

Our Ref: MLLSEC/99/2022

Date: 5 July 2022

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 15th Annual General Meeting, Integrated Annual Report 2021-22 and Secretarial Audit Report of Material Unlisted Indian Subsidiary – Regulations 24A, 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Ref: Notice to Shareholders on information on 15th Annual General Meeting vide letter dated 29 June 2022

Further to our letters dated 26 April 2022 and 29 June 2022 and in compliance with Regulations 30(6) and 34 read with Schedule III and other applicable provisions of the Listing Regulations, please find enclosed herewith:

1. The Notice of the 15th Annual General Meeting of the Company (dated 26 April 2022) scheduled to be held on Friday, 29 July 2022 at 3:30 p.m. (IST) through Video Conference/Any Other Audio Visual Means;
2. The First Integrated Annual Report of the Company for the financial year ("FY") 2021-22;

The Notice convening the Annual General Meeting of the Company along with the Integrated Annual Report for FY 2021-22 is 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 Integrated Annual Report 2021-22 and Notice of the AGM will be provided to the Members on request.

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

In terms of Regulation 24A of the Listing Regulations, the Secretarial Audit Report of Lords Freight (India) Private Limited ("Lords"), Material Unlisted Indian subsidiary of the Company for the year ended 31 March 2022 as per Section 204 of the Companies Act, 2013, is appended as "Annexure D" to the Report on Corporate Governance which is part of the Integrated Annual Report FY 2021-22. The Secretarial Audit Report of Lords submitted by M/s. Parikh & Associates, Practicing Company Secretaries does not contain any qualification, reservation or adverse remark or disclaimer.

Brief details of the agenda and resolutions proposed to be transacted at the 15th AGM and manner of approval are as under:

Item No.	Agenda/Resolutions proposed to be passed at the 15 th AGM	Manner of approval
Ordinary Business:		
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2022 and the reports of the Board of Directors and the Statutory Auditors thereon.	Ordinary Resolution

Mahindra Logistics Limited
Arena Space, 10th & 11th Floor,
Plot No. 20, Jogeshwari Vikhroli Link Road,
Near Majas Bus Depot, Jogeshwari – (East),
Mumbai –400060

Tel: + 91 22 6836 7900
www.mahindralogistics.com

Regd Office:
Mahindra Towers, P. K. Kurne Chowk, Worli,
Mumbai – 400 018

CIN: L63000MH2007PLC173466
E-mail Id: cs.ml@mahindra.com

Item No.	Agenda/Resolutions proposed to be passed at the 15 th AGM	Manner of approval
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2022 and the report of the Statutory Auditors thereon.	Ordinary Resolution
3.	To declare final dividend (Rs. 2.00 per equity share of face of Rs. 10/- each fully paid) on the equity shares of the Company for the financial year ended 31 March 2022	Ordinary Resolution
4.	To re-appoint Mr. Rampraveen Swaminathan (DIN: 01300682), as Director, liable to retire by rotation	Ordinary Resolution
5.	To re-appoint Deloitte Haskins & Sells LLP as Statutory Auditors of the Company for a second term of five consecutive years and fix their remuneration	Ordinary Resolution
Special Business:		
6.	To appoint 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 to 30 April 2027 (both days inclusive), not liable to retire by rotation	Special Resolution
7.	To re-appoint 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	Special Resolution
8.	To enter into Material Related Party Transactions with Mahindra & Mahindra Limited, Promoter and Holding Company	Ordinary Resolution

Remote e-voting, electronic participation and e-voting at the 15th AGM

Cut-off date to determine Shareholders eligible for e-voting	Friday, 22 July 2022
Commencement of remote e-voting	Sunday, 24 July 2022 at 9:00 a.m. (IST)
End of remote e-voting	Thursday, 28 July 2022 at 5:00 p.m. (IST)
E-voting at the AGM	Friday, 29 July 2022 from 3:30 p.m. (IST) onwards (on announcement by Chairman)
Links for casting votes through remote e-voting and attending and e-voting at the 15 th AGM	
For all Shareholders through NSDL Portal :	https://www.evoting.nsdl.com
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://web.cdslindia.com/myeasi/home/login

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 AGM.

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

Kindly take the same on record and acknowledge receipt.

Thanking you,
For **Mahindra Logistics Limited**



Ruchie Khanna
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@mahindra.com

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

CIN: L63000MH2007PLC173466 **ISIN:** INE766P01016

Notice is hereby given that the FIFTEENTH ANNUAL GENERAL MEETING ("AGM") of MAHINDRA LOGISTICS LIMITED will be held on Friday, 29th July 2022 at 3:30 p.m. (IST) through video conferencing ("VC")/any other audio-visual means ("OAVM") to transact the following businesses.

The proceedings of the 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 AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022 and the reports of the Board of Directors and the Statutory 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 31st March 2022 and the reports of the Board of Directors and the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 and the report of the Statutory 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 31st March 2022 and the report of the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

3. To declare final dividend on the equity shares of the Company for the financial year ended 31st March 2022

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

"RESOLVED THAT a final dividend of ₹ 2/- (Rupees two only) per equity share of the face value of ₹ 10/- (Rupees ten only) each, fully paid-up of the Company, be and is hereby declared for the financial year ended 31st March 2022 and the same be paid, as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March 2022."

4. To re-appoint Mr. Rampraveen Swaminathan, as 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 made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rampraveen Swaminathan (DIN:01300682), who retires by rotation at this 15th Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

5. To re-appoint Deloitte Haskins & Sells LLP as Statutory Auditors of the Company and fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the applicable provisions of 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 basis the recommendations of the Audit Committee and the Board of Directors of the Company, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of this 15th Annual General Meeting until the conclusion of

the 20th Annual General Meeting of the Company to be held in the year 2027, at such remuneration including out of pocket expenses and subject to taxes as applicable, to be determined by the Board of Directors of the Company from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any other person(s) authorised by the Board or its Committee in this regard) be and is hereby authorised to fix and/or alter the remuneration including out of pocket expenses, of the Statutory Auditors of the Company and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps and decisions as may be required in this connection for and on behalf of the Company including to seek all necessary approvals to give effect to this Resolution, to sign and execute all deeds, applications, documents, papers, forms and writings that may be required, to settle all such issues, questions, difficulties or doubts whatsoever that may arise, as it may consider appropriate to give effect to this Resolution and for the matters connected therewith or incidental thereto."

SPECIAL BUSINESS

6. To appoint Mr. Ameet Pratapsinh Hariani as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act and Regulation 17(1C) and other the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ameet Pratapsinh Hariani (DIN:00087866), who was appointed as an Additional Director (Non-Executive and Independent) of the Company with effect from 1st May, 2022 under Section 161 of the Act and who holds office up to the date of this 15th Annual General Meeting ("AGM") of the Company, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five consecutive years commencing from 1st May, 2022 up

to 30th April, 2027 (both days inclusive) on such terms and conditions including remuneration as stated in the explanatory statement hereto."

7. To re-appoint Ms. Avani Vishal Davda as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act and the applicable provisions of 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 Articles of Association of the Company, and the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Avani Vishal Davda (DIN:07504739), who was appointed by the Members of the Company at the 11th Annual General Meeting ("AGM") held on 2nd August, 2018 as an Independent Director of the Company for a first consecutive term commencing from 6th June, 2018 and who holds office as an Independent Director up to the conclusion of this 15th AGM and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 30th July, 2022 to 29th July, 2027 (both days inclusive), not liable to retire by rotation and on such terms and conditions including remuneration as stated in the explanatory statement hereto."

8. To approve entering into Material Related Party Transactions with Mahindra & Mahindra Limited, Promoter and Holding Company

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

"RESOLVED THAT pursuant to Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof from time to time), the Company's Policy on Materiality of and on dealing with Related Party Transactions and subject to such other approval(s), consent(s), permission(s) as may be necessary from time to time, and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the

Notice

Members of the Company be and is hereby accorded to enter/continue with the existing Material Related Party Contracts/Transactions/Arrangements/Agreements (whether individually or taken together or in series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI Listing Regulations with Mahindra & Mahindra Limited ("M&M"), the Promoter and Holding Company of the Company, and a 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in ordinary course of business and on an arm's length basis, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and M&M, such that the maximum value of the Related Party Transactions with M&M, individually or in aggregate, does not exceed ₹ 5,000 crore (Rupees Five Thousand crore only) for each of the financial years from financial year 2022-23 to financial year 2026-27;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof or any other person(s) authorised by the Board or its Committee in this regard) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including to seek all necessary approvals to give effect to this Resolution, to sign and execute all deeds, agreements, contracts, applications, documents, papers, forms, and writings that may be required, for and on behalf of the

Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise, and to delegate all or any of its powers conferred by this Resolution to any Director(s) or to any Committee(s) and/or any Key Managerial Personnel or officer(s) of the Company as it may consider appropriate to give effect to this Resolution and for the matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT all actions taken by the Board of the Company in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

**By order of the Board
For Mahindra Logistics Limited**

**Ruchie Khanna
Company Secretary**

Registered Office:

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

CIN: L63000MH2007PLC173466

E-mail: cs.mll@mahindra.com

Website: www.mahindralogistics.com

Tel: +91 22 2490 1441

Place: Mumbai

Date: 26th April, 2022

NOTES AND SHAREHOLDER INFORMATION:

1. Convening of Annual General Meeting through video conferencing ("VC") or any other audio-visual means ("OAVM")

Pursuant to Ministry of Corporate Affairs ("MCA") Circular No. 2/2022 dated 5th May, 2022 read with Circular Nos. 20/2020, 17/2020 and 14/2020 dated 5th May, 2020, 13th April, 2020 and 8th April, 2020, respectively (collectively referred to as "MCA Circulars"), the 15th Annual General Meeting ("AGM") of the Company will be conducted through VC/OAVM without the physical presence of the Shareholders at a common venue and the registered office of the Company as stated in this Notice shall be the deemed venue of the AGM. Hence, a Route Map is not annexed to this Notice.

Attendance Slip and Proxy Form

Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy(ies) to attend and vote on his/her behalf and the proxy need not be a Shareholder of the Company.

The AGM will be held through VC/OAVM Facility and physical attendance of Shareholders has been dispensed in terms of the abovementioned MCA Circulars. Further the Securities and Exchange Board of India ("SEBI") vide Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 has dispensed with the requirement of sending proxy forms under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Hence the facility for appointment of proxy(ies) by the Shareholders will not be available for the AGM and Proxy Form and Attendance Slip are not annexed to this Notice.

Quorum

Shareholders attending the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2. Dispatch of Notice and Annual Report through electronic means

In compliance with the aforementioned MCA Circulars, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and pursuant to provisions of Sections 101 and 136 of the Act read with rules framed thereunder and Regulation 36(1) of the SEBI Listing Regulations, the Integrated Annual Report for financial Year ("FY") 2021-22 comprising of the Financial Statements, Report of the Board of Directors and Auditors thereon and other documents required to be attached therewith and the Notice of the 15th AGM of the Company are being sent only through electronic mode to those Shareholders whose e-mail address is registered with the Company or the Depository Participant(s) ("DPs"). Further, hard copies of the Annual Report for

FY 2021-22 and Notice of AGM will be dispatched to the Shareholders on receipt of written request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number to the Company's investor desk at cs.mll@mahindra.com or to Link Intime India Private Limited, Registrar & Share Transfer Agent of the Company at rnt.helpdesk@linkintime.co.in

In compliance with the MCA Circulars, the Company would issue public notice by way of advertisement in newspapers (in Mumbai edition) including their electronic versions, *inter alia*, which lay out the manner of registering or updating e-mail address, manner of casting votes at the 15th AGM, updation of PAN, Bank Account, KYC and nomination details, etc.

Weblink to access the Notice of AGM and Integrated Annual Report for FY 2021-22

Shareholders may note that the Notice of the AGM along with the Integrated Annual Report for FY 2021-22 is uploaded and available electronically on the following links:

Company's website	https://mahindralogistics.com/financial-information/
Website of Stock Exchanges where equity shares of the Company are listed	https://www.bseindia.com/ https://www.nseindia.com/
Website of National Securities Depository Limited ("NSDL"), e-voting agency	https://www.evoting.nsdl.com/

3. Instructions for Shareholders for attending the AGM through VC/OAVM Facility are hereunder:

- The Company is providing it's Shareholders the facility to attend the AGM through VC/OAVM facility through the NSDL e-Voting system.
- The streaming link for Shareholders to join the AGM through the VC/OAVM Facility will be kept open from 3:00 p.m. (IST) on Friday, 29th July, 2022 i.e. 30 minutes before the time scheduled to start the AGM and will be open throughout the proceeding of the AGM.
- Shareholders may access the AGM by following the steps mentioned at note no. 16 for Voting through electronic means.

The manner in which Shareholders whose e-mail address/mobile numbers are not registered with the Depositories/Link Intime can procure User ID and Password for e-voting is also explained at note no. 16.

After successful login, you will see the link of "VC/OAVM link" placed under "Join meeting" menu against company name - Mahindra Logistics

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Limited. You are requested to click on VC/OAVM link. The link for VC/OAVM will be available in Shareholder login where the EVEN (120337) of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute hassle.

