001, ISO 45001
P7 Public policy advocacy	Yes	Yes	ISO 9001, GPTW Certified
P8 Inclusive growth	Yes	Yes	ISO 9001, GPTW Certified, UNWEP Certified
P9 Customer engagement	Yes	Yes	ISO 9001, ISO 27001

Disclosure Questions	5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.
P1 Ethics & transparency	MLL has ESG and other business commitments with detailed goals & yearly targets, and the progress against these targets is communicated through the Integrated Annual Report and other stakeholder disclosures, such as investor presentations in the public domain. Commitments: 1. Carbon neutrality by 2040. 2. Approved Science Based Targets initiative by SBTi. a. Reduce 88% of Scope 1 and 2 emissions per employee by 2033, with 2018 as the base year. b. Reduce 69% of Scope 3 emissions per million km by 2033, with 2018 as the base year. 3. MLL is a signatory to The Climate Pledge, a commitment to being net zero carbon by 2040. a. We measure and report greenhouse gas emissions on a regular basis. b. Implement decarbonisation initiatives: like efficiency improvements, renewable energy, material reductions, reducing transport carbon footprint, introducing EVs and enhancing the eDel fleet, low-carbon fuels like CNG, the use of multimodal transport like rail, load consolidation & route optimisation and other carbon emission elimination strategies. c. Define strategy and take actions to neutralise any remaining emissions with additional, quantifiable, real, permanent, and socially beneficial offsets to achieve net zero annual carbon emissions by 2040.	
P2 Product responsibility		
P3 Human resources		
P4 Responsiveness to stakeholders		
P5 Respect for human rights		
P6 Responsible lending		
P7 Public policy advocacy		
P8 Inclusive growth		
P9 Customer engagement		

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements.	MLL is committed to delivering a sustainable future by accelerating commerce and empowering communities to RISE. The Company's sustainability strategy is linked to its business strategy, as we aspire to be an employer of choice, a provider of choice, and an investment of choice. Information on ESG-related challenges is elaborated in the Managing Director & CEO's Message in this report.
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Rampraveen Swaminathan Managing Director & CEO
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The CSR Committee of the Board oversees business responsibility and progress on our sustainability ambitions. The CSR Committee of the Board constituted in compliance with the provisions of the Act read with the applicable rules made thereunder consists of four Directors as on 31 March 2024, of whom one half are Independent Directors. Details of the composition of the CSR Committee as on 31 March 2024 is given hereunder: Mr. Ranu Vohra, Independent Director - Chairman Ms. Malvika Sinha, Independent Director - Member Mr. Rampraveen Swaminathan, Managing Director and CEO - Member Mr. Naveen Raju, Non-Executive Director - Member

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/ Any other Committee									Frequency (Annually/Half yearly/Quarterly/ Any other - please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Committee of the Board									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Committee of the Board									Annually								
11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.										P1 P2 P3 P4 P5 P6 P7 P8 P9 Yes. TUV Rheinland (ISO9001, 14001 and 45001), DNV (independent assurance as a part of the Mahindra Group sustainability report)								

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Not Applicable

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 - BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	On-going- Multiple trainings throughout the year	Familiarisation sessions for the Directors of the Company cover issues related to Safety, Health and Environment, Strategy/Industry Trends, Ethics & Ethics, Governance and Legal & Regulatory matters. These matters are also regularly discussed and deliberated upon in Board meetings, the Board's Audit Committee meetings, and other committees. Details of familiarisation programmes given to Directors are available at: https://mahindralogistics.com/tabs/cms/files/Familiarization%20Program%20for%20Independent%20Directors%20FY%202024.pdf and also disclosed in the Report on Corporate Governance, forming part of this Integrated Annual Report.	100%
Key Managerial Personnel	2	- MLL Code of Conduct - Prevention of sexual harassment	50%

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Employees other than BoD and KMPs	-	- MLL Code of Conduct - Prevention of sexual harassment - Diversity & Inclusion	-100% (This has been covered by making employees go through the Code of Conduct policy and it in the HRMS system). -51% (PoSH) -37% (D&I)

Workers' category is not applicable to MLL as it is managed by business associates (BAs).

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

NGRBC Principle	Monetary			
	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/fine	Department of Commercial Tax, Telangana	1.75 Crores	Note 1	Yes
Settlement	Nil	Nil	Nil	Nil
Compounding fee	Nil	Nil	Nil	Nil
Non-Monetary				
Imprisonment	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil

Note 1: The Company had filed an appeal with the Telangana VAT Appellate Tribunal for Assessing Officer disallowing VAT levied by the Company at 5% under the Composite Scheme. For period April 2015 to June 2017, the Assessing Officer had ordered levy of VAT @ 14.5% under section 4(8) of the Telangana Value Added Tax Act, 2005 and issued demand order of ₹ 13.98 crore and penalty of ₹ 3.50 crore. Being aggrieved by order, the Company had preferred an appeal before the Appellate Tribunal against the penalty.

The Office of the Addl. Commissioner of State Tax at Telangana State, Hyderabad has vide its Order dated 11 October 2023 partially allowed the appeal filed by the Company and granted conditional stay on 50% of the disputed penalty (₹ 1.75 crore) and directed the Company to pay balance portion of 50% of the disputed penalty with the Appellate Deputy Commissioner, Punjagutta Division, Hyderabad. ("ADC") excluding the amount which has already been paid by the Company to the ADC.

Accordingly, the petition filed by the Company for stay of penalty is partially allowed. The stay will be in force till disposal of the appeal by the ADC.

The Company has made the disclosures on the above to the Stock Exchanges on 14 August 2023 and further development on 13 October 2023.

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institution
During the financial year 2023-24, with respect to the case mentioned in Note 1 in Question 2 above, the Company has preferred an appeal before the Telangana VAT Appellate Tribunal against the penalty.	

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

4. Does the entity have an anti-corruption or anti-bribery policy?

If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. MLL's Code of Conduct is a comprehensive document that covers applicable laws and regulations, including anti-bribery, anti-corruption, and ethical handling of conflicts of interest. It guides us to set a common standard of ethical approach that consistently reflects in our behaviour and business dealings.

<https://mahindralogistics.com/tabs/cms/files/Code-of-Conduct-for-Employees-and-Directors.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2023-24	FY 2022-23
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	22	17
Workers	0	0

6. Details of complaints with regard to conflict of interest:

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable.

8. Number of days of accounts payables (Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2023-24	FY 2022-23
Number of days of accounts payables	85 days	81 days

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases are made from	Nil	Nil
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	Nil	Nil
	b. Number of dealers/distributors to whom sales are made	Nil	Nil
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	Nil	Nil
Share of RPTs in	a. Purchases (Purchases with related parties/Total Purchases)	4.36%	2.25%
	b. Sales (Sales to related parties /Total Sales)	66.01%	60.20%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	Nil	100%
	d. Investments (Investments in related parties /Total Investments made)	88.94%	79.58%

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
36	Vendor Code of Conduct (Ethics, Human Rights, Environment & Safety), Women Empowerment, Communication Skills, and Digital Onboarding & Payment Process, among others. The Sustainable Supplier Impact Programme (SSIP), developed on UNGC principles was conducted for our Business Associates.	Not Available

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes The Company has processes in place to avoid/manage conflicts of interest involving members of the Board. Every Board member discloses the names of the entities or arrangements in which they are interested, which are brought to the attention of the Board, wherever required.

The Board of the Company, including its subsidiaries, has adopted a Code of Conduct for Directors, Senior Management, and Employees that provides direction and principles to be followed while performing duties, manages conflicts, and conducts its activities in an ethical and transparent manner. The Code specifically requires that any person who considers that they are potentially in a situation of conflict of interests owing to their other activities outside the Group, family relationships, personal assets, or any other reason, should immediately notify this fact to the Chairman of the Board (in the case of Directors), who will review the question and determine a proper course of action, including whether consideration or action by the full Board is necessary.

Directors involved in any conflict or potential conflict situations should recuse themselves from any discussions or decisions concerning those matters.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

PRINCIPLE 2 - BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	5.30%	5.98%	Introduction of customised 2W in our last-mile delivery fleet to mitigate our emissions.
Capex	19.35%	33.96%	Electrical vehicles (eDel) for electrifying last-mile delivery. MHEs, which are battery-operated and benefit the environment.

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No).**

Yes.

- b. If yes, what percentage of inputs were sourced sustainably?**

We are a 3PL Company and do not source raw materials. However, most of our procurement decisions follow the principles of sustainable sourcing. Some examples are:

- Electric vehicles for electrifying our last mile delivery business eDel (>35% electrified operations). In addition to EVs, MLL is also using alternate fuel based vehicles like CNG.
- Eco-pallets replacing plastic pallets: A new sustainable product Eco-pallets that are made from post-consumer recycled wood with a patented Polyurethane coating. Around 2500 eco-pallets were deployed at majority of our warehouses across all business verticals. We are in the process of developing other local vendors capable of sourcing environment friendly pallets.
- Renewable Energy(RE) constituted to around 11% of MLL's total energy consumption. RE is generated on site through the Solar rooftop panels set up at our BTS and few other facilities.
- Use of green concrete without compromising on the strength and avoiding emissions. Around 200 tonnes of CO₂e avoided by using green concrete at our BTS facility. Plan to ensure use of green concrete at all new upcoming facilities.
- Green Infrastructure: We have curated built-to-suit warehouses (BTS), a customer offering that primarily consists of IGBC-certified green warehouses. Our head office in Mumbai and regional offices in Hyderabad and Delhi are based in IGBC-certified green buildings. We have charging infrastructure for EVs at our BTS facilities.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

MLL is a 3PL Company that is mainly a service provider and not into the production of finished goods. The Company only deals with providing services, with respect to warehousing and transport solutions to clients, while focussing on the utilisation of low-carbon materials and circularity.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).**

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not Applicable.

LEADERSHIP INDICATORS

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

MLL is a 3PL company that is mainly a service provider and not into the production of finished goods. Till date, MLL has not conducted any LCA study for any of the services that we are providing as a part of our business.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Not Applicable. MLL is a 3PL Company, and we don't manufacture any products.

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Not applicable. MLL is a 3PL Company, and we don't manufacture any products.

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

Not applicable. MLL is a 3PL Company, and we don't manufacture any products.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Not applicable. MLL is a 3PL Company, and we don't manufacture any products.

PRINCIPLE 3 - BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. **a. Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Total Permanent and Other than Permanent Employees											
Male	3,579	3,579	100	3,579	100	0	0.00	3,579	100	0	0.00
Female	427	427	100	427	100	427	100	0	0.00	8	1.88
Total	4,007	4,007	100	4,007	100	427	10.65	3,579	89.31	8	0.20

The reported figures indicate total employees eligible for the benefits during the reporting year.

- b. Details of measures for the well-being of workers:**

This category is not applicable to MLL.

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format -**

	FY 2023-24	FY 2022-23
Cost incurred on well- being measures as a % of total revenue of the Company	0.18%	0.14%

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Y	100	100	Y
Gratuity	100	100	Y	100	100	Y
ESI	17	82	Y	20	83	Y

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes. MLL is committed to the recruitment of people with disabilities. Roles were identified at the corporate office as well as at various operations sites for persons with disabilities so that they could be provided with an opportunity to develop their careers in their respective areas of specialisation. The organisation identified and engaged with specific partners, specialising in hiring and sensitisation with respect to persons with disabilities. To ensure that the work environment was conducive, infrastructural modifications were made based on an audit conducted by an external consultant.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the entity has a diversity and inclusion policy and MLL Code of Conduct that ensure equal opportunity. <https://mahindralogistics.com/diversity-inclusion/>

5. Return to work and Retention rates of permanent employees and workers that took parental leave*.

Gender	Permanent employees	
	Return to work rate	Retention rate
Male	91.00%	81.00%
Female	84.00%	40.00%
Total	87.50%	60.50%

* Workers' category is not applicable to MLL as it is managed by business associates (BAs).

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief*.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Employees	Yes. A dedicated Appraisal Grievance Redressal mechanism is in place that addresses employee grievances in a timely and effective manner and provides employees with a forum to have their concerns addressed.
Other than Permanent Employees	Yes. The Sanjeevani programme has been curated for the benefit of other than permanent employees to ensure that there is higher engagement and productivity. There are regular Sanjeevani sessions, works committee sessions, and tool-box sessions that are conducted to guarantee that there is a platform to raise their concerns. Through these sessions, grievances are reviewed and addressed for resolution.

* Workers' category is not applicable to MLL as it is managed by business associates (BAs).

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity*:

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of Employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent and Other than Permanent Employees	4,007	426	11	3,946	440	11
- Male	3,579	426	12	3,603	431	12
- Female	427	0	0	343	9	3

* Workers' category is not applicable to MLL as it is managed by business associates (BAs).

8. Details of training given to employees and workers*:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	3,943	2,172	55	2,842	72	3,603	2,810	78	3,009	86
Female	498	191	38	397	80	343	185	54	271	79
Total	4,441	2,363	53	3,239	73	3,946	2,995	76	3,370	85

* Workers' category is not applicable to MLL as it is managed by business associates (BAs).

The reported figures indicate total number of employees that received training throughout the reporting year (1st April 2023 to 31st March 2024) and hence will be more than the figures reported as a part of the employee count (reported as on 31st March 2024).

9. Details of performance and career development reviews of employees and worker*:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	3,205	3,205	100%	3,603	2,462	66%
Female	414	414	100%	343	255	74%
Total	3,619	3,619	100%	3,946	2,717	69%

* Workers' category is not applicable to MLL as it is managed by business associates (BAs).

The reported figures indicate total employees that are eligible for performance review for the period.

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No)

Yes.

If yes, the coverage such system?

Yes, MLL is certified for Integrated Management System (IMS), which consists of (ISO45001:2018 (Occupational Health and Safety Management System - OHSMS/ ISO14001:2015 Environment Management System (EMS)/ ISO9001:2015 Quality Management System (QMS)) ISO certification.

MLL also follows The Mahindra Safety Way (TMSW) standard consisting of 25 process parameters and 8 result parameters as per the Mahindra & Mahindra Central Safety Council (CSC).

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Work-related hazards are identified under Hazard Identification and Risk Assessment (HIRA) as per the ISO 45001:2018 standard.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.

Yes. We have a web-based and mobile application M-Safe (<https://safety.mahindralogistics.com>), for reporting unsafe acts, unsafe conditions, near misses, first aid cases, road incidents, fire incidents, non-reportable, and reportable incidents.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services?

Yes. MLL has well-established procedures for health checkups and medical support for their staff as per HR policy.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0.01
Total recordable work-related injuries	Employees	0	0
	Workers	0.16	0.37
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

* Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

- Risk Assessment and Mitigation Plan
- Inspection/Audit and Measurement
- Competency development through trainings (Fire Safety, Material Handling safety, Electrical Safety, Emergency Preparedness, etc.)
- Review mechanism
- Emergency Response Plan
- ARVR (Augmented Reality Virtual Reality) training module on Fire Safety & Electrical Safety, MHE safety and Transportation Safety
- Tracking and closure of Unsafe Acts & Unsafe Conditions (90%)
- Bi-month safety them base inspection
- Safety observation tour (SOT).
- Reporting and closure of Unsafe Acts & Unsafe Conditions through web-based and mobile application M-Safe (<https://safety.mahindralogistics.com>)

13. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	40,733	5,280	87.03% closure	28,100	26	99.90% closure
Health Safety	24,515	2,197	91.03% closure	18,651	11	99.94% closure

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

- Forming Incident Investigating Team- The line management will form the team within 8 hours of the occurrence of the incident.
- Determining Facts - Incident investigating team will perform tasks like scene recreation through photographs, seek inputs from key personnel like the operator/supervisor, among others.
- Determining Key Factors- Key factors are those circumstances that may have contributed to the occurrence of an incident. This will be determined by performing a root cause analysis.
- Determine Systems to be Strengthened - The systems that need to be strengthened will be identified by determining the key factors.
- Recommending Corrective & Preventive Actions - Based on the key factors determined, corrective and preventive actions will be recommended.
- Documentation & Communication of Findings- The incident investigation report will be made and submitted by the team leader to the leadership team.

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of

- Employees - Yes
- Workers - Not Applicable.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Yes. It is ensured that all clauses on human rights-related aspects like minimum wages, working hours, and freedom of association are part of the Vendor Code of Conduct. Each value chain partner must sign the Vendor Code of Conduct and abide by the clauses. We have a compliance tool in place that tracks the entity's and BA's monthly statutory compliances, which are audited on a monthly basis by our compliance partner. Also, our location HR conducts random checks on BA's statutory payments.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	0	0	0	0
Workers	0	0	0	0

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

No.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100%
Working Conditions	100%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners

- a. Hazard Identification and Risk Assessment
- b. Behavior based Safety
- c. Work Permit System
- d. Contractor safety Management
- e. Transportation Safety
- f. Electrical Safety management
- g. Personal Protective Equipment
- h. Fire Safety Management
- i. Material Handling Safety
- j. Lock Out Tag Out process.
- k. Incident Management
- l. Work at Height Safety
- m. Management of Change
- n. Confined Space Entry
- o. Machine Guarding

PRINCIPLE 4 - BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.

Stakeholder engagement remains a cornerstone of our operations. Our commitment to collaboration and mutual benefit continues unchanged from the previous year. As a third-party logistics provider, we recognise the indispensable role stakeholders play in fostering the sustainable growth of our Company. Understanding and addressing their needs remains significant to our service delivery process.

Over the years, through our various programmes we have ensured comprehensive coverage of all stakeholders. This engagement programme is designed to yield value for both our Company and each stakeholder group, considering the diverse requirements of different business verticals and their contributions to delivering exceptional service.

We remain steadfast in our dedication to fostering collaborative partnerships that benefit all involved parties.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder group	Whether identified as vulnerable & marginalized group (Yes/No)	Channels of communication (Email, SMS, newspaper, pamphlets, advertisement, community meetings, notice board, website), other	Frequency of engagement (annually/ half yearly/ quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Other	Others - Ad-hock, as necessary	Satisfaction surveys, personal visits, newsletters, health & safety training & awareness programmes for the employees of customers, a Control Tower for complete visibility of fleet movement, and participation in the launch of new operations/products.
Employees	No	Other	Others - please specify	Training & capacity building, newsletters, surveys, organisational communication platforms, reward & recognition, and employee involvement in the CSR activities of the Company.
Business partners	No	Other	Others - please specify	<ul style="list-style-type: none"> • Office visits, periodic mailers, newsletters, meetings with the CEO and senior leadership. • Training drivers on safe driving. • Business partner development, reward & recognition programmes, toll-free helpdesk, satisfaction surveys, and involvement in the Company's CSR activities.
Shareholders/ investors	No	Newspaper	Others - please specify	Press releases, statutory & voluntary disclosures, personal meetings, and presentations.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

Stakeholder group	Whether identified as vulnerable & marginalized group (Yes/No)	Channels of communication (Email, SMS, newspaper, pamphlets, advertisement, community meetings, notice board, website), other	Frequency of engagement (annually/ half yearly/ quarterly/ others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Government & regulators	No	Other	Others - please specify	Policy interventions in the interest of the industry through trade bodies.
Local communities	Yes	Other	Others - please specify	Various CSR activities, in association with NGOs, or directly based on need assessment, and employee volunteering, among others.

LEADERSHIP INDICATORS

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Sustainability leadership starts with our Board of Directors and extends throughout MLL. 'ESG mandate' is a part of our CEO policy and priorities, which are cascaded to all business verticals with targets. Considering the key challenges and opportunities sustainability presents to the company, a Risk Committee and Corporate Social Responsibility (CSR) Committee have been constituted at the Board level to oversee the Company's policies, programmes, and strategies related to environmental stewardship, climate change, responsible investment, corporate citizenship, health and safety, human rights, human capital management and ESG risk management; as well as other social and public matters of significance to the company. The CSR committee also reviews and monitors the development and implementation of the Company's sustainability roadmap and reviews the Company's public disclosures with respect to Business Responsibility and Sustainability Report (BRSR) mandated by the Security Exchange Board of India (SEBI). The Sustainability and CSR functional head is accountable for presenting Company strategy, action and performance on ESG materials to the Board of Directors (BOD) and CSR committee at the Board at a regular interval.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes. Our ESG aspirations are based on material topics based on our stakeholder consultations. The top material topics were shortlisted and prioritised based on their impact on our stakeholders and our business.

For 2022-23, senior leaders of the organisation were engaged in the materiality matrix refresh and identified key issues pertaining to ESG were considered for the current reporting year as well. The material issues identified after this exercise were used in this report and other strategic decisions of the organisation.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.

We focus on promoting building communities, education, including special education, vocational skill development, especially among girls, youths, LGBTQIA+ people, and people with disabilities and restoring the environment. In FY 2023-24, skill development training was imparted to 59 LGBTQIA+, 50 PWDs and 110 women from marginalised communities. MLL provides educational support to girls through our flagship project, Nanhi Kali, an initiative of the K.C. Mahindra Education Trust, which aims to ensure that every girl child in India has access to education. The programme targets beneficiaries from backward communities in Barabanki (Uttar Pradesh) and Nashik (Maharashtra). Moreover, around 867 girls benefitted from this project.

PRINCIPLE 5 - BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	3,740	3,740	100%	3,603	3,099	86%
Other than permanent	267	267	100%	343	271	79%
Total Employees	4,007	4,007	100%	3,946	3,370	85%

Workers' category is not applicable to MLL as it is managed by business associates (BAs).

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	3,731	2,096	56	1,635	44	3,648	1,616	44	2,044	56
Male	3,311	1,895	57	1,416	43	3,320	1,501	45	1,822	55
Female	420	201	48	219	52	328	115	34	222	66
Other	266	207	78	59	22	298	217	73	77	27
Permanent										
Male	259	201	78	58	22	283	202	72	77	28
Female	7	6	86	1	14	15	15	100	-	-

The difference in the number of employee will be due to the computation cycle that is followed at the organization. Workers' category is not applicable to MLL as it is managed by business associates (BAs).

3. Details of remuneration/salary/wages

a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/wages of respective category	Number	Median remuneration/ salary/wages of respective category
Board of Directors (BoD)@	6	18,66,000	2	17,86,000
Key Managerial Personnel	3*	1,32,42,470	0	N.A.
Employees other than BoD and KMP	3,567	4,04,916	427	4,70,004

@ Excluding MD & CEO who is included in Key Managerial Personnel

* Key Managerial Personnel include the MD & CEO, CFO and CS.

Workers' category is not applicable to MLL as it is managed by business associates (BAs).

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	12%	11%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

An employee grievance redressal policy has been formulated, which ensures that there is a platform for any employee to raise any genuine problem, concern, or grievance about their working environment or working relationship that they wish to seek redressal through a workflow mechanism.

6. Number of complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	11	1		4	0	All cases resolved
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	0	0	0	-
Wages	0	0	0	0	0	-
Other human rights related issues	0	0	0	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	11	5
Complaints on POSH as a % of female employees / workers	27.28%	-
Complaints on POSH upheld	11	5

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Confidentiality of the Complainant

Any complaints or incidents reported are treated with all possible care, sensitivity, and discretion in protecting the sensibilities of the affected person, and no information is divulged publicly or to any third party that can enable identification of the identity of the affected person.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. These are also incorporated as a part of the Vendor Code of Conduct that needs to be ratified by all our business associates.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

None.

LEADERSHIP INDICATORS

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

The organisation has an Employee Code of Conduct (CoC) in place that covers necessary sections pertaining to human rights grievances/complaints. The Code of Conduct outlines the necessary behaviours that are permissible and those that are not. In addition to this, the organisation also has the Speak Up platform, wherein if any employee witnesses or suspects unethical behaviour, including any violation of the MLL COC or a Company policy, they can reach out to the Ethics Helpline. The Mahindra Group (including MLL) has partnered with an external global company, Convercent, which offers a secure and confidential platform to report issues related to MLL COC violations. This platform ensures an open and transparent culture by providing a secure, independent, and transparent mode of logging complaints.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

None.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes. Provisions have been made at specific sites/offices where differently-abled employees operate and where we get differently abled visitors. Our Head Office at Jogeshwari, Mumbai, is one of the examples and well equipped in all senses for the differently abled.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	It is ensured that all clauses on human rights-related aspects like prevention of child labour, forced labour, sexual harassment, and discrimination at the workplace are part of the Vendor Code of Conduct. Each value chain partner must sign the Vendor Code of Conduct and abide by the clauses.
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

None.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

PRINCIPLE 6 - Businesses should respect and make efforts to protect and restore the environment

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

As a growing 3PL business, our focus has been to maintain an adequate scope of reporting across years. Customer demand necessitates setting-up of operations in newer geographies, which often results in the closure of old and the opening of new operational facilities. To enhance the scope of reporting in 2023-24, we added facilities to the scope of sustainability reporting, and therefore the performance on most parameters is not comparable with the previous year's performance. **The scope of reporting for FY 2023-24 was enhanced to 50 locations in comparison to the reporting scope of FY 2022-23, which was 21 locations.**

Parameter	FY 2023-24	FY 2022-23
From renewable sources ((in GJ)		
Total electricity consumption (A)	4,454	296
Total fuel consumption (B)	0	0
Energy consumption sources (C) through other	0	0
Total energy consumed from renewable sources (A+B+C)	4,454	296
From non-renewable sources		
Total electricity consumption (D)	30,756	9,908
Total fuel consumption (E)	4,840	712
Energy consumption sources (F) through other	0	0
Total energy consumed from non-renewable sources (D+E+F)	35,596	10,620
Total energy consumed (A+B+C+D+E+F)	40,050	10,916
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations in Cr)	8.84	2.45
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	198	54
Energy intensity in terms of physical Output	N.A.	N.A.
Energy intensity (Total energy/ Full time employees)	10.00	2.77

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater	0	0
(iii) Third party water (Bottled)	5,564	1,915
(iv) Seawater / desalinated water	NA	NA
(v) Others (Municipality Water Supply)	5,529	7,259
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	11,093	9,174
Total volume of water consumption (in kilolitres)	11,093	9,174
Water intensity per rupee of turnover (Total water consumption / Revenue from operations) (kl/INR Cr)	2.45	2.05
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	54.85	45.61
Water intensity in terms of physical Output	N.A.	N.A.
Water intensity (Total water consumption / Full Time Employees)	2.77	2.33

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

4. Provide the following details related to water discharged:

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment		
- With treatment - please specify level of Treatment		
(ii) To Groundwater		
- No treatment		
- With treatment - please specify level of treatment		
(iii) To Seawater		
- No treatment		
- With treatment - please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment - please specify level of treatment		
(v) Others		
- No treatment		
- With treatment - please specify level of treatment		

Total water discharged (in kilolitres)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

At our select state-of-the-art warehouses, we have established monitoring measures. These measures include warehouse air circulation, DG air emission monitoring, temperature, energy, and water usage in conjunction with heat mapping on the air emission movement of trucks and people throughout the warehouse for operational control. The air emissions due to our warehouse operations are insignificant.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	365	53.7
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	6,117	1,954
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	(tCO ₂ e/INR Cr)	1.43	0.45
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		32.05	9.98
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	N.A.	N.A.
Total Scope 1 and Scope 2 emission intensity (Total emissions/ Full Time Employees)	(tCO ₂ e/FTE)	1.618	0.508

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes. We are committed to becoming Carbon Neutral by 2040. Our strategy to achieve carbon neutrality is guided by our SBTi commitment, which focusses on enhancing energy productivity, increasing the renewable energy mix, refining our emissions targets and avoiding carbon emissions. MLL has aligned with SBTi targets for reducing GHG emissions. Some of these measures include:

- Optimisation of energy utilization, replacing conventional lighting and other energy equipment with technologically advanced energy efficient equipment and utilisation of natural light during the day time. This has resulted in a saving of 21.5 lakh kWh amounting to a reduction of GHG emissions of around 1500+ tCO₂e.
- Electrifying the last mile through eDel and EV deployment in our mobility business.
- Reducing customer carbon footprint with dedicated low carbon solutions.

d. Setting up Solar PV at warehouses.

e. Evaluating the shift in fuel usage from diesel to alternate fuels like CNG/biodiesel/LNG.

f. Shift in modes of transport, i.e., road to rail.

g. Large-scale afforestation.

9. Provide details related to waste management by the entity, in the following format:

Waste management is an important aspect of our warehousing operations which is limited to waste collection, segregation, and disposal to authorised vendors. However, the waste collected is mostly non-hazardous in nature, and the quantities are insignificant.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Being in the service industry at its core, our products are customised logistics solutions catered to a diverse set of industries. Our operations are not waste intensive. The exposure of our operations to hazardous and toxic chemicals is insignificant.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Not applicable. MLL has operational facilities and offices across 28 Indian states. None of these facilities or offices are in ecologically sensitive areas.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not applicable.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).

Yes. As a service provider operating on an asset-light model, the consent to establish or operate is applicable to the Company.

If not, provide details of all such non-compliances, in the following format:

Not Applicable.

LEADERSHIP INDICATORS

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

MLL has planned an internal research-based study to evaluate its presence in water-stressed areas in India. As a result of the study, a detailed plan will be prepared to determine and guide the consumption patterns in these regions.

For each facility / plant located in areas of water stress, provide the following information:

- Name of the area
- Nature of operations

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater	0	0
(iii) Third party water	5,564	1,915
(iv) Seawater / desalinated water	NA	NA
(v) Others (Municipality Water Supply)	5,529	7,259
Total volume of water withdrawal (in kilolitres)	11,093	9,174
Total volume of water consumption (in kilolitres)	11,093	9,174
Water intensity per rupee of turnover (Water consumed / turnover)	2.45	2.05
Water intensity (Total water consumption / Full Time Employees)	2.77	2.33

	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment		
- With treatment - please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment - please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment - please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment - please specify level of treatment		
(v) Others		
- No treatment		
- With treatment - please specify level of treatment		
Total water discharged (in kilolitres)		

At our BTS warehouses and stock yards, wastewater generated is treated in sewage treatment plants and reused for internal domestic purposes and landscaping.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

* Categories considered for reporting are Category 8 and Category 9. Intensity reporting for FY 2023-24 was further enhanced and is as per the GLEC Framework; hence the intensity reported for FY 2022-23 is tCO₂e/Mn km and for FY 2023-24 is gCO₂e/tonne-km.

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	7,27,332	4,29,525
Total Scope 3 emissions per rupee of turnover	tCO ₂ e/INR Cr	160.70	96.32
Total Scope 3 emission intensity	gCO ₂ e/tonne-km	168.6	168

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Refer to Annexure on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo of the Board's Report of the Company.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The Mahindra Logistics - India Business Continuity Plan (BCP), from now on referred to as 'the Plan', contains the information required to recover defined critical services in the event of a disaster or emergency.

More than anything else, the BCP is a living document. It requires maintenance as the applications and technologies we deploy increase in sophistication and complexity. Continued changes in the scope and depth of services provided by Mahindra Logistics must be continually reflected in the contents of the BCP.

Its design will reduce the confusion that is inevitable with a disaster or emergency; and ensure that necessary information and materials for recovery will be available. Identifying requirements and documenting roles and responsibilities before the disaster or emergency (and its confusion) occurs will provide organisational structure and well-defined teams throughout the recovery process. Establishing priority for actions and events, in advance, improves decision-making processes and supports personnel who are quite possibly fulfilling unfamiliar roles in a challenging and uncertain environment. Additionally, it identifies anticipated activities for advanced knowledge and planning by Mahindra Logistics employees. This establishes realistic expectations and promotes the teamwork essential to a successful recovery process.

A disaster or emergency is an unforeseen event, whether man-made or natural, that prevents normal operations and results in potentially ruinous damage to the business, and personnel unless corrective actions are taken. The plan is a guide to ensure the 'Business Continuity' of Mahindra Logistics and our customers' automated applications within documented guidelines by means of providing for emergency management and recovery strategies until critical services approaching normalcy are resumed.

Purpose - The primary purpose of this document is to provide pre-agreed actions for the employees of Mahindra Logistics to respond effectively in the event of a disaster or emergency. The main purpose of this document is to enable the Emergency Response Team to effectively respond to any of the identified or unidentified threats to our business. The responsibilities of the Management Team and other relevant sectional/departmental heads have been identified.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Transportation being the main activity of the business undertaken by MLL and working on the asset light model, i.e., it relies heavily on the value chain partners for the assets required for transportation and is very well aware of their contributions to climate change in the form of emissions. As a result, our value chain partners are undertaking initiatives like the incorporation of EVs in their fleets, the fuel shift from diesel to CNG, and planting trees, among others. Several climate change awareness sessions and workshops are also undertaken involving our BAs.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

- The highlight of the FY 2023-24 was the Sustainable Supplier Impact Programme (SSIP), which was conducted with the assistance of the United Nations Global Compact (UNGC) and Accenture. This programme was conducted by the Group Company and 23 Business Associates (BAs) from MLL participated in this five-month programme. Around 34 BA employees completed the self-learning training modules and the online sessions. All these BA employees were honored with programme completion certificates by UNGC.
- Business Associates are implementing sustainability-related projects at their facilities, which they share on a regular basis and that are in turn reported in our Internal BA Newsletter. These initiatives are also shared with other BAs during visits, with the objective of inspiring them to undertake similar initiatives. However, no assessment for environmental impact was done for our partners.

PRINCIPLE 7 - BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

a. Number of affiliations with trade and industry chambers/ associations.