- d. Link to attend and participate in the AGM of the Company through the VC Facility

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

Refer note no. 13 below for detailed process to be followed to cast votes electronically and attend the AGM through VC facility. Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.

Shareholders can join the AGM through laptops/desktops/notepads/tablets/smartphones with front camera. Shareholders connecting from their smartphones or via mobile hotspot may experience Audio/Video loss due to fluctuation in network. It is therefore recommended to use high speed internet Wi-Fi or LAN Connection to avoid any disturbance during the AGM and have a seamless experience.

- e. **Speaker Shareholders:** Shareholders holding equity shares of the Company as on cut-off date i.e. Friday, 22nd July, 2022 and who would like to express their views or ask questions/queries during the AGM with regard to the Financial Statements or any other agenda item to be placed at the said AGM, need to register themselves as a Speaker Shareholder by sending written request from their registered e-mail address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to the Company's investor desk at cs.mll@mahindra.com at least 48 hours before the start of the AGM i.e. by Wednesday, 27th July, 2022, 3:30 p.m. (IST).

Only those Shareholders who have registered themselves as a Speaker will be allowed to speak/ express their views or 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.

Shareholders can also post their questions through Question & Answer feature available (chat box) in the VC facility during the AGM.

- f. **Live Webcast:** The Company will be providing the facility of live webcast of proceedings of the AGM. During the live webcast of AGM, Shareholders may post their queries in the message box provided on the screen. Shareholders are encouraged to use this facility of webcast.

4. Explanatory Statement and additional information with respect to Item Nos. 4 to 7 of this Notice

Explanatory Statement pursuant to Section 102 of the Act setting out all material facts and reasons concerning the Special Businesses under Item Nos. 6 to 8 of the accompanying Notice, is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 6 to 8 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

Further additional information with respect to Item Nos. 4 to 7 of this Notice, as required under Regulation 36 of the SEBI Listing Regulations and clause 1.2.5 of Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is also annexed to this Notice and shall be read as part of this Notice.

5. Corporate Representations

Institutional and Corporate Shareholders are encouraged to attend and participate in the AGM through VC/OAVM Facility through their Authorised Representatives and vote thereat.

Pursuant to the provisions of Section 113 of the Act, body corporates/company/institutional Shareholders (other than Individuals, HUF, NRI, etc.) who intend to authorise their representatives to participate and vote at the AGM are requested to e-mail certified copy of the Board Resolution/Authorisation Letters authorizing its representative(s) to attend and vote through VC/OAVM Facility on their behalf at the Meeting, to the Scrutinizer at mll.scrutinizer@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in and the Company at cs.mll@mahindra.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.

6. Registrar and Share Transfer Agent

Link Intime India Private Limited ("Link Intime") is the Company's Registrar and Share Transfer Agent ("RTA") for its share registry work. Address and contact details of Link Intime are given hereunder

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: +91 22 4918 6000 / 6200
Fax: +91 22 4918 6060

7. Request to update PAN, Bank Account, KYC and nomination details

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated all shareholders holding shares in physical form ("physical shareholders") to furnish their PAN, 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 PAN, Bank Account, KYC and nomination details is given hereunder:

Type of holder	Process to be followed	
Physical Shareholders	For availing the following investor services, 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 C-101, 1 st Floor, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083	
	Form to register PAN, e-mail address, bank details and other KYC details or changes/updation thereof for securities held in physical mode	Form ISR-1
	Updation of signature of securities holder	Form ISR-2
	For nomination as provided in the Rule 19(1) of the 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 ISR-3)/ Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for securities held in physical mode	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP	

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to the aforementioned SEBI Circular in Form ISR-1. The Form ISR-1 is also available on the website of the Company at https://mahindralogistics.com/wp-content/uploads/2021/12/Form-ISR-1_p.pdf. Members holding shares of the Company in physical form are requested to go through and submit the said Form ISR-1 at the earliest no later than 31st March, 2023.

Non-Updation of KYC, Bank account details, linking of PAN and Aadhar and Nomination details on or before 31st March, 2023 will result in freezing of the folio of the physical shareholders by the RTA and the same shall be reverted to normal status only upon receipt of all the KYC and Nomination details/ dematerialization of such holdings.

The Physical Shareholders of the frozen folios shall be:

- ⊕ eligible to lodge any grievance or avail service request from the RTA of the Company only after furnishing the complete documents / details as aforesaid;
- ⊕ eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the stated requirements;
- ⊕ referred by the RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

8. Transfer of securities only in demat mode

SEBI has, effective 1st April 2019, mandated transfer of securities of a listed company only in demat mode.

Further, pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, all the investor service requests including Issue of duplicate certificate, consolidation/renewal/exchange of securities certificate/ folio, sub-division/splitting of securities certificate, transfer/transmissions/transposition etc. shall be processed in dematerialised mode only and such requests can be made by submitting Form ISR-4 to Link Intime at their address mentioned above.

Shareholder holding equity shares in physical form desirous of placing any of the above-mentioned requests can do so by submitting form ISR-4, only after the folio is KYC Compliant.

Kindly note, upon receipt of any of the above-mentioned request, the RTA shall process the request only upon dematerialization of securities.

Notice

In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, shareholders are advised to get in touch with any DPs having registration with SEBI to open a Demat account and dematerialise their shares held in physical form at the earliest. Process for dematerialisation is available on the website of the Company: <https://mahindralogistics.com/shareholder-information/> and websites of the DPs.

9. Book Closure and Dividend on equity shares for the financial year ended 31st March, 2022

The Register of Members and Share Transfer books of the Company will remain closed from Saturday, 23rd July, 2022 to Friday, 29th July, 2022 (both days inclusive) for determining the entitlement of the Shareholders to the Final Dividend for the financial year 2021-22, if declared and approved at the AGM. The Final Dividend, if declared would be paid on or after Saturday, 30th July, 2022 within prescribed timeline.

The Final Dividend on equity shares for the financial year ended 31st March, 2022 of ₹ 2/- per share of ₹ 10/- each fully paid (20% on face value) as recommended by the Board of Directors of the Company, if declared at the AGM would be paid/dispensed subject to deduction of income-tax at source ("TDS") on or after 30th July, 2022 through permitted mode to those Shareholders:

- i. Whose names appear as Beneficial Owners as at the end of business hours on Friday, 22nd July, 2022 in the list of beneficial owners to be furnished by NSDL and CDSL in respect of the equity shares held in demat mode; and
- ii. Whose names appear as Shareholders in the Register of Members of the Company on Friday, 22nd July, 2022 in respect of the equity shares held in physical form.

10. Electronic credit of Dividend and request for updation of Bank Mandates

- a. SEBI has made it mandatory for all companies to use the bank account details furnished by Depositories and maintained by the RTA for payment of Dividend to the Shareholders electronically.
- b. The Company is pleased to extend the facility of electronic credit of dividend to respective bank accounts of the Shareholders through Electronic Clearing Services (ECS)/National Electronic Clearing Services (NECS)/Real Time Gross Settlement (RTGS)/Direct Credit, etc. This will facilitate the remittance of the dividend amounts directly to the Bank Account of the Shareholders electronically, as directed by SEBI. Shareholders residing at the regions where NECS / NEFT/ Direct Credit/ RTGS/ Swift Facility is available are advised to avail of

the option to collect dividend by way of these Electronic modes.

c. Request to update bank, PAN, KYC and nomination details:

Shareholders are requested to register/update their bank account details for electric credit of dividend directly to their accounts.

Demat holders	Are requested to connect with their DPs and follow the process as advised by the DPs for updation of Bank account details
Physical holders	Submit Form ISR-1 with 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 C-101, 1 st Floor, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. Refer detailed process and instructions given at point no. 7 above.

- a. In the absence of complete details for electronic payments or in cases where electronic payments have failed/rejected by the Bank, the Company would issue demand drafts/dividend warrants/ cheques and print the bank account details, as available, on instrument of payment of dividend.
- b. Shareholders are requested to register/update their e-mail Ids and mobile number which will enable receipt of communication(s) relating to credit of dividend, unpaid and unclaimed dividend, withholding tax, etc.

Further, please note that instructions, if any, already given by Shareholders in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held by them in electronic form.

11. Taxation of Dividend

Dividend is taxable in the hands of the Shareholders and accordingly, the Company shall be liable to deduct TDS at rates plus surcharge and cess, as applicable to each category of Shareholder as on the book closure date i.e. close of business hours on Friday, 22nd July, 2022.

All Shareholders are therefore requested to kindly ensure that details such as PAN, residential status, category of holding, e-mail ID, postal address are updated, in their respective demat account(s) maintained with the DPs for equity shares held in demat mode or with the RTA, in case of equity shares held in physical form, on or before the Friday, 22nd July, 2022. Please note that these details as available on Book Closure date in the Register of Members/List of

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beneficial owners 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.

For the prescribed rates for various categories, Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

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%
Individual Shareholder having registered PAN and final dividend payable (on PAN clubbed basis) is less than ₹ 5,000/- per financial year	Nil
Individual with PAN registered and submitting Form 15G/Form 15H (as applicable)	Nil
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:

Category of Shareholder	Exemption	Documentation
Mutual Funds specified under Section 10(23D) of the Act	Section 196(iv) of the Act	No TDS required to be deducted, subject to specified conditions. Self-declaration that they are specified Mutual Funds under Section 10(23D) of the Act and self-attested copy of PAN and SEBI Registration certificate may be voluntarily submitted.
Insurance Companies	Section 194 of the Act	No TDS required to be deducted, subject to specified conditions. Self-declaration that it has full beneficial interest with respect to shares owned and self-attested copy of PAN and IRDAI registration certificate may be voluntarily submitted.
Category I and II Alternate Investment Fund ("AIF")	Section 197A(1F) of the Act read with Notification No. 51/2015 dated 25 June 2015	No TDS required to be deducted, subject to specified conditions. Self-declaration that income is exempt under Section 10(23FBA) of the 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	No TDS required to be deducted, subject to specified conditions. Self-attested copy of PAN and valid order/approval of commissioner as per Circular No. 18/2017 issued by Central Board of Direct Taxes.
New Pension System ("NPS") Trust or any other authorities as mentioned under Section 10 of the Act	Section 197A(1E) of the Act	No TDS required to be deducted, subject to specified conditions. Self-declaration that it qualifies as NPS Trust and income is eligible for exemption under Section 10(44) of the 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 Act	No TDS required to be deducted.
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.

**Benefits under Double Tax Avoidance Agreement ("DTAA") for Non-Residents

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.

It is recommended that Shareholders 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

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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.

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") obtained from the tax authorities of the country of which the Shareholder is resident;
- ⊕ Self-declaration in Form 10F - ([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:
 - a) Shareholder is and will continue to remain a tax resident of the country of its residence during the FY 2022-23;
 - b) Shareholder is eligible to claim the beneficial DTAA rate for the purposes of withholding tax on dividend declared by the Company;
 - c) Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - d) Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the FY 2022-23. 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;
 - e) Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company;
 - f) Non-resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1st April, 2020 (if applicable);
 - g) Self-declaration by the Shareholder regarding the satisfaction of the place of effective management (POEM), principal purpose test, 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.

In case where dividend is assessable to tax in hands of person other than the registered Shareholder

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, 22nd July, 2022.

Please note that no request in this regard would be accepted/considered by the Company/RTA after the said date or payment of dividend, if declared.

Submission of Tax Related Documents

Shareholders can submit their tax exemption forms and supporting documents as mentioned herein above along with the self-attested copy of PAN directly on the web-portal of the RTA <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or send over e-mail to nt.helpdesk@linkintime.co.in / cs.mll@mahindra.com on or before Friday, 22nd July, 2022 to enable the Company to determine and deduct appropriate tax.

No communication on tax determination/tax deduction/request to pass on credit to person other than registered Shareholder, shall be entertained post Friday, 22nd July, 2022.

Higher TDS for non-filers of income tax return ("ITR")

Effective 1st July, 2021 and in terms of Section 206AB of the 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 Company will be using functionality of the Income-tax department to determine the applicability of Section 206AB of the Income Tax Act, 1962. The non-resident who does not have the permanent establishment is excluded from the scope of a Specified Person.

Shareholders having multiple accounts under different status/category

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.

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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. Application of TDS rate is subject to necessary verification by the Company of the details as available with the Company/RTA.

Kindly note that 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.

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.

The tax credit can be viewed by Shareholders in Form 26AS by logging in with their credentials (with valid PAN) at TRACES <https://www.tdscpc.gov.in/app/login.xhtml>

or the e-filing website of the Income Tax department of India <https://www.incometaxindiaefiling.gov.in/home>

An e-mail communication informing the Shareholders regarding brief of the said provisions on TDS on dividend and relevant procedure to be adopted by them to avail the applicable tax rate is being sent by the Company at the registered e-mail IDs of the Shareholders.