MLL is part of two important industry associations.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Confederation of Indian Industry (CII)	International
2	CII Institute of Logistics - MOVE	National

3. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

None

LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity:

MLL has a presence across various bodies and committees within the Confederation of Indian Industries (CII). Notably, our representation extends to key platforms such as the CII National Committee on Logistics and the CII Indian Electric Truck Coalition, where we actively contribute to shaping the Roadmap for Electrification of Trucks and exploring retrofitting possibilities in India.

Moreover, MLL actively fosters innovation at national, regional, and local levels through initiatives like Catapult, aimed at nurturing the startup ecosystem, promoting sustainable fuels, electrification, and a net zero emission agenda. To this end, we partner with relevant authorities, business organisations, technology industry associations, educational institutions, and cause-based organisations in India to build mutually beneficial partnerships.

PRINCIPLE 8 - BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Not Applicable.

The Company's average CSR obligation in the three immediately preceding financial years does not exceed ₹ 10 crores. Hence, the Company is not required to undertake an impact assessment, through an independent agency in terms of Rule 8(3)(a) of the Companies (Corporate Social Responsibility) Rules, 2014.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Not Applicable.

3. Describe the mechanisms to receive and redress grievances of the community.

MLL is well connected to the urban/rural communities in and around its operations. We have listening mechanisms where we understand the needs of the community and attempt to address them as per our CSR policy and management principles. We conduct thorough need assessments within our communities periodically, which helps us design our programmes with better community outreach.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	49%	32%
Directly from within India	100%	100%

5. Job creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
Rural	Not available as per specified classification.	
Semi-urban		
Urban		
Metropolitan		

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Not Applicable.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
1	Uttarakhand	Haridwar	37,847

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups?

No. MLL has planned to develop a responsible supply chain management policy and deploy it across business verticals.

(b) From which marginalized /vulnerable groups do you procure?

Not Applicable.

(c) What percentage of total procurement (by value) does it constitute?

Not Applicable.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Not applicable, as the Company does not have any intellectual property owned or acquired (in the current financial year) based on traditional knowledge.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not Applicable.

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Building communities	89,787	100
2	Restoring Environment	9,424 (no. of saplings)	0
3	Education	867	100
4	Skill Development	239	100

* Women, girls, differently abled people, and LGBTQ+ communities are the main vulnerable groups.

PRINCIPLE 9 - BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company firmly focusses on offering the best services to its customers and constantly endeavours to identify and address any area of concern and redress any grievance/complaint that may arise, on priority. All the customer complaints are captured in the system and tracked until a satisfactory resolution is provided to the customer. Control Tower manages and resolves customer queries and complaints in a timely manner and delivers consistent support. Control Tower has a dedicated helpdesk team for handling customer queries and complaints through channels like apps and e-mails. Customer feedback and complaints can be addressed through e-mails to enquiries@mahindralogistics.com.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about Environmental and social parameters relevant to the product, Safe and responsible usage, Recycling and / or safe disposal.

Not Applicable.

3. Number of consumer complaints in respect of the following:

	FY 23-24		Remarks	FY 22-23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy						
Advertising						
Cyber-security						
Delivery of essential services			NIL			
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

4. Details of instances of product recalls on account of safety issues:

Not applicable.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)

Yes. MLL manages information security in conformance with the ISO 27001 standard.

If available, provide a web-link of the policy.

The Policy is available at the intranet of the Company.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

We did not face any issues related to advertising, delivery of essential services, cyber security, or customer data privacy. To ensure cyber safety for the organisation, we are maintaining a secure infrastructure to protect the confidentiality, integrity, and availability of business-critical data. This includes data security, application security, end-point security, network security, and perimeter security. We use advanced security tools and solutions like next-generation firewalls, border routers, IDS, IPS, anti-malware protection, DLP, encryption, and dual-factor authentication, among others, at each layer to ensure the highest level of security. This year's UEM programme was launched by M&M, which included the deployment of advanced security tools like DLP and endpoint security with EDR and MDR. Besides these security measures, we have taken initiative to raise cyber awareness among the end-users to make them understand the nature of cyber-security threats, how threats can jeopardise organisational security, and what employees should do if they encounter a threat.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches

Nil.

b. Percentage of data breaches involving personally identifiable information of customers

0%

c. Impact, if any, of the data breaches

None.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

LEADERSHIP INDICATORS

1. Channels / platforms where information on products and services of the entity can be accessed (provide web-link, if available).

Not applicable. Since the Company is not into the manufacturing of products, the aspects pertaining to product labelling are not applicable.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Not applicable. Since the Company is not into the manufacturing of products, the aspect of safe and responsible usage of products is not applicable.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Refer to Principle 9, Question 6 of Leadership Indicators, in this report.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not applicable) If yes, provide details in brief.

Not applicable. Since the Company is not into the manufacturing of products, and aspects pertaining to product information display are not applicable.

Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole?

Yes. MLL has implemented a comprehensive and continuous customer engagement system to capture consumer satisfaction. This system includes a monthly Service Quality Index Survey to monitor ongoing service quality and an Annual Satisfaction Survey for overall satisfaction assessment. In the reporting year FY 2023-24, we initiated monthly surveys as part of our enhanced Customer Satisfaction System, providing continuous insights into our daily operations.

STANDALONE INDEPENDENT AUDITOR'S REPORT

To

The Members of Mahindra Logistics Limited

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of Mahindra Logistics Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2024 and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024 and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>The Company has investment in unquoted equity instruments in subsidiary - MLL Express Services Private Limited ("MESPL"). The investment is accounted for at cost, less impairment. If triggers for impairment exist on the balance sheet date, the recoverable amounts of the above investments are estimated in order to determine the extent of the impairment loss, if any.</p> <p>Determination of triggers for impairment in value of these investments and recoverable amount, involves significant estimates and judgements, including the cash flow projections and sensitivity analysis of the key assumptions.</p> <p>(Refer note 2.15 and 3 (a) (v) to the standalone financial statements)</p>	<p>Principal Audit Procedures Performed:</p> <ul style="list-style-type: none"> Evaluated the design and tested the operating effectiveness of internal controls implemented by the Company relating to identification of impairment indicators and valuation of investment in subsidiary; Evaluated the objectivity and independence of the specialist engaged by the Company and reviewed the valuation report issued by such specialist; Engaged internal fair valuation expert to test the appropriateness of the management's underlying assumptions such as weighted average cost of capital, terminal growth rate considered and appropriateness of the valuation model used; Compared the Company's assumptions with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rates; Assessed the appropriateness of the forecasted projections of Revenue and EBITDA within the budgeted period based on understanding of the business and sector experience; Performed a sensitivity analysis in relation to weighted average cost of capital; and Assessed the adequacy of the disclosures made in the financial statements.

STANDALONE INDEPENDENT AUDITOR'S REPORT (Contd.)

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Annexures to the Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. Above reports are expected to be made available to us after the date of this auditor's report.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the above reports, if we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and

presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by Section 143(3) of the Act, based on our audit we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
 - With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

STANDALONE INDEPENDENT AUDITOR'S REPORT (Contd.)

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer note 43 to the standalone financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 44 (i) to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 44 (i) to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable. As stated in note 18 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Kedar Raje

(Partner)

Place: Mumbai

(Membership No. 102637)

Date: 22 April 2024

(UDIN: 24102637BKELWL8327)

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Mahindra Logistics Limited ("the Company") as at 31 March 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about

whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely

STANDALONE INDEPENDENT AUDITOR'S REPORT (Contd.)

detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all

material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2024, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Kedar Raje

(Partner)

Place: Mumbai

(Membership No. 102637)

Date: 22 April 2024

(UDIN: 24102637BKELWL8327)

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(I) PROPERTY PLANT AND EQUIPMENT :

- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, (capital work in-progress, including right-of-use assets).
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- b) The Company has a program of verification of property, plant, and equipment, (capital work-in-progress and right-of-use assets) so to cover all the items once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, during the year certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) Based on our examination of the registered sale deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in (property, plant and equipment and capital work-in progress) are held in the name of the Company as at the balance sheet date.
- d) The Company has not revalued any of its property, plant, and equipment (including Right of Use assets) and intangible assets during the year.
- e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(II) INVENTORY :

- a) The Company does not have any inventory and hence reporting under clause (ii) of the CARO 2020 is not applicable.

- b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions on the basis of security of current assets, and hence reporting under clause (ii)(b) of the Order is not applicable..

(III) LOANS, INVESTMENTS ETC :

- (a) The Company has made investments in, but not provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii) (c) to (f) of the Order is not applicable.
- (b) The investments made during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

(IV) SECTION 185 AND 186 :

According to information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of sections 185 or 186 of the Companies Act, 2013, and hence reporting under clause (iv) of the Order is not applicable.

(V) PUBLIC DEPOSITS :

The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(VI) COST RECORDS :

The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

STANDALONE INDEPENDENT AUDITOR'S REPORT (Contd.)

(VII) STATUTORY DUES :

According to the information and explanations given to us, in respect of statutory dues:

- a) Undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, cess, and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, cess, and other material statutory dues in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

- b) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on 31 March 2024 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (₹ In Cr.) [^]
Bihar Value Added Tax	Value Added Tax	Joint Commissioner - Commercial Tax	2013-14	0.02
Telangana Value Added Tax	Value Added Tax	The Telangana VAT Appellate Tribunal	2015-16 to 2017-18	9.05
Service Tax Laws	Service Tax	Commissioner Customs, Central Excise and Service Tax. Naqour	2008-09 to 2009-10	3.68
Goods and Service Tax Act	Goods and Service Tax	Commissioner of Appeals	2017-18 to 2021-22	138.31
Income Tax	Income Tax	High Court, Bombay	2017-18	3.12

[^]Net of ₹ 16.75 Cr. paid under protest

(VIII) UNDISCLOSED INCOME:

There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(IX) BORROWINGS:

- a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associate, or joint venture.
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint venture or associate company.

(X) ISSUE OF SECURITIES :

- a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x) (b) of the Order is not applicable to the Company.

(XI) FRAUD :

- a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

- b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.

(XII) NIDHI COMPANY :

The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(XIII) RELATED PARTIES :

In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(XIV) INTERNAL AUDIT :

- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered, the internal audit reports issued to the Company during the year and covering the period up to 31 March 2024 for the period under audit.

(XV) NON-CASH TRANSACTIONS :

In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary company or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(XVI) 45-IA :

- a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- d) The Group has more than one CIC as part of the group. There are four CIC forming part of the group.

(XVII) CASH LOSS :

The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(XVII) RESIGNATION OF STATUTORY AUDITORS :

There has been no resignation of the statutory auditors of the Company during the year.

(XIX) ABILITY TO PAY LIABILITIES :

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(XX) CSR UNSPENT AMOUNT :

The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells LLP**

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Kedar Rajee

(Partner)

Place: Mumbai

(Membership No. 102637)

Date: 22 April 2024

(UDIN: 24102637BKELWL8327)

STANDALONE BALANCE SHEET AS AT 31 MARCH 2024

(₹ Crores)			
Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
ASSETS			
I Non-Current Assets			
(a) Property, Plant and Equipment	4	189.63	179.75
(b) Right of Use Asset	4	332.31	358.73
(c) Net Investment in Lease	39	17.07	23.66
(d) Capital Work-in-Progress	5	0.30	3.25
(e) Intangible Assets	6	6.91	12.52
(f) Intangible assets under development	7	-	0.34
(g) Financial Assets			
(i) Investments	9	331.99	194.84
(ii) Loans	15	4.40	4.40
(iii) Other Financial Assets	11	63.65	77.24
(h) Deferred Tax Assets (Net)	12	28.65	24.19
(i) Income Tax Assets (Net)	16	94.35	118.70
(j) Other non-current assets	13	29.09	19.24
Total Non-Current Assets		1,098.35	1,016.86
II Current Assets			
(a) Inventories	8	-	0.41
(b) Financial Assets			
(i) Investments	9	-	65.04
(ii) Trade Receivables	10	508.92	451.38
(iii) Cash and Cash Equivalents	14 (I)	15.31	114.64
(iv) Bank Balances other than (iii) above	14 (II)	0.02	0.01
(v) Other Financial Assets	11	427.66	388.50
(c) Other Current Assets	13	77.98	79.83
(d) Assets held for sale (Disposable group)	34	-	42.08
Total Current Assets		1,029.89	1,141.89
Total Assets		2,128.24	2,158.75
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	72.04	71.98
(b) Share Application Money		0.01	0.06
(c) Other Equity	18	603.41	555.94
Total Equity		675.46	627.98
Liabilities			
I Non-Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	39	263.02	299.21
(b) Provisions	21	13.92	13.37
(c) Other Non-Current Liabilities	22	4.91	5.98
Total Non-Current Liabilities		281.85	318.56
II Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	82.00	150.00
(ii) Lease Liabilities	39	118.75	105.51
(iii) Trade Payables			
a) Due to Micro and Small Enterprises	23	98.13	66.12
b) Other than Micro and Small Enterprises	23	834.74	826.61
(iv) Other Financial Liabilities	20	14.19	17.87
(b) Provisions	21	4.14	3.71
(c) Current Tax Liabilities (Net)	16	3.65	3.65
(d) Other Current Liabilities	22	15.33	16.20
(e) Liabilities held for sale (Disposable group)	34	-	22.54
Total Current Liabilities		1,170.93	1,212.21
Total Equity And Liabilities		2,128.24	2,158.75

The accompanying notes 1 to 45 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm Registration No: 117366W/W-100018

Kedar Raje
Partner
Membership No: 102637

Mumbai, 22 April 2024

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Saurabh Taneja
Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Jignesh Parikh
Company Secretary
Membership No: ACS20413

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024

(₹ Crores)			
Particulars	Note No.	Year ended 31 March 2024	Year ended 31 March 2023
I Revenue from operations	24	4,529.90	4,458.90
II Other Income	25	13.30	12.04
III Total Income (I + II)		4,543.20	4,470.94
IV EXPENSES			
(a) Cost of materials consumed	26	0.41	6.58
(b) Changes in inventories of finished goods	27	-	0.45
(c) Operating Expenses	28	3,829.38	3,792.86
(d) Employee benefits expense	29	284.94	289.04
(e) Finance costs	30	44.11	41.42
(f) Depreciation and amortisation expense	31	177.54	169.17
(g) Other expenses	32	122.78	93.68
Total Expenses		4,459.16	4,393.20
V Profit before exceptional items and tax (III - IV)		84.04	77.74
VI Exceptional items	33	1.51	2.70
VII Profit before tax (V + VI)		85.55	80.44
VIII Tax Expense			
(a) Current tax	35	28.27	18.69
(b) Deferred tax	35	(4.70)	(2.78)
Total Tax Expense		23.57	15.91
IX Profit After Tax (VII - VIII)		61.98	64.53
X Other comprehensive income			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans		0.89	1.57
(b) Income tax relating to items that will not be reclassified to profit or loss		(0.25)	(0.40)
Total Other comprehensive income		0.64	1.17
XI Total comprehensive income for the year (IX + X)		62.62	65.70
XII Earnings per equity share (face value ₹ 10/- per share)			
(a) Basic (in ₹)	36	8.60	8.97
(b) Diluted (in ₹)	36	8.58	8.94

The accompanying notes 1 to 45 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm Registration No: 117366W/W-100018

Kedar Raje
Partner
Membership No: 102637

Mumbai, 22 April 2024

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
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Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Jignesh Parikh
Company Secretary
Membership No: ACS20413

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2024

(A) EQUITY SHARE CAPITAL

Particulars	Number of Shares	(₹ Crores)	
		Equity share capital	
Balance as at 1 April 2022	71,871,618	71.87	
Changes in Equity Share Capital due to prior period errors	-	-	
Restated balance at the beginning of the current reporting period	71,871,618	71.87	
Changes in equity share capital during the year:			
Exercise of Employee Stock Options	105,412	0.11	
Balance as at 31 March 2023	71,977,030	71.98	
Balance as at 1 April 2023	71,977,030	71.98	
Changes in Equity Share Capital due to prior period errors	-	-	
Restated balance at the beginning of the current reporting period	71,977,030	71.98	
Changes in equity share capital during the year:			
Exercise of Employee Stock Options	59,121	0.06	
Balance as at 31 March 2024	72,036,151	72.04	

(B) OTHER EQUITY

Particulars	Reserves & Surplus			Total
	Securities premium	Equity-settled employee benefits reserve	Retained earnings	
Balance as at 1 April 2022	120.16	10.15	372.62	502.93
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	120.16	10.15	372.62	502.93
- Exercise of Employee stock options	4.96	(4.96)	-	-
- Share based payment to employees	-	1.70	-	1.70
- Dividend paid on Equity Shares	-	-	(14.39)	(14.39)
Total Comprehensive income for the year				
- Profit for the year	-	-	64.53	64.53
- Actuarial gain transferred to retained earnings	-	-	1.17	1.17
Balance as at 31 March 2023	125.12	6.89	423.93	555.94

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2024

(₹ Crores)

Particulars	Reserves & Surplus			Total
	Securities premium	Equity-settled employee benefits reserve	Retained earnings	
Balance as at 1 April 2023	125.12	6.89	423.93	555.94
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	125.12	6.89	423.93	555.94
- Exercise of Employee stock options	2.93	(2.93)	-	-
- Share based payment to employees	-	2.86	-	2.86
- Dividend paid on Equity Shares	-	-	(18.01)	(18.01)
Total Comprehensive income for the year				
- Profit for the year	-	-	61.98	61.98
- Actuarial gain transferred to retained earnings	-	-	0.64	0.64
Balance as at 31 March 2024	128.05	6.82	468.54	603.41

The accompanying notes 1 to 45 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm Registration No: 117366W/W-100018

Kedar Raje
Partner
Membership No: 102637

Mumbai, 22 April 2024

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Saurabh Taneja
Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Jignesh Parikh
Company Secretary
Membership No: ACS20413

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2024

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax	85.55	80.44
Adjustments for:		
Loss on disposal of property, plant and equipment	2.17	0.23
Expected credit loss recognised on trade receivables/advances	18.81	3.94
Provision no longer required written back	(0.16)	(0.39)
Depreciation and amortisation expense	177.54	169.17
Finance Charges	44.11	41.42
Unrealised gain on reversal of Right of Use Assets	(3.31)	(2.11)
Interest income	(4.66)	(3.54)
Commission on corporate Guarantee	(1.21)	(0.47)
Rental income on Sub-Lease	8.27	11.12
Finance income on net investment in lease	(1.68)	(3.38)
Gain on Business transfer	(1.50)	(2.70)
Profit on sale of mutual funds	(1.29)	(0.80)
Share based payment expenses	2.43	1.70
	239.52	214.19
Operating profit before working capital changes	325.07	294.63
Changes in:		
Trade and other receivables	(114.92)	(166.51)
Inventories	0.41	1.02
Trade and other payables and provisions	42.43	85.29
Cash generated from operations	252.99	214.43
Income taxes paid (Net)	(3.93)	(68.62)
Net cash flow generated from operating activities	249.06	145.81
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment to acquire current investments	(1,097.00)	(935.49)
Proceeds from sale of current investments	1,163.33	987.33
Investment in Subsidiaries*	(116.30)	(101.89)
Proceeds from sale of investment in Associate	0.01	-
Investment in Associate	-	(35.42)
Inter Corporate Deposit given	-	(4.40)
Bank deposits placed	(0.01)	-
Interest income	1.00	3.50
Commission received on corporate guarantee	1.21	0.47
Payment to acquire property, plant and equipment & intangible assets including CWIP	(61.91)	(70.67)
Proceeds from disposal of property, plant and equipment	6.71	8.69
Net cash used in investing activities	(102.96)	(147.88)

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2024

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Issue of Share Capital	-	0.05
Share application money received	0.01	0.06
(Repayment) / Proceeds of short term borrowings (Net)	(68.00)	150.00
Interest paid	(9.41)	(8.32)
Payment of leases	(150.02)	(141.74)
Dividend paid	(18.01)	(14.39)
Net cash used in financing activities	(245.43)	(14.34)
Net decrease in cash and cash equivalents (A+B+C)	(99.33)	(16.41)
Cash and cash equivalents at the beginning of the year	114.64	131.05
Cash and cash equivalents at the end of the year	15.31	114.64
Components of cash and cash equivalents		
Cash on hand	0.46	0.58
With Banks - in Current account / Balance in Cash Credit Accounts / Bank deposits with original maturity of less than 3 months at inception	14.85	114.06
	15.31	114.64

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method set out in IND AS 7 - Statement of Cash flows.

* In current year, excludes investment aggregating ₹ 20.83 crores by issue of Equity shares against transfer of equivalent net assets of its Network Business, into MLL Express Services Private Limited, its Subsidiary, effective 1 April 2023.

In previous year, excludes investment aggregating ₹ 36.12 crores by issue of Equity shares against transfer of equivalent net assets of its Enterprise Mobility Business, into MLL Mobility Private Limited (formerly known as Meru Mobility Tech Private Limited), its Subsidiary, effective 1 October 2022.

The accompanying notes 1 to 45 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm Registration No: 117366W/W-100018

Kedar Raje
Partner
Membership No: 102637

Mumbai, 22 April 2024

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Saurabh Taneja
Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Jignesh Parikh
Company Secretary
Membership No: ACS20413

NOTES TO THE STANDALONE FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 MARCH 2024

1. CORPORATE INFORMATION

Mahindra Logistics Limited is a public company limited by shares incorporated in India on 24 August 2007 under the Companies Act, 1956. Its Parent & Ultimate Holding Company is Mahindra & Mahindra Limited. The address of its registered office is disclosed in the introduction to the Annual Report. The Company is a 3PL service provider mainly engaged in transportation, warehousing, supply chain management and people logistics services. CIN of the Company is L63000MH2007PLC173466.

The Financial statements for the year ended 31 March 2024 are approved for issue in accordance with a resolution of the directors on 22 April 2024.

The Financial Statements are presented in Rupees in crores.

2. MATERIAL ACCOUNTING POLICIES

2.1. Basis of Accounting

The Financial statements have been prepared in accordance with Indian Accounting Standard as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Companies Act, 2013 (the 'Act'). The Financial statements are standalone or separate Financial statements.

The Financial statements have been prepared on accrual basis and the historical cost basis as a going concern except for certain financial instruments that are measured at fair values or at amortised cost, wherever applicable, at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in this financial statement is determined on such basis, except for share-based

payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Financial statements are prepared in Indian Rupee (₹) and denominated in crores.

The principal accounting policies are set out below.

2.2. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

When the Company is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Company will retain a non-controlling interest in its former subsidiary after the sale.

When the Company is committed to a sale plan involving disposal of an investment in an associate or, a portion of an investment in an associate, the investment, or the portion of the investment in the associate, that will be disposed off is classified as held for sale when the criteria described above are met. The Company then ceases to apply the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate that has not been classified as held for sale continues to be accounted for using the equity method.

2.3. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

2.4. Revenue recognition

2.4.1. Rendering of services

Incomes from logistics services rendered are recognised on the completion of the services as per the terms of contract. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts offered by the Company as part of the contract, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

2.4.2. Dividend income

Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably).

2.4.3. Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.5. Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset - this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the lessor has a substantive substitution right, then the asset is not identified
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company as a lessee has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:
 - a) the Company as a lessee has the right to operate the asset; or
 - b) the Company as a lessee designed the asset in a way that predetermines how and for what purpose it will be used.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

This policy is applied to the contracts entered into, or modified, on or after 1 April 2019.

As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using the incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date; The amount expected to be payable by the lessee under residual value guarantees; The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the balance sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on

the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

It is re-measured whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease, by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

2.6. Foreign currencies

2.6.1. Initial recognition

In preparing the Financial statements of the company, transactions in currencies other than the entity's functional currency of Indian Rupee (INR) (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions.

2.6.2. Conversion

- Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.
- Non-monetary items, if any are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

2.6.3. Exchange differences

The Company accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

- Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.
- Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

2.7. Borrowing costs

Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue in the year of incurrence.

2.8. Employee benefits

2.8.1. Retirement benefit costs and termination benefits

i. Defined Contribution Plan:

Company's contributions paid/payable during the year to the Superannuation Fund, Employees State Insurance Corporation, Provident Fund and Labour Welfare Fund are recognised in the Statement of Profit and Loss.

ii. Defined Benefits Plan:

For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Remeasurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Net interest expense or income is recognized within finance costs.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Defined benefit costs are categorised as follows:

- a. Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- b. Net interest expense or income; and
- c. Remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

2.8.2. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.9. Share-based payment arrangements

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note no. 29.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on

a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

2.10. Government Grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the balance sheet and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable. The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

2.11. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.11.1. Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'Profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is

calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.11.2. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or

the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

2.11.3. Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively. Where current tax and deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.12. Property, Plant and Equipment

All items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition is inclusive of purchase price, levies and any directly attributable cost of bringing the assets to its working condition for the intended use. Subsequent costs are included in the asset's carrying amount or recognised as separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the company and cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation on tangible assets is charged by the Straight Line Method (SLM) in accordance with the useful lives specified in Part - C of Schedule II of the

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Companies Act, 2013 on a pro-rata basis except in the case of:

- i. Items of Plant & Machinery individually costing more than ₹ 5,000 - over their useful lives ranging from 2 years to 10 years as estimated by the company and also based on the contractual arrangements wherever applicable.
- ii. Items of Plant & Machinery individually costing less than ₹ 5,000 shall be depreciated over a period of 1 year.
- iii. Mobile Phones (included in Office Equipment) in 2 years.
- iv. Vehicles in 3 to 6 years as the case may be
- v. Assets capitalised which are attached to the leasehold office premises shall be depreciated upto 75% of its value over the lease period assuming a realisable value of 25% after the end of original lease period.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.13. Intangible assets

2.13.1. Intangible assets acquired separately

The useful lives of intangible assets are assessed as either finite or infinite. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

2.13.2. Useful lives of intangible assets

The expenditure incurred is amortised over three financial years equally commencing from the year in which the expenditure is incurred. Certain intangible assets are amortized over a period of 36 months.

2.13.3. Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2.14. Impairment of tangible and intangible assets

The management of the Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. A reversal of an impairment loss is recognised immediately in profit or loss.

2.15. Impairment of investments

The Company assesses impairment of investments in subsidiaries, associates and joint ventures which are recorded at cost. At the time when there are any indications that such investments have suffered a loss, if any, is recognised in the statement of Profit and Loss. The recoverable amount requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate.

2.16. Provisions, Contingent Liabilities & Contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent Assets

A contingent asset is disclosed where an inflow of economic benefits is probable.

2.17. Financial instruments

Financial assets and financial liabilities are recognised when a company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.18. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a settlement date basis. Regular way purchases or sales are

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

2.18.1. Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- i. the financial asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- ii. the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost, refer note no 2.18.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.18.2. Amortized Cost & Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

2.18.3. Financial assets at Fair value through Profit and Loss

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income for investments in equity instruments which are not held for trading.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other Income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

2.18.4. Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

Significant increase in credit risk

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

2.18.5. Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and

rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in Other Comprehensive Income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in Other Comprehensive Income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in Other Comprehensive Income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.18.6. Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

designated as hedging instruments in a hedging relationship.

- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in Other Comprehensive Income.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in Other Comprehensive Income.

2.19. Financial liabilities and equity instruments

2.19.1. Classification as debt or equity

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2.19.2. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

2.19.3. Compound financial instruments

The component parts of compound financial instruments (convertible loan notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial

asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

2.19.4. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using effective interest rate.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums

or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of financial liability.

2.20. Exceptional Items

An item of income or expense which by its size, type or incidence is material & requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

2.21. Earnings Per Share:

Basic and diluted earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year, in accordance with Ind AS 33.

3 (a). CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in Note 2, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Useful lives of Property, Plant and Equipment

As described in note 2.12 above, the Company reviews the estimated useful lives of Property, Plant and Equipment at the end of each annual reporting period.

(ii) Defined Benefit Plans

The cost of the defined benefit plans and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making assumptions that may differ from actual developments in the future. These include the determination of discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iii) Fair Value of financial assets and liabilities and investments

The Company measures certain financial assets and liabilities on fair value basis at each balance sheet date or at the time they are assessed for impairment. Fair value measurement that are based on significant unobservable inputs (Level 3) requires estimates of operating margin, discount rate, future growth rate, terminal values etc. based on management's best estimate about future developments.

(iv) Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(v) Impairment of Investment in Subsidiary

The investments in subsidiaries are carried at cost and was tested for impairment in accordance with provisions applicable to impairment of non-financial assets.

The recoverable amount is determined based on value in use. The determination of recoverable amount involves significant judgements such as future projection of revenue, EBITDA (earnings before interest, taxes, depreciation, and amortisation), weighted average cost of capital and terminal growth. The recoverable amount is significantly dependent on achievement of revenue growth and any change in revenue growth projection could have an impact on recoverable value. Based on the above, no impairment was identified as of 31 March 2024 as the recoverable amount is higher than carrying value.

(vi) Trade receivables

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company has considered subsequent recoveries, past trends, credit risk profiles of the customers based on their industry, macroeconomic forecasts and internal and external information available to estimate the probability of default in future.

3(b). RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which is applicable from 1 April 2024.

4. PROPERTY, PLANT AND EQUIPMENT

As at 31 March 2024

Description of Assets							(₹ Crores)	
	Land - Freehold	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Total	Right of Use Assets	
A. Cost								
Balance as at 1 April 2023	1.91	109.27	62.72	90.66	43.69	308.25	561.06	
a) Additions	-	24.02	11.40	21.06	11.99	68.47	137.77	
b) Less: Disposals	-	(7.08)	(2.85)	(8.77)	(0.34)	(19.04)	(129.93)	
Balance as at 31 March 2024	1.91	126.21	71.27	102.95	55.34	357.68	568.90	
B. Accumulated depreciation/amortisation								
Balance as at 1 April 2023	-	46.77	36.71	33.85	11.17	128.50	202.33	
a) Depreciation/ amortisation expense for the year	-	14.95	10.16	10.15	12.02	47.28	123.42	
b) Less: Disposals	-	(3.43)	(1.75)	(2.26)	(0.29)	(7.73)	(89.16)	
Balance as at 31 March 2024	-	58.29	45.12	41.74	22.90	168.05	236.59	
C. Net carrying amount as at 31 March 2024 (A-B)	1.91	67.92	26.15	61.21	32.44	189.63	332.31	

As at 31 March 2023

Description of Assets							(₹ Crores)	
	Land - Freehold	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Total	Right of Use Assets	
A. Cost								
Balance as at 1 April 2022	1.91	104.70	62.15	79.31	17.78	265.85	450.62	
a) Additions	-	15.30	9.40	18.80	25.91	69.41	204.76	
b) Less: Disposals	-	(10.73)	(8.83)	(7.45)	-	(27.01)	(94.32)	
Balance as at 31 March 2023	1.91	109.27	62.72	90.66	43.69	308.25	561.06	
B. Accumulated depreciation/amortisation								
Balance as at 1 April 2022	-	35.05	33.91	27.37	3.86	100.19	152.90	
a) Depreciation/ amortisation expense for the year	-	15.88	10.11	11.14	7.31	44.44	114.57	
b) Less: Disposals	-	(4.16)	(7.31)	(4.66)	-	(16.13)	(65.14)	
Balance as at 31 March 2023	-	46.77	36.71	33.85	11.17	128.50	202.33	
C. Net carrying amount as at 31 March 2023 (A-B)	1.91	62.50	26.01	56.81	32.52	179.75	358.73	

Note:

The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
Contracts remaining to be executed on capital account	9.21	16.86

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

5. CAPITAL WORK-IN-PROGRESS

(i) Capital Work-in-Progress Ageing

As at 31 March 2024

Particulars	Amount in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	0.30	-	-	-	0.30

As at 31 March 2023

Particulars	Amount in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	3.25	-	-	-	3.25

(ii) Projectwise breakup of Capital Work-in-Progress

As at 31 March 2024

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	-	-	-	-	-
Supply Chain Management	0.30	-	-	-	0.30

As at 31 March 2023

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	-	-	-	-	-
Supply Chain Management	3.25	-	-	-	3.25

6. INTANGIBLE ASSETS

(₹ Crores)

Computer Software	As at 31 March 2024	As at 31 March 2023
A. Cost		
a) Balance as at 1 April	34.33	38.06
b) Additions	1.23	17.71
c) Deduction During the year	-	(21.44)
Balance at the end of the period	35.56	34.33
B. Accumulated amortisation		
a) Balance as at 1 April	21.81	27.72
b) Amortisation expense for the year	6.84	10.16
c) Amortisation on deduction	-	(16.07)
Balance at the end of the period	28.65	21.81
C. Net carrying amount as at the end of the period (A-B)	6.91	12.52

The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Contracts remaining to be executed on capital account	-	1.42

7. INTANGIBLE ASSETS UNDER DEVELOPMENT

(i) Intangible assets under development Ageing Schedule

As at 31 March 2024

Particulars	Intangible assets under development				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	-	-	-	-	-

As at 31 March 2023

Particulars	Intangible assets under development				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	0.34	-	-	-	0.34

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(ii) Projectwise breakup of Intangible assets under development

As at 31 March 2024

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	-	-	-	-	-

As at 31 March 2023

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	0.34	-	-	-	0.34

8. INVENTORIES (LOWER OF COST OR NET REALISABLE VALUE)

Particulars	As at 31 March 2024	As at 31 March 2023
Raw Materials and Bought-out Components	-	0.41
Finished Goods	-	-
Total Inventories	-	0.41

Notes:

The mode of valuation of inventory has been stated in note 2.3 of significant accounting policy

The cost of inventories recognised as expenses during the year was ₹ 0.41 crores (31 March 2023 ₹ 7.03 crores)

9. INVESTMENTS

Particulars	As at 31 March 2024			As at 31 March 2023		
	Quantity	Current	Non Current	Quantity	Current	Non Current
I. Cost						
Unquoted Investments (fully paid)						
Investments in Subsidiaries						
i) Equity Shares of 2x2 Logistics Private Limited of ₹ 10 each fully paid up	4,955,500	-	4.96	4,955,500	-	4.96
ii) Equity Shares of Lords Freight (India) Private Limited of ₹ 10 each fully paid up	2,340,009	-	16.45	2,340,009	-	16.45
iii) Equity Shares of MLL Express Services Private Limited of ₹ 10 each fully paid up*	197,970,018	-	151.25	97,137,796	-	50.41

(₹ Crores)

Particulars	As at 31 March 2024			As at 31 March 2023		
	Quantity	Current	Non Current	Quantity	Current	Non Current
iv) Equity Shares of MLL Mobility Private Limited of ₹ 10 each fully paid up \$	640,369	-	86.60	460,899	-	57.49
v) Equity Shares of V-Link Automotive Services Private Limited of ₹ 10 each fully paid up \$	-	-	-	13,294	-	29.11
vi) Equity Shares of V-Link Fleet Solutions Private Limited of ₹ 10 each fully paid up \$	-	-	-	12,050	-	-
vii) Equity Shares of V-Link Freight Services Private Limited of ₹ 10 each fully paid up	1,000,000	-	1.00	1,000,000	-	1.00
viii) MLL Global Logistics Limited	-	-	-	-	-	-
ix) Zipzap Logistics Private Limited ^						
i) Equity Shares of Zipzap Logistics Private Limited of ₹ 1 each fully paid up	43,972	-	29.43	21,327	-	14.27
ii) Series A 0.0001 % Compulsorily Convertible Cumulative Preference Shares of Zipzap Logistics Private Limited of ₹ 100 each fully paid up	63,200	-	42.30	31,600	-	21.15
Investments in Joint Venture#						
i) Equity shares of Transtech Logistics Private Limited of ₹ 10 each fully paid up	-	-	-	100	-	0.01
ii) Series A 0.01 % Compulsorily Convertible Preference Shares of Transtech Logistics Private Limited of ₹ 50 each fully paid up	-	-	-	65,988	-	3.99
Total Unquoted Investments		-	331.99		-	198.84
~ ₹ 1,205						
Total investments carried at cost [I]		-	331.99		-	198.84
II. Fair value through profit and loss (FVTPL)						
Quoted Investments (fully paid)						
Investments in Mutual Funds		0.00	-		65.04	-
Total Quoted Investments		0.00	-		65.04	-
Total investments carried at FVTPL [II]		0.00	-		65.04	-
Of the above, investments designated at FVTPL		-	-		-	-
Of the above, investments held for trading- carried at FVTPL		0.00	-		65.04	-

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Particulars	(₹ Crores)					
	As at 31 March 2024			As at 31 March 2023		
	Quantity	Current	Non Current	Quantity	Current	Non Current
Other investments carried at FVTPL		-	-		-	-
TOTAL INVESTMENTS [I + II]		0.00	331.99		65.04	198.84
Impairment in value of investment in Joint Venture		-	-		-	4.00
Total impairment value of investments (III)		-	-		-	4.00
Total investments carrying value (I) + (II) - (III)		0.00	331.99		65.04	194.84
Other disclosures						
Aggregate amount of quoted investments		0.00	-		65.04	-
Aggregate amount of Market value of investments		0.00	-		65.04	-
Aggregate amount of unquoted investments		-	331.99		-	194.84
Aggregate amount of impairment in value of investments		-	-		-	4.00

Name of Investees	Principal Place of Business	Ownership Interest	
		As at 31 March 2024	As at 31 March 2023
2x2 Logistics Private Limited	Mumbai	55.00%	55.00%
Lords Freight (India) Private Limited	Mumbai	99.05%	99.05%
Transtech Logistics Private Limited #	Bengaluru	-	39.79%
MLL Express Services Private Limited*	Gurgaon	100.00%	100.00%
MLL Mobility Private Limited \$	Mumbai	100.00%	100.00%
V-Link Automotive Services Private Limited \$	Mumbai	-	100.00%
V-Link Fleet Solutions Private Limited \$	Mumbai	-	100.00%
V-Link Freight Services Private Limited	Mumbai	100.00%	100.00%
MLL Global Logistics Limited	London, UK	100.00%	100.00%
Zipzap Logistics Private Limited^	Hyderabad	60.00%	36.00%

* Pursuant to Business Transfer Agreement (BTA) with MLL Express Services Private Limited ("MESPL"), wholly-owned subsidiary of the Company for sale / transfer of its Express Network business as a going concern on slump exchange basis, effective 1 April 2023, for a lump sum consideration of ₹ 20.83 crores, MESPL allotted 2,08,32,222 equity shares of ₹ 10 each fully paid on 31 July 2023. Additionally, during the year, the Company acquired 8,00,00,000 equity shares of ₹ 10 each fully paid amounting to ₹ 80 crores for cash consideration pursuant to the rights offer made by MESPL.

Pursuant to the approval granted by the Investment Committee of the Board of Directors of the Company, at its meeting held on 20 December 2023, the Company had entered into a Share Purchase Agreement ("Agreement") with Transtech Logistics Private Limited ("TLPL") Joint Venture of the Company and the Promoters of TLPL, for sale/transfer of the 39.79% stake held by the Company in TLPL i.e., 100 equity shares of ₹ 10 each and 65,988 Compulsorily Convertible Preference Shares of ₹ 50 each, for a consideration of ₹ 0.01 crores to be discharged by the Promoters of TLPL in cash to the Company. Pursuant to this, TLPL ceased to be an associate of the Company effective 20 December 2023.

^ On 28 February 2022, pursuant to the approval granted by the Investment Committee of the Board of Directors, the Company had entered into Share Purchase Agreement, Share Subscription Agreement and Shareholders' Agreement for acquisition of up to 43,972 equity shares and for subscribing up to 63,200 Series A Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Zipzap Logistics Private Limited ("Whizzard"), in tranches, which would result in the Company holding in aggregate up to 60% of Share Capital of Whizzard, on a fully diluted basis, upon completion ("Transaction").

In terms of the above-mentioned Transaction Agreements,

On 8 April 2022, the Company acquired 21,327 equity shares and subscribed to 31,600 CCCPS, on a fully diluted basis of Whizzard, in aggregate, constituting 36% of the Share Capital of Whizzard for a cash consideration of ₹ 35.42 crore. With this, Whizzard became an Associate of the Company effective from 8 April 2022.

On 22 December 2023, the Company further acquired 22,645 equity shares and subscribed to 31,600 CCCPS, which taken together with the previous holding of the Company constitutes 60% of the Share Capital of Whizzard, on a fully diluted basis. Consequently, Whizzard had become the subsidiary of the Company with effect from 22 December 2023. In accordance with Ind AS 103- 'Business Combination', the company has remeasured previously held equity interest in Whizzard at acquisition-date fair value. The gain of ₹ 3.81 crores on remeasurement is recognised as an 'exceptional item' in the statement of Profit and Loss.

\$ The Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide its order dated 7 March 2024 has sanctioned the Scheme of Merger by Absorption of V-Link Automotive Services Private Limited ("VASPL") and V-Link Fleet Solutions Private Limited ("VFSPL") (together referred to as "Transferor Companies") with MLL Mobility Private Limited ("Transferee Company", "MMPL") and their respective shareholders ("Scheme") under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder. The above mentioned Transferor Companies as well as the Transferee Company are wholly owned subsidiaries of the Company.

Consequent to the Scheme being effective w.e.f 1 April 2023 (The Appointed Date)

- VASPL and VFSPL being the Transferor Companies stands dissolved and ceased to be the subsidiaries of the Company with effect from 28 March 2024; and
- MMPL being the Transferee Company, will discharge the consideration mentioned in the Scheme, by way of issuance and allotment of 1,79,470 equity shares of ₹ 10 each to the Company in lieu of its shareholding held in the Transferor Companies. MMPL continues to remain as a wholly owned subsidiary of the Company, post issuance and allotment of its equity shares to the Company, as mentioned above.

MMPL is in the process of issuing shares of the amalgamated entity.

10. TRADE RECEIVABLES

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
	Current	Current
a) Trade Receivables considered good - Secured	-	-
b) Trade Receivables considered good - Unsecured	508.92	451.38
c) Trade Receivable which have significant increase in credit risk	-	-
d) Undisputed Trade Receivable - Credit Impaired	4.52	2.49
e) Disputed Trade Receivable - Credit Impaired	9.57	12.33
	523.01	466.20
Less: Allowance for Credit Losses	(14.09)	(14.82)
Total	508.92	451.38

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Trade Receivable ageing as at 31 March 2024

(₹ Crores)

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		less than 6 Months	6 Months to 1 year	1 to 2 Year	2 to 3 Years	More than 3 Years	
a) Undisputed Trade Receivable - Considered Good	223.66	198.42	22.69	54.02	6.01	4.12	508.92
b) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed Trade Receivable - Credit Impaired	-	-	1.08	2.67	0.42	0.35	4.52
d) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
e) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed Trade Receivable - Credit Impaired	-	-	0.26	2.89	2.97	3.45	9.57
Total Trade Receivables							523.01
Less: Allowance for Expected Credit Losses							(14.09)
Total							508.92

Trade Receivable ageing as at 31 March 2023

(₹ Crores)

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		less than 6 Months	6 Months to 1 year	1 to 2 Year	2 to 3 Years	More than 3 Years	
a) Undisputed Trade Receivable - Considered Good	203.84	186.94	39.63	13.62	4.57	2.78	451.38
b) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed Trade Receivable - Credit Impaired	-	-	1.44	0.55	0.24	0.26	2.49
d) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
e) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed Trade Receivable - Credit Impaired	0.09	0.64	1.83	2.58	2.50	4.69	12.33
Total Trade Receivables							466.20
Less: Allowance for Expected Credit Losses							(14.82)
Total							451.38

Notes:

- i) Refer Note 37 (iii) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

- ii) The company applies the simplified approach to provide for expected credit losses prescribed by IND AS 109, which permits the use of the lifetime expected credit loss provision for all trade receivables. The company has expected credit losses based on a provision matrix which uses historical credit loss experience of the Company.

11. OTHER FINANCIAL ASSETS

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
Financial assets at amortised cost - considered good				
a) Security Deposits				
i. Unsecured, considered good	18.88	42.13	17.00	42.00
ii. Doubtful	1.36	-	1.07	-
Less: Allowance for Losses	(1.36)	-	(1.07)	-
Total	18.88	42.13	17.00	42.00
b) Bank Deposit				
Under lien with Government authority with more than 12 months of original maturity	-	0.01	-	0.01
Total	-	0.01	-	0.01
c) Other items				
i. Interest Accrued	0.01	-	0.04	-
ii. Accrued Sales	402.30	29.58	367.82	29.23
iii. National Saving Certificates *	-	0.02	-	0.02
iv. Premium receivable on financial guarantee contracts	1.07	4.91	1.14	5.98
vi. Other Receivables	5.40	-	2.50	-
Less: Allowance for Losses	-	(13.00)	-	-
Total	408.78	21.51	371.50	35.23
Total (a+b+c)	427.66	63.65	388.50	77.24

*Includes encumbered securities which is restricted on their use or sale of the securities.

Accrued Sales ageing from transaction date:

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
less than 6 Months	368.65	-	355.70	-
6 Months to 1 year	33.65	-	12.12	-
1 to 2 Year	-	9.68	-	19.72
2 to 3 Years	-	15.55	-	4.88
More than 3 Years	-	4.35	-	4.63
	402.30	29.58	367.82	29.23
Less: Allowance for Losses	-	(13.00)	-	-
Total	402.30	16.58	367.82	29.23

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

12. DEFERRED TAX ASSETS (NET)

Movement in deferred tax balances

Year ended 31 March 2024

Particulars	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
A Tax effect of items constituting deferred tax liabilities				
a) VAT allowance	0.79	-	-	0.79
b) Mutual Funds	0.01	(0.01)	-	-
Total	0.80	(0.01)	-	0.79
B Tax effect of items constituting deferred tax assets				
a) Allowances on Property, Plant and Equipment and Intangible Assets	4.43	1.24	-	5.67
b) Provision for employee benefits	5.18	(0.38)	(0.25)	4.55
c) Provisions and allowances for credit losses	5.67	1.74	-	7.41
d) Share based payments	1.62	0.10	-	1.72
e) Leases	6.93	1.22	-	8.15
f) Others	1.16	0.77	-	1.93
Total	24.99	4.69	(0.25)	29.46
Net Tax Asset/(Liabilities) (B-A)	24.19	4.70	(0.25)	28.65

Year ended 31 March 2023

Particulars	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
A Tax effect of items constituting deferred tax liabilities				
a) VAT allowance	0.79	-	-	0.79
b) Mutual Funds	0.01	-	-	0.01
Total	0.80	-	-	0.80
B Tax effect of items constituting deferred tax assets				
a) Allowances on Property, Plant and Equipment and Intangible Assets	2.77	1.66	-	4.43
b) Provision for employee benefits	4.81	0.37	-	5.18
c) Provisions and allowances for credit losses	5.96	(0.29)	-	5.67
d) Share based payments	2.44	(0.82)	-	1.62
e) Leases	4.42	2.51	-	6.93
f) Others	1.82	(0.66)	-	1.16
Total	22.22	2.78	-	24.99
Net Tax Asset/(Liabilities) (B-A)	21.42	2.78	-	24.19

13. OTHER ASSETS

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
I Capital advances				
a) For Capital work in progress	-	8.51	-	3.28
Total (A)	-	8.51	-	3.28
II Advances other than capital advances				
a) Advances to suppliers - considered good	31.28	-	36.64	-
b) Advances to suppliers - considered doubtful	0.99	-	0.96	-
c) Balances with government authorities (other than income taxes)	42.27	19.06	38.01	14.40
d) Prepaid Expenses	3.53	1.52	3.68	1.56
e) Advances to employees (refer note below)	0.90	-	1.50	-
Total (B)	78.97	20.58	80.79	15.96
Total (A+B)	78.97	29.09	80.79	19.24
Less: Allowances for credit losses	(0.99)	-	(0.96)	-
Total (C)	(0.99)	-	(0.96)	-
Total (A+B+C)	77.98	29.09	79.83	19.24

Notes:

Advances given to employees are as per Company's policy and are not required to be disclosed u/s 186(4) of Companies Act 2013.

14. CASH AND BANK BALANCES

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
	I Cash and cash equivalents	
a) Balances with banks	14.85	64.06
b) Cash on hand	0.46	0.58
c) Bank deposits with original maturity of less than 3 months at inception	-	50.00
Total	15.31	114.64
II Other Bank Balances		
Earmarked balances with banks - unpaid dividend accounts	0.02	0.01
Total	0.02	0.01

Notes:

Cash Credit facilities are repayable on demand and carry interest based on applicable rate plus agreed spreads and/or negotiated rates. The rates of interest during the year ranged between 7.48% to 9.40%p.a.

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

15. LOANS

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
Loans to related parties		
a) Secured, considered good	-	-
b) Unsecured, considered good	4.40	4.40
c) Doubtful	-	-
Less: Allowance for Credit Losses	-	-
Total	4.40	4.40

Particulars	As at 31 March 2024		As at 31 March 2023	
	Maximum amount outstanding during the year	Amount Outstanding	Maximum amount outstanding during the year	Amount Outstanding
Loan to Subsidiary				
2 x 2 Logistics Private Limited	4.40	4.40	4.40	4.40

Notes:

Loan to Subsidiary is granted for a period of 3 years for working capital purpose. Loan is unsecured and repayable on demand. Interest is charged @ 8% p.a. loan has been utilized for the purpose it was granted.

16. INCOME TAX ASSETS & LIABILITIES (NET)

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
Non Current Income Tax Assets (Net)		
Advance Income Tax/TDS Receivable (Net)	94.35	118.70
Total	94.35	118.70
Current Tax Liabilities (net)		
Current Tax Liabilities (net)	3.65	3.65
Total	3.65	3.65

17. EQUITY SHARE CAPITAL

Particulars	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
I Authorised:				
Equity shares of ₹10 each with voting rights	105,000,000	105.00	105,000,000	105.00
Total	105,000,000	105.00	105,000,000	105.00
II Issued, Subscribed and Fully Paid:				
Equity shares of ₹10 each with voting rights	72,036,151	72.04	71,977,030	71.98
Total	72,036,151	72.04	71,977,030	71.98

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year.

Particulars	(₹ Crores)			
	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Equity Shares with Voting rights				
Year Ended 31 March 2024				
No. of Shares	71,977,030	59,121	-	72,036,151
Amount	71.98	0.06	-	72.04
Year Ended 31 March 2023				
No. of Shares	71,871,618	105,412	-	71,977,030
Amount	71.87	0.11	-	71.98

(ii) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of shares held by Holding Company / and their Subsidiaries

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
Holding Company		
- Mahindra & Mahindra Limited	41,812,257	41,812,257

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(iv) Details of shares held by each shareholder holding more than 5% shares:

(₹ Crores)

Class of shares / Name of shareholder	As at 31 March 2024		As at 31 March 2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
- Mahindra & Mahindra Limited	41,812,257	58.04%	41,812,257	58.09%
- Nippon Life India Trustee Limited	3,839,999	5.33%	5,107,460	7.10%

(v) Shareholding of Promoters / Promoter Group:

Shares held by promoters as at 31 March 2024

(₹ Crores)

Promoter name	No. of Shares	% of total shares	% Change during the year
Mahindra & Mahindra Limited	41,812,257	58.04%	-0.05%
Total	41,812,257	58.04%	-0.05%

Shares held by promoters as at 31 March 2023

(₹ Crores)

Promoter name	No. of Shares	% of total shares	% Change during the year
Mahindra & Mahindra Limited	41,812,257	58.09%	-0.09%
Total	41,812,257	58.09%	-0.09%

Notes:

- Above list certified by Registrar and Share Transfer Agent.
- For details of shares reserved for issuance under options, please refer note no. 29.

18. OTHER EQUITY

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
Securities premium reserve	128.05	125.12
Equity-settled employee benefits reserve	6.82	6.89
Retained earnings	468.54	423.93
Total	603.41	555.94

Movement in Reserves

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
(A) Securities Premium Reserve		
Balance as at the beginning of the year	125.12	120.16
Add: Additions during the year	2.93	4.96
Balance as at the end of the year	128.05	125.12
(B) Equity-settled Employee benefits reserve		
Balance as at the beginning of the period	6.89	10.15
Add: Additions during the period	2.86	1.70
Less: Deletion during the period	(2.93)	(4.96)
Balance as at the end of the period	6.82	6.89
(C) Retained Earnings		
Balance as at the beginning of the period	423.93	372.62
Add: Profit for the period	61.98	64.53
Add: Actuarial gain/(loss) for the period	0.64	1.17
Less: Payment of dividend	(18.01)	(14.39)
Balance as at the end of the period	468.54	423.93

Nature and purpose of other reserves:

Securities Premium Reserve:

Securities premium account is created when shares are issued at premium. The reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Equity-settled employee benefits reserve:

Equity settled employee benefit reserve represents reserve towards the premium for the equity shares to be issued against the options granted.

Retained Earnings:

Retained earnings represents the accumulated surplus. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013.

In respect of the current year, the Board has proposed a final dividend of ₹ 2.50 per equity share of the Company. Dividend will be payable subject to the approval of the Members at the ensuing Annual General Meeting and deduction of tax at source to those Members whose names appear in the Register of Members / List of beneficial owners as on Book Closure date and has not been included as a liability in these financial statements. The total estimated equity dividend to be paid is ₹ 18.01 crores. The payment of this dividend will not have any tax consequences for the Company.

In the month of July 2023, final dividend of ₹ 2.50 per share (total dividend ₹ 18.01 Crores) was paid to the Members of the Company in compliance with requirements of the Companies Act, 2013.

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

19. BORROWINGS

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
Unsecured Borrowings				
a) from Banks	82.00	-	150.00	-
Total Borrowings	82.00	-	150.00	-

Notes:

- i) Unsecured borrowing from banks is in the nature of working capital demand loans with tenure upto 120 days.
ii) Working capital facilities has been availed at the rate of interest ranging between 7.48% to 9.40%

20. OTHER FINANCIAL LIABILITIES

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
a) Security Deposits	11.48	-	8.69	-
b) Creditors for Capital Supplies/ Services	2.54	-	7.69	-
c) Deferred Revenue	-	-	1.27	-
d) Interest Accrued but not due	0.15	-	0.21	-
e) Unclaimed Dividend	0.02	-	0.01	-
Total	14.19	-	17.87	-

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

21. PROVISIONS

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
Provision for employee benefits				
Provision for Compensated absences	4.14	13.92	3.71	13.37
Total	4.14	13.92	3.71	13.37

22. OTHER LIABILITIES

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
Advances received from customers	1.18	-	0.35	-
Statutory dues (other than income taxes)				
a) Taxes Payable	8.40	-	9.85	-
b) Employee Liabilities	2.21	-	2.19	-
Post - Employment Benefit -Gratuity Liability	2.47	-	2.67	-
Financial guarantee contracts	1.07	4.91	1.14	5.98
Total	15.33	4.91	16.20	5.98

Note:

For disclosures related to employee benefits, refer note 40.

23. TRADE PAYABLES

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
	Current	Current
Total outstanding dues of micro enterprises and small enterprises	98.13	66.12
Total outstanding dues other than micro enterprises and small enterprises:		
- Trade payable - Other than Micro and small enterprises (includes Outstanding dues of Medium enterprises)	834.74	826.61
Total	932.87	892.73

Trade Payable ageing as at 31 March 2024

(₹ Crores)

Particulars	Outstanding for following periods from due date of payment				Total
	Less Than 1 year	1 to 2 years	2 to 3 years	More Than 3 years	
(i) MSME	96.30	1.19	0.64	-	98.13
(ii) Others	802.07	28.31	1.92	2.44	834.74
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	898.37	29.50	2.56	2.44	932.87

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Trade Payable ageing as at 31 March 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less Than 1 year	1 to 2 years	2 to 3 years	More Than 3 years	
(i) MSME	64.84	0.42	0.05	0.81	66.12
(ii) Others	794.97	14.46	10.18	7.00	826.61
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	859.81	14.88	10.23	7.81	892.73

Notes:

- Trade Payables are payables in respect of the amount due on account of goods purchased or services availed in the normal course of business.
- Micro, Small & Medium enterprises have been identified by the Company on the basis of the information available with the Company. Total outstanding dues of Micro and Small enterprises, which are outstanding and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the Act") are given below. This has been relied upon by the auditors.

Particulars	As at 31 March 2024	As at 31 March 2023
a) Dues remaining unpaid		
- Principal	98.13	66.12
- Interest on the above	-	-
b) Interest paid in terms of section 16 of the Act along with the amount of payment made to the supplier beyond appointed day during the year-		
- Principal paid beyond the appointed date	8.06	0.39
- Interest paid in terms of section 16 of the Act	-	0.01
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	0.45	-
d) Further interest due and payable even in succeeding years, until such date when the interest due as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Act	-	-
e) Amount of interest accrued and remaining unpaid at the end of accounting year	-	-

24. REVENUE FROM OPERATIONS

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
a) Revenue from rendering of services	4,529.90	4,450.68
b) Other operating revenue (Sale of Traded & Manufactured Goods)	-	8.22
Total	4,529.90	4,458.90

A. Continent-wise break up of Revenue

Year ended 31 March 2024

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Asia					
India	4,529.90	-	4,529.90	13.30	4,543.20
Total	4,529.90	-	4,529.90	13.30	4,543.20

Year ended 31 March 2023

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Asia					
India	4,458.90	-	4,458.90	12.04	4,470.94
Total	4,458.90	-	4,458.90	12.04	4,470.94

B. Reconciliation of revenue from contract with customer

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Revenue from contract with customer as per the contract price	4,650.83	4,548.25
Adjustments made to contract price on account of :-		
a) Trade discounts, volume rebates, returns etc.	120.93	89.35
Revenue from contract with customer as per the Statement of Profit and Loss	4,529.90	4,458.90

C. Break-up of Provision for Expected Credit Losses recognised in P&L

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Expected Credit loss recognised during the year on trade receivables	12.27	(1.05)

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

D Movement of Contract Assets and Contract Liabilities

Movement of Contract Assets

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Opening Balance	397.05	377.97
Additions during the year	402.30	390.06
Reclassification Adjustments:		
- Reclass of opening balances of contract assets to trade receivables	(367.47)	(370.98)
Closing Balance	431.88	397.05

Movement of Contract Liabilities

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Opening Balance	0.35	0.63
Additions during the year	1.18	0.35
Reclassification Adjustments:		
- Reclass of opening balances of contract liabilities to revenue	(0.35)	(0.63)
Closing Balance	1.18	0.35

25. OTHER INCOME

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Interest Income		
(i) Financial assets carried at amortised cost	4.66	3.54
(ii) Finance Income on Net investment in Lease	1.68	3.38
(iii) Other Assets	3.75	2.60
b) Miscellaneous Income		
(i) Net gain arising on financial assets carried at FVTPL	1.29	0.80
(ii) Provision no longer required written back	0.16	0.39
(iii) Other non operating income	1.76	1.33
Total	13.30	12.04

Other non operating income mainly includes commission on corporate guarantee, sale of scrap, etc.

26. COST OF MATERIALS CONSUMED

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Opening inventory of Raw Materials	0.41	0.98
Add: Purchases	-	6.01
	0.41	6.99
Less: Closing inventory	-	0.41
Total Cost of materials consumed	0.41	6.58

27. CHANGES IN INVENTORIES OF FINISHED GOODS

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Opening inventories:		
Finished goods	-	0.45
	-	0.45
Less: Closing inventories:		
Finished goods - Cultivators	-	-
	-	-
Net increase in inventories	-	0.45

28. OPERATING EXPENSES

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Freight & Other Related Expenses	3,232.43	3,162.54
Labour & Other Related Expenses	471.91	478.85
Rent	25.25	48.90
Warehouse & Other Related Expenses	58.63	60.66
Hire & Service Charges	17.67	18.99
Power & Fuel	16.67	15.87
Repairs Machinery	5.29	6.18
Repairs Building	1.53	0.87
Total	3,829.38	3,792.86

29. EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Salaries and wages, including bonus	236.28	243.12
b) Contribution to provident and other funds	12.41	12.57
c) Gratuity	3.96	4.15
d) Share based payment expenses (net of recovery)	2.43	1.45
e) Staff welfare expenses	29.86	27.75
Total	284.94	289.04

Notes:

- i) Salaries and wages includes salaries, wages, bonus, compensated absences and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service.
- ii) Contribution to provident fund and other funds includes contributions to other funds like superannuation fund, ESIC, etc. pertaining to employees.
- iii) Share based payment
The Company has in force two Employee Stock Option schemes under the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Mahindra Logistics Limited – Key Executive Stock Option Scheme, 2012 (“KESOS 2012”) and Mahindra Logistics Employee Restricted Stock Unit Plan 2018 (“RSU Plan 2018”).

Each option carries with it the right to purchase one equity share of the Company at the exercise price determined by the Company under the respective schemes at the time of grant. The vesting pattern of the schemes is in a graded manner as per the vesting criteria approved by the Nomination and Remuneration Committee of the Board (“NRC”) for each grant.

During the financial year under review, in accordance with the RSU Plan 2018 as approved by the Shareholders vide special resolutions dated 2 August 2018 and 27 July 2021, the NRC granted 66,329 Restricted Stock Units (“RSUs”) to the eligible employees of the Company and its subsidiary company which vests on the expiry of 12 months, 24 months, 36 months from the grant date.

The RSUs upon vesting basis the vesting criteria approved by the NRC are exercisable over a period of one year from the date of vesting.

No new grants were made in KESOS Scheme 2012 during the year under review and all the options vested under the said scheme have been exercised in full until previous years.

iv) Information in respect of options outstanding:

(₹ Crores)

Particulars	Grant Date	Expiry Date	Fair value at Grant Date	No of options outstanding	
				Year ended 31 March 2024	Year ended 31 March 2023
Equity Settled at exercise price of ₹ 10 each					
i. Restricted Stock Units	23/10/2023	01/11/2027	365.97	16,917	-
ii. Restricted Stock Units	23/10/2023	01/11/2026	367.34	16,914	-
iii. Restricted Stock Units	23/10/2023	01/11/2025	368.64	17,425	-
iv. Restricted Stock Units	01/02/2023	01/11/2026	455.45	13,093	19,227
v. Restricted Stock Units	01/02/2023	01/11/2025	456.70	13,088	19,231
vi. Restricted Stock Units	01/02/2023	31/01/2025	457.62	15,771	19,812
vii. Restricted Stock Units	27/01/2022	26/01/2024	659.54	-	1,421
viii. Restricted Stock Units	27/10/2021	26/10/2023	656.20	-	12,691
ix. Restricted Stock Units	29/07/2020	30/06/2023	278.98	-	2,273
x. Restricted Stock Units	30/07/2020	30/06/2025	273.47	200,000	200,000
xi. Restricted Stock Units	04/11/2019	17/07/2022	365.31	-	6,668
xii. Restricted Stock Units	04/11/2019	30/06/2023	364.31	-	13,949
xiii. Restricted Stock Units	01/11/2018	30/06/2023	536.01	-	22,119

v) Movement in Share Options

(₹ Crores)

Particulars	Year ended 31 March 2024		Year ended 31 March 2023	
	Number of Shares	Weighted average exercise price	Number of Shares	Weighted average exercise price
a) The number and weighted average exercise prices of share options outstanding at the beginning of year	317,391	10.00	462,781	10.00
b) Granted during the year	66,329	10.00	68,839	10.00
c) Lapsed during the year	31,391	10.00	108,817	10.00
d) Exercised during the year	59,121	10.00	105,412	10.00
e) Outstanding at the end of the year	293,208	10.00	317,391	10.00
f) Exercisable at the end of the year	15,771	10.00	59,121	10.00
g) Remaining contractual life (no. of days)		673		787

vi) The inputs used in the measurement of the fair values at grant date of the employee stock option plans (ESOPs) were as follows.

(₹ Crores)

Particulars / Grant Date	23/10/2023	23/10/2023	23/10/2023	01/02/2023	01/02/2023
	RSU (i)	RSU (ii)	RSU (iii)	RSU (iv)	RSU (v)
Share price at grant date	381.20	381.20	381.20	470.00	470.00
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	35.65%	37.57%	41.56%	41.07%	42.31%
Expected life / Option Life (weighted-average)	2.03	3.03	4.03	2.00	2.75
Expected dividends yield	0.52%	0.52%	0.52%	0.40%	0.40%
Risk-free interest rate (based on government bonds)	7.46%	7.55%	7.52%	7.11%	7.16%

(₹ Crores)

Particulars / Grant Date	01/02/2023	27/01/2022	27/10/2021	29/07/2020	30/07/2020
	RSU (vi)	RSU (vii)	RSU (viii)	RSU (ix)	RSU (x)
Share price at grant date	470.00	672.20	668.95	292.35	288.90
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	43.65%	42.00%	40.57%	20.94%	21.03%
Expected life / Option Life (weighted-average)	3.75	2.00	2.00	2.92	4.92
Expected dividends yield	0.40%	0.27%	0.27%	0.55%	0.55%
Risk-free interest rate (based on government bonds)	7.22%	5.14%	4.70%	4.65%	5.16%

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Particulars / Grant Date	(₹ Crores)		
	04/11/2019 RSU (xi)	04/11/2019 RSU (xii)	01/11/2018 RSU (xiii)
Share price at grant date	378.25	378.25	549.85
Exercise price	10.00	10.00	10.00
Expected volatility (weighted-average)	29.09%	29.09%	34.30%
Expected life / Option Life (weighted-average)	3.70	2.00	4.66
Expected dividends yield	0.44%	0.44%	0.27%
Risk-free interest rate (based on government bonds)	6.25%	5.83%	7.98%

vii) The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

viii) Expected volatility has been based on an evaluation of annual volatility of peer group prevailing in the year of grant.

30. FINANCE COSTS

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Interest expense on financial instruments designated at amortised cost	9.30	8.50
b) Interest expense on lease liability	34.31	32.91
c) Interest on delayed payment of statutory dues	0.05	-
d) Interest to MSME Vendors	0.45	0.01
Total	44.11	41.42

31. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Depreciation on Property, Plant and Equipment	47.28	44.44
b) Amortisation on Right-of-use asset	123.42	114.57
c) Amortisation on Intangible Assets	6.84	10.16
Total	177.54	169.17

32. OTHER EXPENSES

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Rent including lease rentals	17.01	10.22
b) Legal and Other professional costs	38.84	33.03
c) Hire and service charges	1.94	2.44
d) Travelling and Conveyance expense	11.58	11.79
e) Bad debts	6.44	4.30
Less: Adjusted against Provision for bad & doubtful debts	(3.91)	(2.76)
f) Provision for bad & doubtful debts	16.18	1.71
g) Advances written off	(0.22)	0.78
Less: Adjusted against Provision for bad & doubtful debts	-	(0.78)
h) Provision for doubtful advance	0.32	0.69
i) Expenditure on Corporate Social Responsibility (CSR) (refer note below)	1.04	1.07
j) Advertisement	2.31	1.89
k) Net loss on sale of property, plant and equipments	2.17	0.23
l) Repairs and Maintenance:	4.75	4.25
i) Buildings	0.08	0.07
ii) Machinery	0.29	0.36
iii) Others	4.38	3.82
m) Payment to Statutory auditors	0.58	0.45
i) As Auditors	0.56	0.42
ii) For Other services & Reimbursement of expenses	0.02	0.03
n) Miscellaneous expense	23.75	24.37
Total	122.78	93.68

Note:

Expenditure incurred on Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013 ₹ 1.04 crores (2023 : ₹ 1.07 crores).