12. Unpaid and Unclaimed Dividend

- a. 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 or more 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.
- b. The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as on 31st March, 2022 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
2020-21	27 th July, 2021	₹ 2.50/-	₹ 17.94 crore	₹ 29,705/-	12,146	30 th August, 2028
2019-20	30 th July, 2020	₹ 1.50/-	₹ 10.74 crore	₹ 29,661.5/-	20,293	30 th August, 2027
2018-19	1 st August, 2019	₹ 1.80/-	₹ 12.86 crore	₹ 31,111/-	17,284	4 th September, 2026
2017-18	2 nd August, 2018	₹ 1.50/-	₹ 10.67 crore	₹ 32,092.5/-	21,395	5 th September, 2025

There is no unclaimed/unpaid dividend for financial years prior to financial year 2017-18. The Company has uploaded the Shareholder-wise details of said unpaid and unclaimed amounts lying with the Company as on 31st March, 2022 on the website of the Company at: <https://mahindralogistics.com/shareholder-information/>

- c. All Shareholders are requested to verify the status of their dividends on the website of the Company at above mentioned link. In case the dividend is unclaimed/unpaid, kindly lodge a claim with Link Intime in the manner described in the FAQs uploaded on the website of the Company. The same can be accessed from the below link: <https://mahindralogistics.com/wp-content/uploads/2021/11/FAQS-on-Dividends-1.pdf>
- d. No share 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 2021-22 or is due to be transferred to the IEPF during FY 2022 - 23 in terms of the applicable provisions of the Act read with the IEPF Rules, as amended from time to time.

13. Voting through Electronic Means

- a. The voting rights of Shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 22nd July, 2022. Shareholders are eligible to cast vote electronically only if they are holding shares as on the said date.
- b. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2 as amended from time to time, the Company is pleased to provide its Shareholders facility to exercise their right to vote on all the resolutions proposed to be considered and transacted at the AGM by electronic means provided by NSDL.

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Cut-off date for Voting	Remote e-voting period prior to the AGM	Electronic voting during the AGM
Friday, 22 nd July, 2022	Commencement of remote e-voting: 9:00 a.m. (IST), Sunday, 24 th July, 2022 End of remote e-voting: 5:00 p.m. (IST) Thursday, 28 th July, 2022	On Friday, 29 th July, 2022 at 3:30 p.m. (IST) onwards till conclusion of the AGM (on announcement by Chairman)

c. 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) The Members attending the AGM through the VC Facility and who have not casted their votes through remote e-voting, shall only be able to exercise their voting rights during the AGM.
- (iii) A person who is not a 'Member' as on cut-off date should treat this Notice for information purposes only.
- (iv) 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.
- (v) 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.
- (vi) 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.
- (vii) 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. Friday, 29th July, 2022.

Connect for grievances/technical assistance:

Shareholders who need any technical or other assistance or have any queries or grievance regarding e-voting or attending the AGM, can

contact NSDL on e-mail at evoting@nsdl.co.in or call toll free nos. 1800 1020 990 or 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, A - Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, at their designated e-mail addresses: amitv@nsdl.co.in or pallavid@nsdl.co.in. Kindly quote your name, DP ID and Client ID/Folio no. and the **Company's E-voting Event Number (120337)** in all your communications.

- d. SEBI Circular on single e-voting facility: Shareholders are requested to note in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, with an objective to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential. (Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.)

Individual Shareholders holding shares in demat mode can access e-voting platforms of various agencies collectively on a single e-voting platform with single login credentials:

- Directly through their demat accounts; or
- By directly registering with the Depositories (NSDL/CDSL); or
- Through the NDSL e-voting Platform.

Brief process of the same is given hereunder.

e. Process and manner of remote e-voting and e-voting at the AGM is as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step I: Access to E-Voting System

A) For Individual Shareholders Holding Securities In Demat Mode

Login method is given below:

Type of Shareholders	Login Method				
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Register on NSDL IDeAS facility in the manner given below: <ol style="list-style-type: none"> i. Open NSDL e-Services website: https://eservices.nSDL.com in web browser and select option "Register Online for IDeAS" available on the left hand panel on the home page or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp; ii. Fill in the requested DP ID and Client ID, mobile No. and verification code and click on submit; iii. Authenticate your demat account by selecting One-Time Password (OTP) option or with your bank account details linked with your demat account; iv. Create your User ID and password and confirm your account details and submit. A confirmation message of successful registration will appear on your screen. 2. After registering or if you are already registered for NSDL IDeAS facility cast your votes through NSDL IDeAS platform or the e-voting platform in manner given below: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">NSDL IDeAS Platform (By single Login)</th> <th style="text-align: left;">Through NSDL e-voting platform</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;"> New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Shareholders. <ol style="list-style-type: none"> i. Visit the NSDL e-Services: https://eservices.nSDL.com/; ii. Once the home page is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open; iii. Enter your User ID and Password; iv. After successful authentication and login, you will be able to see e-Voting services on left hand panel under Value added services; v. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page; vi. Click on Company Name- Mahindra Logistics Limited or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period; vii. Follow the above process to join the AGM through VC/OAVM facility and cast your votes during the AGM. </td> <td style="vertical-align: top;"> This will enable Shareholders to cast votes only for companies which have opted for NSDL as service provider. <ol style="list-style-type: none"> a. Visit the e-voting website of NSDL.: https://www.evoting.nSDL.com/ b. Once the home page of E-voting System is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open; c. Login using 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; d. After successful authentication, you will be redirected to NSDL IDeAS services webpage; e. Follow steps given at iv to vi in the adjoining column for casting your vote during the remote e-voting period or to join the AGM through VC/OAVM facility and cast your votes during the AGM. </td> </tr> </tbody> </table> 	NSDL IDeAS Platform (By single Login)	Through NSDL e-voting platform	New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Shareholders. <ol style="list-style-type: none"> i. Visit the NSDL e-Services: https://eservices.nSDL.com/; ii. Once the home page is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open; iii. Enter your User ID and Password; iv. After successful authentication and login, you will be able to see e-Voting services on left hand panel under Value added services; v. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page; vi. Click on Company Name- Mahindra Logistics Limited or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period; vii. Follow the above process to join the AGM through VC/OAVM facility and cast your votes during the AGM. 	This will enable Shareholders to cast votes only for companies which have opted for NSDL as service provider. <ol style="list-style-type: none"> a. Visit the e-voting website of NSDL.: https://www.evoting.nSDL.com/ b. Once the home page of E-voting System is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open; c. Login using 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; d. After successful authentication, you will be redirected to NSDL IDeAS services webpage; e. Follow steps given at iv to vi in the adjoining column for casting your vote during the remote e-voting period or to join the AGM through VC/OAVM facility and cast your votes during the AGM.
	NSDL IDeAS Platform (By single Login)	Through NSDL e-voting platform			
New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Shareholders. <ol style="list-style-type: none"> i. Visit the NSDL e-Services: https://eservices.nSDL.com/; ii. Once the home page is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open; iii. Enter your User ID and Password; iv. After successful authentication and login, you will be able to see e-Voting services on left hand panel under Value added services; v. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page; vi. Click on Company Name- Mahindra Logistics Limited or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period; vii. Follow the above process to join the AGM through VC/OAVM facility and cast your votes during the AGM. 	This will enable Shareholders to cast votes only for companies which have opted for NSDL as service provider. <ol style="list-style-type: none"> a. Visit the e-voting website of NSDL.: https://www.evoting.nSDL.com/ b. Once the home page of E-voting System is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open; c. Login using 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; d. After successful authentication, you will be redirected to NSDL IDeAS services webpage; e. Follow steps given at iv to vi in the adjoining column for casting your vote during the remote e-voting period or to join the AGM through VC/OAVM facility and cast your votes during the AGM. 				

Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**  **Google Play**



Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Register on CDSL myeasi portal by clicking on the link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration (New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Shareholders) 2. Existing users who have already registered for Easi/Easiest, can login through their user id and password by clicking on the link: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 3. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider viz. NSDL. Click on NSDL to cast your vote. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective e-Voting service provider viz. NSDL where the e-voting of the Company is in progress. 5. Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 2305 8738 or 022-2305 8542-43
Individual Shareholders (holding securities in demat mode) logging-in through their DPs s	<ul style="list-style-type: none"> ⊕ Shareholders can login using the login credentials of their demat account through their respective DPs registered with NSDL/CDSL for e-Voting facility. ⊕ 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 Company name - Mahindra Logistics Limited 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 to join the AGM through the VC Facility and cast your votes during the AGM.

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.

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" under the first left tab "Shareholder/Member/Creditor"
-
- 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.
-

Login using your credentials as given below:

Your User ID is:	Your Password is:
<p>For NSDL demat account holders: 8 Character DP ID followed by 8 Digit Client ID# Eg: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p> <p>For CDSL demat account holders: 16 Digit Beneficiary ID Eg: If your Beneficiary ID is 12***** then your user ID is 12***** #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 120337 then user ID is 120337001***</p>	<ul style="list-style-type: none"> ➤ For Registered Users: Use your existing password to login and cast your vote. ➤ For First time Users: 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>How to get your 'initial password'? 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). 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'. If your e-mail address is not registered, please follow steps given at note no. 16 of the Notes below.</p> <p>Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.</p>

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.co.in 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.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com/> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

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PLEASE NOTE THAT SAME LOGIN CREDENTIALS ARE REQUIRED FOR PARTICIPATING IN THE 15th AGM THROUGH THE VC FACILITY AND FOR E-VOTING ON RESOLUTIONS DURING THE AGM, IF NOT VOTED EARLIER THROUGH REMOTE E-VOTING

Step II: Cast Your Vote Electronically on NSDL E-Voting System

1. After successful login at Step 1, 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 120337.**
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.

14. Process for those Shareholders whose e-mail IDs are not registered with the DPs for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this Notice:

Those Shareholders who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

Web-portal for temporary registration	<ul style="list-style-type: none">• Click on link: https://web.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, Shareholder shall enter one of his/her Share Certificate number.• On submission of the details an OTP will be received by the Shareholder, which needs to be entered in the link for verification.
Physical Shareholders	<p>E-mail the Form ISR-1 duly e-signed along with a cancelled cheque leaf or bank statement with your name, bank account details and a self-attested copy of PAN card to Link Intime at kyc@linkintime.co.in / rnt.helpdesk@linkintime.co.in or through courier at C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083.</p> <p>Or</p> <p>Using above web-portal link</p>
Demat Shareholders	<p>Connect with your respective DPs</p> <p>Or</p> <p>Use above web-portal links</p> <p>Please note that in case of shareholding in demat mode, the updation of e-mail address through web-portal will be temporary and limited for the purpose of the 15th AGM.</p>

After successful submission, Link intime will email a copy of this AGM Notice along with the e-voting user ID and password. In case of any queries, Shareholders are requested to write to Link Intime at rnt.helpdesk@linkintime.co.in.

15. Scrutiniser for voting

Mr. P. N. Parikh or failing him Mr. Mitesh Dhabliwala or failing him Ms. Sarvari Shah of M/s. Parikh & Associates, Practising Company Secretaries, 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.

16. Voting Results

The voting results shall be declared within two working days from the conclusion time of the Meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at <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

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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.

17. Inspection of Statutory Registers

The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 170 and 189 of the Act, respectively, Memorandum and Articles of Association of the Company and any other relevant documents referred to in the accompanying Notice and Explanatory Statements shall be made available for electronic inspection without any fee by the Shareholders from the date of circulation of this Notice up to the conclusion of the AGM i.e. Friday, 29th July, 2022. Shareholders seeking to inspect such documents can send an email to cs.mll@mahindra.com.

18. Queries

Shareholders can express their views and submit questions/queries in advance with regard to the Financial Statements or any agenda item being placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, at the Company's investor desk at cs.mll@mahindra.com at least 48 hours before the start of the AGM i.e. by Wednesday, 27th July, 2022 by 3:30 p.m. (IST).

19. Transcript of AGM

The recorded transcript and the proceedings of the AGM will be made available on the website of the Company at <https://mahindralogistics.com/financial-information> and on the website of the stock exchanges within statutory time period.

20. Advisory to Shareholders

Shareholders are 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 KYC or demise of any Shareholder 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**

**Ruchie Khanna
Company Secretary**

Registered Office:

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

Place: Mumbai
Date: 26th April 2022

Additional Information in respect of Ordinary Business set out at Item Nos. 4 and 5 of this Notice

Item No. 4

To re-appoint Mr. Rampraveen Swaminathan, as Director, liable to retire by rotation

Mr. Rampraveen Swaminathan (DIN: 01300682) was appointed as the Managing Director & CEO of Company, liable to retire by rotation, for a period of 5 (five) years with effect from 4th February, 2020 to 3rd February, 2025 (both days inclusive). The Shareholders of the Company had at the 13th Annual General Meeting ("AGM") held on 30th July, 2020, approved the said appointment. As part of the terms of appointment, Mr. Rampraveen Swaminathan shall, while he continues to hold office of the Managing Director & CEO of the Company, be subject to retirement by rotation and shall be reckoned as a Director for the purpose of determining the Directors liable to retire by rotation and such retirement and re-appointment shall, unless he is not re-appointed as a Director, not constitute a break in his engagement as Managing Director & CEO during the tenure of his term.

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Rampraveen Swaminathan is liable to retire by rotation at this 15th AGM of the Company and being eligible, has offered himself for re-appointment.