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
(i) Amount required to be spent by the company during the year	0.99	1.03
(ii) Amount of expenditure incurred	1.04	1.07
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	NA	NA
(vi) Nature of CSR activities		
a) Building Communities	0.14	0.16
b) Disaster Management	-	-
c) Nanhi Kali	0.51	0.52
d) Skill Development	0.26	0.26
e) Sustainability	0.13	0.13
(vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation	0.51	0.52
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	NA	NA

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

33. EXCEPTIONAL ITEMS

The Company had on 30 March 2023, entered into a Business Transfer Agreement with MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited) ("MESPL"), a wholly-owned subsidiary of the Company for the sale / transfer of its Express Network business as a going concern on slump exchange basis, for consideration of ₹ 20.83 crores payable by MESPL by way of issue of equity shares, effective 1 April 2023. The Company has recognised gain of ₹ 1.50 crores as an 'exceptional item' in the Statement of Profit and Loss for the year ended 31 March 2024.

Sale consideration, Book value of assets transferred & Gain on the transaction is as follows:

(₹ Crores)		
Particulars	Amount	Amount
Sale consideration		20.83
Less: Book value of assets transferred		
Total Assets Transferred	43.85	
Total Liabilities Transferred	24.52	
Book value of assets transferred		19.33
Gain on sale		1.50

Pursuant to the approval granted by the Investment Committee of the Board of Directors of the Company, at its meeting held on 20 December 2023, the Company had entered into a Share Purchase Agreement ("Agreement") with Transtech Logistics Private Limited ("TLPL") an associate of the Company and the Promoters of TLPL, for sale/transfer of the 39.79% stake held by the Company in TLPL i.e., 100 equity shares of ₹ 10 each and 65,988 Compulsorily Convertible Preference Shares of ₹ 50 each, for a consideration of ₹ 0.01 Crores to be discharged by the Promoters of TLPL in cash to the Company. Pursuant to this, TLPL ceased to be an associate of the Company effective 20 December 2023. The Company has recognised gain of ₹ 0.01 Crores as an 'exceptional item' in the Statement of Profit and Loss for the year ended 31 March 2024.

Sale consideration, Book value of investment & Gain on the transaction is as follows:

(₹ Crores)		
Particulars	Amount	Amount
Sale consideration		0.01
Less: Book value of assets transferred		
Amount invested	4.00	
Impairment provision	4.00	
Book value of investment		-
Gain on sale		0.01

34. ASSETS & LIABILITIES HELD FOR SALE

On 30 March 2023, pursuant to approval granted by the Investment Committee of the Board of Directors, the Company entered into a Business Transfer Agreement (BTA) with MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited) ("MESPL"), wholly-owned subsidiary of the Company for sale / transfer of the Express Network business of the Company as a going concern on slump exchange basis, effective 1 April 2023, for a lump sum consideration of ₹ 20.83 Crores to be discharged by MESPL through issue of equity shares to the Company, on the terms and conditions more specifically defined in the said agreement. The completion of the transaction is subject to the conditions of the BTA.

Accordingly the Company has classified the Assets and Liabilities pertaining to Express Network business under the head "held for sale" in balance sheet as at 31 March 2023. The said transaction was completed during the year.

35. CURRENT AND DEFERRED TAX

(a) Income Tax recognised in Profit & Loss

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A. Current Tax:		
a) In respect of current year	28.60	22.64
b) In respect of prior years	(0.33)	(3.95)
Total	28.27	18.69
B. Deferred Tax:		
a) In respect of current year	(4.70)	(2.78)
b) In respect change in tax rate	-	-
Total	(4.70)	(2.78)
Total (A+B)	23.57	15.91

(b) Income tax recognised in Other Comprehensive Income

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A. Current Tax:		
Remeasurement of defined benefit obligations	-	(0.40)
Total	-	(0.40)
B. Deferred Tax:	(0.25)	-
Total	(0.25)	-
Classification of income tax recognised in other comprehensive income		
Income taxes related to items that will not be reclassified to profit or loss	(0.25)	(0.40)
Total	(0.25)	(0.40)

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit Before tax	84.04	77.74
Applicable Income tax rate #	25.17%	25.17%
Expected Income tax expense	21.15	19.57
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of expenses/provisions not deductible in determining taxable profit	0.50	0.29
Reversal of deferred tax asset on impairment of investment	1.01	-
Effect of net additional / (reversal) of provision in respect of prior years	0.91	(3.95)
Income tax expense recognised In profit or loss	23.57	15.91

Notes:

The tax rate used in reconciliations above is the corporate tax rate of 22% (plus surcharge and cess as applicable) on taxable profits under Income Tax Act, 1961.

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(d) Amounts on which deferred tax asset has not been created and related expiry period

Particulars	(₹ Crores)	
	As at 31 March 2024	
(i) Unused tax losses (revenue in nature)		
Expiry period		
Up to Five Years	-	-
More than Five Years	-	-
No Expiry Date	-	-
Total		-
(ii) Unused tax losses (capital in nature)		
Expiry period		
Up to Five Years	-	-
More than Five Years	4.96	4.96
No Expiry Date	-	-
Total		4.96

36. EARNINGS PER SHARE

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
A. Basic Earnings Per Share (in ₹) (face value ₹ 10/- per share)	8.60	8.97
B. Diluted Earnings Per Share (in ₹) (face value ₹ 10/- per share)	8.58	8.94

Notes:

i) Basic Earnings Per Share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Profit / (loss) for the period attributable to owners of the Company	61.98	64.53
Profit / (loss) for the period used in the calculation of basic earnings per share	61.98	64.53
Weighted average number of equity shares	72,034,374	71,955,161
Earnings per share from continuing operations - Basic (in ₹)	8.60	8.97

ii) Diluted Earnings Per Share

The diluted earnings per share has been computed by dividing the Net profit after tax available for Equity shareholders by the weighted average number of equity shares, after giving the effect of the dilutive potential ordinary shares for the respective years.

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Profit for the year used in the calculation of basic earnings per share	61.98	64.53
b) Add: adjustments on account of dilutive potential equity shares	-	-
Profit for the year used in the calculation of diluted earnings per share	61.98	64.53

iii) Reconciliation of weighted average number of equity shares

The weighted average number of equity shares for the purpose of diluted earnings per share reconciles to the weighted average number of equity shares used in the calculation of basic earnings per share as follows:

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Weighted average number of equity shares used in the calculation of Basic EPS	72,034,374	71,955,161
b) Add: Dilutive impact of potential equity shares on account of ESOPs and RSUs	214,914	218,671
Weighted average number of equity shares used in the calculation of Diluted EPS	72,249,288	72,173,832
Earnings per share from continuing operations - Diluted (in ₹)	8.58	8.94

37. FINANCIAL INSTRUMENTS

i) Capital Management Policy

- a) The Company's capital management objectives are:
- to ensure the Company's ability to continue as a going concern.
 - to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.
- b) For the purpose of Company's capital management, capital includes issued share capital, equity as well as preference, all other Equity reserves and Borrowings. The Company monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.
- c) The following table shows the components of capital:

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
A. Equity	675.46	627.98
B. Borrowing	82.00	150.00
C. Investment	-	(65.04)
D. Cash and Cash Equivalents	(15.31)	(114.64)
Total	742.15	598.30

Notes:

The above capital management disclosures are based on the information provided internally to key management personnel.

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

ii) Categories of financial assets and financial liabilities

(₹ Crores)

Particulars	As at 31 March 2024			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Investments	331.99	-	-	331.99
b) Loans	4.40	-	-	4.40
c) Other Financial Assets	63.65	-	-	63.65
Total	400.04	-	-	400.04
B. Current Assets				
a) Investments	-	-	-	-
b) Trade Receivables	508.92	-	-	508.92
c) Cash and Bank Balances	15.33	-	-	15.33
d) Other Financial Assets	427.66	-	-	427.66
Total	951.91	-	-	951.91
C. Non-current Liabilities				
a) Borrowings	-	-	-	-
b) Lease Liabilities	263.02	-	-	263.02
Total	263.02	-	-	263.02
D. Current Liabilities				
a) Borrowings	82.00	-	-	82.00
b) Lease Liabilities	118.75	-	-	118.75
c) Trade Payables	932.87	-	-	932.87
d) Other Financial Liabilities	14.19	-	-	14.19
Total	1,147.81	-	-	1,147.81

(₹ Crores)

Particulars	As at 31 March 2023			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Investments	194.84	-	-	194.84
b) Loans	4.40	-	-	4.40
c) Other Financial Assets	55.00	-	-	55.00
Total	254.24	-	-	254.24
B. Current Assets				
a) Investments	-	65.04	-	65.04
b) Trade Receivables	451.38	-	-	451.38
c) Cash and Bank Balances	114.65	-	-	114.65
d) Other Financial Assets	412.92	-	-	412.92
Total	978.95	65.04	-	1,043.99

(₹ Crores)

Particulars	As at 31 March 2023			
	Amortised Costs	FVTPL	FVOCI	Total
C. Non-current Liabilities				
a) Borrowings	-	-	-	-
b) Lease Liabilities	299.21	-	-	299.21
Total	299.21	-	-	299.21
D. Current Liabilities				
a) Borrowings	150.00	-	-	150.00
b) Lease Liabilities	105.51	-	-	105.51
c) Trade Payables	892.73	-	-	892.73
d) Other Financial Liabilities	17.87	-	-	17.87
Total	1,166.11	-	-	1,166.11

iii) Financial Risk Management Framework

The Company's activities expose it to a variety of financial risks: credit risk and liquidity risk. In order to manage the aforementioned risks, the Company operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

a) Credit risk management

Trade receivables and deposits

- (i) Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties. The Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. Credit exposure is controlled by counterparty credit period which is monitored through an approved policy.
- (ii) Trade receivables consist of a large number of customers, spread across diverse industries and places across India.
- (iii) Apart from one large customer of the Company, the Company does not have significant credit risk exposure to any single customer. Concentration of credit risk related to a single Company did not exceed 15% of trade receivables at the end of the year.
- (iv) The Company applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Company has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Company and individual receivable specific provision where applicable.
- (v) There is no change in estimation techniques or significant assumptions during the reporting year.

(vi) **The loss allowance for trade receivables using expected credit loss for different ageing periods is as follows:**

(₹ Crores)

Particulars	Not Due	Less than 6 months past due	More than 6 months past due	Total
As at 31 March 2024				
a) Gross carrying amount	223.66	198.42	100.93	523.01
b) Loss allowance provision	-	-	-	14.09
As at 31 March 2023				
a) Gross carrying amount	203.93	187.58	74.69	466.20
b) Loss allowance provision	-	-	-	14.82

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(vii) Reconciliation of loss allowance provision for Trade Receivables

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
a) Balance as at beginning of the year	14.82	16.82
b) Impairment losses recognised in the year based on lifetime expected credit losses		
- On receivables originated in the year	1.68	2.05
- Other receivables	2.04	2.25
c) Impairment losses reversed / written back	(4.45)	(6.30)
d) Balance at end of the year	14.09	14.82

(viii) During the year, the Company has written off ₹ 6.44 crores (Previous year ₹ 4.30 crores) of trade receivables and ₹ 0.32 crores (Previous year ₹ 0.69 crores) advances given. These trade receivables and deposits are not subject to enforcement activity.

Investment in Mutual Funds

The Company has Nil investments as at 31 March 2024 (₹ 65.04 crores as at 31 March 2023) in growth oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31 March 2024, the Company holds cash and cash equivalents of ₹ 15.31 crores (As at 31 March 2023 ₹ 114.64 crores).

The cash and cash equivalents are held with banks with good credit rating.

b) Liquidity risk management

(i) The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

(ii) Maturities of financial liabilities

Table showing maturity profile of financial liabilities

Particulars	(₹ Crores)			
	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
As at 31 March 2024				
Non-derivative financial liabilities				
a) Trade Payables	932.87	-	-	-
b) Borrowings	82.00	-	-	-
c) Lease Liabilities	129.53	190.11	70.37	48.33
d) Security Deposits	11.48	-	-	-
e) Creditors for capital supplies	2.54	-	-	-
f) Deferred Revenue	-	-	-	-
g) Interest Accrued but not due	0.15	-	-	-
h) Unclaimed Dividend	0.02	-	-	-
Total	1,158.59	190.11	70.37	48.33

(₹ Crores)

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
As at 31 March 2023				
Non-derivative financial liabilities				
a) Trade Payables	892.73	-	-	-
b) Borrowings	150.00	-	-	-
c) Lease Liabilities	146.47	280.17	42.77	25.53
d) Security Deposits	8.69	-	-	-
e) Creditors for capital supplies	7.69	-	-	-
f) Deferred Revenue	1.27	-	-	-
g) Interest Accrued but not due	0.21	-	-	-
h) Unclaimed Dividend	0.01	-	-	-
Total	1,207.07	280.17	42.77	25.53

The above table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

The contractual maturity is based on the earliest date on which the Company may be required to pay.

(iii) Financing arrangements

The Company has access to following undrawn borrowing facilities at the end of the reporting year:

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
a) Unsecured Cash Credit facility		
(Includes working capital demand loan, Short term loan and overdraft, bank guarantee)		
- Expiring within one year	259.76	140.33
- Expiring beyond one year	0.33	1.76

Note: The quarterly statements of current assets filed by the Company with banks are in agreement with the books of accounts.

(iv) Maturities of financial assets

Table showing maturity profile of financial assets

Particulars	(₹ Crores)			
	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
As at 31 March 2024				
A. Non-derivative financial assets				
a) Trade Receivables	508.92	-	-	-
b) Security Deposits	18.88	15.86	4.06	22.21
c) Others	408.78	21.51	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(₹ Crores)

As at 31 March 2023				
A. Non-derivative financial assets				
a) Trade Receivables	451.38	-	-	-
b) Security Deposits	17.00	11.66	11.40	18.94
c) Others	371.50	35.24	-	-

The above table details the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

c) **Market Risk Management**

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors.

There has been no significant changes to the Company's exposure to market risk or the methods in which they are managed or measured.

Currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's operating activities when transactions are denominated in a different currency from the Company's functional currency.

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
Trade payable	0.22	-

Interest Risk

The following tables demonstrate the sensitivity to a reasonably possible change in interest rates, with all other variables held constant.

Particulars	Name of borrowing	Type of Interest	Rate of interest	Loan amount outstanding	Increase in Base Rate (p.a.)	Sensitivity Impact on P&L (pre-tax)	Decrease in Base Rate (p.a.)	Sensitivity Impact on P&L (pre-tax)
Year ended 31 March 2024	Working Capital Demand Loan	Floating	7.48% to 9.40%	82.00	1.00%	(0.82)	1.00%	0.82
Year ended 31 March 2023	Working Capital Demand Loan	Floating	5.05% to 8.90%	150.00	1.00%	(1.50)	1.00%	1.50

Currency Risk

38. FAIR VALUE MEASUREMENT

a) **Fair Valuation Techniques and Inputs used - recurring items**

(₹ Crores)

Financial assets/financial liabilities measured at Fair value	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value and sensitivity
	As at 31 March 2024	As at 31 March 2023				
Financial assets						
Investments						
Mutual fund investments	-	65.04	Level 1	Quoted Market Prices	NA	NA

As at the reporting date, the Company does not have any financial liability measured at fair values.

b) **Fair value of financial assets and financial liabilities that are measured at amortised cost:**

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets				
a) Financial assets carried at Amortised Cost				
i) Non current investment	331.99	331.99	194.84	194.84
ii) Loans to related parties	4.40	4.40	4.40	4.40
iii) Trade and other receivables	508.92	508.92	451.38	451.38
iv) Deposits given	61.01	61.01	59.00	59.00
v) Cash and cash equivalents	15.31	15.31	114.64	114.64
vi) Bank Balances Other than v above	0.02	0.02	0.01	0.01
vii) Others	430.30	430.30	406.74	406.74
Total	1,351.95	1,351.95	1,231.01	1,231.01
B) Financial liabilities				
a) Financial liabilities held at Amortised cost				
i) Lease Liabilities	381.77	381.77	404.72	404.72
ii) Deposits received	11.48	11.48	8.69	8.69
iii) Trade and other payables	932.87	932.87	892.95	892.95
iv) Creditors for capital supplies	2.54	2.54	7.69	7.69
v) Deferred Revenue	-	-	1.27	1.27
vi) Interest Accrued	0.15	0.15	0.21	0.21
vii) Unclaimed Dividend	0.02	0.02	0.01	0.01
Total	1,328.83	1,328.83	1,315.54	1,315.54

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

39. LEASES

Operating Lease

Following are the changes in the carrying value of right of use assets:

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Balance as at 1 April	358.73	297.72
Additions	137.77	204.76
Disposals	(40.77)	(29.18)
Amortisation expense for the year	(123.42)	(114.57)
Balance as at 31 March	332.31	358.73

The following is the movement in lease liabilities:

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Lease liabilities recognised at 1 April	404.72	361.40
Additions	135.34	198.11
Finance cost accrued during the period	34.31	32.91
Deletions	(42.58)	(45.96)
Payment of lease liabilities	(150.02)	(141.74)
Balance as at 31 March	381.77	404.72

The following is the break-up of current and non-current lease liabilities:

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Non-current lease liabilities	263.02	299.21
Current lease liabilities	118.75	105.51
Total	381.77	404.72

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Less than one year	129.53	146.47
One to Three years	190.11	280.17
Three to five years	70.37	42.77
More than five years	48.33	25.53
Total undiscounted lease liabilities at Balance sheet date	438.34	494.94

Rental expense recorded for short-term leases was ₹ 42.26 crore (Previous Year: ₹ 59.13 crores) for the year ended 31 March 2024.

The following is the movement in the net investment in sublease of ROU asset during the year:

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Net investment in sublease in ROU recognised at 1 April	23.66	46.11
Additions	-	-
Finance Income on net investment in sublease in ROU	1.68	3.38
Deletions	-	(14.71)
Rental Income on net investment in sublease in ROU	(8.27)	(11.12)
Balance as at 31 March	17.07	23.66

The table below provides details regarding the contractual maturities of net investment in sublease of ROU asset on an undiscounted basis:

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Less than one year	8.68	8.26
One to Three years	9.87	18.55
Three to five years	-	-
More than five years	-	-
Total	18.55	26.81

Amounts recognised in Statement of Profit and Loss

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Interest on lease liabilities	34.31	32.91
Variable lease payments not included in measurement of lease liabilities	-	-
Expense on sub-leasing right of use asset	6.59	7.74
Expense relating to short term leases	42.26	59.12
Expense relating to low value leases	16.83	18.49
Depreciation expense of right of use asset	123.42	114.57
Total Expenses	223.41	232.83

Amounts recognised in Statement of cash flows

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Total cash outflows for leases	(150.02)	(141.74)

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

40. EMPLOYEE BENEFITS

a) Defined Contribution Plan

The Company's contribution to Provident Fund, superannuation Fund and other funds aggregating ₹ 12.41 crore (2023: ₹ 12.57 crore) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

b) Defined Benefit Plans:

Gratuity

a) The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the Group Gratuity Scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

b) Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

(1) Asset volatility

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit. The funds of the defined benefit plans are held with LIC.

As the plans mature, the Company intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

(2) Change in bond yields

A decrease in government bond yields will increase plan liabilities.

(3) Inflation risk

Defined benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although caps on the level of inflationary increases are in place to protect the plan against extreme inflation).

(4) Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the Company's defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

c) Significant Actuarial Assumptions

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Valuation	
	As at 31 March 2024	As at 31 March 2023
a) Discount rate(s)	7.15%	7.30%
b) Expected rate(s) of salary increase	7.00%	7.00%
c) Mortality rate during employment	100% of IALM 2012-14 Ultimate	100% of IALM 2012-14 Ultimate

d) Defined benefit plans - as per actuarial valuation

(₹ Crores)

Particulars	Funded Plan - Gratuity	
	As at 31 March 2024	As at 31 March 2023
I. Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:		
a) Current Service Cost	3.76	3.80
b) Past service cost and (gains)/losses from settlements	-	-
c) Net interest expense	0.20	0.35
Components of defined benefit costs recognised in profit or loss	3.96	4.15
Remeasurement on the net defined benefit liability		
a) Return on plan assets (excluding amount included in net interest expense)	(0.30)	(0.25)
b) Actuarial (gains)/loss arising from changes in financial assumptions	0.27	(0.84)
c) Actuarial (gains)/loss arising from changes in demographic assumptions	(0.24)	-
d) Actuarial (gains)/loss arising from experience adjustments	(0.62)	(0.49)
Components of defined benefit costs recognised in Other Comprehensive Income	(0.89)	(1.58)
Total	3.07	2.57
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31 March		
a) Present value of defined benefit obligation	(24.81)	(23.59)
b) Fair value of plan assets	22.34	20.92
c) Surplus/(Deficit)	(2.47)	(2.67)
d) Current portion of the above	(2.47)	(2.67)
e) Non current portion of the above	-	-
III. Change in the obligation during the year ended 31 March		
a) Present value of defined benefit obligation at the beginning of the year	23.59	23.11
b) Add/(Less) on account of Scheme of Arrangement/Business		
c) Transfer	(0.58)	(0.75)
d) Expenses Recognised in Profit and Loss Account		
- Current Service Cost	3.76	3.80
- Past Service Cost	-	-
- Interest Expense (Income)	1.73	1.57
e) Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from:		
i. Financial Assumptions	0.27	(0.84)
ii. Demographic Assumptions	(0.24)	-
iii. Experience Adjustments	(0.62)	(0.49)
f) Benefit payments	(3.10)	(2.81)
g) Present value of defined benefit obligation at the end of the year	24.81	23.59

NOTES TO THE STANDALONE FINANCIAL STATEMENT
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(₹ Crores)

Particulars	Funded Plan - Gratuity	
	As at 31 March 2024	As at 31 March 2023
IV. Change in fair value of assets during the year ended 31 March		
i) Fair value of plan assets at the beginning of the year	20.92	18.02
ii) Expenses Recognised in Profit and Loss Account		
- Expected return on plan assets	1.55	1.22
iii) Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actual Return on plan assets in excess of the expected return	0.30	0.25
iv) Contributions by employer (including benefit payments recoverable)	2.67	5.09
v) Benefit payments	(3.10)	(2.81)
vi) Transfer	-	(0.85)
vii) Fair value of plan assets at the end of the year	22.34	20.92
V. The Major categories of plan assets		
- Insurance Funds	22.34	20.92
VI. Actuarial assumptions		
a) Discount rate	7.15%	7.30%
b) Expected rate of return on plan assets	7.15%	7.30%
c) Attrition rate	15.00%	12.00%

e) The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(₹ Crores)

Principal assumption	Changes in assumption	Impact on defined benefit obligation			
		As at 31 March 2024		As at 31 March 2023	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
a) Discount rate	1.00%	23.42	26.35	22.08	25.34
b) Salary growth rate	1.00%	26.29	23.44	25.29	22.10
c) Attrition rate	1.00%	24.73	24.89	23.55	23.66
d) Mortality rate	1.00%	24.81	24.81	23.61	23.61

Notes:

- The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance Sheet.
- The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous year.
- The weighted average duration of the defined benefit obligation as at 31 March 2024 is 6 years.

f) Maturity profile of defined benefit obligation:

The tables include both discounted value as well as unwinding of interest.

(₹ Crores)

Particulars	2024	2023
Within 1 year	3.66	3.08
1-2 years	3.75	2.72
2-3 years	3.30	2.92
3-4 years	3.13	2.67
4-5 years	3.11	2.57
5-10 years	11.07	10.98
More than 10 years	13.42	19.23

g) Plan Assets

The fair value of Company's plan asset by category are as follows:

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
Asset category:		
Deposits with Insurance companies	22.34	20.92
	100%	100%

h) Experience Adjustments:

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 31 March 2020	As at 31 March 2019
1. Defined Benefit Obligation	(24.81)	(23.59)	(23.11)	(20.37)	(16.51)
2. Fair value of plan assets	22.34	20.92	18.02	16.41	13.00
3. Surplus/(Deficit)	(2.47)	(2.67)	(5.09)	(3.96)	(3.51)
4. Experience adjustment on plan liabilities [(Gain)/Loss]	(0.62)	(0.49)	1.69	0.77	(0.02)
5. Experience adjustment on plan assets [Gain/(Loss)]	0.30	0.25	(0.01)	0.16	0.05

- The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.
- The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- The current service cost and the net interest expense for the year are included in the employee benefits expense in profit or loss of the expense for the year.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

41. RELATED PARTY TRANSACTIONS

i) List of Related Parties:

Holding Company	Mahindra & Mahindra Limited
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(a) Related Parties where control exists:

Subsidiaries

1	2 X 2 Logistics Private Limited
2	Lords Freight (India) Private Limited
3	MLL Express Services Private Limited (Formerly known as Meru Travel Solutions Private Limited) (w.e.f. 17 May 2022)
4	MLL Mobility Private Limited (Formerly known as Meru Mobility Tech Private Limited) (w.e.f. 12 May 2022)
5	V-Link Fleet Solutions Private Limited (merged with MLL Mobility Private Limited w.e.f. 28 March 2024)
6	V-Link Automotive Services Private Limited (merged with MLL Mobility Private Limited w.e.f. 28 March 2024)
7	V-Link Freight Services Private Limited
8	MLL Global Logistics Limited
9	Zipzap Logistics Private Limited (w.e.f. 22 December 2023)

(b) Other parties with whom transactions have taken place during the year:

(i) Joint Venture

Transtech Logistics Private Limited (ceased to be a joint venture and related party of the company w.e.f. 20 December 2023)

(ii) Associate

Zipzap Logistics Private Limited (w.e.f. 8 April 2022 to 21 December 2023)

(iii) Fellow Subsidiaries

1	Fifth Gear Ventures Limited
2	Gromax Agri Equipment Limited
3	Mahindra Accelo Limited (Formerly Known As Mahindra Intertrade Limited)
4	Mahindra Defence Systems Limited
5	Mahindra Electric Mobility Limited (Merged with Mahindra & Mahindra Limited w.e.f. 2 February 2023)
6	Mahindra EPC Irrigation Limited
7	Mahindra Heavy Engines Limited
8	Mahindra Holidays And Resorts India Limited
9	Mahindra Industrial Park Chennai Limited
10	Mahindra Integrated Business Solutions Private Limited
11	Mahindra MSTC Recycling Private Limited
12	Mahindra Two Wheelers Limited
13	Mahindra World City (Jaipur) Limited
14	NBS International Limited
15	Mahindra Last Mile Mobility Limited
16	Mahindra Electric AutoMobile Limited
17	Mahindra Susten Private Limited
18	Swaraj Engines Limited
19	Mahindra Racing UK Limited

(iv) Other Related Parties

a) Associate of Holding Company

1	Brainbees Solutions Private Limited
2	CIE Automotive India Limited (Formerly Known As Mahindra Cie Automotive Limited, Name Changed w.e.f. 15 May 2023)
3	Tech Mahindra Limited

b) Joint Venture of Holding Company

1	Classic Legends Private Limited
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(v) Key Management Personnel (KMP):

Sr. No.	Name of KMP	Designation
1	Dr. Anish Shah	Chairman & Non-Executive Director
2	Mr. Rampraveen Swaminathan	Managing Director & CEO
3	Mr. Amit Kumar Sinha (upto 24 March 2023)	Non-Executive Director
4	Mr. Naveen Raju	Non-Executive Director
5	Ms. Malvika Sinha	Independent Director
6	Mr. Ajay Mehta (upto 27 March 2023)	Independent Director
7	Mr. Darius Pandole	Independent Director
8	Mr. Ranu Vohra	Independent Director
9	Ms. Avani Davda	Independent Director
10	Mr. Dhananjay Mungale	Independent Director
11	Mr. Ameet Hariani (w.e.f. 01 May 2022)	Independent Director

ii) Details of transactions between the Company and its related parties are disclosed below:

Particulars	Year	₹ Crores					
		Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
Nature of transactions with Related Parties							
a) Purchase of PPE and other assets	31-Mar-24	0.20	0.05	-	-	-	-
	31-Mar-23	-	-	0.60	-	-	-
b) Rendering of services	31-Mar-24	2,827.95	33.48	94.19	-	10.06	24.54
	31-Mar-23	2,584.11	0.01	70.95	-	10.55	18.45
c) Availment of services	31-Mar-24	3.34	132.91	0.21	0.06	4.10	-
	31-Mar-23	16.30	54.00	0.13	1.06	3.95	9.16
d) Reimbursements made to parties	31-Mar-24	17.64	8.34	0.24	-	-	-
	31-Mar-23	-	0.47	0.37	-	-	-
e) Reimbursements received from parties	31-Mar-24	-	10.20	-	-	-	-
	31-Mar-23	-	5.24	-	-	-	-
f) Sale of property and other assets	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	0.91	-	-	-	-	-
g) Loans/Deposits given	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	4.40	-	-	-	-
h) Interest Income on inter-corporate deposits	31-Mar-24	-	0.35	-	-	-	-
	31-Mar-23	-	0.19	-	-	-	-
i) Dividend Paid	31-Mar-24	10.45	-	-	-	-	-
	31-Mar-23	8.36	-	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(₹ Crores)							
Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
j) Purchase of Investment in Subsidiaries	31-Mar-24	-	121.98	-	-	-	-
	31-Mar-23	50.41	50.48	-	-	-	-
k) Corporate Guarantee Given	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	220.00	-	-	-	-
l) Corporate Guarantee Commission	31-Mar-24	-	1.21	-	-	-	-
	31-Mar-23	-	0.47	-	-	-	-
m) Business Transferred	31-Mar-24	-	20.83	-	-	-	-
	31-Mar-23	-	36.12	-	-	-	-
Balances Outstanding with Related Parties							
a) Trade payables	31-Mar-24	5.20	13.61	0.15	-	-	-
	31-Mar-23	11.21	11.11	0.03	0.01	0.48	-
b) Trade receivables	31-Mar-24	351.75	2.98	12.28	-	-	5.42
	31-Mar-23	107.24	0.12	4.83	-	4.87	4.14
c) Other receivables	31-Mar-24	-	0.60	-	-	-	-
	31-Mar-23	-	3.21	-	-	-	-
d) Inter Corporate Deposits outstanding	31-Mar-24	-	4.40	-	-	-	-
	31-Mar-23	-	4.57	-	-	-	-
e) Provision of bad & doubtful debts related to amount due from related parties	31-Mar-24	1.83	-	-	-	-	0.66
	31-Mar-23	1.83	-	-	-	-	-

Notes:

- All the outstanding balances, whether receivables or payables are unsecured.
- Related party transactions were made on terms equivalent to those that prevail in arm's length transactions are made only if such terms can be substantiated.
- The loans to related parties are not in the nature of repayable on demand or without specifying any terms or period of repayment.
- Amount of all the transactions reported above are excluding GST and including unbilled income / accrued expenses, as applicable.

iii) Details of transactions between Major parties \$

(₹ Crores)							
Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
Nature of transactions with Related Parties							
a) Purchase of PPE and other assets							
NBS International Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	-	0.60	-	-	-
Mahindra & Mahindra Limited	31-Mar-24	0.20	-	-	-	-	-
	31-Mar-23	-	-	-	-	-	-
Zipzap Logistics Private Limited	31-Mar-24	-	0.05	-	-	-	-
	31-Mar-23	-	-	-	-	-	-
b) Rendering of services							
Mahindra & Mahindra Limited	31-Mar-24	2,827.95	-	-	-	-	-
	31-Mar-23	2,584.11	-	-	-	-	-
Mahindra Heavy Engines Limited	31-Mar-24	-	-	16.44	-	-	-
	31-Mar-23	-	-	15.17	-	-	-

(₹ Crores)							
Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
Mahindra Electric Mobility Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	-	13.92	-	-	-
Classic Legends Private Limited	31-Mar-24	-	-	-	-	-	9.79
	31-Mar-23	-	-	-	-	-	26.59
Mahindra CIE Automotive Limited	31-Mar-24	-	-	-	-	-	14.75
	31-Mar-23	-	-	-	-	-	13.27
Tech Mahindra Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	-	-	-	-	5.18
Mahindra Two Wheelers Limited	31-Mar-24	-	-	6.04	-	-	-
	31-Mar-23	-	-	7.83	-	-	-
2 X 2 Logistics Private Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	0.01	-	-	-	-
Zipzap Logistics Private Limited	31-Mar-24	-	7.57	-	-	10.06	-
	31-Mar-23	-	-	-	-	10.55	-
Mahindra Last Mile Mobility Limited	31-Mar-24	-	-	64.17	-	-	-
	31-Mar-23	-	-	-	-	-	-
MLL Express Services Private Limited	31-Mar-24	-	25.91	-	-	-	-
	31-Mar-23	-	-	-	-	-	-
c) Availment of services							
Mahindra & Mahindra Limited	31-Mar-24	3.34	-	-	-	-	-
	31-Mar-23	16.30	-	-	-	-	-
Tech Mahindra Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	-	-	-	-	9.16
Mahindra Integrated Business Solutions Private Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	-	0.09	-	-	-
2 X 2 Logistics Private Limited	31-Mar-24	-	50.04	-	-	-	-
	31-Mar-23	-	13.82	-	-	-	-
Zipzap Logistics Private Limited	31-Mar-24	-	3.22	-	-	4.10	-
	31-Mar-23	-	-	-	-	3.95	-
NBS International Limited	31-Mar-24	-	-	0.12	-	-	-
	31-Mar-23	-	-	0.03	-	-	-
Mahindra Holidays And Resorts India Limited	31-Mar-24	-	-	0.10	-	-	-
	31-Mar-23	-	-	-	-	-	-
Transtech Logistics Private Limited	31-Mar-24	-	-	-	0.06	-	-
	31-Mar-23	-	-	-	1.06	-	-
MLL Mobility Private Limited	31-Mar-24	-	24.33	-	-	-	-
	31-Mar-23	-	30.19	-	-	-	-
MLL Express Services Private Limited	31-Mar-24	-	55.28	-	-	-	-
	31-Mar-23	-	9.99	-	-	-	-
d) Reimbursements made to parties							
Mahindra & Mahindra Limited	31-Mar-24	17.64	-	-	-	-	-
	31-Mar-23	-	-	-	-	-	-
MLL Express Services Private Limited	31-Mar-24	-	7.96	-	-	-	-
	31-Mar-23	-	0.47	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(₹ Crores)							
Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
Mahindra World City (Jaipur) Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	-	0.21	-	-	-
Mahindra Susten Private Limited	31-Mar-24	-	-	0.12	-	-	-
	31-Mar-23	-	-	-	-	-	-
Mahindra Racing UK Limited	31-Mar-24	-	-	0.13	-	-	-
	31-Mar-23	-	-	-	-	-	-
NBS International Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	-	0.16	-	-	-
e) Reimbursements received from parties							
Lords Freight (India) Private Limited	31-Mar-24	-	3.98	-	-	-	-
	31-Mar-23	-	2.81	-	-	-	-
MLL Mobility Private Limited	31-Mar-24	-	2.39	-	-	-	-
	31-Mar-23	-	1.15	-	-	-	-
MLL Express Services Private Limited	31-Mar-24	-	3.62	-	-	-	-
	31-Mar-23	-	1.05	-	-	-	-
f) Sale of Property and other assets							
Mahindra & Mahindra Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	0.91	-	-	-	-	-
g) Loans / Deposits given							
2 X 2 Logistics Private Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	4.40	-	-	-	-
h) Interest Income on inter-corporate deposits							
2 X 2 Logistics Private Limited	31-Mar-24	-	0.35	-	-	-	-
	31-Mar-23	-	0.19	-	-	-	-
i) Dividend paid							
Mahindra & Mahindra Limited	31-Mar-24	10.45	-	-	-	-	-
	31-Mar-23	8.36	-	-	-	-	-
j) Purchase of Investment in Subsidiaries Company							
Mahindra & Mahindra Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	50.41	-	-	-	-	-
MLL Express Services Private Limited	31-Mar-24	-	100.83	-	-	-	-
	31-Mar-23	-	50.48	-	-	-	-
Zipzap Logistics Private Limited	31-Mar-24	-	21.15	-	-	-	-
	31-Mar-23	-	-	-	-	-	-
k) Corporate Guarantee given							
MLL Express Services Private Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	220.00	-	-	-	-
l) Corporate Guarantee Commission income							
MLL Express Services Private Limited	31-Mar-24	-	1.21	-	-	-	-
	31-Mar-23	-	0.47	-	-	-	-

(₹ Crores)							
Particulars	Year	Holding Company	Subsidiaries	Fellow Subsidiary	Joint Venture	Associate	Other related parties
m) Business Transferred							
MLL Mobility Private Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	36.12	-	-	-	-
MLL Express Service Private Limited	31-Mar-24	-	20.83	-	-	-	-
	31-Mar-23	-	-	-	-	-	-

₹ Major parties denote entities accounting for 10% or more of the aggregate for that category of transaction during respective year.

iv) Compensation of Key Managerial Personnel

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The separate actuarial valuation figures are not available for key managerial personnel.