Mr. Rampraveen Swaminathan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director pursuant to any order of the Securities and Exchange Board of India or any other such authority. Further he is not inter-se related to any Director or Key Managerial Personnel of the Company.

Mr. Rampraveen Swaminathan holds 40,376 equity shares (0.056%) of the Company as on date of this notice acquired by him on exercise of Restricted Stock Units granted to him under the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 as part of his remuneration approved by the Shareholders at the 13th AGM held on 30th July, 2020.

Brief Profile of Mr. Rampraveen Swaminathan is mentioned below:

Mr. Rampraveen Swaminathan has two decades of global business leadership experience spanning Automotive, Energy and Paper sectors. He started his career with Tata group and his other stints include positions with Cummins Inc., International Paper Co. and Schneider Electric. He was Chairman & Managing Director of International Paper APPM Ltd., a listed company. His areas of expertise include strategy and planning, business management, international operations and operations transformation, etc.

Mr. Rampraveen Swaminathan is a partner in SVP India, a strategic philanthropic organisation. He is also on the Advisory

Board of WWF - India. He holds Post Graduate Diploma in Management from TA Pai Management Institute, India and Bachelors' degree in Commerce from the University of Bangalore. He is an alumnus of Harvard's Executive Strategy Program (2007).

Mr. Rampraveen Swaminathan is Member of the Risk Management Committee, Investment Committee and Corporate Social Responsibility Committee of the Board of the Company.

Disclosures and details of re-appointment of Mr. Rampraveen Swaminathan as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to this Notice and should be taken and read as part hereof.

The Board, basis the recommendation of the Nomination and Remuneration Committee, is of the opinion that continuation of Mr. Rampraveen Swaminathan as Director would be in the interest of the Company and accordingly has at its meeting held on 26th April, 2022, recommended the re-appointment of Mr. Rampraveen Swaminathan as Director retiring by rotation. The terms and conditions of re-appointment and remuneration of Mr. Rampraveen Swaminathan would be governed by the terms and conditions approved by the Members of the Company at the Annual General Meeting held on 30th July, 2020.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Save and except Mr. Rampraveen Swaminathan, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 4 of the Notice.

All relevant documents and papers relating to Item No. 4 and referred to in this Notice, additional information provided above and annexure hereof, 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@mahindra.com.

Item No. 5

To re-appoint Deloitte Haskins & Sells LLP as Statutory Auditors of the Company and fix their remuneration

In accordance with the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors)

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Rules, 2014, the Members of the Company had, at the 10th Annual General Meeting ("AGM") of the Company held on 14th August, 2017, appointed Deloitte Haskins & Sells LLP, Chartered Accountants ("DHS LLP") (Firm Registration No. 117366W/W-100018) as the Statutory Auditors of the Company to hold office for a first term of five consecutive years commencing from the conclusion of the 10th AGM up to the conclusion of the 15th AGM of the Company to be held in the year 2022, subject to the ratification of their appointment by the Members at every intervening AGM held after the 10th AGM as may be required under the Act.

The Ministry of Corporate Affairs vide its notification dated 7th May, 2018, has omitted the requirement under the first proviso to Section 139 of the Act and Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, regarding ratification of appointment of the Statutory Auditors by Members at every subsequent AGM. Accordingly, the Statutory Auditors appointment is no longer required to be ratified by the Members effective the said notification.

DHS LLP will complete their first term of five consecutive years as Statutory Auditors of the Company on conclusion of the 15th AGM scheduled to be held on 29th July, 2022.

The Board of Directors of the Company, basis the recommendation of the Audit Committee, at their respective meetings held on 26th April, 2022, has recommended the re-appointment of DHS LLP for a second term of five consecutive years, to hold office from the conclusion of this 15th AGM up to the conclusion of the 20th AGM to be held in the year 2027 in accordance with the provisions of Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014.

Credentials and profile of DHS LLP and the Audit Partner is as under:

DHS LLP, registered since 1983, is a member firm of Deloitte Touche Tohmatsu Limited ("DTTL"), a UK private company limited by guarantee. DTTL is a global network and each of its member firms are legally separate and independent entities and provide services in particular geographic areas and are subject to the laws and professional regulations of

the country in which it operates. Deloitte India, including DHS LLP, is a leading professional services firm of the country and has the scale and capacity, to serve across locations. It draws its strength from its people, which include 18,000+ professionals serving over 70% of the 2021 Business Today (BT) 500 Companies.

DHS LLP provides audit and assurance, consulting, financial advisory, risk advisory, tax, and related services to public and private client spanning multiple industries. It operates in 12 cities and leverages global tools, technology, and best practices of DTTL. DHS LLP is registered with Institute of Chartered Accountants of India ("ICAI") - Firm Registration number - 117366W/W-100018 and has subjected itself to peer review process of the ICAI and holds a valid peer review certificate issued by the Peer Review Board of ICAI.

Mr. Kedar Raje, Partner - Audit & Assurance, the signing partner for the audit of the Company, has over 23 years of experience, mainly in the Manufacturing, Automotive, Farm/Irrigation, FMCG, IT/ITES and Service Industry sectors and has been associated with Deloitte group for 23 years. Mr. Kedar Raje has been on several short term (JIT) programs including a two year Global Development Program (GDP) with Deloitte Singapore, where he gained his IFRS experience and has worked with several Deloitte offices in USA, UK and the Middle East. While in Singapore, worked in the GFSI function and served clients in the financial services sector.

Mr. Kedar Raje has significant experience in managing large audit engagements for both multinational and Indian companies. He has led teams on IFRS convergence projects and also performing Statutory Audits, including Group reporting audits, debt and equity listing engagements, special agreed upon procedures and other transaction related due diligence services. He possesses sound core technical skills in financial reporting, International auditing practices and finalizing statutory audits as per IFRS, Singapore FRS and Indian GAAP.

Mr. Kedar Raje is a Fellow Member of the ICAI and a Commerce graduate from the University of Mumbai.

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Disclosure under Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

Proposed fees payable to the statutory auditor	In line with the industry benchmarks, the Board, basis the recommendation of the Audit Committee, at its meeting held on 26 th April, 2022 has fixed remuneration to DHS LLP of an amount of ₹ 42 Lakhs plus out of pocket expenses and taxes at the applicable rates, for audit and limited review of the financials of the Company for financial year 2022-23 as under:								
	<table border="1"> <thead> <tr> <th>Services</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Statutory Audit</td> <td>₹ 27 Lakhs</td> </tr> <tr> <td>Limited Review</td> <td>₹ 15 Lakhs</td> </tr> <tr> <td>Total</td> <td>₹ 42 Lakhs</td> </tr> </tbody> </table>	Services	FY 2022-23	Statutory Audit	₹ 27 Lakhs	Limited Review	₹ 15 Lakhs	Total	₹ 42 Lakhs
Services	FY 2022-23								
Statutory Audit	₹ 27 Lakhs								
Limited Review	₹ 15 Lakhs								
Total	₹ 42 Lakhs								
	<p>The above remuneration is based on the scope of work, knowledge, industry experience, expertise, time and efforts required to be put by DHS LLP and is subject to approval of their re-appointment by the Shareholders at this 15th AGM.</p> <p>The remuneration for the remaining tenure of DHS LLP as Statutory Auditors for the financial years 2023-24 to 2026-27 will be approved by the Board of Directors of the Company on recommendation of the Audit Committee, basis performance review and any additional efforts on account of changes in laws or management processes, or other considerations.</p> <p>Besides the audit services, the Company would also obtain certifications and other professional work which are to be mandatorily received from the statutory auditors under applicable laws. The fees for such services in the nature of certifications will be in addition to the remuneration mentioned above and subject to approval by the Board of Directors and the Audit Committee.</p>								
Terms of appointment	The term of re-appointment of DHS LLP shall be for a period of five consecutive years from the conclusion of this 15 th AGM to be held on 29 th July, 2022 until the conclusion of the 20 th AGM to be held in the year 2027.								
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditor proposed to be appointed	<p>DHS LLP has consented in writing to their proposed re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also furnished a declaration in terms of Section 141 of the Act that they are eligible to be re-appointed as Statutory Auditors of the Company and that they have not incurred any disqualification under the Act. DHS LLP has also subjected itself to peer review process of the Institute of Chartered Accountants of India ("ICAI") and holds a valid peer review certificate issued by the Peer Review Board of ICAI.</p> <p>DHS LLP or the signing partner do not have financial interest in or association with the Company, that would impair their independence or cause any conflict of interest.</p> <p>The Board of Directors and the Audit Committee of the Company have considered various parameters while recommending the re-appointment of DHS LLP as Statutory Auditors of the Company including their past performance and capabilities, industry experience, credentials, assessment of independence, pending orders/proceedings relating to professional matters of conduct, market standing of the firm, clientele, technical knowledge, qualification, competency and effectiveness of the audit teams and processes, and found that the competency and experience of DHS LLP are commensurate with the size and requirements of the Company.</p>								
In case of a new Auditor, any material change in the fee payable to such Auditor from that paid to the outgoing auditor along with the rationale for such change	Not applicable since there is no change in the Statutory Auditor of the Company.								

The remuneration of DHS LLP for the financial years 2020-21 and 2021-22 approved by the Board on recommendation of the Audit Committee was as under:

Services	(Amount ₹ in Lakhs)	
	FY 2020-21	FY 2021-22
Statutory Audit	20.50	26.00
Limited Review	12.00	12.00
ESOP Certification	0.25	-
Total*	32.75	38.00

*Plus out of pocket expenses at actuals and subject to taxes as applicable.

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None of the subsidiary or associate companies of the Company have availed of any services from DHS LLP or any of its network firm/entity of which DHS LLP is part of during the financial year 2021-22. DHS LLP has not taken up any prohibited assignments under Section 144 of the Act for the Company or the Holding Company.

Accordingly, approval of Shareholders is sought pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Act and the relevant Rules made thereunder for re-appointment of DHS LLP for a second term of five consecutive years to hold office from the conclusion of this 15th AGM scheduled to be held on 29th July, 2022 up to the conclusion of the 20th AGM to be held in the year 2027, with power to the Board (including the Audit Committee or any other Committee thereof or any other person(s) authorised by the Board or the Audit Committee in this regard) to do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental for giving effect to the said re-appointment of the Statutory Auditors, including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising,

signing, executing the terms of re-appointment and other letters or documents in this regard, deciding the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, without being required to seek any further consent or approval of the Members of the Company.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 5 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 5 of the Notice.

All relevant documents and papers relating to Item No. 5 and referred to in this Notice, additional information provided above and annexure hereof, 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@mahindra.com.

Explanatory Statement in respect of Special Businesses pursuant to Section 102 of the Companies Act, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the Businesses mentioned under Item Nos. 6 to 8 in the accompanying Notice, should be taken as forming part of this Notice.

Item No. 6

To appoint Mr. Ameet Pratapsinh Hariani as an Independent Director of the Company

Pursuant to provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board"), basis the recommendation of the Nomination and Remuneration Committee ("NRC"), at its respective meetings held on 26th April, 2022, appointed Mr. Ameet Pratapsinh Hariani (DIN:00087866) as an Additional Director (Independent) of the Company, not liable to retire by rotation, to hold office for a first term of five (consecutive) years commencing from 1st May, 2022 to 30th April, 2027 (both days inclusive), subject to the approval of the Members at this 15th Annual General Meeting ("AGM").

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder, Mr. Ameet Hariani being an Additional Director (Independent), holds office up to the date of this 15th AGM of the Company and is eligible to be appointed as an Independent Director of the Company.

In terms of the provisions of Sections 149(10) and 152 of the Act and Regulations 25(2) and (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company and the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, with effect from 1 January, 2022, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Ameet Hariani's appointment as an Independent Director is effective 1st May, 2022 and accordingly, the approval of the Members is being sought at this AGM through Special Resolution.

The Company has received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Ameet Hariani for the office of Director of the Company.

Brief Profile of Mr. Ameet Hariani is mentioned below:

Mr. Ameet Hariani has over 35 years of experience advising clients on corporate and commercial law, mergers and acquisitions, real estate and real estate finance transactions. He has represented large organisations in international transactions, arbitrations and prominent litigations.

He was a partner at Ambubhai and Diwanji, Mumbai and Andersen Legal India, Mumbai. He is the Founder and Managing Partner of Hariani & Co. since the year 1991. He has now transitioned to advisory practice as a senior legal counsel, and acting as arbitrator.

Mr. Ameet Hariani holds a Bachelor of Law degree from Government Law College, Mumbai and Masters' in Law degree from the University of Mumbai. He is a Solicitor enrolled with the Bombay Incorporated Law Society and the Law Society of England and Wales. He is also a member of the Law Society of Singapore, the Bar Council of Maharashtra and the Bombay Bar Association.

Mr. Ameet Hariani is a speaker at many events; he also writes frequently. He has authored a book on "Real Estate Laws". Mr. Ameet Hariani is a Trustee, inter alia, of Healing Touch, an organization for assisting children with health issues, run by prominent doctors of Mumbai.

Mr. Hariani holds Non-Executive Independent Director position in various listed and unlisted companies.

The NRC and the Board evaluate the composition of the Board to ensure that it has the appropriate mix of skills, experience, independence and knowledge for continued effectiveness. The Board Members should, at a minimum, have the background and skills that when combined provide a portfolio of expertise, experience and knowledge that will serve the Company's governance and strategic needs. Directors should have demonstrated experience and ability that is relevant for the Board's oversight role with respect to the Company's business and affairs.

The skills/expertise/competencies identified by the Board in context of the Company's business include leadership and Board experience, strategic and business acumen, technology, accounting and finance, mergers & acquisitions, governance expertise and stakeholder management.

The NRC discusses succession of Independent 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.

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To this end, the candidature of Mr. Ameet Hariani was shortlisted. While assessing the candidature and proposal for appointment of Mr. Ameet Hariani, the NRC and the Board, at its meetings held on 26th April, 2022, considered inter alia, the skills, expertise, business knowledge, acumen, experience including proficiency of Mr. Ameet Hariani and found that he meets the necessary skills and capabilities identified.

Mr. Ameet Hariani brings with him extensive professional experience in areas of real estate, mergers and acquisitions, finance and governance which in the opinion of the Board are of benefit to the Board and to the Company. His demonstrated history of working in the law practice, advisory and international transactions would inter alia, provide valuable insights and perspectives on growth strategy, external business environment and other matters that are relevant to the Company. Further, he possesses integrity and relevant proficiency, which brings tremendous value to the Board and to the Company.

Basis the assessment of the balance of skills, knowledge and experience available with the Board as a whole vis-a-vis Mr. Ameet Hariani's background, qualifications, skills, expertise, experience and proficiency mentioned above, and having due regard to diversity on the Board, the NRC and the Board were of the opinion that Mr. Ameet Hariani possesses the requisite skills and capabilities required for the role of Independent Director of the Company and his appointment on the Board would be in the interest of the Company.

Mr. Ameet Hariani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. He does not hold any equity shares directly or on beneficial basis for any other person in the Company as on date of this Notice. He is not inter-se related to any Director or Key Managerial Personnel of the Company.

The Company has also received declarations from Mr. Ameet Hariani confirming that he meets the criteria of independence and proficiency as prescribed under Section 149(6) of the Act read with rules 6(1) and (2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI Listing Regulations.

Mr. Ameet Hariani is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and is exempted from appearing for the online proficiency self-assessment test conducted by IICA in accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder.

Mr. Ameet Hariani shall be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imbursalment for expenses incurred in connection with attending Board/Committee meetings, remuneration including commission as determined for each financial year by the NRC and the Board within the limits

approved by the Members of the Company from time to time and as permitted by law.

Accordingly, the Board recommends passing of the Special Resolution as set out in Item No. 6 of the accompanying Notice for the appointment of Mr. Ameet Hariani as an Independent Director of the Company not liable to retire by rotation, for a first term of five consecutive years commencing from 1st May, 2022 to 30th April, 2027 (both days inclusive) on such terms as stated herein for approval of the Members of the Company.

Disclosures and details of terms and conditions of appointment of Mr. Ameet Hariani as stipulated under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided in the Annexure to this Explanatory Statement and should be taken and read as part hereof.

The composition of the Board of the Company post induction of Mr. Ameet Hariani, if approved by the Members will continue to be in compliance with the requirements of Regulation 17 of the Listing Regulations and the Act. The proposed appointment is in line with the requirements of the Company's Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning.

Save and except for Mr. Ameet Hariani, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel 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.

Terms and conditions of the appointment of Mr. Ameet Hariani as Independent Director of the Company are available on the website of the Company and can be accessed on the weblink: <https://mahindralogistics.com/disclosures/>

All relevant documents 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@mahindra.com.

Item No. 7

To re-appoint Ms. Avani Vishal Davda as an Independent Director of the Company

Ms. Avani Vishal Davda (DIN: 07504739) was appointed as an Independent Director on the Board of Directors ("Board") of the Company effective 6th June, 2018 by Members at the 11th Annual General Meeting ("AGM") held on 2nd August, 2018 to hold office for a first consecutive term commencing from 6th June, 2018 and ending at the AGM of the Company to be held in the year 2022 pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of

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India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Accordingly, Ms. Avani Davda holds office of Independent Director of the Company up to the conclusion of this 15th AGM to be held on 29th July, 2022.

In terms of the provisions of Sections 149(10) and 152 of the Act and Regulations 25(2) and (2A) of the SEBI Listing Regulations, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) of the Act further provides that an Independent Director may hold office for up to two consecutive terms.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, with effect from 1st January, 2022, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Avani Davda for the office of Director of the Company.

Accordingly, the approval of the Members is being sought at this 15th AGM for re-appointment of Ms. Avani Davda as an Independent Director through Special Resolution, prior to expiry of her term.

Brief Profile of Ms. Avani Davda is mentioned below:

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.

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 as a recruit into the Group's flagship leadership program 'TAS' (Tata Administrative Services) in 2002. Thereafter she worked in Tata companies including Indian Hotels Company Limited and Tata Consumer Products Limited.

Ms. Avani Davda was the Chief Executive Officer ("CEO") of Tata Starbucks Private Limited, the 50-50 Joint Venture ("JV") between Starbucks Coffee Company and Tata Global Beverages Limited. As the founding CEO, she successfully set up the JV Company and created the right leadership and cultural environment that resulted in aggressive expansion of over 85 Starbucks stores in India in 3 years. The brand was established in 6 key metropolitan cities of India and is recognized for unmatched coffee house experience in India. Subsequently, Ms. Avani Davda was the Managing Director and CEO at Godrej Nature's Basket from May 2016 to November 2019. In Godrej, 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.

Ms. Avani Davda has featured in Fortune US's annual global list of '40 under 40 leaders' in 2013 and ranked 13 on Fortune and Food & Wine's list of '25 Most Innovative Women in Food and Drink' in 2014 - the only Indian woman on the list. She was nominated as a Young Global Leader in 2014 by the World Economic Forum, Geneva, Switzerland. She was also named in "ET & Spencer Stuart Women Ahead" 2019.

Ms. Avani Davda holds a Master's Degree in Management Studies from Narsee Monjee Institute of Management Studies, Mumbai (Gold Medalist) and a Bachelor's Degree in Commerce with Honours (Advertising & Media) from H.R. College, University of Mumbai.

She is the Chairperson of the Risk Management Committee and a member of the Audit Committee of the Board of the Company.

The Nomination and Remuneration Committee ("NRC") and the Board evaluate the composition of the Board to ensure that it has the appropriate mix of skills, experience, independence and knowledge for continued effectiveness. The Board Members should, at a minimum, have the background and skills that when combined provide a portfolio of expertise, experience and knowledge that will serve the Company's governance and strategic needs. Directors should have demonstrated experience and ability that is relevant to the Board's oversight role with respect to the Company's business and affairs.

The skills/expertise/competencies identified by the NRC in context of the Company's business include leadership and Board experience, strategic and business acumen, technology, accounting and finance, mergers & acquisitions, governance expertise and stakeholder management.

The NRC also discusses succession of Independent 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 Board and the NRC, at their respective meetings held on 26th April 2022, assessed the proposal for re-appointment of Ms. Avani Davda considering inter alia, her skills, expertise, knowledge of the Company's business and industry, experience including proficiency and her past performance found that she possesses the necessary skills and capabilities identified in context of the Company's businesses.

The NRC and the Board at the said meetings also evaluated the performance of Ms. Avani Davda basis various criteria inter-alia, including attendance at Board and Committee

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Meetings and her advice, inputs and contribution therein, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry, the external business environment etc. The NRC and the Board was highly satisfied with the past performance of Ms. Avani Davda. Her performance evaluation results were positive with high ratings and also denoted that she possesses integrity, experience and relevant proficiency for her role. The attendance record of Ms. Avani Davda at Board and Committee meetings of the Company held during last three financial years has been 100%.

In the opinion of the Board, Ms. Avani Davda's successful experience in building the businesses, brands and developing business strategy coupled with her expertise in driving business transformation and sustainability through growth and profitability will be of benefit to the Board and the Company and would inter alia, provide valuable insights and prospective on growth strategy, external business environment and other matters that are relevant to the Company and bring tremendous value to the Board and to the Company.

Basis the assessment of the balance of skills, knowledge and experience available with the Board as a whole vis-a-vis Ms. Avani Davda's background, qualifications, skills, expertise, experience and proficiency mentioned above, contributions made during her first term as Independent Director, time commitments and given the high ratings and positive outcome of her performance evaluation and having due regard to diversity on the Board, the NRC and the Board was of the opinion that Ms. Avani Davda possesses the requisite skills and capabilities required for the role of Independent Director of the Company and continuation of her term would be in the interest of the Company.

Ms. Avani Davda is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to continue as Director. She is not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. She does not hold any equity shares directly or on beneficial basis for any other person in the Company as on date of this Notice and is not inter-se related to any Director or Key Managerial Personnel of the Company.

The Company has also received declarations from Ms. Avani Davdas confirming that she meets the criteria of independence and proficiency as prescribed under Section 149(6) of the Act read with rules 6(1) and (2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI Listing Regulations.

Ms. Avani Davda is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and has passed the online proficiency self-assessment test conducted by IICA in accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder.

Ms. Avani Davda would continue to be entitled to receive sitting fees for attending the Meetings of the Board of Directors and Committees thereof, re-imbusement for expenses incurred in connection with attending Board/Committee meetings, remuneration including commission as determined for each financial year by the NRC and the Board within the limits approved by the Members of the Company from time to time and as permitted by law with requisite approvals.

Re-appointment of Ms. Avani Davda along with the remuneration to be paid to her as an Independent Director of the Company, being a related party transaction is also approved by the Audit Committee of the Board at its meeting held on 26th April, 2022 in terms of Section 177 of the Act and Regulation 23 of the SEBI Listing Regulations.

Accordingly, Board recommends passing of Special Resolution as set out in Item No. 7 of the accompanying Notice for the re-appointment of Ms. Avani Davda as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years commencing from 30th July, 2022 to 29th July, 2027 (both days inclusive) on such terms as stated herein for approval of the Members.

Disclosures and details of terms and conditions of re-appointment of Ms. Avani Davda as stipulated under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided in the Annexure to this Explanatory Statement and should be taken and read as part hereof.

The composition of the Board of the Company post induction of Ms. Avani Davda, if approved by the Members will continue to be in compliance with the requirements of Regulation 17 of the Listing Regulations and the Act. The proposed re-appointment is in line with the requirements of the Company's Policy on "Appointment of Directors and Senior Management and Succession Planning for orderly succession to the Board and Senior Management".

Save and except for Ms. Avani Davda, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

Terms and conditions of the appointment of Ms. Avani Davda as Independent Director of the Company are available on the website of the Company and can be accessed on the weblink: <https://mahindralogistics.com/disclosures/>

All relevant documents 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@mahindra.com.

Item No. 8

To approve entering into Material Related Party Transactions with Mahindra & Mahindra Limited, Promoter and Holding Company

Background

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), all Material Related Party Transactions shall require prior approval of the Shareholders even if the transactions are in the ordinary course of business and at an arm's length basis. The said Regulation, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 dated 9th November, 2021, further defines Material Related Party Transaction as a transaction entered/to be entered into, individually or taken together with previous transactions, during a financial year, exceeding 10% of the annual consolidated turnover of a listed entity as per its last audited financial statements or ₹ 1,000 crore, whichever is lower, with effect from 1st April, 2022.

The Members of the Company at the 12th Annual General Meeting held on 1st August, 2019, basis the approval and recommendations of the Audit Committee and the Board of Directors of the Company vide resolutions dated 7th May, 2019, had accorded their approval for entering into Material Related Party Transactions ("Material RPTs") with Mahindra & Mahindra Limited ("M&M"), Promoter & Holding Company and a Related Party under Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI Listing Regulations, in ordinary course of business and on arm's length basis for financial years commencing from 1st April, 2019 onwards, such that the maximum value of RPTs to be entered into by the Company with M&M does not exceed ₹ 3,500 crore per financial year.

The Company, in relation to the said Shareholder approval, had vide letter dated 29th July, 2019 clarified that as a good governance measure, the Company will seek fresh approval of the Members for continuing to enter into Material RPTs with M&M in the Annual General Meeting of the Company to be held in the year 2022.

SEBI, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March, 2022, has clarified that a Related Party Transaction approved by the Audit Committee prior to 1st April, 2022, which continues beyond this date and if it becomes material as per the materiality threshold provided above, requires approval of the shareholders in the first Annual General Meeting to be held after 1st April, 2022.

Rationale and benefits of the proposal

The Company works closely with its Related Parties to achieve its business objectives and enters into various transactions with its Related Parties, from time to time, in the ordinary course of business and on arm's length basis. Amongst the transactions that Company enters into with its Related Parties, the transactions of the Company with M&M, Holding and

Promoter Company (holding 58.18% in the Company as on 31st March, 2022) and a 'related party' under the provisions of the Act and the SEBI Listing Regulations are likely to exceed the threshold of Material RPTs within the meaning of amended Regulation 23 of the SEBI Listing Regulations and the Company's Policy on Materiality of and on dealing with Related Party Transactions ("RPT Policy") of the Company.