The remuneration key managerial personnel during the year was as follows:

(₹ Crores)							
Name of KMP	Year	Short-term employee benefits	Perquisite value of ESOPs exercised	Sitting Fees	Commission	Reimbursement of Expenses paid	
Mr. Rampraveen Swaminathan	31-Mar-24	4.35	-	-	-	-	-
	31-Mar-23	4.15	0.70	-	-	-	0.19
Ms. Malvika Sinha	31-Mar-24	-	-	0.11	0.07	-	-
	31-Mar-23	-	-	0.10	0.07	-	-
Mr. Ajay Mehta	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	-	0.13	0.07	-	-
Mr. Darius Pandole	31-Mar-24	-	-	0.16	0.07	-	-
	31-Mar-23	-	-	0.13	0.07	-	-
Mr. Ranu Vohra	31-Mar-24	-	-	0.16	0.07	-	-
	31-Mar-23	-	-	0.12	0.07	-	-
Ms. Avani Davda	31-Mar-24	-	-	0.10	0.07	-	-
	31-Mar-23	-	-	0.12	0.07	-	-
Mr. Dhananjay Mungale	31-Mar-24	-	-	0.13	0.07	-	-
	31-Mar-23	-	-	0.08	0.07	-	-
Mr. Ameet Hariani	31-Mar-24	-	-	0.10	0.07	-	-
	31-Mar-23	-	-	0.06	0.07	-	-

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The separate actuarial valuation figures are not available for key managerial personnel.

NOTES TO THE STANDALONE FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

v) Disclosure required under section 186(4) of the Companies Act, 2013

Name	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a. Loans Given		
2 X 2 Logistics Private Limited#	4.40	4.40
b. Corporate guarantee given towards long term loan taken from banks by		
MLL Express Services Private Limited	220.00	220.00

Above inter corporate loan has been given for general business purposes for meeting their working capital requirements @ 8.00% p.a.

42. RATIOS

S No.	Particulars	Numerator	Denominator	31 Mar-24	31 Mar-23	% variance
1	Current Ratio	Current Assets	Current Liabilities	0.88	0.94	-6.38%
2	Debt-equity Ratio	Borrowings	Total Equity	0.12	0.24	-50%
3	Debt service coverage Ratio	Profit after tax + Depreciation + Interest + Non cash operating expenses + Loss on sale of assets	Interest + outstanding current borrowing & lease liability	1.24	0.94	31.91%
4	Return on equity	Profit After Tax	Average Shareholder's Equity	9.51%	10.73%	-11.37%
5	Inventory Turnover Ratio	Cost of material consumed	Average Inventory	1.00	7.64	-86.91%
6	Trade receivables turnover ratio	Net Credit Sales	Average Trade Receivables & Accrued Sales	5.06	5.46	-7.33%
7	Trade payables turnover ratio	Purchases of Services & Other Expenses	Average Trade payables	4.31	4.50	-4.22%
8	Net capital turnover ratio	Revenue from Operations	Average Working Capital	(42.86)	104.08	-141.18%
9	Net profit	Net Profit after tax	Revenue from Operations	1.37%	1.45%	-5.52%
10	Return on capital employed	Profit before interest and tax (excluding interest on leases)	Average (Total Equity + Total Debt)	12.22%	12.75%	-4.16%
11	Return on investment	NA	NA	NA	NA	NA

Explanation for change in the ratios by more than 25% :

- Debt-equity Ratio : Debt-equity Ratio has improved from 0.24 times in previous year to 0.12 times in current year due to reduction in outstanding borrowings on account of repayments during the year.
- Debt service coverage Ratio : Debt service coverage Ratio has improved from 0.94 times in previous year to 1.24 times in current year due to increase in profits and reduction in borrowings at year end
- Inventory Turnover Ratio (times) : Inventory Turnover Ratio has reduced from 7.64 times in previous year to 1 times in current year since there are no related operations during the year.
- Net capital turnover ratio (times) : Net capital turnover ratio has changed from 104.08 times in previous year to (42.86) times in current year due to increase in revenue and current liabilities during the year.

43. CONTINGENT LIABILITIES AND COMMITMENTS

Contingent Liabilities

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Contingent liabilities (to the extent not provided for)		
Claims against the Company not acknowledged as debt		
a) VAT	22.89	22.89
b) Service Tax	3.68	3.52
c) Income Tax	3.12	3.19
d) GST	141.24	-
e) Corporate Guarantee for Subsidiary	220.00	220.00
f) Other Matters	11.11	9.39

Notes:

- The Company does not expect any payout in respect of the above contingent liabilities.
- It is not practicable to estimate the timings of cash outflows, if any, in respect of matters at (a) to (d) above, pending resolution of appellate/court proceedings.

44. ADDITIONAL REGULATORY INFORMATION

- No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- Outstanding Balance with struck off companies :

Name of the Struck off Company	Nature of transaction	Relationship with the struck off company	(₹ Crores)	
			Balance as on 31 March 2024	Balance as on 31 March 2023
Leela Trade Links Private Limited	Trade Receivable	External	*	*
Balaji Translogistic Private Limited	Trade Payable	External	0.01	0.01
M.Y. Transport Company Private Limited	Trade Payable	External	0.61	0.17

*Amount is below the rounding off norms adopted by the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

- iii) The Company did not have any charges or satisfaction which were yet to be registered with ROC beyond the statutory period.
- iv) The Company did not have any transaction which had not been recorded in the books of account that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

45.

Previous year numbers have been regrouped wherever necessary.

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Saurabh Taneja
Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Jignesh Parikh
Company Secretary
Membership No: ACS20413

CONSOLIDATED INDEPENDENT AUDITOR'S REPORT

To
The Members of **Mahindra Logistics Limited**

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the accompanying consolidated financial statements of Mahindra Logistics Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group") which includes the Group's share of loss in its associate and joint venture, which comprise the Consolidated Balance Sheet as at 31 March 2024 and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024 and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associate and joint venture in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the

Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Annexures to Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. Above reports are expected to be made available to us after the date of this auditor's report.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available, compare with the financial statements of subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by the other auditors.
- When we read the above reports, if we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements

CONSOLIDATED INDEPENDENT AUDITOR'S REPORT (Contd.)

that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associate and joint venture in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

- (a) We did not audit the financial statements of six subsidiaries, whose financial statements reflect total assets of Rs. 656.69 Crores as at 31 March 2024, total revenues of Rs. 1,042.41 Crores and net cash outflows amounting to Rs. 3.96 Crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 1.02 Crores for the year ended 31 March 2024, as considered in the consolidated financial statements, in respect of one associate and one joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint venture and associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the

aforesaid subsidiaries is based solely on the reports of the other auditors.

- (b) We did not audit the financial information of one subsidiary, whose financial information reflect total assets of Rs. Nil as at 31 March 2024, total revenues of Rs. Nil and net cash inflows amounting to Rs. Nil for the year ended on that date, as considered in the consolidated financial statements. This financial information is unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law maintained by the Group including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

CONSOLIDATED INDEPENDENT AUDITOR'S REPORT (Contd.)

- e) On the basis of the written representations received from the directors of the Parent as on 31 March 2024 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us the remuneration paid by the Parent to their directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer note 41 to the consolidated financial statements.
 - The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent and its subsidiary companies.
 - (a) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the note 42 (i) to

the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the note 42 (i) to the consolidated financial statements, no funds have been received by the Parent or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v) The final dividend proposed in the previous year, declared and paid by the Parent during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 18 to the consolidated financial statements, the Board of Directors of the Parent have proposed final dividend for the year which is subject to the approval of the members of the Parent at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi) Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries incorporated in India whose financial statements have been audited under the Act, the Parent, its subsidiary companies incorporated in India have used accounting software's for maintaining their respective books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of audit, we and other auditors, whose reports have been furnished to us by the Management of the Parent, have not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

Name of the Company	CIN	Nature of relationship	Clause Number of CARO report with adverse remark
V-Link Freight Services Private Limited	U62100MH2022PTC390187	Subsidiary	3(xvii)
Zipzap Logistics Private Limited	U60221TG2018PTC125881	Subsidiary	3(xvii)
MLL Express Services Private Limited	U63040MH2006PTC165956	Subsidiary	3(xvii)

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W- 100018)

Kedar Rajee
(Partner)

(Membership No. 102637)
(UDIN: 24102637BKELWM2787)

Place: Mumbai
Date: 22 April 2024

CONSOLIDATED INDEPENDENT AUDITOR'S REPORT (Contd.)

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to consolidated financial statements of Mahindra Logistics Limited (hereinafter referred to as "Parent"), its subsidiary companies which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Parent, its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit

of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2024, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to six subsidiary companies which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W- 100018)

Kedar Raje

(Partner)

(Membership No. 102637)

(UDIN: 24102637BKELWM2787)

Place: Mumbai

Date: 22 April 2024

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2024

Particulars	Notes	As at	
		31 March 2024	31 March 2023
(₹ Crores)			
ASSETS			
I NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4	201.89	196.75
(b) Right of Use Asset	4	350.19	386.91
(c) Net Investment in Lease	38	17.07	23.66
(d) Capital Work-in-Progress	5	16.05	3.25
(e) Goodwill on consolidation	6	58.76	4.33
(f) Intangible Assets	7	225.35	241.69
(g) Intangible assets under development	8	0.19	0.53
(h) Financial Assets			
(i) Investments	10	-	32.63
(ii) Other Financial Assets	12	70.09	84.69
(i) Deferred Tax Assets (Net)	13	45.30	41.60
(j) Income Tax Assets (Net)	16	108.09	124.29
(k) Other Non-current assets	14	43.90	30.44
Total Non-Current Assets		1,136.88	1,170.77
II CURRENT ASSETS			
(a) Inventories	9	-	0.41
(b) Financial Assets			
(i) Investments	10	5.86	67.24
(ii) Trade Receivables	11	701.90	652.49
(iii) Cash and Cash Equivalents	15(i)	24.39	126.20
(iv) Bank Balances other than (iii) above	15(ii)	46.68	0.03
(v) Other Financial Assets	12	464.27	425.30
(c) Other Current Assets	14	97.22	110.50
Total Current Assets		1,340.32	1,382.17
Total Assets		2,477.20	2,552.94
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	72.04	71.98
(b) Share Application Money		0.01	0.06
(c) Other Equity	18	420.42	489.63
Equity attributable to owners		492.47	561.67
Equity attributable to non-controlling interests		11.77	(1.37)
Total Equity		504.24	560.30
Liabilities			
I Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	223.60	223.60
(ii) Lease Liabilities	38	271.99	308.33
(b) Provisions	21	33.62	32.71
Total Non-Current Liabilities		529.21	564.64
II Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	114.95	177.80
(ii) Lease Liabilities	38	128.75	124.32
(iii) Trade Payables			
a) Due to Micro and Small Enterprises	23	102.17	67.46
b) Other than Micro and Small Enterprises	23	1009.02	980.59
(iv) Other Financial Liabilities	20	49.36	33.49
(b) Provisions	21	8.79	6.88
(c) Current Tax Liabilities (net)	16	3.65	3.65
(d) Other Current Liabilities	22	27.06	33.81
Total Current Liabilities		1,443.75	1,428.00
Total Equity And Liabilities		2,477.20	2,552.94

The accompanying notes 1 to 47 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm Registration No: 117366W/W-100018

Kedar Raje
Partner
Membership No: 102637

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Saurabh Taneja
Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Jignesh Parikh
Company Secretary
Membership No: ACS20413

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024

Particulars	Notes	Year ended	
		31 March 2024	31 March 2023
(₹ Crores)			
I Revenue from operations	24	5,505.97	5,128.29
II Other Income	25	17.90	15.85
III Total Income (I + II)		5,523.87	5,144.14
IV EXPENSES			
(a) Cost of materials consumed	26	0.41	6.58
(b) Changes in inventories of finished goods	27	-	0.45
(c) Operating Expenses	28	4,687.59	4,379.48
(d) Employee benefits expense	29	404.70	354.56
(e) Finance costs	30	68.16	51.57
(f) Depreciation and amortisation expense	31	208.99	189.50
(g) Other expenses	32	184.23	127.46
Total Expenses		5,554.08	5,109.60
V Profit / (Loss) before exceptional items and tax (III - IV)		(30.21)	34.54
VI Exceptional items (net) (Refer note no. 45)		3.82	-
VII Profit / (Loss) before tax (V+VI)		(26.39)	34.54
VIII Tax Expense			
(a) Current tax	33	29.13	21.89
(b) Deferred tax Credit	33	(3.45)	(14.77)
Total Tax Expense		25.68	7.12
IX Profit / (Loss) After Tax (VII-VIII)		(52.07)	27.42
X Share of Profit/(Loss) of Joint Venture / Associate		(1.02)	(2.79)
XI Profit / (Loss) for the year (IX+X)		(53.09)	24.63
XII Profit / (Loss) for the year attributable to:			
Owners of the company		(54.74)	26.28
Non Controlling Interests		1.65	(1.65)
XIII Other comprehensive income			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans - Gains/(Losses)		0.96	1.91
(b) Income tax relating to items that will not be reclassified to profit or loss		(0.32)	(0.42)
Total Other comprehensive income		0.64	1.49
XIV Other comprehensive income for the year attributable to:			
Owners of the company		0.68	1.48
Non Controlling Interests		(0.04)	0.01
Total comprehensive income for the year (XI+XIII)		(52.45)	26.12
XV Total comprehensive income for the year attributable to:			
Owners of the company		(54.06)	27.76
Non Controlling Interests		1.61	(1.64)
XVI Earnings per equity share (face value ₹ 10/- per share)			
(a) Basic (in ₹)	34	(7.60)	3.65
(b) Diluted (in ₹)	34	(7.60)	3.64

The accompanying notes 1 to 47 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm Registration No: 117366W/W-100018

Kedar Raje
Partner
Membership No: 102637

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Mumbai, 22 April 2024

Saurabh Taneja
Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Jignesh Parikh
Company Secretary
Membership No: ACS20413

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2024

(A) EQUITY SHARE CAPITAL

Particulars	Number of Shares	(₹ Crores)	
		Equity share capital	
Balance as at 1 April 2022	71,871,618	71.87	
Changes in Equity Share Capital due to prior period errors	-	-	
Restated balance at the beginning of the current reporting period	71,871,618	71.87	
Changes in equity share capital during the year:			
Exercise of Employee Stock Options	105,412	0.11	
Balance as at 31 March 2023	71,977,030	71.98	
Balance as at 1 April 2023	71,977,030	71.98	
Changes in Equity Share Capital due to prior period errors	-	-	
Restated balance at the beginning of the current reporting period	71,977,030	71.98	
Changes in equity share capital during the year:			
Exercise of Employee Stock Options	59,121	0.06	
Balance as at 31 March 2024	72,036,151	72.04	

(B) OTHER EQUITY

Particulars	Reserves & Surplus				Total	Non-Controlling Interest	Total Other Equity
	Capital reserve on consolidation	Securities premium	Equity-settled employee benefits reserve	Retained earnings			
Balance as at 1 April 2022	(24.41)	120.16	10.15	368.65	474.55	0.28	474.83
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	(24.41)	120.16	10.15	368.65	474.55	0.28	474.83
- Share based payment to employees	-	-	1.70	-	1.70	-	1.70
- Exercise of employee stock options	-	4.96	(4.96)	-	-	-	-
- Dividend paid on Equity Shares	-	-	-	(14.39)	(14.39)	-	(14.39)
Total Comprehensive income for the year:							
- Profit for the year	-	-	-	26.28	26.28	(1.65)	24.63
- Actuarial (loss)/gain transferred to retained earnings	-	-	-	1.48	1.48	0.01	1.49
Balance as at 31 March 2023	(24.41)	125.12	6.89	382.02	489.63	(1.37)	488.26

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2024

Particulars	Reserves & Surplus				Total	Non-Controlling Interest	Total Other Equity
	Capital reserve on consolidation	Securities premium	Equity-settled employee benefits reserve	Retained earnings			
Balance as at 1 April 2023	(24.41)	125.12	6.89	382.02	489.63	(1.37)	488.26
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	(24.41)	125.12	6.89	382.02	489.63	(1.37)	488.26
- Share based payment to employees	-	-	2.86	-	2.86	-	2.86
- Exercise of employee stock options	-	2.93	(2.93)	-	-	-	-
- On Business combination	-	-	-	-	-	11.53	11.53
- Dividend paid on Equity Shares	-	-	-	(18.01)	(18.01)	-	(18.01)
Total Comprehensive income for the year:							
- Profit for the year	-	-	-	(54.74)	(54.74)	1.65	(53.09)
- Actuarial gain/(loss) transferred to retained earnings	-	-	-	0.68	0.68	(0.04)	0.64
Balance as at 31 March 2024	(24.41)	128.05	6.82	309.95	420.42	11.77	432.19

The accompanying notes 1 to 47 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm Registration No: 117366W/W-100018

Kedar Rajee
Partner
Membership No: 102637

Mumbai, 22 April 2024

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Saurabh Taneja
Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Jignesh Parikh
Company Secretary
Membership No: ACS20413

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2024

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit / (Loss) before tax	(26.39)	34.54
Adjustments for:		
Loss on disposal of property, plant and equipment (net)	1.99	0.11
Expected credit loss recognised on trade receivables/advances	24.80	4.68
Provision no longer required written back	(2.32)	(1.01)
Depreciation and amortisation expense	208.99	189.50
Finance Charges	68.16	51.57
Unrealised gain on reversal of Right of Use Assets	(3.54)	(2.65)
Interest Income	(4.76)	(4.70)
Rental Income on Sub-Lease	8.27	11.12
Finance income on net investment in lease	(1.73)	(3.38)
Gain on restatement of investment in Associate	(3.82)	-
Profit on sale of mutual funds	(1.47)	(1.01)
Share based payment expenses	2.86	1.70
	297.43	245.93
Operating profit before working capital changes	271.04	280.47
Changes in:		
Trade and other receivables	(73.93)	(196.54)
Inventories	0.41	1.02
Trade and other payables and provisions	42.28	108.28
Cash generated from operations	239.80	193.23
Income taxes paid (Net)	(12.94)	(73.83)
Net cash flow generated from operating activities	226.86	119.40
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment to acquire current investments	(1,101.49)	(940.04)
Proceeds from sale of current investments	1,164.34	991.56
Investment in Subsidiary	-	(50.41)
Investment in Associate	(15.16)	(35.42)
Proceeds from sale of investment in Associate	0.01	-
Payment made for acquisition of business	-	(218.51)
Bank Deposits Matured/(Placed)	(44.70)	0.42
Interest income	4.41	4.72
Payment to acquire property, plant and equipment & other intangible assets including CWIP	(70.94)	(71.03)
Proceeds from disposal of property, plant and equipment	9.24	8.69
Net cash used in investing activities	(54.29)	(310.02)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2024

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Issue of Share Capital	-	0.05
Share application money received	0.01	0.06
Proceeds from short term borrowings (net)	-	137.95
Repayment of short term borrowings (net)	(65.54)	-
Proceeds from long term borrowings	-	222.95
Interest paid	(31.84)	(17.37)
Repayment of leases	(160.74)	(146.31)
Dividend paid	(18.01)	(14.39)
Net cash generated from / (used in) financing activities	(276.12)	182.94
Net decrease in cash and cash equivalents (A+B+C)	(103.55)	(7.68)
Cash and cash equivalents at the beginning of the year	126.20	133.88
Cash balance taken over on acquisition	1.74	-
Cash and cash equivalents at the end of the year	24.39	126.20
Components of cash and cash equivalents		
Cash / Cheques on hand	0.47	0.65
With Banks - in Current account/ Fixed Deposit/Balance in Cash Credit Accounts	23.92	125.55
	24.39	126.20

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method set out in IND AS 7 - Statement of Cash flows.

The accompanying notes 1 to 47 are an integral part of the Financial Statements.

In terms of our report attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm Registration No: 117366W/W-100018

Kedar Raje
Partner
Membership No: 102637

Mumbai, 22 April 2024

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Saurabh Taneja
Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Jignesh Parikh
Company Secretary
Membership No: ACS20413

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 MARCH 2024

All amounts are Rupees in Crores unless otherwise stated.

1. CORPORATE INFORMATION

Mahindra Logistics Limited is a public company limited by shares incorporated in India on 24 August 2007 under the Companies Act, 1956. Its Parent & Ultimate Holding Company is Mahindra & Mahindra Limited. The address of its registered office is disclosed in the introduction to the Annual Report. The Company is a 3PL service provider mainly engaged in transportation, warehousing, supply chain management and people logistics services. CIN of the Company is L63000MH2007PLC173466.

The Financial statements for the year ended 31 March 2024 are approved for issue in accordance with a resolution of the directors on 22 April 2024.

The Financial Statements are presented in Rupees in crores.

2. MATERIAL ACCOUNTING POLICIES

2.1. Basis of preparation and presentation of the Consolidated Ind AS Financial Statements

- (a) These consolidated Financial Statements have been prepared in accordance with Indian Accounting Standard as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act 2013 (the 'Act'). The financial statements are consolidated financial statements.
- (b) These Consolidated Ind AS Financial Statement have been prepared on accrual basis and the historical cost basis as a going concern except for certain financial instruments that are measured at fair values or at amortised cost, wherever applicable, at the end of reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into

account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Financial Statements is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Consolidated Financial Statement are prepared in Indian Rupee (₹) and denominated in crores.

The principal accounting policies are set out below.

2.2. Basis of consolidation

These Consolidated Financial Statements incorporate the Financial Statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give

it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. Subsidiaries are consolidated on a line-by-line basis from the date the control is transferred to the Group. They are deconsolidated from the date that control ceases.

The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Profit or loss and each component of Other Comprehensive Income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the Financial Statement of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3. Goodwill

Goodwill arising on an acquisition of a business is carried at cost, less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.4. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

non-controlling interest in its former subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment in an associate or, a portion of an investment in an associate, the investment, or the portion of the investment in the associate, that will be disposed off is classified as held for sale when the criteria described above are met. The Group then ceases to apply the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate that has not been classified as held for sale continues to be accounted for using the equity method.

2.5. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average cost method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

2.6. Revenue recognition

2.6.1 Rendering of services

a) Revenue from logistics services

Income from logistics services rendered are recognised on the completion of the services as per the terms of contract. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts offered by the Group as part of the contract, to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

b) Revenue from taxi services, convenience fees, airport charges

Revenue from taxi services represents revenue earned from transportation of passengers as part of metered tax

operations. Revenue from taxi services is measured as per the contractual terms and is recognised on completion of each trip. Convenience fees are charged to customer for facilitating booking of taxi services through the Group. Convenience fees are recognised as revenue at completion of trip. Airport charges are recovered from customers towards the airport charges incurred at airports as per the contractual terms. Airport charges are recognised as revenue at completion of trip.

c) Revenue from taxi aggregator services

Revenue from taxi aggregator services is recognised net of the share of revenue paid to drivers, as and when the services are rendered as per the terms of the contract. Taxi aggregator services involve the Group providing a platform to facilitate booking of taxi services by passengers with third party independent taxi service providers.

d) Revenue from B2B Customers

Revenue from B2B Customers represents revenue earned from providing taxi services to corporates for their employee transportation. Revenue is measured as per the contractual terms and recognised as and when the service is rendered as per contract terms.

e) Advertisement revenue

Revenue from advertisement contracts are recognised pro-rata over the period of contract as and when services are rendered. Revenue is measured as per the contractual terms.

2.6.2 Dividend and interest income

Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.7. Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset - this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the lessor has a substantive substitution right, then the asset is not identified
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group as a lessee has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:
 - a) the Group as a lessee has the right to operate the asset; or
 - b) the Group as a lessee designed the asset in a way that predetermines how and for what purpose it will be used.

This policy is applied to the contracts entered into, or modified, on or after 1 April 2019.

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using the incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;

The amount expected to be payable by the lessee under residual value guarantees; The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the balance sheet.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

It is re-measured whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease, by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

2.8. Foreign currencies

i. Initial recognition

In preparing the Financial Statement of the Group, transactions in currencies other than the group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

ii. Conversion

- Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.
- Non-monetary items, if any are measured in terms of historical cost denominated in a foreign currency, are reported in Indian Rupee using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences

The Group accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

- Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.
- foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

2.9. Borrowing costs

Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue in the year of incurrence.

2.10. Employee benefits

2.10.1. Retirement benefit costs and termination benefits

- Defined Contribution Plan:**
Group's contributions paid/payable during the year to the Superannuation Fund, Employees State Insurance Corporation, Provident Fund and Labour Welfare Fund are recognised in the Consolidated Statement of Profit and Loss.
- Defined Benefits:**
For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in Other Comprehensive Income in the period in which they occur. Remeasurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is

recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

2.10.2. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

2.11. Share-based payment arrangements

Equity-settled share-based payments to employees and others are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note no 29.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

2.12. Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the balance sheet and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

2.13. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.13.1. Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable

or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.13.2. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statement's and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or

the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.13.3. Current and deferred tax for the year

Current and deferred tax are recognised in consolidated profit or loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity respectively.

2.14. Property, plant and equipment

All Property, plant and equipments are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition is inclusive of purchase price, levies and any directly attributable cost of bringing the assets to its working condition for the intended use. Subsequent costs are included in the assets carrying amount or recognised as separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the Group and cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Consolidated Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation on tangible assets is charged by the Straight-Line Method (SLM) in accordance with the useful lives specified in Part - C of Schedule II of the Companies Act, 2013 on a pro-rata basis except in the case of:

- i. Items of Property Plant and Equipment individually costing more than Rs. 5,000 - over their useful lives ranging from 2 years to 10 years as estimated by the group and also based on the contractual arrangements wherever applicable.
- ii. Items of Property Plant and Equipment individually costing less than Rs. 5,000 are depreciated over a period of 1 year.

- iii. Mobile Phones (included in office equipment) in 2 years.
- iv. Vehicles in 3 to 6 years as the case may be.
- v. Assets capitalised which are attached to the leasehold office premises are depreciated upto 75% of its value over the lease period assuming a realisable value of 25% after the end of original lease period.
- vi. Horse portion of a Vehicle is depreciated over five years based on the management experience of handling similar kind of asset.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.15. Intangible assets

2.15.1. Intangible assets acquired separately

The useful lives of intangible assets are assessed as either finite or infinite. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

2.15.2. Useful lives of intangible assets

The expenditure incurred is amortised over three to ten financial years equally commencing from the year in which the expenditure is incurred or over a period of 36 months as the case may be.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Amortization on intangible assets is charged by the Straight-Line Method (SLM) in accordance with the useful lives as mentioned below:

- i) Taxi permits are amortized using the straight-line method over a period of 8 years or contractual life whichever is lower.
- ii) ERP software is amortized using the straight line method over a period of 3 to 5 years and other software are amortized using the straight line method over a period of 3 years of contractual life, whichever is lower.
- iii) Brands - 8 years
- iv) Customer relationship - 8 years

2.15.3. Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

2.16. Impairment of tangible and intangible assets other than goodwill

The management of the Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and recognised in the Consolidated Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. A reversal of an impairment loss is recognised immediately in profit or loss.

2.17. Impairment of investments

The Group assesses impairment of investments in associates and joint ventures which are recorded at cost. At the time when there are any indications that such investments have suffered a loss, if any, is recognised in the statement of Profit and Loss. The recoverable amount requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate.

2.18. Provisions, Contingent Liabilities & Contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed where an inflow of economic benefits is probable.

2.19. Financial instruments

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or

financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.20. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

2.20.1. Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- i. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- ii. the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost, refer Note 2.19.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.20.2. Amortized Cost & Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

2.20.3. Financial assets at Fair value through Profit and Loss

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income for investments in equity instruments which are not held for trading.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

2.20.4. Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL. Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and

all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

Significant increase in credit risk

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

2.20.5. Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither

transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in Other Comprehensive Income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in Other Comprehensive Income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in Other Comprehensive Income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.20.6. Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in Other Comprehensive Income.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in Other Comprehensive Income.

2.21. Financial liabilities and equity instruments

2.21.1. Classification as debt or equity

Debt and equity instruments issued by a Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2.21.2. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

2.21.3. Compound financial instruments

The component parts of compound financial instruments (convertible instruments) issued by the Group are classified separately as financial liabilities and equity in accordance with the substance of the contractual

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured.

In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

2.21.4. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using effective interest rate.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over

the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2.22. Segment Accounting:

The Chief Operating Decision Maker ("CODM") monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment. Segment performance is measured based on profit or loss and is measured consistently with profit or loss in Financial Statements.

2.22.1. Identification of Operating Segments:

The operating segments have been identified based on its services and has two reportable segments, as follows:

- i. **Supply Chain Management** - Goods Transportation service including warehouse management services and freight forwarding etc.
- ii. **Enterprise Mobility Services** - People Transportation service.

2.22.2. Accounting of Operating Segments:

Accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis and inter-segment revenue and expenses, have been included under "Unallocated Corporate Expenses/Eliminations".

2.23. Exceptional Items:

An item of income or expense which by its size, type or incidence is material & requires disclosure in order to improve an understanding of the performance of the Group is treated as an exceptional item and disclosed as such in the financial statements.

2.24. Earnings Per Share:

Basic and diluted earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as prescribed in IND AS 33.

2.25. Business Combination:

The Group accounts for its business combinations under acquisition method of accounting. The acquiree's identifiable assets including liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date. The excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed is recognised as goodwill.

Before recognising capital reserve in respect thereof, the Group determines whether there exists clear evidence of underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional asset or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it directly in equity as capital reserve.

Non-controlling interest is initially measured at fair value or at the proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition by acquisition basis. Subsequent to initial acquisition, the carrying amount of noncontrolling interest is the amount of those interest in initial recognition plus the non-controlling interest's share of subsequent changes in equity of subsidiaries.