Considering the quantum of transactions and reduced thresholds of materiality under the amended SEBI Listing Regulations, approval of the Shareholders is sought as per the requirements of Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 30th March, 2022.

Prior to incorporation of the Company in August 2007, the business of the Company operated as a division of M&M serving the transportation and distribution, warehousing and in-factory logistics requirements of M&M for its Auto and Farm Sector (AFS). Subsequent to its incorporation as 100% subsidiary of M&M, the logistics business was transferred to the Company by M&M and since then is being serviced by the Company.

A significant portion of the Company's revenue, constituting about 52% on standalone basis as on 31st March, 2022, is derived from business with M&M.

In addition to contributing significantly to the Company's business, the Company's association with M&M and the Mahindra Group gives it significant credibility which has assisted the Company in building long-standing relationships with a large number of business associates and Non-Mahindra clients.

The experience the Company gained while working with M&M has helped it secure business from several other major global original equipment manufacturers ("OEMs"), thus expanding its client base across industry verticals. The Company also benefits from M&M's strategic support, client relationships, as well as its technological expertise and resources.

Being part of the same group and as part of business relations, both companies enter into various transactions in furtherance of their business objectives such as rendering and availing of services in areas where each of them have the requisite expertise, sharing or usage of each other's resources, transactions pertaining to material, goods, assets, etc., leasing of premises and other services. These transactions not only help smoothen business operations for both the companies, but also ensure consistent flow of desired services without interruptions, and generation of revenue and business for both the companies to cater to their business requirements, thus creating operational synergies, cost optimisation, optimal utilisation of resources and business efficiencies.

The 3PL market is estimated to be ₹ 65,000 crore and is expected to register a 15% CAGR, and potentially becoming a ₹ 1,50,000 crore market by financial year 2026. The total Supply Chain Management ("SCM") revenues of the Company have grown 23% year-on-year to ₹ 3,486.73 crore in financial year 2021-22 from ₹ 2,840.03 crore in the previous financial year.

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M&M is the anchor customer of the Company and the transactions with M&M are expected to grow in future.

Considering the anticipated market growth and post covid recovery, the global trade rebalancing, the vision of the Company to be ₹ 10,000 crore Logistics Service Provider by financial year 2026 and keeping in mind the potential quantum of transactions with M&M over the next few years, it is proposed to seek approval of the Members for Related Party Transactions up to a maximum amount of ₹ 5,000 crore, for each of the financial years from financial year 2022-23 to financial year 2026-27.

Details of Related Party Transactions entered into by the Company with M&M over the past financial years are given hereunder:

Particulars	(₹ in Crore)	
	FY 2021-22	FY 2020-21
Total Related Party Transactions ("RPTs") with M&M	1,881	1,470
% of Consolidated Turnover	46%	45%
% of Standalone Turnover	52%	50%

Disclosure of information pertaining to proposed Material RPT in terms of SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 and considered by the Audit Committee at its meeting held on 26th April, 2022:

Particulars	Disclosure
Name of the Related Party ("RP")	Mahindra & Mahindra Limited ("M&M")
Relationship of the RP with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter and Holding Company of the Company. M&M holds 41,812,157 equity shares - 58.18% of the Share capital of the Company as on date of this Notice. Nature of concern/interest - Financial
Tenure/Duration of the RPTs (particular tenure shall be specified)	Existing (as on 1 st April, 2022) and new contracts / arrangements / agreements / transactions for a period of 5 years i.e. up to 31 st March, 2027.
Type/particulars of RPT/contract/ arrangement	<ul style="list-style-type: none"> a) Rendering of services primarily related to transportation, stores and line feed, pre-outbound, stock yard management, warehousing and warehouse management, contract assembly and other services; b) Availing of services and sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned/third party services, and selling of common products, and reimbursements; c) Transactions pertaining to goods and material including passenger/commercial vehicles, electric vehicles, electric kits, assemblies, components, spares, accessories and other related components/parts; d) Purchase / sale / transfer / exchange / lease / disposal of business assets including property, plant and equipment, intangible assets, transfer of technology, to meet business objectives and requirements; e) Purchase/sale/transfer of any security(ies) - equity, debt or otherwise; f) Availing fund based and non-fund based support including equity/debt/ Inter-corporate deposits (ICD)/convertible instruments/Guarantee, etc. and interest thereon; g) Payment of royalty towards usage of Trade Mark/trade name; h) Any transfer of resources, services or obligations to meet its objectives/ requirements.
Any advance paid or received for the contract or arrangement, if any	Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business.
Monetary value of the RPT	Not exceeding ₹ 5,000 crore for each financial year
Justification for why the proposed transaction is in the interest of the Company	Please refer to section " Rationale and benefits of the proposal " given above in this explanatory statement.
RPT as a percentage of the Company's annual turnover as of 31 st March, 2022 (immediately preceding financial year)	% of Company's Annual Turnover (including other income) as on 31 st March, 2022: On Consolidated basis: 122% On Standalone basis: 137%

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Particulars	Disclosure
RPT as a percentage of M&M annual turnover as of 31 st March, 2022 (immediately preceding financial year)	% of M&M's Annual Turnover (including other income) as on 31 st March, 2022: On Consolidated basis: 5%
Valuation or other external report, if any, relied upon	The related party transactions will be in line with the Company's RPT Policy. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
<ul style="list-style-type: none"> i) details of the source of funds in connection with the proposed transaction; ii) nature of indebtedness; <ul style="list-style-type: none"> a. Nature of indebtedness b. cost of funds; and c. tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. 	
Any other information relevant or important	<p>All RPTs entered/to be entered into with M&M are/would be in ordinary course of business, within the purview of the Company's Memorandum of Association and Articles of Association, in furtherance of the business objectives of the Company, on arm's length pricing basis and on terms and conditions as similarly placed with un-related parties considering the nature of RPT.</p> <p>Any subsequent material modifications to the Material RPTs as defined by the Audit Committee as a part of the Company's RPT Policy, shall be placed before the Shareholders for approval. The Company's RPT Policy defines material modification as any change in the approved terms which has a financial implication of 25% or more of the approved value or ₹ 100 crores, whichever is lower.</p> <p>The proposed Material RPTs with M&M have been unanimously approved by the Audit Committee of the Company comprising of only Independent Directors and the Board of the Company (by disinterested directors).</p>

In terms of Regulation 23 of the SEBI Listing Regulations, details of RPTs entered into by the Company with M&M on a consolidated basis would be disclosed by the Company to the Stock Exchanges and uploaded on the website of the Company, on a half yearly basis within prescribed timelines. The Related Party Transactions placed for Shareholders approval shall also be reviewed/monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and shall remain within the proposed amount being placed before the Members.

The Related Party Transactions placed for Members' approval are specific in nature and have been approved by the Audit Committee and Board of Directors of the Company. The Company will seek separate approval on an Annual Basis from the Shareholders, in future, in case any omnibus approvals are needed for Material Related Party Transactions.

Dr. Anish Shah, Chairman and Non-Executive Director of the Company is the Managing Director & CEO of M&M.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are directly or indirectly, concerned or interested, financially or otherwise, in Resolution at Item No. 8 of this Notice.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve this Resolution.

The Board recommends passing of the ordinary resolution at Item No. 8 of this Notice for entering into Material Related Party Transactions with Mahindra & Mahindra Limited, Promoter and Holding Company of the Company.

Annexure to the Explanatory Statement and additional information of the Notice of 15th AGM

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Resolution	Item No. 4 To re-appoint Mr. Rampraveen Swaminathan, as Director, liable to retire by rotation	Item No. 6 To appoint Mr. Ameet Pratapsinh Hariani as an Independent Director of the Company	Item No. 7 To re-appoint Ms. Avani Vishal Davda as an Independent Director of the Company
Name of Director	Mr. Rampraveen Swaminathan	Mr. Ameet Pratapsinh Hariani	Ms. Avani Vishal Davda
Director Identification Number (DIN)	01300682	00087866	07504739
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	4 th February, 2020	1 st May, 2022	6 th June, 2018
Tenure with the Company (up to 26 th April, 2022)	27 months	Not Applicable	47 months
Age (as on 26 th April, 2022)	47 years	60 years	43 years
Capacity/Position	Managing Director & CEO	Non-Executive Independent Director	Non-Executive Independent Director
Brief Resume, Nature of Expertise and Experience	As stated in additional information above	As stated in the explanatory statement above	As stated in the explanatory statement above
Qualifications	<ul style="list-style-type: none"> • Bachelor's degree in Accounting from University of Bangalore; • Post Graduate Diploma in Management from TA Pai Management Institute; • Alumnus of Harvard Business School - Executive Strategy Program. 	<ul style="list-style-type: none"> • Bachelor of Law degree from Government Law College, Mumbai; • Masters' in Law Degree from the University of Mumbai. • Solicitor enrolled with the Bombay Incorporated Law Society and the Law Society of England and Wales. 	<ul style="list-style-type: none"> • Bachelor's degree in Commerce with Honors (Advertising & Media) University of Mumbai; • Master's degree in Management Studies from Narsee Monjee Institute of Management Studies(Gold Medalist);
List of Directorships* (as on 26 th April, 2022)	<ol style="list-style-type: none"> 1. Mahindra Logistics Limited (MD & CEO) (L) 2. Dodla Dairy Limited (ID) (L) 3. Lords Freight (India) Private Limited (NED) 4. Meru Mobility Tech Private Limited (NED) 5. Zipzap Logistics Private Limited (NED) 	<ol style="list-style-type: none"> 1. Mahindra Logistics Limited (ID) (L) 2. Ras Resorts and Apart Hotels Ltd (ID) (L) 3. Mahindra Lifespace Developers Limited (ID) (L) 4. Batliboi Limited (ID) (L) 5. HDFC Ergo General Insurance Company Limited (ID) 6. Capricon Realty Limited (ID) 7. Juhu Beach Resorts Limited (ID) 8. Trust AMC Trustee Private Limited (ID) (C) 9. Mahindra World City (Jaipur) Limited (ID) 10. Mahindra Happinest Developers Limited (ID) 11. Mahindra World City Developers Limited (ID) 	<ol style="list-style-type: none"> 1. Mahindra Logistics Limited (ID) (L) 2. NIIT Limited (ID) (L) 3. Persistent Systems Limited (ID) (L) 4. Wellness Forever Medicare Limited (ID)

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Resolution	Item No. 4 To re-appoint Mr. Rampraveen Swaminathan, as Director, liable to retire by rotation	Item No. 6 To appoint Mr. Ameet Pratapsinh Hariani as an Independent Director of the Company	Item No. 7 To re-appoint Ms. Avani Vishal Davda as an Independent Director of the Company
Companies from which the Director has resigned in the past three years	Listed Entities - Nil Other Companies - Nil	Listed Entities - Nil Other Companies - Mahindra Homes Private Limited on 15 th October, 2021	Listed Entities - Nil Other Companies - Natures Basket Limited on 11 th November, 2019
Audit Committee*	1. Dodla Dairy Limited (M) (L) 2. Lords Freight (India) Private Limited (M)	1. Mahindra Lifespace Developers Limited (C) (L) 2. Juhu Beach Resorts Limited (C) 3. Batliboi Limited (M)(L) 4. Ras Resorts and Apart Hotels Limited (M) (L) 5. HDFC Ergo General Insurance Company Limited (M)	1. Mahindra Logistics Limited (M) (L) 2. Persistent Systems Limited (M) (L)
Nomination and Remuneration Committee	1. Dodla Dairy Limited (C) (L) 2. Lords Freight (India) Private Limited (M)	1. Mahindra Lifespace Developers Limited (C) (L) 2. Capricon Realty Limited (C) 3. Ras Resorts and Apart Hotels Ltd (M) (L) 4. Juhu Beach Resorts Limited (M)	Nil
Risk Management Committee	1. Mahindra Logistics Limited (M) (L)	HDFC Ergo General Insurance Company Limited (M)	1. Mahindra Logistics Limited (C) (L) 2. Wellness Forever Medicare Limited (M)
Stakeholders' Relationship Committee*	Nil	1. Batliboi Limited (C) (L) 2. Mahindra Lifespace Developers Limited (M)	1. Wellness Forever Medicare Limited (M)
Corporate Social Responsibility Committee	Mahindra Logistics Limited (M) (L)	HDFC Ergo General Insurance Company Limited (C)	1. Wellness Forever Medicare Limited (C) 2. Persistent Systems Limited (M) (L)
Other Committees	1. Mahindra Logistics Limited - Investment Committee (M) (L) 2. Dodla Dairy Limited - IPO Committee (M) (L)	1. Mahindra Lifespace Developers Limited -Loans & Investment Committee (M) (L) and Land Acquisition Committee (M) (L) 2. HDFC Ergo General Insurance Company Limited - Policyholder & Protection Grievance Redressal Committee (M)	Nil
Number of shares held in the Company including shareholding directly or as a beneficial owner as on 26 th April, 2022	40,376 equity shares (0.056%)	Nil	Nil

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Resolution	Item No. 4 To re-appoint Mr. Rampraveen Swaminathan, as Director, liable to retire by rotation	Item No. 6 To appoint Mr. Ameet Pratapsinh Hariani as an Independent Director of the Company	Item No. 7 To re-appoint Ms. Avani Vishal Davda as an Independent Director of the Company																
Last drawn remuneration from the Company	₹ 6.09 crores for financial year 2021-22	Not Applicable	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Remuneration</th> <th style="text-align: right;">Amount (₹ in crores)</th> </tr> </thead> <tbody> <tr> <td>Sitting fees</td> <td style="text-align: right;">0.085</td> </tr> <tr> <td>Commission (of FY 2020-21 paid in FY 2021-22)</td> <td style="text-align: right;">0.066</td> </tr> </tbody> </table>	Remuneration	Amount (₹ in crores)	Sitting fees	0.085	Commission (of FY 2020-21 paid in FY 2021-22)	0.066										
Remuneration	Amount (₹ in crores)																		
Sitting fees	0.085																		
Commission (of FY 2020-21 paid in FY 2021-22)	0.066																		
Terms and Conditions of appointment/re-appointment, details of remuneration sought to be paid	The terms and conditions of re-appointment and remuneration of Mr. Rampraveen Swaminathan would be governed by the terms and conditions approved by the Members of the Company at the Annual General Meeting held on 30 th July, 2020.	As stated in the explanatory statement above	As stated in the explanatory statement above																
Number of meetings attended during financial year 2021-22	<table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 20%;">Board</td> <td>5 attended out of 5 held (100%)</td> </tr> <tr> <td>Risk Management Committee</td> <td>2 attended out of 2 held (100%)</td> </tr> <tr> <td>CSR Committee</td> <td>2 attended out of 2 held (100%)</td> </tr> <tr> <td>Investment Committee</td> <td>2 attended out of 2 held (100%)</td> </tr> </tbody> </table>	Board	5 attended out of 5 held (100%)	Risk Management Committee	2 attended out of 2 held (100%)	CSR Committee	2 attended out of 2 held (100%)	Investment Committee	2 attended out of 2 held (100%)	Not Applicable	<table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 20%;">Board</td> <td>5 attended out of 5 held (100%)</td> </tr> <tr> <td>Audit</td> <td>5 attended out of 5 held (100%)</td> </tr> <tr> <td>Risk Management Committee</td> <td>2 attended out of 2 held (100%)</td> </tr> <tr> <td>Independent Director meeting</td> <td>2 attended out of 2 held (100%)</td> </tr> </tbody> </table>	Board	5 attended out of 5 held (100%)	Audit	5 attended out of 5 held (100%)	Risk Management Committee	2 attended out of 2 held (100%)	Independent Director meeting	2 attended out of 2 held (100%)
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Independent Director meeting	2 attended out of 2 held (100%)																		
Relationship with other Directors/Key Managerial Personnel ("KMP")/Manager	He is not related, directly or indirectly, to any other Director/KMP of the Company. The Company does not have any Manager	He is not related, directly or indirectly, to any other Director/KMP of the Company. The Company does not have any Manager	She is not related, directly or indirectly, to any other Director/KMP of the Company. The Company does not have any Manager																
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As stated in additional information above	As stated in the explanatory statement above	As stated in the explanatory statement above																

*As on date of this Notice, Directorships and Committee positions held by the above Directors are within the applicable limits prescribed under Section 165 of the Act and Regulation 26 of the Listing Regulations.

MD=Managing Director; NED=Non-Executive (Non-Independent) Director; ID=Independent Director; C=Chairperson; M=Member; L=Listed company.

Information at a Glance for the Shareholders for the 15th Annual General Meeting of the Company

Particulars	Details
Day, date and time and mode of convening of the 15 th AGM	Friday, 29 th July, 2022 at 3:30 p.m. (IST) Video Conferencing ("VC") / Any Other Audio Visual Means ("OAVM")
Cut-off date to determine Shareholders eligible to vote and attend the AGM and receive dividend, if declared	Friday, 22 nd July, 2022
Electronic voting	Commencement of Remote e-voting - 9:00 a.m. (IST) on Sunday, 24 th July 2022 Conclusion of Remote e-voting - 5:00 p.m. (IST) on Thursday, 28 th July, 2022; E-voting during the 15 th AGM - 3.30 p.m. (IST) onwards on Friday, 29 th July, 2022; (on announcement by Chairman)
EVEN for electronic voting	120337
Link and Instructions for e-voting and attending the AGM through VC/OAVM	For all Shareholders through NSDL Portal https://www.evoting.nsdl.com For Individual Shareholders holding shares in demat mode with NDSL https://eservices.nsdl.com For Individual Shareholders holding shares in demat mode with CDSL https://web.cdslindia.com/myeasi/home/login
Registration as Speaker Shareholder at the AGM	E-mail to cs.mll@mahindra.com before 27 th July, 2022, 3:30 p.m. (IST) mentioning DP ID and Client ID / Folio No. and registered e-mail ID and mobile number.
Transcript of the AGM	Will be made available on the website of the Company post AGM at: https://mahindralogistics.com/financial-information/
Update/register e-mail address and contact details to receive AGM Notice, instructions for e-voting and participation in AGM	Web-portal for all Shareholders : https://web.linkintime.co.in/EmailReg/Email_Register.html Physical Shareholders: Submit Form ISR-1 [by e-mail (duly e-signed) at kyc@linkintime.co.in / rnt.helpdesk@linkintime.co.in or by post (self-attested & dated) to C-101, 1 st Floor, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083.] Demat Shareholders: Connect with your respective Depository Participants
Queries for participation in AGM or e-voting or for technical assistance	Toll free nos.: 1800 1020 990 or 1800 22 44 30 E-mail: evoting@nsdl.co.in ; amity@nsdl.co.in or pallavid@nsdl.co.in (Quote name, DP ID-Client ID/Folio no. and the Company's EVEN in all communications)
Final Dividend recommended by Board	₹ 2.00/- per equity share of ₹ 10/- each (20%)
Dividend Payment Date	On or after Saturday, 30 th July, 2022
Book Closure Dates	Saturday, 23 rd July, 2022 to Tuesday, 29 th July, 2022 (both days inclusive)
TDS on Dividend	On or before 22 nd July, 2022 a. Update records viz. KYC, PAN, Bank Account details, 9 Digit MICR and 11 digit IFSC Code, e-mail address, Mobile Nos. - in Form ISR-1 (physical holders) or with the Depository Participants (demat holders); b. Verify residential status and category of holding with Depository Participants; c. Submit tax declarations, as applicable; For more information refer - https://mahindralogistics.com/shareholder-information/

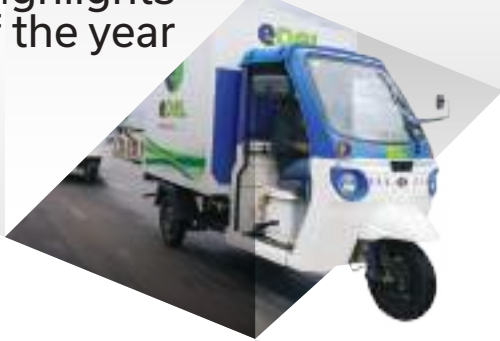
Igniting Success ▶



Mahindra
LOGISTICS

Integrated Annual Report 2021-22

04
Highlights
of the year



12
Company
overview



16
Integrated supply chain
and mobility solutions



Snapshots of FY22

₹4,083 crores
Revenue

▲ 25% y-o-y

₹210 crores
EBITDA

▲ 38% y-o-y

₹35 crores
Profits

▲ 20% y-o-y

₹5
Basic EPS

▲ 20% y-o-y

WHAT IS INSIDE

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ABOUT THE INTEGRATED REPORT

The Company is committed to reporting transparent and reliable financial and non-financial information on its annual performance and progress on strategic priorities to enable informed decisions for key stakeholders. Our first Integrated Report is a decisive step in our journey to becoming a more responsible, mature and transparent business.

The Integrated Report details our value creation strategies and models, approach to corporate governance, ESG performance, risk management and the quality of our stakeholder engagement.

SCOPE AND BOUNDARY

Our first Integrated Report provides the financial and non-financial activities and performance of the Company during 1st April, 2021 to 31st March, 2022. It lends an understanding of the impact created by actions to create stakeholder value over the short, medium and long term. This Integrated Report also covers the breadth of the Company's consolidated services and offerings as well as growth prospects in the future.

In the Integrated Report section, pg. 46-47, we have presented data, based on the combined financials of the Company and its subsidiaries. We represented data that was related to other group businesses and companies, wherever required, to provide a holistic view of our performance and presence.

FRAMEWORKS

We 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 Statutory Reports of this Integrated Report complies with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

APPROACH TO MATERIALITY

We identified materiality issues for setting our business priorities and developing this Integrated Report, in consideration of our stakeholder expectations and interests. The Integrated Report presents how these materiality topics are relevant to our business and can impact our ability to create value for our stakeholders in the short, medium, and long run.

APPROACH TO STAKEHOLDER MANAGEMENT

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

Igniting Success ▶▶

Our endeavour is to orchestrate continuous value and impact for our stakeholders, thus inspiring and igniting success for all. We are driven to deliver clarity and confidence to enterprises through our integrated and customised solutions to enhance their supply chains and mobility operations.

We are focused on our Core 3PL Integrated Solutions and Network Transportation Services to give businesses seamless control over every moving part they have, to unlock continuous success. Our Mobility segment provides a host of people mobility service in both B2B and B2C space. Our focus is on growth, digitalisation, and becoming a preferred partner for our clients. Wherein together with our employees and associates, we are embarking upon a transformative journey of Igniting Success.



What success means to our stakeholders



SHAREHOLDERS, INVESTORS, AND LENDERS

With our investors, we strive to initiate dialogue, share regular updates and ensure the delivery of continuous financial growth for them, and this has contributed to our continued success.

25%

Dividend payout for FY21

₹3,627 crores

Market capitalisation
(as on 31st March, 2022)



COMMUNITIES

We prioritise the wellbeing of communities that place their trust in us. We leverage our capabilities to elevate, assist and empower communities.

1,90,000+

Beneficiaries PAN India

200+

Caregivers vaccinated
(first dose)



EMPLOYEES

When our employees succeed, we grow. We work to enable our employees in developing their skills better, which in turn improves customer experience and provides a platform for growth.

22,800+

Workforce

23+

Training hours per employee
(on rolls)

15%

Diversity hiring ratio
for FY22



CUSTOMERS

Success can be subjective and when it comes to our customers, it means satisfaction and delight. To drive that, we ensure that our customer have complete control over their supply chains and a seamless experience with us.

90%+

Customer retention
(SCM and EM)



ENVIRONMENT

Through our conscious efforts and contribution, we promote energy productivity, increasing the contribution of renewable energy, refining our emission targets, and carbon offsetting

22%+

Specific energy reduced

~1 tonne

Reduction in paper



BUSINESS ASSOCIATES

'Encouragement' and 'collective growth' define our approach towards our partners. We are always looking at novel paths for shared growth with our partners.

1,800+

Business Associates
across segments

HIGHLIGHTS OF THE YEAR

Moving with consistency through a challenging year

▶ Robust performance

- Warehousing and solutions segment witnessed significant growth backed by our solution centric approach and addition of 3.4 mn sq. ft. of multi-client warehousing space.
- Transportation services on a high growth trajectory led by capacity investments and inorganic growth
- Increasing share of non-auto in revenue mix, even as auto rates continue to grow
- Mobility services showed performance improvement but remained sub-optimal due to COVID impact
- Acquisitions for strengthening customer value propositions - Meru and Whizzard

₹3,024 crores

Revenue from Transport services

▲ 20% y-o-y

₹942 crores

Revenue from Warehousing & Solutions

▲ 41% y-o-y

₹144 crores

Revenue from Enterprise mobility

▲ 21% y-o-y

₹97 crores

Cash flow from operations

20%

Dividend recommended for FY22

12%

Return on Capital Invested



▶ Sustainability

- EDeL business completed 7+ million clean kilometers saving over 1,000 tonnes of CO₂ emissions
- Launched a net-zero solar powered multi-client warehouse and EV charging station in Chakan, Pune
- Go-Green: Electricity Efficiency project to drive interventions across our offices and site for higher energy efficiency.

8%

Reduction in intensity of emissions (Scope 3)

28%

Energy productivity

75,000 kWh

Electricity savings





Operational excellence

- Successfully completed the 2nd Surveillance audit of Integrated Management System.
- Adopted the Six Sigma Approach to implement projects across various categories.
- Launched Automation Fund Program to drive technology enabled disruptive projects across categories like AI and ML, IoT, UAV, Robotics, Mechanisation and Sustainability.
- Launched Idea Network Program to drive Cost Efficiency Improvement.
- Developed Centre of Excellence to develop expertise and standards.

42,000+

Kaizens implemented in the last 5 years

240+

Projects implemented under the Idea programme with project cost savings of over ₹35 crores

Response to COVID-19

As communities were deeply impacted by the pandemic, we leveraged our reach to help them navigate it in line with our RISE philosophy.