When the consideration transferred by the Group in business combination includes assets or liabilities resulting in a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as a part of the consideration transferred in a business combination. Changes in the fair value of the contingent

consideration that qualify as measurement period adjustments, are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve as the case may be.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in Other Comprehensive Income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amount for the items for which the accounting is incomplete. Those provisional amount are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amount recognised at that date. In consolidated financial statements, acquisition of non-controlling interest is accounted as equity transaction. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group. Business Combination under common control are accounted as per Appendix C in Ind AS 103 - Business combinations, at carrying amount of assets and liabilities acquired and any excess of consideration issued over the net assets acquired is recognised as capital reserve on common control business combination.

2.26. Acquisition of interest in associate and joint ventures:

Acquisition of interest in an associate or a joint venture, is initially recognised at cost. Any excess of the cost of the investment over the Group's share of the fair value of the identifiable assets and liabilities of the investee is regarded as goodwill, which is included in the carrying amount of the investment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised in equity as capital reserve in the period in which the investment is acquired.

3(A). CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 2, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Useful lives of Property, plant and equipment

As described in note 2.14 above, the Group reviews the estimated useful lives of property, plant and equipment at the end of each annual reporting period.

(ii) Defined Benefit Plans:

The cost of the defined benefit plans and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making assumptions that may differ from actual developments in the future. These include the determination of discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iii) Fair Value of financial assets and liabilities and investments

The Group measures certain financial assets and liabilities on fair value basis at each balance sheet date or at the time they are assessed for impairment. Fair value measurement that are based on significant unobservable inputs (Level 3) requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate about future developments.

(iv) Leases

Ind AS 116 requires lessees to determine the lease term as the non- cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

(v) Trade receivables:

The Group determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group has considered subsequent recoveries, past trends, credit risk profiles of the customers based on their industry, macroeconomic forecasts and internal and external information available to estimate the probability of default in future.

3(B). RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which is applicable from 1 April 2024.

4. PROPERTY, PLANT AND EQUIPMENT

As at 31 March 2024

Description of Assets	(₹ Crores)							
	Freehold Land	Leasehold Improvements	Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Total	Right of use Assets
A. Cost								
Balance as at 1 April 2023	1.91	-	111.88	96.41	93.48	127.05	430.73	593.13
a) Additions	-	-	24.03	13.43	21.10	13.16	71.72	137.77
b) Additions on business combination (Refer note no. 45(B))	-	-	-	5.72	0.22	0.89	6.83	0.32
c) Less: Disposals / adjustments	-	-	(7.09)	(5.44)	(8.94)	(5.20)	(26.67)	(130.40)
Balance as at 31 March 2024	1.91	-	128.82	110.12	105.86	135.90	482.61	600.82
B. Accumulated depreciation/ amortisation								
Balance as at 1 April 2023	-	-	48.54	67.60	35.72	82.12	233.98	206.22
a) Depreciation/ amortisation expense for the year	-	-	15.23	11.55	10.36	18.66	55.80	133.53
b) Additions on business combination (Refer note no. 45(B))	-	-	-	3.13	0.07	0.77	3.97	0.30
c) Less: Disposals / adjustments	-	-	(3.45)	(3.58)	(2.20)	(3.80)	(13.03)	(89.42)
Balance as at 31 March 2024	-	-	60.32	78.70	43.95	97.75	280.72	250.63
C. Net carrying amount as at 31 March 2024 (A-B)	1.91	-	68.50	31.42	61.91	38.15	201.89	350.19

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

As at 31 March 2023

Description of Assets	Freehold Land	Leasehold Improvements	Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Total	(₹ Crores)	
								Right of use Assets	
A. Cost									
Balance as at 1 April 2022	1.91	0.13	104.68	66.02	79.72	107.12	359.58	452.59	
a) Additions	-	-	15.30	9.81	18.86	26.20	70.17	220.78	
b) Additions on business combination (Refer note no. 43(B))	-	-	-	27.10	0.82	-	27.92	15.58	
c) Less: Disposals / adjustments	-	(0.13)	(8.10)	(6.52)	(5.92)	(6.27)	(26.94)	(95.82)	
Balance as at 31 March 2023	1.91	-	111.88	96.41	93.48	127.05	430.73	593.13	
B. Accumulated depreciation/ amortisation									
Balance as at 1 April 2022	-	0.13	35.08	37.02	27.68	72.04	171.95	154.37	
a) Depreciation/ amortisation expense for the year	-	-	15.88	10.81	11.21	15.90	53.80	118.48	
b) Additions on business combination (Refer note no. 43(B))	-	-	-	25.52	0.45	-	25.97	-	
c) Less: Disposals / adjustments	-	(0.13)	(2.42)	(5.75)	(3.62)	(5.82)	(17.74)	(66.63)	
Balance as at 31 March 2023	-	-	48.54	67.60	35.72	82.12	233.98	206.22	
C. Net carrying amount as at 31 March 2023 (A-B)	1.91	-	63.34	28.81	57.76	44.93	196.75	386.91	

Notes:

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
i) The estimated amount of contracts remaining to be executed on capital account and not provided for	22.02	16.86
ii) Carrying amount of assets pledged to secure borrowings Refer note 19		
a) Vehicles	0.08	0.77
b) Office Equipment	4.30	1.31
c) Furniture and Fixtures	0.64	0.34
d) Plant & Machinery	0.65	-

5. CAPITAL WORK-IN-PROGRESS

(i) Capital Work-in-Progress Ageing Schedule

As at 31 March 2024

Particulars	Amount in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	16.05	-	-	-	16.05

As at 31 March 2023

Particulars	Amount in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	3.25	-	-	-	3.25

(ii) Project-wise breakup of Capital Work-in-Progress

As at 31 March 2024

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	16.05	-	-	-	16.05

As at 31 March 2023

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	3.25	-	-	-	3.25

6. GOODWILL ON CONSOLIDATION

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year	4.33	4.33
Add : On acquisition of controlling interest in Zipzap Logistics Private Limited (Refer note no. 45B)	54.43	-
Balance at the end of the year	58.76	4.33

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

7. INTANGIBLE ASSETS

As at 31 March 2024

(₹ Crores)					
Description of Assets	Goodwill*	Brands / Trademarks	Customer Relationship	Computer software	Total
A. Cost					
Balance as at 1 April 2023	174.41	21.91	17.77	73.51	287.60
a) Additions	2.08	-	-	1.24	3.32
b) Less: Disposals / adjustments	-	-	-	-	-
Balance as at 31 March 2024	176.49	21.91	17.77	74.75	290.92
B. Accumulated depreciation/amortisation					
Balance as at 1 April 2023	-	1.07	0.86	43.98	45.91
a) Amortisation expense for the year	-	2.76	2.24	14.66	19.66
b) Less: Disposals / adjustments	-	-	-	-	-
Balance as at 31 March 2024	-	3.83	3.10	58.64	65.57
C. Net carrying amount as at 31 March 2024 (A-B)	176.49	18.08	14.67	16.11	225.35

As at 31 March 2023

(₹ Crores)					
Description of Assets	Goodwill*	Brands / Trademarks	Customer Relationship	Computer software	Total
A. Cost					
Balance as at 1 April 2022	-	-	-	39.21	39.21
a) Additions	-	-	-	17.71	17.71
b) Additions on business combination (Refer note no. 43(B))	174.41	21.91	17.77	16.77	230.86
c) Less: Disposals / adjustments	-	-	-	(0.18)	(0.18)
Balance as at 31 March 2023	174.41	21.91	17.77	73.51	287.60
B. Accumulated depreciation/amortisation					
Balance as at 1 April 2022	-	-	-	28.84	28.84
a) Amortisation expense for the year	-	1.07	0.86	15.29	17.22
b) Less: Disposals / adjustments	-	-	-	(0.15)	(0.15)
Balance as at 31 March 2023	-	1.07	0.86	43.98	45.91
C. Net carrying amount as at 31 March 2023 (A-B)	174.41	20.84	16.91	29.53	241.69

* Refer note 43B

Notes:

(₹ Crores)		
Particulars	As at 31 March 2024	As at 31 March 2023
i) The estimated amount of contracts remaining to be executed on capital account and not provided for	-	1.42
ii) Carrying amount of assets pledged to secure borrowings Refer note no 19		
a) Brands / Trademarks	18.08	20.84
b) Customer Relationship	14.67	16.91
c) Computer software	8.99	14.60
d) Goodwill	176.49	174.41

8. INTANGIBLE ASSETS UNDER DEVELOPMENT

(i) Intangible assets under development Ageing Schedule

As at 31 March 2024

(₹ Crores)					
Particulars	Amt in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	-	0.19	-	-	0.19

As at 31 March 2023

(₹ Crores)					
Particulars	Amt in Capital Work-in-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	0.53	-	-	-	0.53

(ii) Project-wise breakup of Intangible assets under development

As at 31 March 2024

(₹ Crores)					
Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	-	0.19	-	-	0.19

As at 31 March 2023

(₹ Crores)					
Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress					
Supply Chain Management	0.53	-	-	-	0.53

9. INVENTORIES (LOWER OF COST OR NET REALISABLE VALUE)

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
Raw Materials and Bought-out Components	-	0.41
Finished Goods (Lower of cost or NRV)	-	-
Total	-	0.41

Notes:

The mode of valuation of inventory has been stated in note 2.5 of significant accounting policy

The cost of inventories recognised as expenses during the year was ₹ 0.41 crores (31 March 2023 ₹ 7.03 crores)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

10. INVESTMENTS

(₹ Crores)

Particulars	As at 31 March 2024			As at 31 March 2023		
	Quantity	Current	Non Current	Quantity	Current	Non Current
I. Cost						
Unquoted Investments (fully paid)						
Investments in Joint Venture (Refer note no. 45A)						
a) Equity Shares of Transtech Logistics Private Limited of ₹ 10 each fully paid up		-	-	100	-	0.01
b) Series A 0.01% Compulsorily Convertible Preference Shares ("CCPS") of Transtech Logistics Private Limited of ₹ 50 each fully paid up		-	-	65,988	-	3.99
c) Share of Loss of Joint Venture		-	-	-	-	(1.25)
						2.75
Investments in Associates (Refer note no. 45B)						
a) Equity Shares of Zipzap Logistics Private Limited of ₹ 1 each fully paid up		-	-	21,327	-	14.27
b) Series A 0.0001% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Zipzap Logistics Private Limited of ₹ 100 each fully paid up		-	-	31,600	-	21.15
c) Share of Loss of Associate		-	-	-	-	(2.79)
						32.63
Total Unquoted Investments						35.38
Total investments carried at cost [I]						35.38
II. Fair value through profit and loss (FVTPL)						
Quoted Investments (fully paid)						
Investments in Mutual Funds		5.86	-		67.24	-
Total Quoted Investments		5.86	-		67.24	-
Total investments carried at FVTPL [II]		5.86			67.24	
Of the above, investments designated at FVTPL						
Of the above, investments held for trading- carried at FVTPL		5.86	-		67.24	35.38
Other investments carried at FVTPL						
TOTAL INVESTMENTS		5.86	-		67.24	35.38

(₹ Crores)

Particulars	As at 31 March 2024			As at 31 March 2023		
	Quantity	Current	Non Current	Quantity	Current	Non Current
Impairment in value of investment in Joint Venture						2.75
Total impairment value of investments (III)		-	-		-	2.75
Total investments carrying value (I) + (II) - (III)		5.86	-		67.24	32.63
Other disclosures						
Aggregate amount of quoted investments		5.86			67.24	
Aggregate amount of Market value of investments		5.86			67.24	
Aggregate amount of unquoted investments						
Aggregate amount of impairment in value of investments		-	-		-	2.75

11. TRADE RECEIVABLES

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
	Current	Current
a) Trade Receivables considered good - Secured	0.54	1.63
b) Trade Receivables considered good - Unsecured	701.36	650.86
c) Trade Receivable which have significant increase in credit risk	-	-
d) Undisputed Trade Receivable - Credit Impaired	5.37	2.74
e) Disputed Trade Receivable - Credit Impaired	54.47	54.47
	761.74	709.70
Less: Allowance for Credit Losses	(59.84)	(57.21)
Total	701.90	652.49

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Trade Receivable ageing as at 31 March 2024

(₹ Crores)

Particulars	Outstanding for following period from due date of payment						Total
	Not Due	less than 6 Months	6 Months to 1 year	1 to 2 Year	2 to 3 Years	More than 3 Years	
a) Undisputed Trade Receivable - Considered Good	296.43	299.88	26.21	68.49	6.44	4.45	701.90
b) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed Trade Receivable - Credit Impaired	-	0.03	1.39	2.87	0.73	0.35	5.37
d) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
e) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed Trade Receivable - Credit Impaired	-	2.12	5.21	6.33	6.77	34.04	54.47
Total Trade Receivables							761.74
Less: Allowance for Expected Credit Losses							(59.84)
Total							701.90

Trade Receivable ageing as at 31 March 2023

(₹ Crores)

Particulars	Outstanding for following period from due date of payment						Total
	Not Due	less than 6 Months	6 Months to 1 year	1 to 2 Year	2 to 3 Years	More than 3 Years	
a) Undisputed Trade Receivable - Considered Good	290.72	285.00	47.97	20.83	4.69	3.28	652.49
b) Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c) Undisputed Trade Receivable - Credit Impaired	-	-	1.46	0.81	0.23	0.24	2.74
d) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-	-
e) Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f) Disputed Trade Receivable - Credit Impaired	-	2.86	4.64	7.36	11.46	28.15	54.47
Total Trade Receivables							709.70
Less: Allowance for Expected Credit Losses							(57.21)
Total							652.49

Notes:

- Refer Note no. 35(iii) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.
- The Group applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected credit loss provision for all trade receivables. The Group has expected credit losses based on a provision matrix which uses historical credit loss experience of the Group.

(₹ Crores)

iii) Particulars	As at 31 March 2024	As at 31 March 2023
Trade Receivables are hypothecated to Banks against working capital facility.	139.01	190.03

12. OTHER FINANCIAL ASSETS

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
Financial assets at amortised cost - considered good				
I Security Deposits				
i. Unsecured, considered good	26.97	53.35	22.72	54.93
ii. Doubtful	1.36	0.43	1.07	0.43
Less: Allowance for Losses	(1.36)	(0.43)	(1.07)	(0.43)
Total	26.97	53.35	22.72	54.93
II Bank Deposit				
Under lien with Government authority with more than 12 months of original maturity	-	0.09	-	0.51
Other term deposits with banks	-	0.05	-	-
Total	-	0.14	-	0.51
III Other items				
i. Interest Accrued	0.30	-	0.04	-
ii. Accrued Sales	429.86	29.58	399.43	29.23
iii. National Saving Certificates *	-	0.02	-	0.02
iv. Receivables towards assets given on finance lease Refer note no. 38(II)	1.06	-	0.33	-
v. Other Receivables	6.08	-	2.93	-
Less: Allowance for Losses	-	(13.00)	(0.15)	-
Total	437.30	16.60	402.58	29.25
Total (I+II+III)	464.27	70.09	425.30	84.69

* Includes encumbered securities which is restricted on their use or sale of the securities.

Accrued Sales ageing from transaction date:

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
less than 6 Months	373.86	-	384.49	-
6 Months to 1 year	55.92	-	14.87	-
1 to 2 Year	0.08	9.68	0.02	19.72
2 to 3 Years	-	15.55	0.05	4.88
More than 3 Years	-	4.35	-	4.63
	429.86	29.58	399.43	29.23
Less: Allowance for Losses	-	(13.00)	-	-
Total	429.86	16.58	399.43	29.23

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

13. DEFERRED TAX ASSETS (NET)

Movement in deferred tax balances

Year ended 31 March 2024

Particulars	(₹ Crores)				
	Opening Balance	Addition on Business Combination	Recognised in profit and Loss	Recognised in OCI	Closing Balance
I Tax effect of items constituting deferred tax liabilities					
a) VAT allowance	0.79	-	-	-	0.79
b) Mutual Funds	0.01	-	(0.19)	-	(0.18)
Total	0.80	-	(0.19)	-	0.61
II Tax effect of items constituting deferred tax assets					
a) Allowances on Property, Plant and Equipment and Intangible Assets	3.57	-	1.24	-	4.81
b) Provision for employee benefits	5.99	-	(0.44)	(0.32)	5.23
c) Provisions and allowances for credit losses	6.87	-	1.44	-	8.31
d) Share based payments	1.62	-	0.10	-	1.72
e) Income tax Loss	15.54	0.56	(1.07)	-	15.03
f) Minimum Alternate Tax Credit	0.57	-	-	-	0.57
g) Leases	6.42	-	1.22	-	7.64
h) Others	1.82	-	0.77	-	2.59
Total	42.40	0.56	3.26	(0.32)	45.91
Net Tax Asset/(Liabilities) (II-I)	41.60	0.56	3.45	(0.32)	45.30

Year ended 31 March 2023

Particulars	(₹ Crores)				
	Opening Balance	Addition on Business Combination	Recognised in profit and Loss	Recognised in OCI	Closing Balance
I Tax effect of items constituting deferred tax liabilities					
a) VAT allowance	0.79	-	-	-	0.79
b) Mutual Funds	0.01	-	-	-	0.01
Total	0.80	-	-	-	0.80
II Tax effect of items constituting deferred tax assets					
a) Allowances on Property, Plant and Equipment and Intangible Assets	2.38	-	1.19	-	3.57
b) Provision for employee benefits	5.27	-	0.74	(0.02)	5.99
c) Provisions and allowances for credit losses	7.08	-	(0.21)	-	6.87
d) Share based payments	2.44	-	(0.82)	-	1.62
e) Income tax Loss	3.67	-	11.87	-	15.54
f) Minimum Alternate Tax Credit	0.57	-	-	-	0.57
g) Leases	4.42	-	2.00	-	6.42
h) Others	1.82	-	-	-	1.82
Total	27.65	-	14.77	(0.02)	42.40
Net Tax Asset/(Liabilities) (II-I)	26.85	-	14.77	(0.02)	41.60

14. OTHER ASSETS

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
I Capital advances				
a) For Capital work in progress	-	8.51	-	3.28
b) For intangible asset	-	-	-	-
Total	-	8.51	-	3.28
II Advances other than capital advances				
a) Advances to suppliers - considered good	42.11	-	58.09	-
b) Advances to suppliers - considered doubtful	1.61	-	1.58	-
c) Balances with government authorities (other than income taxes)	48.19	33.78	45.39	25.60
d) Prepaid Expenses	5.67	1.61	5.48	1.56
e) Advances to employees (refer note below)	1.20	-	1.51	-
f) Other receivables	0.05	-	0.03	-
Total	98.83	35.39	112.08	27.16
Total (I+II)	98.83	43.90	112.08	30.44
III Less: Allowances for credit losses	(1.61)	-	(1.58)	-
Total	(1.61)	-	(1.58)	-
Total (I+II+III)	97.22	43.90	110.50	30.44

Notes:

Advances given to employees are as per Group's policy and are not required to be disclosed u/s 186(4) of Companies Act 2013.

15. CASH AND BANK BALANCES

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
	I Cash and cash equivalents	
a) Balances with banks	23.92	75.54
b) Cheques, drafts on hand	-	0.06
c) Cash on hand	0.47	0.60
d) Bank deposits with original maturity of less than 3 months at inception	-	50.00
Total	24.39	126.20
II Other Bank Balances		
Earmarked balances with banks - unpaid dividend accounts	0.02	0.03
Fixed Deposits with original maturity greater than 3 months but less than 12 months.	46.66	-
Total	46.68	0.03

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

16. INCOME TAX ASSETS & LIABILITIES (NET)

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
Non Current Income Tax Assets (Net)		
Advance Income Tax/TDS Receivable (Net)	108.09	124.29
Total	108.09	124.29
Current Tax Liabilities (net)		
Current Tax Liabilities (net)	3.65	3.65
Total	3.65	3.65

17. EQUITY SHARE CAPITAL

Particulars	(₹ Crores)			
	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
I Authorised:				
Equity shares of ₹10 each with voting rights	105,000,000	105.00	105,000,000	105.00
Total	105,000,000	105.00	105,000,000	105.00
II Issued, Subscribed and Fully Paid:				
Equity shares of ₹10 each with voting rights	72,036,151	72.04	71,977,030	71.98
Total	72,036,151	72.04	71,977,030	71.98

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year.

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Equity Shares with Voting rights				
Year Ended 31 March 2024				
No. of Shares	71,977,030	59,121		72,036,151
Amount (₹ in Crores)	71.98	0.06	-	72.04
Year Ended 31 March 2023				
No. of Shares	71,871,618	105,412	-	71,977,030
Amount (₹ in Crores)	71.87	0.11	-	71.98

(ii) Rights, preferences and restrictions attached to equity shares

The Group has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Group, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of shares held by Holding Company / and their Subsidiaries

Particulars	As at 31 March 2024	As at 31 March 2023
Holding Company		
- Mahindra & Mahindra Limited	41,812,257	41,812,157

(iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March 2024		As at 31 March 2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
- Mahindra & Mahindra Limited	41,812,257	58.04%	41,812,157	58.09%
- Nippon Life India Trustee Limited	3,839,999	5.33%	5,107,460	7.10%

(v) Shareholding of Promoters / Promoter Group:

Shares held by promoters as at 31 March 2024

Promoter name	No. of Shares	% of total shares	% Change during the year
Mahindra & Mahindra Limited	41,812,257	58.04%	-0.05%
Total	41,812,257	58.04%	-0.05%

Shares held by promoters as at 31 March 2023

Promoter name	No. of Shares	% of total shares	% Change during the year
Mahindra & Mahindra Limited	41,812,157	58.09%	-0.09%
Total	41,812,157	58.09%	-0.09%

Notes:

- Above list certified by Registrar and Share Transfer Agent
- For details of shares reserved for issuance under options, please refer note no. 29

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

18. OTHER EQUITY

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
Capital Reserve on consolidation	(24.41)	(24.41)
Securities premium	128.05	125.12
Equity-settled employee benefits reserve	6.82	6.89
Retained earnings	309.95	382.02
Total	420.42	489.63

Movement in Reserves

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
I Capital Reserve on consolidation		
Balance as at the beginning of the year	(24.41)	(24.41)
Add: Additions during the year	-	-
Balance as at the end of the year	(24.41)	(24.41)
II Securities premium		
Balance as at the beginning of the year	125.12	120.16
Add: Additions during the year	2.93	4.96
Balance as at the end of the year	128.05	125.12
III Equity-settled employee benefits reserve		
Balance as at the beginning of the year	6.89	10.15
Add: Additions during the year	2.86	1.70
Less: Deletion during the year	(2.93)	(4.96)
Balance as at the end of the year	6.82	6.89
IV Retained earnings		
Balance as at the beginning of the year	382.03	368.65
Add: Profit / (Loss) for the year	(54.74)	26.28
Add: Actuarial gain for the year	0.68	1.48
Less: Dividend paid on Equity Shares	(18.01)	(14.39)
Balance as at the end of the year	309.95	382.02

Nature and purpose of other reserves:

Capital Reserve on consolidation

Gain on bargain purchase, i.e., excess of fair value of net assets acquired over the fair value of consideration in a business combination or on acquisition of interest in associate is recognised as capital reserve on consolidation.

Securities Premium:

Securities premium account is created when shares are issued at premium. The reserve can be utilized in accordance with the provisions of the Companies Act 2013.

Equity-settled employee benefits reserve:

Equity settled employee benefit reserve represents reserve towards the premium for the equity shares to be issued against the options granted.

Retained earnings:

Retained earnings represents the accumulated surplus. The reserve can be distributed/utilised by the Group in accordance with the Companies Act, 2013.

In respect of the current year, the Board has proposed a final dividend of ₹ 2.50 per equity share of the Company. Dividend will be payable subject to the approval of the Members at the ensuing Annual General Meeting and deduction of tax at source to those Members whose names appear in the Register of Members / List of beneficial owners as on Book Closure date and has not been included as a liability in these financial statements. The total estimated equity dividend to be paid is ₹ 18.01 crores. The payment of this dividend will not have any tax consequences for the Company.

In the month of July 2023, final dividend of ₹ 2.50 per share (total dividend ₹ 18.01 Crores) was paid to the Members of the Company in compliance with requirements of the Companies Act, 2013.

19. BORROWINGS

Particulars	Note no.	(₹ Crores)			
		As at 31 March 2024		As at 31 March 2023	
		Current	Non-Current	Current	Non-Current
I Secured Borrowings					
a) Loans repayable on demand					
From Banks	i	21.93	-	15.64	-
b) Term Loan					
From Banks	ii	-	220.00	-	220.00
From Financial Institutions	iii	-	-	0.68	-
Total Secured Borrowings		21.93	220.00	16.32	220.00
II Unsecured Borrowings					
a) From Banks	iv	93.02	-	161.48	-
b) From related party	v	-	3.60	-	3.60
Total Unsecured Borrowings		93.02	3.60	161.48	3.60
Total Borrowings (I+II)		114.95	223.60	177.80	223.60

Notes:

- Short term borrowing for working capital from banks is in the nature of Cash Credit facility secured by way of exclusive charge on the tangible, intangible assets and by way of first pari-passu charge on the current assets of the company. Working capital facilities has been availed at the rate of interest ranging between 8% to 9.6% p.a.
- The Company has Secured Term Loan from which are repayable over a period of maximum eight years upto 30 September 2030. These Loan is secured by hypothecation of tangible, Intangible and current assets of the Company. The rate of interest ranges between 8.33% to 8.60% p.a.
- Term Loan from Financial Institutions are secured by way of hypothecation of the related vehicle and are repayable in 36 to 48 equal monthly instalments. The rate of interest on these loans ranges between 9.29% to 10.15% p.a.
- Unsecured borrowing from banks is in the nature of working capital demand loans with tenure upto 120 days and cash credit. The rate of interest on unsecured working capital borrowings ranges between 7.25% to 9.4% p.a.
- Unsecured borrowing from related party is in the nature of inter corporate deposit repayable within a period of three years and carries interest of 8% p.a.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

20. OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
Other Financial Liabilities Measured at Amortised Cost				
Security Deposits	16.53	-	14.60	-
Creditors for Capital Supplies/Services	22.90	-	7.69	-
Deferred Revenue	3.68	-	5.08	-
Salary / wages payables	5.72	-	5.63	-
Unclaimed Dividend	0.02	-	0.01	-
Interest accrued on borrowing	0.51	-	0.48	-
Total	49.36	-	33.49	-

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund

21. PROVISIONS

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
Provision for employee benefits				
a) Provision for Compensated absences	6.35	15.71	5.68	14.94
b) Post- Employment Benefit -Gratuity Liability	1.75	3.02	1.20	3.50
Provision for contingencies	-	14.89	-	14.27
Others	0.69	-	-	-
Total	8.79	33.62	6.88	32.71

Notes:

The provision for employee benefits includes annual leave and vested long service leave entitlements accrued and gratuity liability for the employees. For other disclosures refer note no. 39 employee benefits.

The Group has created provision towards various disputed legal matters that arise in the ordinary course of business on a best estimate basis. These provisions have not been discounted as it is not practicable for the Company to estimate the timing of the provision utilization and cash out flows, if any, pending resolution.

(₹ Crores)

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
At the beginning of the year			14.27	13.94
Arising during the year	0.62	-	0.61	-
Reversed during the year	-	-	-	(0.28)
At the end of the year	14.89	-	14.27	-
Current portion	-	-	-	-
Non-current portion	14.89	-	14.27	-

22. OTHER LIABILITIES

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
Advances received from customers	3.26	-	3.11	-
Statutory dues (other than income taxes)				
a) Taxes Payable	17.51	-	25.68	-
b) Employee Liabilities	3.82	-	2.35	-
Post - Employment Benefit - Gratuity Liability	2.47	-	2.67	-
Total	27.06	-	33.81	-

Notes:

For disclosures related to employee benefits, refer note 39

23. TRADE PAYABLES

Particulars	As at 31 March 2024		As at 31 March 2023	
	Current	Non-Current	Current	Non-Current
Total outstanding dues of micro enterprises and small enterprises	102.17	-	67.46	-
Total outstanding dues other than micro enterprises and small enterprises:				
- Trade payable - Other than Micro and small enterprises (includes Outstanding dues of Medium enterprises)	1,009.02	-	980.59	-
Total	1,111.19	-	1,048.05	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Trade Payable ageing as at 31 March 2024

(₹ Crores)

Particulars	Outstanding for following periods from due date of payment				
	Less Than 1 year	1 to 2 years	2 to 3 years	More Than 3 years	Total
(i) MSME	100.34	1.19	0.64	-	102.17
(ii) Others	971.26	33.05	2.26	2.45	1,009.02
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	1,071.60	34.24	2.90	2.45	1,111.19

Trade Payable ageing as at 31 March 2023

(₹ Crores)

Particulars	Outstanding for following periods from due date of payment				
	Less Than 1 year	1 to 2 years	2 to 3 years	More Than 3 years	Total
(i) MSME	66.09	0.51	0.05	0.81	67.46
(ii) Others	945.50	17.58	10.28	7.23	980.59
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-
Total	1011.59	18.09	10.33	8.04	1048.05

Notes:

- Trade Payables are payables in respect of the amount due on account of goods purchased or services availed in the normal course of business.
- Micro, Small & Medium enterprises have been identified by the Group on the basis of the information available with the Group. Total outstanding dues of Micro and Small enterprises, which are outstanding and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the Act") are given below. This has been relied upon by the auditors.

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
a) Dues remaining unpaid		
- Principal	102.17	67.46
- Interest on the above	-	-
b) Interest paid in terms of section 16 of the Act along with the amount of payment made to the supplier beyond appointed day during the year-		
- Principal paid beyond the appointed date	8.06	0.39
- Interest paid in terms of section 16 of the Act	-	0.01
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	0.46	-
d) Further interest due and payable even in succeeding years, until such date when the interest due as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Act	-	-
e) Amount of interest accrued and remaining unpaid at the end of accounting year	-	-

24. REVENUE FROM OPERATIONS

(₹ Crores)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
a) Revenue from rendering of services	5,505.97	5,119.74
b) Other operating revenue (Sale of Traded & Manufactured Goods)	-	8.55
Total	5,505.97	5,128.29

A. Continent-wise break up of Revenue

Year ended 31 March 2024

(₹ Crores)

Continent	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Africa	0.04	-	0.04	-	0.04
Asia (excluding India)	12.59	-	12.59	-	12.59
Europe	1.13	-	1.13	-	1.13
North America	2.28	-	2.28	-	2.28
South America	0.09	-	0.09	-	0.09
India	5,489.84	-	5,489.84	17.90	5,507.74
Total	5,505.97	-	5,505.97	17.90	5,523.87

Year ended 31 March 2023

(₹ Crores)

Continent	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Africa	0.01	-	0.01	-	0.01
Asia (excluding India)	26.00	-	26.00	-	26.00
Europe	0.66	-	0.66	-	0.66
North America	4.91	-	4.91	-	4.91
Oceania	0.01	-	0.01	-	0.01
India	5,096.70	-	5,096.70	15.85	5,112.55
Total	5,128.29	-	5,128.29	15.85	5,144.14

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

B. Reconciliation of revenue from contract with customer

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Revenue from contract with customer as per the contract price	5,629.94	5,219.58
Adjustments made to contract price on account of :-		
a) Trade discounts, volume rebates, returns etc.	123.97	91.29
Revenue from contract with customer as per the Statement of Profit and Loss	5,505.97	5,128.29

C. Break-up of Provision for Expected Credit Losses recognised in P&L

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Expected Credit loss recognised during the year on trade receivables	16.48	(1.45)

D. Movement of Contract Assets and Contract Liabilities

Movement of Contract Assets

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Opening Balance	428.65	382.05
Additions during the year	612.82	625.81
Reclassification Adjustments:	-	-
- Reclass of opening balances of contract assets to trade receivables	(582.03)	(579.20)
Closing Balance	459.44	428.66

Movement of Contract Liabilities

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Opening Balance	3.11	2.54
Additions during the year	3.26	3.11
Reclassification Adjustments:		
- Reclass of opening balances of contract liabilities to revenue	(3.11)	(2.54)
Closing Balance	3.26	3.11

25. OTHER INCOME

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
a) Interest Income		
(i) Financial assets carried at amortised cost	4.76	4.70
(ii) Finance Income on Net investment in Lease	1.73	3.38
(iii) Other Assets	4.96	3.03

(₹ Crores)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
b) Miscellaneous Income		
(i) Net gain arising on financial assets carried at FVTPL	1.47	1.01
(ii) Gain on exchange fluctuation	1.74	1.24
(iii) Provisions/Liabilities no longer required written back	2.32	1.01
(iv) Profit on disposal of property, plant and equipment	0.21	0.15
(v) Other non operating income	0.71	1.33
Total	17.90	15.85

Other non operating income mainly includes sale of scrap etc.

26. COST OF MATERIALS CONSUMED

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Opening inventory of Raw Materials	0.41	0.98
Add: Purchases	-	6.01
	0.41	6.99
Less: Closing inventory	-	0.41
Total Cost of materials consumed	0.41	6.58

27. CHANGES IN INVENTORIES OF FINISHED GOODS

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Opening inventories:		
	-	0.45
	-	0.45
Less: Closing inventories:		
	-	-
	-	-
Net decrease/(increase) in inventories	-	0.45

28. OPERATING EXPENSES

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Freight & Other Related Expenses	3,983.35	3,728.74
Labour & Other Related Expenses	526.26	479.92
Rent	25.62	49.08
Warehouse & Other Related Expenses	58.63	60.66
Hire & Service Charges	23.67	18.99
Vehicle running expense	21.59	8.65
Power & Fuel	35.05	23.55
Repairs Machinery	11.89	9.02
Repairs Building	1.53	0.87
Total	4,687.59	4,379.48

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

29. EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Salaries and wages, including bonus	339.77	297.84
b) Contribution to provident and other funds	16.39	15.13
c) Gratuity	5.40	5.63
d) Share based payment expenses	2.86	1.70
e) Staff welfare expenses	40.28	34.26
Total	404.70	354.56

Notes:

- i) Salaries and wages includes salaries, wages, bonus, compensated absences and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service.
- ii) Contribution to provident fund and other funds includes contributions to other funds like superannuation fund, ESIC, etc. pertaining to employees.

iii) Share based payment

The Company has in force two Employee Stock Option schemes under the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:

Mahindra Logistics Limited - Key Executive Stock Option Scheme, 2012 ("KESOS 2012") and Mahindra Logistics Employee Restricted Stock Unit Plan 2018 ("RSU Plan 2018").

Each option carries with it the right to purchase one equity share of the Company at the exercise price determined by the Company under the respective schemes at the time of grant. The vesting pattern of the schemes is in a graded manner as per the vesting criteria approved by the Nomination and Remuneration Committee of the Board ("NRC") for each grant.

During the financial year under review, in accordance with the RSU Plan 2018 as approved by the Shareholders vide special resolutions dated 2 August 2018 and 27 July 2021, the NRC granted 66,329 Restricted Stock Units ("RSUs") to the eligible employees of the Company and its subsidiary company which vests on the expiry of 12 months, 24 months, 36 months from the grant date.

The RSUs upon vesting basis the vesting criteria approved by the NRC are exercisable over a period of one year from the date of vesting.

No new grants were made in KESOS Scheme 2012 during the year under review and all the options vested under the said scheme have been exercised in full until previous years.

iv) Information in respect of options outstanding:

Particulars	Grant Date	Expiry Date	Fair value at Grant Date	(₹ Crores)	
				Year ended 31 March 2024	Year ended 31 March 2023
Equity Settled at exercise price of ₹ 10 each					
i. Restricted Stock Units	23/10/2023	01/11/2027	365.97	16,917	-
ii. Restricted Stock Units	23/10/2023	01/11/2026	367.34	16,914	-
iii. Restricted Stock Units	23/10/2023	01/11/2025	368.64	17,425	-

(₹ Crores)

Particulars	Grant Date	Expiry Date	Fair value at Grant Date	No of options outstanding	
				Year ended 31 March 2024	Year ended 31 March 2023
iv. Restricted Stock Units	01/02/2023	01/11/2026	455.45	13,093	19,227
v. Restricted Stock Units	01/02/2023	31/01/2025	456.70	13,088	19,231
vi. Restricted Stock Units	01/02/2023	01/02/2025	457.62	15,771	19,812
vii. Restricted Stock Units	27/01/2022	26/01/2024	659.54	-	1,421
viii. Restricted Stock Units	27/10/2021	26/10/2023	656.20	-	12,691
ix. Restricted Stock Units	29/07/2020	30/06/2023	278.98	-	2,273
x. Restricted Stock Units	30/07/2020	30/06/2025	273.47	200,000	200,000
xi. Restricted Stock Units	04/11/2019	17/07/2022	365.31	-	6,668
xii. Restricted Stock Units	04/11/2019	30/06/2023	364.31	-	13,949
xiii. Restricted Stock Units	01/11/2018	30/06/2023	536.01	-	22,119

v) Movement in Share Options

(₹ Crores)

Particulars	Year ended 31 March 2024		Year ended 31 March 2023	
	Number of Shares	Weighted average exercise price	Number of Shares	Weighted average exercise price
a) The number and weighted average exercise prices of share options outstanding at the beginning of year	317,391	10.00	462,781	10.00
b) Granted during the year	66,329	10.00	68,839	10.00
c) Lapsed during the year	31,391	10.00	1,08,817	10.00
d) Exercised during the year	59,121	10.00	1,05,412	10.00
e) Outstanding at the end of the year	293,208	10.00	317,391	10.00
f) Exercisable at the end of the year	15,771	10.00	59,121	10.00
g) Remaining contractual life (no. of days)		673		787

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

vi) The inputs used in the measurement of the fair values at grant date of the employee stock option plans (ESOPs) were as follows.

Particulars / Grant Date	(₹ Crores)				
	23/10/2023	23/10/2023	23/10/2023	01/02/2023	01/02/2023
	RSU (i)	RSU (ii)	RSU (iii)	RSU (iv)	RSU (v)
Share price at grant date	381.20	381.20	381.20	470.00	470.00
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	35.65%	37.57%	41.56%	41.07%	42.31%
Expected life / Option Life (weighted-average)	2.03	3.03	4.03	2.00	2.75
Expected dividends yield	0.52%	0.52%	0.52%	0.40%	0.40%
Risk-free interest rate (based on government bonds)	7.46%	7.55%	7.52%	7.11%	7.16%

Particulars / Grant Date	(₹ Crores)			
	01/02/2023	27/01/2022	27/10/2021	29/07/2020
	RSU (vi)	RSU (vii)	RSU (viii)	RSU (ix)
Share price at grant date	470.00	672.20	668.95	292.35
Exercise price	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	43.65%	42.00%	40.57%	20.94%
Expected life / Option Life (weighted-average)	3.75	2.00	2.00	2.92
Expected dividends yield	0.40%	0.27%	0.27%	0.55%
Risk-free interest rate (based on government bonds)	7.22%	5.14%	4.70%	4.65%

Particulars / Grant Date	(₹ Crores)			
	30/07/2020	04/11/2019	04/11/2019	01/11/2018
	RSU (x)	RSU (xi)	RSU (xii)	RSU (xiii)
Share price at grant date	288.90	378.25	378.25	549.85
Exercise price	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	21.03%	29.09%	29.09%	34.30%
Expected life / Option Life (weighted-average)	4.92	3.70	2.00	4.66
Expected dividends yield	0.55%	0.44%	0.44%	0.27%
Risk-free interest rate (based on government bonds)	5.16%	6.25%	5.83%	7.98%

vii) The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

viii) Expected volatility has been based on an evaluation of annual volatility of peer group prevailing in the year of grant.

30. FINANCE COSTS

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Interest expense on financial instruments designated at amortised cost	31.36	17.82
b) Interest expense on lease liability	36.29	33.74
c) Interest on delayed payment of statutory dues	0.05	-
d) Interest to MSME Vendors	0.46	0.01
Total	68.16	51.57

31. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Depreciation on Property, Plant and Equipment	55.80	53.80
b) Amortisation on Right-of-use asset	133.53	118.48
c) Amortisation on Intangible Assets	19.66	17.22
Total	208.99	189.50

32. OTHER EXPENSES

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
a) Rent including lease rentals	48.99	25.06
b) Legal and Other professional costs	42.69	38.88
c) Hire and service charges	1.94	2.44
d) Travelling and Conveyance expense	15.12	13.66
e) Loss arising on derecognition of financial assets- Bad debts/advances written off	8.15	6.66
Less: Adjusted against Provision for bad & doubtful debts	(3.91)	(4.90)
f) Provision for expected credit loss on trade and other receivables	20.39	3.45
g) Advances written off	(0.22)	0.78
Less: Adjusted against Provision for doubtful advance	-	(0.78)
h) Provision for doubtful advance	0.39	(0.53)
i) Expenditure on Corporate Social Responsibility (CSR)	1.33	1.30
j) Advertisement	2.68	2.16
k) Net loss on sale of property, plant and equipments	2.20	0.26

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(₹ Crores)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
l) Repairs and Maintenance:	6.79	6.34
i) Buildings	0.08	0.07
ii) Machinery	0.29	0.36
iii) Others	6.42	5.91
m) Auditors remuneration and out-of-pocket expense	0.82	0.62
i) As Auditors	0.75	0.58
ii) For Other services & Reimbursement of expenses	0.07	0.04
n) Miscellaneous expense	36.87	32.06
Total	184.23	127.46

33. CURRENT AND DEFERRED TAX

(a) Income Tax recognised in Profit & Loss

(₹ Crores)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A. Current Tax:		
a) In respect of current year	29.46	25.84
b) In respect of prior years	(0.33)	(3.95)
Total	29.13	21.89
B. Deferred Tax:		
a) In respect of current year	(3.45)	(14.77)
b) In respect change in tax rate	-	-
Total	(3.45)	(14.77)
Total (A+B)	25.68	7.12

(b) Income tax recognised in Other Comprehensive Income

(₹ Crores)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
A. Current Tax:		
Remeasurement of defined benefit obligations	-	-
Total	-	-
B. Deferred Tax:	(0.32)	(0.42)
Total	(0.32)	(0.42)
Classification of income tax recognised in other comprehensive income		
Income taxes related to items that will not be reclassified to profit or loss	(0.32)	(0.42)
Total	(0.32)	(0.42)

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

(₹ Crores)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Profit Before tax	(30.21)	34.55
Applicable Income tax rate #	25.17%	25.17%
Expected Income tax expense	(7.06)	8.52
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of change in tax rate due to switch to new tax regime (Refer note below)	-	-
Effect of expenses/provisions not deductible in determining taxable profit	0.57	0.34
Effect of deduction under Income tax (u/s 80G)	-	-
Effect of net additional / (reversal) of provision in respect of prior years	0.91	(3.95)
Reversal of deferred tax asset on impairment of investment	1.01	-
Effect of current year losses for which no deferred tax asset is recognised	30.25	2.21
Income tax expense recognised in profit or loss	25.68	7.12

Notes:

The tax rate used in reconciliations above is the corporate tax rate of 22% (plus surcharge and cess as applicable) on taxable profits under Income Tax Act, 1961 to individual entities of the group.

(d) Amounts on which deferred tax asset has not been created and related expiry period

(₹ Crores)

Particulars	As at 31 March 2024
i) Unused tax losses (revenue in nature)	
Expiry period	
Up to Five Years	19.85
More than Five Years	133.70
No Expiry Date	270.91
Total	424.46
ii) Unused tax losses (capital in nature)	
Expiry period	
Up to Five Years	-
More than Five Years	4.96
No Expiry Date	-
Total	4.96

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

34. EARNINGS PER SHARE

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
A. Basic Earnings Per Share (in ₹) (face value ₹ 10/- per share)	(7.60)	3.65
B. Diluted Earnings Per Share (in ₹) (face value ₹ 10/- per share)	(7.60)	3.64

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Profit/(Loss) for the year attributable to owners of the group	(54.74)	26.28
Profit/(Loss) for the year used in the calculation of basic earnings per share	(54.74)	26.28
Weighted average number of equity shares outstanding for Basic EPS	72,034,374	71,955,161
Weighted average number of equity shares outstanding for diluted EPS	72,249,288	72,173,832
Earnings per share from continuing operations - Basic (in ₹)	(7.60)	3.65
Earnings per share from continuing operations - Dilutive (in ₹) (Refer note below)	(7.60)	3.64

Note: Potential equity shares shall be treated as dilutive when, and only when, their conversion to equity shares would decrease earnings per share or increase loss per share from continuing operations. If the potential equity shares are anti-dilutive then Basic EPS is considered for Dilutive EPS.

35. FINANCIAL INSTRUMENTS

i) Capital Management Policy

- The Group's capital management objectives are:
 - to ensure the Group's ability to continue as a going concern.
 - to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.
- For the purpose of Group's capital management, capital includes issued share capital, equity as well as preference, all other equity reserves and Borrowings. The Group monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.
- The following table shows the components of capital:

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
A. Equity	492.47	561.67
B. Borrowing	338.55	401.40
Total	831.02	963.07

Notes:

The above capital management disclosures are based on the information provided internally to key management personnel.

ii) Categories of financial assets and financial liabilities

Particulars	(₹ Crores)			
	As at 31 March 2024			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Other Financial Assets	70.09	-	-	70.09
Total	70.09	-	-	70.09
B. Current Assets				
a) Investments	-	5.86	-	5.86
b) Trade Receivables	701.90	-	-	701.90
c) Cash and Bank Balances	71.07	-	-	71.07
d) Other Financial Assets	464.27	-	-	464.27
Total	1,237.24	5.86	-	1,243.10
C. Non-current Liabilities				
a) Borrowings	223.60	-	-	223.60
b) Lease Liabilities	271.99	-	-	271.99
Total	495.59	-	-	495.59
D. Current Liabilities				
a) Borrowings	114.95	-	-	114.95
b) Lease Liabilities	128.75	-	-	128.75
c) Trade Payables	1,111.19	-	-	1,111.19
d) Other Financial Liabilities	49.36	-	-	49.36
Total	1,404.25	-	-	1,404.25

Particulars	(₹ Crores)			
	As at 31 March 2023			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Other Financial Assets	84.69	-	-	84.69
Total	84.69	-	-	84.69
B. Current Assets				
a) Investments	-	67.24	-	67.24
b) Trade Receivables	652.49	-	-	652.49
c) Cash and Bank Balances	126.23	-	-	126.23
d) Other Financial Assets	425.30	-	-	425.30
Total	1,204.02	67.24	-	1,271.26
C. Non-current Liabilities				
a) Borrowings	223.60	-	-	223.60
b) Lease Liabilities	308.33	-	-	308.33
Total	531.93	-	-	531.93
D. Current Liabilities				
a) Borrowings	177.80	-	-	177.80
b) Lease Liabilities	124.32	-	-	124.32
c) Trade Payables	1,048.05	-	-	1,048.05
d) Other Financial Liabilities	33.49	-	-	33.49
Total	1,383.66	-	-	1,383.66

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

iii) Financial Risk Management Framework

The Group's activities expose it to a variety of financial risks: credit risk and liquidity risk. In order to manage the aforementioned risks, the Group operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

a) Credit risk management

Trade receivables and deposits

- Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties. The Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. Credit exposure is controlled by counterparty credit period which is monitored through an approved policy.
- Trade receivables consist of a large number of customers, spread across diverse industries and places across India.
- Apart from one large customer of the Group, the Group does not have significant credit risk exposure to any single customer. Concentration of credit risk related to a single Group did not exceed 15% of trade receivables at the end of the year.
- The Group's applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Group's has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Group's and individual receivable specific provision where applicable.
- There is no change in estimation techniques or significant assumptions during the reporting year.
- The loss allowance for trade receivables using expected credit loss for different ageing periods is as follows:

Particulars	(₹ Crores)			
	Not Due	Less than 6 months past due	More than 6 months past due	Total
As at 31 March 2024				
a) Gross carrying amount	296.43	302.03	163.28	761.74
b) Loss allowance provision	-	-	-	59.84
As at 31 March 2023				
a) Gross carrying amount	290.72	287.86	131.12	709.70
b) Loss allowance provision	-	-	-	57.21

- Reconciliation of loss allowance provision for Trade Receivables

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
a) Balance as at beginning of the year	57.21	25.34
b) Added on business combination	0.11	32.02
c) Impairment losses recognised in the year based on lifetime expected credit losses		
- On receivables originated in the year	7.26	3.24
- Other receivables	2.48	4.05
d) Impairment losses reversed / written back	(6.27)	(7.44)
e) Netted off to Debtors	(0.95)	-
f) Balance at end of the year	59.84	57.21

- During the year, the Group has written off ₹ 8.15 crores (Previous year ₹ 6.66 crores) of trade receivables and ₹ -0.22 crores (Previous year ₹ 0.78 crores) deposits/advances given. These trade receivables and deposits/advances are not subject to enforcement activity.

Investment in Mutual Funds

The Group has ₹ 5.86 crores investments as at 31 March 2024 (₹ 67.24 crores as at 31 March 2023) in growth oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31 March 2024, the Group holds cash and cash equivalents of ₹ 71.07 crores (As at 31 March 2023 ₹ 126.234 crores). The cash and cash equivalents are held with banks with good credit rating.

b) Liquidity risk management

- The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.
- Maturities of financial liabilities**

Table showing maturity profile of financial liabilities

Particulars	(₹ Crores)			
	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
As at 31 March 2024				
A. Non-derivative financial liabilities				
a) Trade Payables	1,111.19	-	-	-
b) Borrowings	114.95	63.60	100.00	60.00
c) Lease Liabilities	138.34	199.36	73.77	48.54
d) Security Deposits	16.53	-	-	-
e) Other Financial liabilities	32.83	-	-	-
As at 31 March 2023				
A. Non-derivative financial liabilities				
a) Trade Payables	1,048.05	-	-	-
b) Borrowings	177.80	13.60	100.00	110.00
c) Lease Liabilities	157.25	293.93	50.57	25.82
d) Security Deposits	14.60	-	-	-
e) Other Financial liabilities	18.89	-	-	-

The above table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

The contractual maturity is based on the earliest date on which the Group may be required to pay.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(iii) Financing arrangements

The Group has access to following undrawn borrowing facilities at the end of the reporting year:

Particulars	(₹ Crores)	
	As at 31 March 2024	As at 31 March 2023
a) Secured Cash Credit facility		
(Includes working capital demand loan, Short term loan, overdraft and bank guarantee)		
- Expiring within one year	77.73	11.05
- Expiring beyond one year	-	-
b) Unsecured Cash Credit facility		
(Includes working capital demand loan, Short term loan, overdraft and bank guarantee)		
- Expiring within one year	296.21	152.48
- Expiring beyond one year	0.33	-

Note:

The quarterly statements of current assets filed by the Company with banks are in agreement with the books of accounts.

(iv) Maturities of financial assets

Table showing maturity profile of financial assets

Particulars	(₹ Crores)			
	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
As at 31 March 2024				
A. Non-derivative financial assets				
a) Trade Receivables	701.90	-	-	-
b) Security Deposits	26.97	27.09	4.07	22.19
c) Others	437.30	16.69	-	0.05
As at 31 March 2023				
A. Non-derivative financial assets				
a) Trade Receivables	652.49	-	-	-
b) Security Deposits	24.02	23.29	11.40	18.94
c) Others	425.28	7.01	-	0.05

The above table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

c) Market Risk Management

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors.

There has been no significant changes to the Group's exposure to market risk or the methods in which they are managed or measured.

Currency Risk

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Group's exposure to currency risk relates primarily to the Group's operating activities when transactions are denominated in a different currency from the Group's functional currency.

Particulars	Currency	(₹ Crores)	
		As at 31 March 2024	As at 31 March 2023
Trade Receivables	USD	2.32	2.90
	EUR	0.01	0.03
	CAD	-	-
	SGD	-	0.01
	GBP	0.24	-
Trade Payable	USD	4.88	6.45
	HKD	0.53	0.16
	EUR	1.49	1.80
	GBP	0.05	0.26
	SGD	0.01	0.05
	CAD	-	0.02
	CHF	0.01	-
	AUD	0.01	0.04
	JPY	0.02	0.06

The following tables demonstrate the sensitivity to a reasonably possible change in major currencies' exchange rates, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material.

Particulars	Currency	Change in rate	(₹ Crores)	
			Effect on profit before tax	Effect on pre-tax equity
Year ended 31 March 2024	USD	+10%	0.28	0.28
	USD	-10%	(0.28)	(0.28)
	HKD	+10%	0.05	0.05
	HKD	-10%	(0.05)	(0.05)
	EUR	+10%	0.15	0.15
	EUR	-10%	(0.15)	(0.15)
	GBP	+10%	0.03	0.03
	GBP	-10%	(0.03)	(0.03)
Year ended 31 March 2023	USD	+10%	0.33	0.33
	USD	-10%	(0.33)	(0.33)
	HKD	+10%	0.02	0.02
	HKD	-10%	(0.02)	(0.02)
	EUR	+10%	0.17	0.17
	EUR	-10%	(0.17)	(0.17)
	GBP	+10%	0.03	0.03
	GBP	-10%	(0.03)	(0.03)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Interest Risk

The following tables demonstrate the sensitivity to a reasonably possible change in interest rates, with all other variables held constant.

Particulars	Name of borrowing	Type of Interest	Rate of interest	Loan amount outstanding	Increase in Base Rate (p.a.)	Sensitivity Impact on P&L (pre-tax)	Decrease in Base Rate (p.a.)	Sensitivity Impact on P&L (pre-tax)
Year ended 31 March 2024	Cash Credit	Floating	8% to 9.6%	21.93	1.00%	(0.22)	1.00%	0.22
Year ended 31 March 2024	Working capital demand loan & Cash Credit	Floating	9.29% to 10.15%	93.02	1.00%	(0.93)	1.00%	0.93
Year ended 31 March 2024	Term Loan	Floating	8.33% to 8.60%	220.00	1.00%	(2.20)	1.00%	2.20
Year ended 31 March 2023	Cash Credit	Floating	7.15% to 8.85%	15.64	1.00%	(0.16)	1.00%	0.16
Year ended 31 March 2023	Bank Overdraft	Floating	5.05% to 8.90%	161.48	1.00%	(1.61)	1.00%	1.61
Year ended 31 March 2023	Term Loan	Floating	8.10% to 8.50%	220.68	1.00%	(2.21)	1.00%	2.21

36. FAIR VALUE MEASUREMENT

a) Fair Valuation Techniques and Inputs used - recurring items

Financial assets/financial liabilities measured at Fair value	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value and sensitivity
	As at 31 March 2024	As at 31 March 2023				
A) Financial assets						
Investments						
Mutual fund investments	5.86	67.24	Level 1	Quoted Market Prices	NA	NA
Total financial assets	5.86	67.24				

As at the reporting date, the Group does not have any financial liability measured at fair values

b) Fair value of financial assets and financial liabilities that are measured at amortised cost:

Particulars	Carrying amount	Fair value	Fair value		
			Level 1	Level 2	Level 3
As at 31 March 2024					
A) Financial assets					
Financial assets carried at Amortised Cost					
i) Trade receivables	701.90	701.90	-	701.90	-
ii) Deposits given	80.32	80.32	-	80.32	-
iii) Cash and cash equivalents	24.39	24.39	-	24.39	-
iv) Bank Balances other than (iii) above	46.68	46.68	-	46.68	-
v) Others	454.04	454.04	-	454.04	-
	1,307.33	1,307.33	-	1,307.33	-

(₹ Crores)

Particulars	Carrying amount	Fair value	Fair value		
			Level 1	Level 2	Level 3
B) Financial liabilities					
Financial liabilities held at Amortised cost					
i) Borrowings	338.55	338.55	-	338.55	-
ii) Lease Liabilities	400.74	400.74	-	400.74	-
iii) Deposits received	16.53	16.53	-	16.53	-
iv) Trade and other payables	1,111.19	1,111.19	-	1,111.19	-
v) Other financial liabilities	32.83	32.83	-	32.83	-
	1,899.84	1,899.84	-	1,899.84	-
As at 31 March 2023					
A) Financial assets					
Financial assets carried at Amortised Cost					
i) Trade receivables	652.49	652.49	-	652.49	-
ii) Deposits given	77.65	77.65	-	77.65	-
iii) Cash and cash equivalents	126.20	126.20	-	126.20	-
iv) Bank Balances other than (iii) above	0.03	0.03	-	0.03	-
v) Others	432.34	432.34	-	432.34	-
	1,288.71	1,288.71	-	1,288.71	-
B) Financial liabilities					
Financial liabilities held at Amortised cost					
i) Borrowings	401.40	401.40	-	401.40	-
ii) Lease Liabilities	432.65	432.65	-	432.65	-
iii) Deposits received	14.60	14.60	-	14.60	-
iv) Trade and other payables	1,048.05	1,048.05	-	1,048.05	-
v) Other financial liabilities	18.89	18.89	-	18.89	-
	1,915.59	1,915.59	-	1,915.59	-

37. SEGMENT

- The management of the Group has chosen to organise the Group on the basis of nature of services. No operating segments have been aggregated in arriving at the reportable segments of the Group.
- Specifically, the Group's reportable segments and the type of product or service from which they derive income are:
 - Supply Chain Management (SCM) - Goods Transportation service, including warehouse management service and freight forwarding activity etc.
 - Enterprise Mobility Services (EM) - People Transportation service
- The Chief Operating Decision Maker ("CODM") monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

iv) The Segmental Disclosures are as follows :-

Year ended 31 March 2024					
(₹ Crores)					
Particulars	Supply Chain Management	Enterprise Mobility Services	Total Segments	Eliminations	Total
Revenue					
I. External customers	5,177.92	322.76	5,500.68	-	5,500.68
II. Inter segment Revenue	-	5.29	5.29	-	5.29
Total	5,177.92	328.05	5,505.97	-	5,505.97
Results					
Segment Result	(28.17)	1.78	(26.39)	-	(26.39)
Less:					
Finance Cost					-
Unallocated corporate income net of unallocated expenses					-
Profit before tax					(26.39)
Income Taxes					(25.68)
Profit after tax					(52.07)
Other Information					
Segment Assets	2,373.86	103.34	2,477.20	-	2,477.20
Unallocated Corporate Assets	-	-	-	-	-
Total Assets	2,373.86	103.34	2,477.20	-	2,477.20
Segment Liabilities	1,903.15	69.81	1,972.96	-	1,972.96
Unallocated Corporate Liabilities	-	-	-	-	-
Total Liabilities	1,903.15	69.81	1,972.96	-	1,972.96
Capital Expenditure	69.39	1.55	70.94	-	70.94
Depreciation and Amortisation expenses	201.58	7.41	208.99	-	208.99
Year ended 31 March 2023					
(₹ Crores)					
Particulars	Supply Chain Management	Enterprise Mobility Services	Total Segments	Eliminations	Total
Revenue					
I. External customers	4,867.72	260.14	5,127.86	-	5,127.86
II. Inter segment Revenue	-	0.43	0.43	-	0.43
Total	4,867.72	260.57	5,128.29	-	5,128.29
Results					
Segment Result	153.80	4.25	158.05	-	158.05
Less:					
Finance Cost					(4.34)
Unallocated corporate income net of unallocated expenses					(119.17)
Profit before tax					34.54
Income Taxes					(7.12)
Profit after tax					27.42

Year ended 31 March 2023					
(₹ Crores)					
Other Information					
Segment Assets	2,434.10	118.84	2,552.94	-	2,552.94
Unallocated Corporate Assets	-	-	-	-	-
Total Assets	2,434.10	118.84	2,552.94	-	2,552.94
Segment Liabilities	1,905.66	86.98	1,992.64	-	1,992.64
Unallocated Corporate Liabilities	-	-	-	-	-
Total Liabilities	1,905.66	86.98	1,992.64	-	1,992.64
Capital Expenditure	70.70	0.33	71.03		71.03
Depreciation and Amortisation expenses	179.96	9.54	189.50		189.50

Other disclosures:

- Finance income and costs, fair value gains and losses on financial assets and indirect expenses are not allocated to individual segments as the underlying instruments are managed on a group basis.
- Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on a group basis.

There is no difference between segment profit as reviewed by CODM and the profit before tax as appearing in the financial statements.

(v) Geographic information

			(₹ Crores)	
Particulars	Year ended 31 March 2024	Year ended 31 March 2023		
a) Revenue from external customers				
India	5,489.84	5,096.70		
Outside India	16.13	31.59		
Total revenue per statement of profit or loss	5,505.97	5,128.29		
b) Segment assets				
India	2,477.20	2,552.94		
Outside India	-	-		
Total	2,477.20	2,552.94		
c) Capital expenditure				
India	70.94	71.03		
Outside India	-	-		
Total	70.94	71.03		

The revenues of the Group from holding company and group of customers under common control of the holding company amounts to around 55.35% (Previous year: 52.75%) of its total revenues during the year ended 31 March 2024.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

38. LEASES

I. Operating Lease

Following are the changes in the carrying value of right of use assets:

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Balance as at 1 April	386.91	298.21
Additions	137.77	236.35
Disposals	(40.96)	(29.17)
Amortisation expense for the year	(133.53)	(118.48)
Balance as at 31 March	350.19	386.91

The following is the movement in lease liabilities:

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Lease liabilities recognised at 1 April	432.65	361.92
Additions	135.34	229.24
Finance cost accrued during the period	36.29	33.72
Deletions	(42.80)	(45.93)
Modifications/other adjustments	-	-
Payment of lease liabilities	(160.74)	(146.30)
Balance as at 31 March	400.74	432.65

The following is the break-up of current and non-current lease liabilities:

(₹ Crores)		
Particulars	As at 31 March 2024	As at 31 March 2023
Non-current lease liabilities	271.99	308.33
Current lease liabilities	128.75	124.32
Total	400.74	432.65

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Less than one year	138.34	157.25
One to Three years	199.36	293.93
Three to five years	73.77	50.57
More than five years	48.54	25.82
Total undiscounted lease liabilities at Balance sheet date	460.01	527.57

The following is the movement in the net investment in sublease of ROU asset:

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Net investment in sublease in ROU recognised at 1 April	23.66	46.11
Additions	-	-
Finance Income on net investment in sublease in ROU	1.68	3.38
Deletions	-	(14.71)
Rental Income on net investment in sublease in ROU	(8.27)	(11.12)
Balance as at 31 March	17.07	23.66

The table below provides details regarding the contractual maturities of net investment in sublease of ROU asset on an undiscounted basis:

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Less than one year	8.68	8.26
One to Three years	9.87	18.55
Total	18.55	26.81

Amounts recognised in Statement of Profit and Loss

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest on lease liabilities	36.29	33.74
Expense on sub-leasing right of use asset	6.54	7.74
Expense relating to short term leases	74.61	74.14
Expense relating to low value leases	16.83	18.48
Depreciation expense of right of use asset	133.53	118.48
Total Expenses	267.80	252.58

Amounts recognised in Statement of cash flows

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Total cash outflows for leases	(160.74)	(146.31)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

II. Finance lease - where the group is lessor

The Company has taken taxi permits on finance lease by paying the consideration upfront as a onetime payment.

The Company has leased out 10 vehicles (31 March 2023 : 31) on finance lease. The lease term is for four years and is non-renewable, after which the legal title is passed to the lessee. There is no escalation clause in the lease agreement.

(₹ Crores)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Gross investments		
Within one year	0.35	0.34
After one year but not more than five years	0.94	-
More than five years	-	-
	1.29	0.34
Less: Unearned finance income	(0.23)	(0.01)
Present value of minimum lease payments	1.06	0.33
Present value of future rentals		
Within one year	0.25	0.33
After one year but not more than five years	0.81	-
More than five years	-	-
Present value of minimum lease payments	1.06	0.33

During the year ended 31 March 2024, the Company has earned ₹ 0.05 crore (31 March 2023 ₹ 0.05 crore) as interest income. This has been recorded under "Other income - Finance income on net investment in lease" in the statement of profit and loss.

Movement for the receivables towards assets given on finance lease

(₹ Crores)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Opening balance	0.33	0.82
Add: Additions made during the year	1.14	-
Less: amount recovered during the year	(0.41)	(0.49)
Closing balance	1.06	0.33

39. EMPLOYEE BENEFITS

a) Defined Contribution Plan

The Group's contribution to Provident Fund, superannuation Fund and other funds aggregating ₹ 16.39 crores (2023: ₹ 15.13 crores) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

b) Defined Benefit Plans:

Gratuity

- a) Some of the group entities operate a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Group scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Group makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

- b) Though its defined benefit plans the Group is exposed to a number of risks, the most significant of which are detailed below:

i) Asset volatility

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit. The funds of the defined benefit plans are held with LIC.

As the plans mature, the Group intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

ii) Change in bond yields

A decrease in government bond yields will increase plan liabilities.

iii) Inflation risk

Defined benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although, caps on the level of inflationary increases are in place to protect the plan against extreme inflation).

iv) Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the Group's defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

c) Significant Actuarial Assumptions:

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023
a) Discount rate(s)	7.15%	7.30%	7.10% - 7.15%	7.20% - 7.30%
b) Expected rate(s) of salary increase	7%	7%	7%	6%-7%
c) Average Longevity	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

d) Defined benefit plans

(₹ Crores)

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023
I. Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:				
a) Current Service Cost	3.76	3.80	1.05	1.16
b) Past service cost and (gains)/ losses from settlements	-	-	0.01	0.01
c) Net interest expense	0.18	0.35	0.40	0.31
Components of defined benefit costs recognised in profit or loss	3.94	4.15	1.46	1.48
a) Return on plan assets (excluding amount included in net interest expense)	(0.30)	(0.25)	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(₹ Crores)

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023
b) Actuarial gains and loss arising from changes in demographic assumptions	(0.24)	-	(0.01)	-
c) Actuarial gains and loss arising from changes in financial assumptions	0.27	(0.84)	0.12	(0.01)
d) Actuarial gains and loss arising from experience adjustments	(0.62)	(0.49)	(0.18)	(0.32)
Components of defined benefit costs recognised in other comprehensive income	(0.89)	(1.58)	(0.07)	(0.33)
Total	3.05	2.57	1.39	1.15
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31 March				
a) Present value of defined benefit obligation	(24.81)	(23.59)	(5.32)	(4.70)
b) Fair value of plan assets	22.34	20.94	-	-
c) Surplus/(Deficit)	(2.47)	(2.67)	(5.32)	(4.70)
d) Current portion of the above	(2.47)	(2.67)	-	-
e) Non current portion of the above	-	-	(5.32)	(4.70)
III. Change in the obligation during the year ended 31 March				
Present value of defined benefit obligation at the beginning of the year	23.59	23.11	4.70	1.72
a) Add/(Less) on account of Scheme of Arrangement/Business	-	-	0.13	-
b) Transfer	(0.58)	(0.75)	0.88	2.35
c) Expenses Recognised in Profit and Loss Account	-	-	-	-
d) - Current Service Cost	3.76	3.80	1.05	1.16
- Past Service Cost	-	-	0.01	0.01
- Interest Expense (Income)	1.73	1.57	0.40	0.31
e) Recognised in Other Comprehensive Income	-	-	-	-
Remeasurement gains/(losses)	-	-	-	-
i. Demographic Assumptions	(0.24)	-	(0.01)	(0.01)
ii. Financial Assumptions	0.27	(0.84)	0.12	(0.32)
iii. Experience Adjustments	(0.62)	(0.49)	(0.18)	(0.01)
f) Benefit payments	(3.10)	(2.81)	(1.78)	(0.51)
Present value of defined benefit obligation at the end of the year	24.81	23.59	5.32	4.70

(₹ Crores)

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023
IV. Change in fair value of assets during the year ended 31 March				
Fair value of plan assets at the beginning of the year	20.92	18.02	-	-
i) Expenses Recognised in Profit and Loss Account	-	-	-	-
- Expected return on plan assets	1.55	1.22	-	-
ii) Recognised in Other Comprehensive Income	-	-	-	-
Remeasurement gains / (losses)	-	-	-	-
- Actual Return on plan assets in excess of the expected return	0.30	0.25	-	-
iii) Contributions by employer (including benefit payments recoverable)	2.67	5.09	0.55	-
iv) Benefit payments	(3.10)	(2.81)	-	-
v) Transfer in / (out)	-	(0.85)	-	-
Fair value of plan assets at the end of the year	22.34	20.92	0.55	-
V. The Major categories of plan assets				
- Insurance Funds	22.34	20.94	0.55	-
VI. Actuarial assumptions				
a) Discount rate	7.15%	7.30%	7.10% - 7.15%	7.20% - 7.30%
b) Expected rate of return on plan assets	7.05%	7.30%	-	-
c) Attrition rate	15%	12%	5% - 30%	11% - 30%

e) The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(₹ Crores)

Particulars	Changes in assumption	Impact on defined benefit obligation			
		Year ended 31 March 2024		Year ended 31 March 2023	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
a) Discount rate	1%	29.51	32.95	27.58	31.36
b) Salary growth rate	1%	32.92	29.51	31.33	27.58
c) Attrition rate	1%	30.85	31.47	29.13	29.61
d) Mortality Rate	1%	31.15	31.14	24.70	24.68

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

- i) The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.
- ii) The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous year.
- iii) The weighted average duration of the defined benefit obligation as at 31 March 2024 is 4 - 7 years.

f) Plan Assets

The fair value of Group's plan asset of Funded Gratuity Plan by category are as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Asset category:		
Deposits with Insurance companies	22.34	20.94
Allocation	100%	100%

g) Maturity profile of defined benefit obligation:

The tables shown below include both discounted value as well as unwinding of interest.

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
Within 1 year	5.19	3.79
1-5 years	17.24	13.10
6-10 years	13.07	12.43
More than 10 years	15.65	20.66

h) Experience Adjustments :

(₹ Crores)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
1. Defined Benefit Obligation	(24.81)	(23.59)	(21.88)	(20.90)	(16.86)
2. Fair value of plan assets	22.34	20.92	17.56	16.41	13.00
3. Surplus/(Deficit)	(2.47)	(2.67)	(4.32)	(4.49)	(3.86)
4. Experience adjustment on plan liabilities [(Gain)/Loss]	(0.62)	(0.49)	(0.99)	0.74	0.07
5. Experience adjustment on plan assets [Gain/(Loss)]	0.30	0.25	(0.04)	0.16	0.05

- i) The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.
- j) The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- k) The current service cost and the net interest expense for the year are included in the employee benefits expense in profit or loss of the expense for the year.

40. RELATED PARTY TRANSACTIONS

i) List of Related Parties:

Holding Company	Mahindra & Mahindra Limited
(a) Parties with whom transactions have taken place during the year:	
(i) Joint Venture	
Transtech Logistics Private Limited (ceased to be an joint venture and related party of the company w.e.f. 20 December 2023)	
(ii) Fellow Subsidiaries	
1	Fifth Gear Ventures Limited
2	Gromax Agri Equipment Limited
3	Mahindra Accelo Limited (Formerly Known As Mahindra Intertrade Limited)
4	Mahindra Defence Systems Limited
5	Mahindra Electric Mobility Limited (Merged with Mahindra & Mahindra Limited w.e.f. 2 February 2023)
6	Mahindra EPC Irrigation Limited
7	Mahindra Heavy Engines Limited
8	Mahindra Holidays And Resorts India Limited
9	Mahindra Industrial Park Chennai Limited
10	Mahindra Integrated Business Solutions Private Limited
11	Mahindra MSTC Recycling Private Limited
12	Mahindra Two Wheelers Limited
13	Mahindra World City (Jaipur) Limited
14	NBS International Limited
15	Mahindra Last Mile Mobility Limited
16	Mahindra Electric Automobile Limited
17	Mahindra Susten Private Limited
18	Swaraj Engines Limited
19	Mahindra Racing UK Limited
20	Mahindra & Mahindra Financial Services Limited
21	Mahindra Auto Steel Private Limited
22	Carnot Technologies Private Limited
(iii) Associate	
Zipzap Logistics Private Limited (w.e.f. 8 April 2022 to 21 December 2023)	
(iv) Other Related Parties	
a) Associate of Holding Company	
1	Brainbees Solutions Private Limited
2	CIE Automotive India Limited (Formerly Known As Mahindra CIE Automotive Limited, Name Changed w.e.f. 15 May 2023)
3	Tech Mahindra Limited
4	Tech Mahindra Business Services Limited
b) Joint Venture of Holding Company	
1	Classic Legends Private Limited
c) Firm in which director of subsidiary company is interested	
1	Chlorophyll consulting

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

v) Key Management Personnel (KMP):

Sr. No.	Name of KMP	Designation
1	Dr. Anish Shah	Chairman & Non-Executive Director
2	Mr. Rampraveen Swaminathan	Managing Director & CEO
3	Mr. Amit Kumar Sinha (upto 24 March 2023)	Non-Executive Director
4	Mr. Naveen Raju	Non-Executive Director
5	Ms. Malvika Sinha	Independent Director
6	Mr. Ajay Mehta (upto 27 March 2023)	Independent Director
7	Mr. Darius Pandole	Independent Director
8	Mr. Ranu Vohra	Independent Director
9	Ms. Avani Davda	Independent Director
10	Mr. Dhananjay Mungale	Independent Director
11	Mr. Ameet Hariani (w.e.f. 01 May 2022)	Independent Director

ii) Details of transaction between the Company and its related parties are disclosed below:

Particulars	Year	Holding Company	Fellow Subsidiary	Joint Venture	Associate	Other related parties	
						(₹ Crores)	
Nature of transactions with Related Parties							
a) Purchase of PPE and other assets	31-Mar-24	15.95	-	-	-	-	-
	31-Mar-23	-	0.60	-	-	-	-
b) Rendering of services	31-Mar-24	2,903.07	96.50	-	10.06	41.09	-
	31-Mar-23	2,607.68	74.56	-	10.55	23.07	-
c) Availment of services	31-Mar-24	4.97	0.38	0.06	4.10	-	-
	31-Mar-23	17.60	0.28	1.06	3.95	9.16	-
d) Reimbursements made to parties	31-Mar-24	18.96	0.24	-	-	-	-
	31-Mar-23	1.29	0.37	-	-	-	-
e) Sale of property and other assets	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	0.91	-	-	-	-	-
f) Dividend Paid	31-Mar-24	10.45	-	-	-	-	-
	31-Mar-23	8.36	-	-	-	-	-
g) Purchase of Investment in Subsidiaries	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	50.41	-	-	-	-	-
Balances Outstanding with Related Parties							
a) Trade payables	31-Mar-24	25.62	0.16	-	-	0.01	-
	31-Mar-23	12.99	0.04	0.01	0.48	0.00	-
b) Trade receivables	31-Mar-24	365.82	12.81	-	-	6.72	-
	31-Mar-23	114.04	4.94	-	4.87	6.62	-
c) Provision of bad & doubtful debts related to amount due from related parties	31-Mar-24	1.83	-	-	-	0.66	-
	31-Mar-23	2.20	-	-	-	0.29	-

Note:

- All the outstanding balances, whether receivables or payables are unsecured.
- Related party transactions were made on terms equivalent to those that prevail in arm's length transactions are made only if such terms can be substantiated.
- Amount of all the transactions reported above are excluding GST and including unbilled income / accrued expenses, as applicable.

iii) Details of transactions between Major parties \$

Particulars	Year	Holding Company	Fellow Subsidiary	Joint Venture	Associate	Other related parties	
						(₹ Crores)	
a) Purchase of PPE and other assets							
Mahindra & Mahindra Limited	31-Mar-24	15.95	-	-	-	-	-
	31-Mar-23	-	-	-	-	-	-
NBS International Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	0.60	-	-	-	-
b) Rendering of services							
Mahindra & Mahindra Limited	31-Mar-24	2,903.07	-	-	-	-	-
	31-Mar-23	2,607.68	-	-	-	-	-
Mahindra Heavy Engines Limited	31-Mar-24	-	16.53	-	-	-	-
	31-Mar-23	-	15.79	-	-	-	-
Classic Legends Private Limited	31-Mar-24	-	-	-	-	-	9.79
	31-Mar-23	-	-	-	-	-	26.65
Mahindra CIE Automotive Limited	31-Mar-24	-	-	-	-	-	14.75
	31-Mar-23	-	-	-	-	-	13.32
Tech Mahindra Limited	31-Mar-24	-	-	-	-	-	0.00*
* ₹ 40,000	31-Mar-23	-	-	-	-	-	9.74
Mahindra Electric Mobility Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	16.57	-	-	-	-
Mahindra Two Wheelers Limited	31-Mar-24	-	6.13	-	-	-	-
	31-Mar-23	-	7.90	-	-	-	-
Tech Mahindra Business Services Limited	31-Mar-24	-	-	-	-	-	16.45
	31-Mar-23	-	-	-	-	-	-
Zipzap Logistics Private Limited	31-Mar-24	-	-	-	10.06*	-	-
* subsidiary w.e.f 22 December 2023	31-Mar-23	-	-	-	10.55	-	-
Mahindra Last Mile Mobility Limited	31-Mar-24	-	64.26	-	-	-	-
	31-Mar-23	-	-	-	-	-	-
c) Availment of services							
Mahindra & Mahindra Limited	31-Mar-24	4.97	-	-	-	-	-
	31-Mar-23	17.60	-	-	-	-	-
Mahindra Integrated Business Solutions Private Limited	31-Mar-24	-	0.00*	-	-	-	-
* ₹ 38,520	31-Mar-23	-	0.10	-	-	-	-
Mahindra Holidays and Resorts India Limited	31-Mar-24	-	0.10	-	-	-	-
	31-Mar-23	-	-	-	-	-	-
Tech Mahindra Limited	31-Mar-24	-	-	-	-	-	-
	31-Mar-23	-	-	-	-	-	9.16
NBS International Limited	31-Mar-24	-	0.28	-	-	-	-
	31-Mar-23	-	0.17	-	-	-	-
Transtech Logistics Private Limited	31-Mar-24	-	-	0.06	-	-	-
	31-Mar-23	-	-	1.06	-	-	-
Zipzap Logistics Private Limited	31-Mar-24	-	-	-	4.10*	-	-
* subsidiary w.e.f 22 December 2023	31-Mar-23	-	-	-	3.95	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

(₹ Crores)						
Particulars	Year	Holding Company	Fellow Subsidiary	Joint Venture	Associate	Other related parties
d) Reimbursements made to parties						
Mahindra & Mahindra Limited	31-Mar-24	18.96	-	-	-	-
	31-Mar-23	1.29	-	-	-	-
NBS International Limited	31-Mar-24	-	-	-	-	-
	31-Mar-23	-	0.16	-	-	-
Mahindra Racing UK Limited	31-Mar-24	-	0.13	-	-	-
	31-Mar-23	-	-	-	-	-
Mahindra Susten Private Limited	31-Mar-24	-	0.12	-	-	-
	31-Mar-23	-	-	-	-	-
Mahindra World City (Jaipur) Limited	31-Mar-24	-	-	-	-	-
	31-Mar-23	-	0.21	-	-	-
e) Sale of Property and other assets						
Mahindra & Mahindra Limited	31-Mar-24	-	-	-	-	-
	31-Mar-23	0.91	-	-	-	-
f) Dividend paid						
Mahindra & Mahindra Limited	31-Mar-24	10.45	-	-	-	-
	31-Mar-23	8.36	-	-	-	-
g) Purchase of Investment in Subsidiaries Company						
Mahindra & Mahindra Limited	31-Mar-24	-	-	-	-	-
	31-Mar-23	50.41	-	-	-	-

§ Major parties denote entities accounting for 10% or more of the aggregate for that category of transaction during respective year.

i) Compensation of Key Managerial Personnel

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The separate actuarial valuation figures are not available for key managerial personnel.

The remuneration key managerial personnel during the year was as follows:

(₹ Crores)						
Name of KMP	Year	Short-term employee benefits	Perquisite value of ESOPs exercised	Sitting Fees	Commission	Reimbursement of Expenses paid
Mr. Rampraveen Swaminathan	31-Mar-24	4.35	-	-	-	-
	31-Mar-23	4.15	0.70	-	-	0.19
Mr. Ajay Mehta	31-Mar-24	-	-	-	-	-
	31-Mar-23	-	-	0.16	0.07	-

(₹ Crores)						
Name of KMP	Year	Short-term employee benefits	Perquisite value of ESOPs exercised	Sitting Fees	Commission	Reimbursement of Expenses paid
Ms. Avani Davda	31-Mar-24	-	-	0.10	0.07	-
	31-Mar-23	-	-	0.12	0.07	-
Mr. Darius Pandole	31-Mar-24	-	-	0.16	0.07	-
	31-Mar-23	-	-	0.13	0.07	-
Mr. Ranu Vohra	31-Mar-24	-	-	0.16	0.07	-
	31-Mar-23	-	-	0.12	0.07	-
Ms. Malvika Sinha	31-Mar-24	-	-	0.11	0.07	-
	31-Mar-23	-	-	0.10	0.07	-
Mr. Dhananjay Mungale	31-Mar-24	-	-	0.13	0.07	-
	31-Mar-23	-	-	0.08	0.07	-
Mr. Ameet Hariani	31-Mar-24	-	-	0.10	0.07	-
	31-Mar-23	-	-	0.06	0.07	-

The remuneration of directors and key executives is determined by the Nomination and Remuneration Committee having regard to the performance of individuals and market trends. The separate actuarial valuation figures are not available for key managerial personnel.

41. CONTINGENT LIABILITIES

A Contingent liabilities

(₹ Crores)		
Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Contingent liabilities (to the extent not provided for)		
Claims against the Group not acknowledged as debt		
a) VAT	22.89	22.89
b) GST	142.16	-
c) Service Tax	3.68	3.52
d) Income Tax	3.20	3.19
e) Claims against the Group not acknowledged as debts	11.38	10.66
f) Advertisement tax	0.55	0.55

Notes:

- The Group does not expect any payout in respect of the above contingent liability.
- It is not practicable to estimate the timings of cash outflows, if any, in respect of matters at (a) to (d) above, pending resolution of appellate/court proceedings.
- Claims against the Group pertain to various legal claims filed against the Group by customers/ third parties. The Group has contested these claims and the same are pending adjudication at various judicial forums. The timing of any possible cash outflows with regard to the aforesaid matters depends upon the final outcome of the respective litigations and exhaustion of remedies available to the Group under the law and hence the Group is not able to reasonably ascertain the timing of the possible outflow, if any.
- Advertisement tax liability pertains to earlier years, where Municipal Corporation of Delhi has demanded unproportionately higher Advertisement taxes, which are part of the on-going legal cases with MCD at High Court Delhi.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

B Commitments

- i) The Group has entered into License Agreements/Contracts with Airport authorities at some locations. These agreements are for periods of 3 to 4 years and include non-cancellable period of 1 to 2 years. Under the contracts, the Group guarantees a certain minimum payment to the airports each month. Management believes that it would perform its obligations for the entire period of these contracts taking into account the past experience and management's intent and future business plans. Management has disclosed contractual commitments under these contracts below based on the total contractual period.

Particulars	(₹ Crores)	
	Year ended 31 March 2024	Year ended 31 March 2023
Minimum commitment to Airports		
Delhi Airport Terminal 1	0.28	0.73
Delhi Airport Terminal 2	0.43	1.09
Delhi Airport Terminal 3	0.85	2.19
Delhi Airport Parking Services Limited	0.12	-
Ahmedabad Airport	0.18	-
Hyderabad Airport	14.38	16.18
Mumbai Airport Terminal 1 & 2	0.11	1.20

42. ADDITIONAL REGULATORY INFORMATION

- i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company, subsidiaries and associates ("Group") to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any parties (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- ii) Balance outstanding as at 31 March 2024 with struck off companies:

Sr. No.	Name of the Struck off Company	Nature of Transaction	Relationship with the struck off company	(₹ Crores)	
				Balance as on 31 March 2024	Balance as on 31 March 2023
1	Leela Trade Links Private Limited	Trade Receivable	External	.*	.*
2	Balaji Translogistic Private Limited	Trade Payable	External	0.01	0.01
3	M.Y. Transport Company Private Limited	Trade Payable	External	0.61	0.17
4	Lufthansa Cargo India Limited	Trade Payable	External	0.01	.*
5	Star Shipping Services Private Limited	Trade Payable	External	0.05	.*

* Amounts are below the rounding off norms followed by the group

- iii) The Company did not have any transaction which had not been recorded in the books of account that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

43. DISCLOSURES PURSUANT TO IND AS 103 "BUSINESS COMBINATIONS"

- A The Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") vide its order dated 7 March 2024 has sanctioned the Scheme of Merger by Absorption of V-Link Automotive Services Private Limited ("VASPL") and V-Link Fleet Solutions Private Limited ("VFSPL") (together referred to as "Transferor Companies") with MLL Mobility Private Limited ("Transferee Company", "MMPL") and their respective shareholders ("Scheme") under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder. The above mentioned Transferor Companies as well as the Transferee Company are wholly owned subsidiaries of the Company.

Consequent to the Scheme being effective w.e.f 1 April 2023 (The Appointed Date)

- (i) VASPL and VFSPL being the Transferor Companies stands dissolved and ceased to be the subsidiaries of the Company with effect from 28 March 2024; and
- (ii) MMPL being the Transferee Company, will discharge the consideration mentioned in the Scheme, by way of issuance and allotment of 1,79,470 equity shares of ₹ 10 each to the Company in lieu of its shareholding held in the Transferor Companies.

MMPL continues to remain as a wholly owned subsidiary of the Company, post issuance and allotment of its equity shares to the Company, as mentioned above.

B Purchase of B2B express business from Rivigo Services Private Limited ("Rivigo")

- i) MLL Express Services Private Limited (formerly known as Meru Travel Solutions Private Limited), has acquired/purchased B2B express business from Rivigo Services Private Limited ("Rivigo") for cash consideration of ₹ 218.50 crores (post adjustments as per the terms of the Business Transfer Agreement) at end of day on 9 November 2022. The purchase consideration has been accounted for as per as per Ind AS 103 "Business Combination".
- ii) Fair value of assets and liabilities acquired are as follows:

(₹ Crores)	
Particulars	
Assets	
Non-current assets	
Property, plant and equipment	1.90
Intangible assets	56.45
Other non-current assets	15.58
	73.93
Current assets	
Trade receivables	52.51
Other current assets	8.36
	60.87
Total assets	134.80
Liabilities	
Non-current liabilities	
Other non current liabilities	13.11
	13.11
Current liabilities	
Trade payables	70.65
Other current liabilities	6.95
	77.60
Total liabilities	90.71
Net Assets	44.09
Cash purchase consideration	218.50
Goodwill on acquisition	174.41

NOTES TO CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

- iii) Goodwill is attributable to future growth of business from this acquisition. The goodwill is not deductible for income tax purposes.
- iv) No contingent consideration is recognised by the Group in accordance with the terms of the share purchase agreement.
- v) During the year group has recognised additional goodwill of ₹ 2.08 crore

44. DISCLOSURE OF INTEREST IN SUBSIDIARIES AND INTEREST OF NON CONTROLLING INTEREST

The Group has rights to variable returns from its involvement with the subsidiaries and has the ability to affect the amount of the investor's returns through its power over the investee.

(a) Details of the Group's material subsidiaries at the end of the reporting year are as follows:

Name of the Subsidiary	Principal Activity	Place of Incorporation and Place of Operation	Proportion of ownership interest and voting power held by the group		Quoted (Y/N)
			As at 31 March 2024	As at 31 March 2023	
Lords Freight (India) Private Limited	Freight Forwarding via sea and air	India	99.05%	99.05%	N
2 X 2 Logistics Private Limited	Transportation services	India	55.00%	55.00%	N
MLL Mobility Private Limited (Refer note no 43A)	Transportation services	India	100%	100%	N
V-Link Fleet Solutions Private Limited (Refer note no 43A)	Transportation services	India	-	100%	N
V-Link Automotive Services Private Limited (Refer note no 43A)	Transportation services	India	-	100%	N
MLL Express Services Private Limited	Transportation services	India	100%	100%	N
V Link Freight Services Private Limited (Incorporated on 9 September 2022)	Freight Forwarding via sea and air	India	100%	100%	N
MLL Global Logistics Limited (Incorporated as a private Limited company on 6 December 2022)	Transportation services	London, UK	100%	100%	N
Zipzap Logistcis Private Limited (w.e.f 22 December 2023) [Refer note no 45B]	Transportation services	India	60%	-	N

(b) Details of Non-Wholly Owned Subsidiaries that have material Non Controlling Interest

Name of the Subsidiary	Place of Incorporation and Place of Operation	Proportion of Ownership Interest and Voting power held by the Group	
		As at 31 March 2024	As at 31 March 2023
Lords Freight (India) Private Limited	Mumbai, India	99.05%	99.05%
2 X 2 Logistics Private Limited	Mumbai, India	55.00%	55.00%
Zipzap Logistics Private Limited (w.e.f. 22 December 2023) [Refer note no 45B]	Hyderabad, India	60.00%	-

Name of the Subsidiary	Profit / (Loss) allocated to non controlling interest		Accumulated non Controlling Interest	
	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
Lords Freight (India) Private Limited	0.03	0.09	0.12	0.09
2 X 2 Logistics Private Limited	1.58	(1.74)	0.12	(1.46)
Zipzap Logistics Private Limited (w.e.f 22 December 2023) [Refer note no 45B]	0.04	-	0.01	-

(c) Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Particulars	Zipzap Logistics Private Limited	Lords Freight (India) Private Limited	2 X 2 Logistics Private Limited	
	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024
Current Assets	35.72	71.23	72.78	18.30
Non Current Assets	4.79	5.04	5.50	24.27
Current Liabilities	11.63	29.29	33.81	34.21
Non Current Liabilities	-	1.28	2.22	8.12
Equity Interest Attributable to the owners	17.33	45.59	42.15	0.13
Non Controlling Interest	11.55	0.11	0.10	0.11
Total Income	35.32	250.41	367.43	55.44
Expenses	35.22	247.02	357.46	51.93
Profit / (Loss) for the year	0.10	3.39	9.97	3.51
Profit / (Loss) attributable to the owners of the Company	0.06	3.36	9.88	1.93
Profit / (Loss) attributable to the non controlling interest	0.04	0.03	0.09	1.58

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

Particulars	Zipzap Logistics Private Limited	Lords Freight (India) Private Limited	2 X 2 Logistics Private Limited		
	As at 31 March 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024	As at 31 March 2023
Profit / (Loss) for the year	0.02	3.33	9.78	0.35	(0.39)
Other Comprehensive Income attributable to the owners of the Company	(0.05)	0.05	0.07	.*	0.01
Other Comprehensive Income Profit / (Loss) attributable to the non controlling interest	(0.03)	.*	-	.*	0.01
Other Comprehensive Income	(0.02)	0.05	0.07	.*	-
Total Other Comprehensive Income attributable to the owners of the Company	0.01	3.41	9.95	1.93	(2.12)
Total Other Comprehensive Income Profit / (Loss) attributable to the non controlling interest	0.01	0.03	0.09	1.58	(1.73)
Total Other Comprehensive Income	0.02	3.44	10.04	3.51	(3.85)
Dividends paid to non controlling interest	-	-	-	-	-
Net Cash Flow from operating activities	(16.46)	11.98	29.51	2.67	(5.49)
Net Cash Flow from investing activities	(0.88)	(14.22)	(0.29)	(0.06)	(0.28)
Net Cash Flow from financing activities	17.49	(0.46)	(27.54)	(2.61)	5.76
Net Cash inflow/ (outflow)	0.15	(2.70)	1.68	-	(0.01)

45. DISCLOSURE OF INTEREST IN JOINT ARRANGEMENTS AND ASSOCIATES

A Pursuant to the approval granted by the Investment Committee of the Board of Directors of the Company, at its meeting held on 20 December 2023, the Company had entered into a Share Purchase Agreement ("Agreement") with Transtech Logistics Private Limited ("TLPL") an associate of the Company and the Promoters of TLPL, for sale/transfer of the 39.79% stake held by the Company in TLPL i.e. 100 equity shares of ₹ 10 each and 65,988 Compulsorily Convertible Preference Shares of ₹ 50 each, for a consideration of ₹ 0.01 crores to be discharged by the Promoters of TLPL in cash to the Company. Pursuant to this, TLPL ceased to be an associate of the Company effective 20 December 2023. The Company has recognised gain of ₹ 0.01 crores as an 'exceptional item' in the statement of Profit and Loss.

B On 28 February 2022, pursuant to the approval granted by the Investment Committee of the Board of Directors, the Company had entered into Share Purchase Agreement, Share Subscription Agreement and Shareholders' Agreement for acquisition of up to 43,972 equity shares and for subscribing up to 63,200 Series A Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Zipzap Logistics Private Limited ("Whizzard"), in tranches, which would result in the Company holding in aggregate up to 60% of Share Capital of Whizzard, on a fully diluted basis, upon completion ("Transaction").

In terms of the above-mentioned Transaction Agreements,

On 8 April 2022, the Company acquired 21,327 equity shares and subscribed to 31,600 CCCPS, on a fully diluted basis of Whizzard, in aggregate, constituting 36% of the Share Capital of Whizzard for a cash consideration of ₹ 35.42 crore. With this, Whizzard became an Associate of the Company effective from 8 April 2022.

On 22 December 2023, the Company further acquired 22,645 equity shares and subscribed to 31,600 CCCPS, which taken together with the previous holding of the Company constitutes 60% of the Share Capital of Whizzard, on a fully diluted basis. Consequently, Whizzard had become the subsidiary of the Company with effect from 22 December 2023. In accordance with Ind AS 103- 'Business Combination', the company has remeasured previously held equity interest in

Whizzard at acquisition-date fair value. The gain of ₹ 3.81 crores on remeasurement is recognised as an 'exceptional item' in the statement of Profit and Loss.

Calculation of goodwill arising on acquisition in stages

Particulars	(₹ Crores) As at 22 December 2023
Non-Current Assets	
Property, Plant and Equipment	2.88
Other Financial Assets	2.26
Deferred Tax Assets (Net)	0.56
Current Assets	46.62
Total Assets	52.32
Current Liabilities	23.52
Net Assets	28.80
Attributable to controlling interest	17.28
Attributable to non-controlling interest	11.52
Book value of investment	67.90
Fair value of investment	71.71
Gain on remeasurement of investment	3.81
Goodwill on acquisition in stages	54.43

Summarised financial information upto 22 December 2023

Revenue from Operations	90.04
Other Income	0.18
Total Income	90.22
Operating and other expenses	83.68
Employee benefits expense	8.41
Finance costs	0.28
Depreciation and amortisation expense	0.89
Total Expenses	93.26
Loss before tax	(3.04)
Income tax expense	-
Loss for the year	(3.04)
Other Comprehensive Income/(Loss) for the period	0.02
Total Other Comprehensive Income/(Loss) for the period	(3.02)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024 (Contd.)

46. ADDITIONAL INFORMATION AS REQUIRED BY SCHEDULE III TO THE COMPANIES ACT, 2013:

(₹ Crores)

Name of the Subsidiary	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit & loss	Amount	As % of consolidated other comprehensive income	Amount	As % of Total Comprehensive Income	Amount
Parent								
Mahindra Logistics Limited	133.96%	675.46	-113.24%	61.98	94.12%	0.64	-115.83%	62.62
Subsidiaries								
Indian								
a) Lords Freight (India) Private Limited	9.06%	45.70	-6.19%	3.39	7.35%	0.05	-6.36	3.44
b) 2 X 2 Logistics Private Limited	0.05%	0.25	-6.41%	3.51	0.00%	-	-6.49%	3.51
c) MLL Express Services Private Limited	-1.12%	(5.63)	225.74%	(123.57)	23.53%	0.16	228.28%	(123.41)
d) MLL Mobility Private Limited	6.65%	33.52	-3.25%	1.78	-19.12%	(0.13)	-3.05%	1.65
e) V Link Freight Services Private Limited	-0.14%	(0.72)	2.89%	(1.58)	0.00%	-	2.92%	(1.58)
f) Zipzap Logistics Private Limited	5.73%	28.88	-0.18%	0.10	-11.76%	(0.08)	-0.04%	0.02
Foreign								
a) MLL Global Logistics Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Minority Interests in all Subsidiaries	2.34%	11.78	3.01%	(1.65)	5.88%	0.04	2.98%	(1.61)
Consolidation adjustments and Inter Company Eliminations	-56.53%	(285.00)	-2.37%	1.30	-	-	-2.41%	1.30
Total	100.00%	504.24	100.00%	(54.74)	100.00%	0.68	100.00%	(54.06)

47.

Previous year numbers are regrouped / reclassified wherever necessary

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Saurabh Taneja
Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Jignesh Parikh
Company Secretary
Membership No: ACS20413

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part A: Subsidiaries [as per section 2(87) of the Companies Act, 2013]

(₹ Crores)

Sr. No.	Particulars	Subsidiary 1	Subsidiary 2	Subsidiary 3	Subsidiary 4	Subsidiary 5	Subsidiary 6	Subsidiary 7
1	Name of the subsidiary	2 X 2 Logistics Private Limited	LORDS Freight (India) Private Limited	MLL Mobility Private Limited (Refer note no 43A)	MLL Express Services Private Limited	V Link Freight Services Private Limited	MLL Global Logistics Limited	Zipzap Logistics Private Limited
2	The date since when subsidiary was acquired (dd/mm/yyyy)	22/10/2012	07/08/2014	12/05/2022	17/05/2022	09/09/2022	06/12/2022	22/12/2023
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4	Reporting currency	INR	INR	INR	INR	INR	Not Applicable	INR
5	Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Share capital	9.01	2.36	0.46	197.97	1.00	Nil	0.64
7	Share application money	-	-	0.18	-	-	Nil	-
7	Reserves & surplus	(8.76)	43.33	32.88	(203.60)	(1.72)	Nil	28.23
8	Total assets	42.57	76.27	103.34	393.54	0.48	Nil	40.51
9	Total Liabilities	42.32	30.58	69.82	399.17	1.20	Nil	11.64
10	Investments	-	4.56	-	1.31	-	Nil	-
11	Total Turnover	55.35	247.85	333.34	364.22	6.46	Nil	125.24
12	Profit/(loss) before taxation	4.86	4.63	1.78	(124.05)	(1.58)	Nil	(2.94)
13	Provision for taxation	1.35	1.24	-	(0.48)	-	Nil	-
14	Profit / (loss) after taxation	3.51	3.39	1.78	(123.57)	(1.58)	Nil	(2.94)
15	Proposed Dividend	Nil	Nil	Nil	Nil	Nil	Nil	Nil
16	Extent of shareholding (in percentage)	55.00%	99.05%	100%	100%	100%	100%	60%

Notes:

- Names of subsidiaries which are yet to commence operations: MLL Global Logistics Limited
- Names of subsidiaries which have been liquidated or sold during the year: Refer note 43A of consolidated financial statement
- Reporting period for all the subsidiaries is 1 April 2023 to 31 March 2024

Part B: Associates and Joint Ventures

Sr. No.	Particulars	Joint Venture	Associate
1	Name of associates/Joint Ventures	-	-
2	Latest audited Balance Sheet Date	-	-
3	Date of which the Associate or Joint Venture was associated or acquired (dd-mm-yyyy)	-	-
4	Shares of Associate/Joint Ventures held by the Company on the year end	-	-
	i Number of shares (including participating preference shares)	-	-
	ii Amount of Investment in Associates/Joint Venture (₹ in Crores)	-	-
	iii Extend of Holding (in percentage)	-	-
5	Description of how there is significant influence	-	-
6	Reason why the associate/joint venture is not consolidated	-	-
7	Net worth attributable to shareholding as per latest audited Balance Sheet (₹ in Crores)	-	-
8	Profit/(Loss)for the year	-	-
	i Considered in Consolidation (₹ in Crores)	-	-
	ii Not Considered in Consolidation (₹ in Crores)	-	-

- Names of associates or joint ventures which are yet to commence operations: Not Applicable
- Names of associates or joint ventures which have been liquidated or sold during the year: Refer note no. 45 of consolidated financial statement

Notes: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman
DIN: 02719429

Saurabh Taneja

Chief Financial Officer
Mumbai, 22 April 2024

Rampraveen Swaminathan

Managing Director & CEO
DIN: 01300682

Jignesh Parikh

Company Secretary
Membership No: ACS20413



mahindra **LOGISTICS**

Mahindra Logistics Limited

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