- **Oxygen on Wheels (O2W) initiatives** for delivery of oxygen concentrators across hospitals and communities in several states
- Our Freight Forwarding business mobilised and **delivered over 1.6 mn Vaccine doses** across countries
- Vaccination drives across for caregivers, and our employees and Business Associates and their spouses. **90%+ Employees and 80% of Business Associates are fully vaccinated as of 31st March, 2022.**
- Re-launched **Alyte free emergency cab service** for senior citizens and others for transportation for vaccination and other medical emergency.
- **COVID-19 relief support**, medical kits and assistance through SOS Children's Village of India
- Provided **assistance and outreach to employees** through home counselling and home diagnostic medical facilities, counselling for emotional support, enhanced compensation and education support to families of deceased employees.
- **Incidence Management Teams** monitored and drove initiatives to ensure safe work environment was provided at offices and locations and operations were not impacted
- Enabled employees to return to office while providing flexibility through the **hybrid work model**, while following safe protocols like masks and social distancing in offices and sites.



CHAIRMAN'S STATEMENT

Igniting success for all

Dear Stakeholders,

We live in an era of disruptive changes, with increasing volatility in global supply chains, technology becoming more pervasive and evolving customer expectations. And like other industries, the race to stay resilient and relevant is on, in logistics as well. Leaders need to remain focused on driving scale with agility, with pervasive investments in business, technology, and human capital.

At Mahindra Logistics, we are doing just that – we are leading the change by focusing on creating superior value for all our stakeholders. After all, being the critical cog in the economy's wheel, we got to be on the move – for our customers and other stakeholders who rely on our ability to drive success in their business.

The past year was replete with uncertainties and volatility in the external environment. However, we delivered all-round growth and improvement in profitability, reinforcing the resilience of our business model, and demonstrating its ability to create value in the most challenging of circumstances.

We are driven to deliver clarity and confidence to enterprises through our integrated and customised solutions to enhance their supply chains and mobility operations. We have been focused on reimagining success for our customers, investors, and communities. Over the last year, we have leveraged trends emerging from the external environment to reimagine our business segments. We are focused on our Core 3PL Integrated Solutions, Transport Services and Mobility Services to give businesses seamless, end-to-end control over every moving part they have, to unlock continuous success. Our focus on growth, digitalisation, and becoming

a preferred partner for our clients is part of our 'Igniting Success' journey, where together with our employees and partners, we are embarking upon a transformative journey.

STRENGTHENING THE FOUNDATION THROUGH FINANCIAL PERFORMANCE

Despite the economic damage caused by the successive waves of the pandemic, we continued to drive revenue growth and profits. Our consolidated income grew by 25% y-o-y to ₹4,095 crores in FY22 while profits rose by 20% y-o-y to ₹35 crores, driven largely by growing the 3PL business in e-commerce, consumer and automotive, and expanding our network service businesses including freight forwarding and B2B Express businesses. I am pleased to report that the Board has proposed a final dividend of 20% amounting to ₹2 per share for the year.

PARTNERING INDIA'S SUPPLY CHAIN TRANSFORMATION

In a country like India, where more and more rural and urban centres are being added to the consumption map, the efficient delivery of products is a critical differentiator for logistics businesses. However, India's supply chain and logistics costs are high, currently accounting for 14% of its GDP, compared to the global average of approximately 8%. Through the Gati Shakti programme, the Government of India is envisioning to improve the overall supply chain competitiveness. About 500 multi-modal hubs are planned to be developed under this initiative and ₹20,000 crores have been allocated for the same. This programme will have a positive impact on the industry, as it will help to cut logistic costs, increase cargo handling capacity and reduce turnaround time.

Our EV cargo services have completed nearly 7 million “clean” kilometres saving over 1,000 tonnes of CO₂ emission



The Indian logistics and 3PL market is forecasted to have robust growth driven by growth in demand for logistics services. While there are short-term challenges with fuel prices, global commodities, recovery, and growth in the manufacturing, FMCG and retail sectors will further boost demand. There is emerging demand in multi modal logistics, cross-border logistics and micro fulfilment. Hyperlocal delivery is growing faster due to increasing demand from Tier 2 and Tier 3 cities. The proliferation of D2C brands, the drive toward network expansion and omnichannel are resulting in higher demand for fulfilment logistics, last mile delivery and integrated solutions.

At MLL, we are partnering in India's supply chain transformation journey, being a key proxy of the industry, with our widespread presence and all-round capabilities. As a reliable 3PL partner to our clients, we are transforming our front-end to offer customised logistics solution to our clients, so that they can focus on the core aspects of their business. During the year we implemented our transformation programme to enhance our solutions capability. The programme has helped boost new account addition and expansion with our current clients.

We have also continued to expand our network transport services – including Freight Forwarding, B2B Express and Last Mile Delivery. These businesses have now grown to approximately 20% of our total revenue.

CHAIRMAN'S STATEMENT

We continued to expand our presence in the Pharma & Engineering segment for cross-border movement and our air charter cargo services. EDeL, our last mile EV Cargo service has emerged as the largest service across the country with operations in 14 cities with fleet strength of over 550 vehicles. Our strategic acquisition of Whizzard (ZigZap Logistics) will help strengthen our reach and technology capabilities for Last Mile Delivery.

Today, we have 17.5 million sq. ft. of warehousing space and a growing cross-border supply chain business. Our comprehensive warehousing solutions offer a pan-India network of over 3 million sq. ft. of multi-client warehousing. Expanding rapidly across India, this network manages tech-enabled storage, fulfilment and distribution services for e-commerce, consumer, automobile and engineering industries. These customisable and flexible spaces are strategically located near key major consumption clusters as well as manufacturing centres. Fully-compliant with standard amenities, these warehouses are Grade A certified. We have further contracted and identified an additional 2.6 million sq. ft. of multi-client warehousing facilities.



In alignment with our aggressive expansion journey, we are developing India's largest warehousing facility, with 3 warehouses totalling 1.4 million sq. ft. at Luhari enabled with the best standards of safety and energy management. This facility alone is expected to employ over 2,500 people, and many more third-party associates.

ACCELERATING RECOVERY IN MOBILITY

The Mobility sector continues to be under recovery from the impact of COVID-19. Wave 2 and wave 3 stalled the pace of recovery, but we have continued to expand our client base for enterprise mobility. Long-term macro trends for Mobility remain positive with long-term growth from Enterprise and B2C segments. To help accelerate this journey, we have announced the acquisition of Meru. The combined capabilities of Meru and Alyte will enable us to better serve our B2C and enterprise customers with an expanded portfolio of services delivering on a promise of safety, customer excellence and sustainability. The Meru Cabs acquisition has added 200 electric vehicles to our people mobility fleet.

LEVERAGING DIGITAL TO STAY FUTURE FIT

Digitalisation has been a gamechanger for the logistics industry, with the customer now looking for agility, risk management and visibility over supply chain. IoT, robotics and drones are resulting in automation, operational excellence, and better safety and sustainability performance. Data analytics is becoming ubiquitous, with AI-informed supply chain decisions optimising inventory and fulfilment.

Our digital transformation over the last 3 years has helped us drive efficiency, scalability, and enriched experience. We have implemented core technologies for transportation management, warehouse management, freight forwarding technology, etc. We have effectively integrated these technologies to visualise and analyse the entire stack and drive optimisation across the entire supply chain. We plan to develop platforms through which customers can access an entire ecosystem for transportation, integrated logistics and cross-border movement. And we continue to pilot and scale emerging technologies like drones, Automated Guided Vehicles, etc., to remain future fit.



CELEBRATING DIVERSITY IN THE ECOSYSTEM

Diversity is an important component of our growth story as it enables us to build a productive workforce by recruiting the best talent irrespective of where they come from. During the year, we launched various initiatives towards creating diversity & inclusion. 'Udaan', our second careers programme encourages women professionals who took a career break, through a well-designed internship programme leading to full-time employment. This has also given opportunity to those women who wanted to return to the workforce on account of the loss of their spouses to COVID-19. Our policy on LGBTQ+ inclusion endeavours not just to hire employees from the community but also to creating an inclusive environment for them to grow their careers and realise their dreams with us. We also welcome veterans from the armed forces through 'V.E.E.R', our programme for employment, engagement, and retention of veterans from the armed forces.

Our ecosystem of business associates provides us the agility to serve our customers, and our growth is contingent upon their success. We have developed a unique Business

Associate Life Cycle management process to address their expectations. We have also a digital platform for our associates to enable digital onboarding to transaction processing to payments, making the entire process faster and more transparent.

Together with this, we are putting in place strong foundational initiatives that will drive growth, operational excellence by extension and profitability. Some examples are the Systematic Problem-Solving approach developed and the Centre of Excellence (COE) established to share best practices and resources across our various functions.

COMMITTED TO BEING RESPONSIBLE

We are making rapid strides on the ESG front, outlining priorities across reducing our carbon footprint, empowering employees, and associates, uplifting communities and following the highest ethical and governance standards. The electrification of the last mile is now gaining traction as a viable alternative. This is an important part of our pledge to become carbon neutral by 2040, and to align with the sustainability ambitions of our stakeholders.

In the past year, we have joined the Science Based Targets Initiative (SBTI) to develop a transparent, metric-driven sustainability journey. Our overall sustainability performance on key parameters improved significantly, and we remain focused on Scope 1, 2 and 3 emissions reductions. Our EV cargo services have completed nearly 7 million "clean" kilometres saving over 1,000 tonnes of CO₂ emission. Our newer state-of-the-art facilities too are, sustainable by design and IGBC or LEED certified.

Our community investments benefited over 2 lakhs people across diverse initiatives. Through our flagship programme 'Gram Vikas', we reached over 70,000 people. We undertook

various disaster relief and rehabilitation measures to ensure the safety of our local communities. Several carbon offset projects are also in progress in communities.

We have registered improvement in the Business Associates Satisfaction Index (BSI), Customer Satisfaction Index (CSI) and MCARES scores. We are targeting balanced diversity in terms of gender, LGBTQ, social strata and differently abled with 15% of new recruits confirming to diversity guidelines. I am pleased to share that MLL is certified as a 'Great Place to Work', which reflects our continuous pursuit of building a workforce of the future through skill development and multiple talent empowerment programmes.

WAY FORWARD

Our performance during FY22 is a continuing validation of our strategy and execution push. The multi-pronged growth and multiple acquisitions point towards a belief in our business as well as commitment to our 'Igniting Success' for our customers, shareholders and communities. We are focused on being shareholder+, customer+ and planet+. Your Company will continue to maintain the highest standards of governance. I would also like to take this opportunity to place on record my appreciation to Mr. V S Parthasarathy, Mr. S Durgashankar and Mr. Parag Shah, who stepped down from the Board. We remain confident that together we will RISE, and the best is yet to come.

Sincerely,

Dr. Anish Shah

Chairman & Non-Executive Director

UPHOLDING CONSCIOUSNESS AND CARE



Setting benchmarks in Diversity

Our main goal is to foster growth and inclusivity across our workplace.

In FY21, our fulfilment centre in Guwahati was proud to host a gender diversity ratio of 40% and had set new standards for our other locations to improve diversity.

40%

Gender diversity ratio in Guwahati

Continuing with the trend, in FY22 one of our Auto & Engineering site at Chakan, Pune, hosts over 30% gender diversity ratio. This ratio is the highest among all our operational sites in the West region. The acceptance and recognition of gender diversity has allowed the centre to grow with vigour and enthusiasm.

30%

Gender diversity ratio in Chakan, Pune



Commitment to Communities



alyte

Free Emergency Cab Service for Vaccination

We relaunched the Alyte free emergency cab service focusing on senior citizens and others who required transportation for vaccination and other medical emergency. This service was available in Mumbai, Thane, Pune, Hyderabad and Delhi NCR among others and was undertaken with the support of the respective police Commissionerate's of these cities. We executed over 950 free emergency trips during the period of over a month. For this service, we were recognised as COVID Brave Hearts by the Telangana Social Impact Group.

During the second wave of the corona virus pandemic, a serious shortage of oxygen supply was noted due to lack of logistics support to transport oxygen cylinders. To bridge the gap between supply and demand, we launched an initiative called O2W (Oxygen on Wheels) that provided dedicated vehicles to transport oxygen free of charge. Our dedicated vehicles transported oxygen cylinders from oxygen facilities to hospitals and other medical centres including the reverse movement of empty cylinders.

100+
Vehicles
deployed

10+
Cities
served

50,000+
Oxygen cylinders
transported in
two months



Mahindra



COMPANY OVERVIEW

Bringing new ways to achieve sustainable success

We are one of India's largest 3PL business offering integrated logistics solutions. We help our clients across diverse industries in managing their supply chain, from pre-production, production, and storage to distribution processes. In addition to mobility services, we offer transport network services, i.e. multi-modal and last-mile delivery solutions.

Business segments

We operate under three business verticals – Core 3PL Integrated Solutions, Network Transportation Services and Mobility Services (EMS) – with the competitive advantage of having an 'asset-light' business model which is tech-enabled and customer-centric.

► Core 3PL Integrated Solutions



Customised and end-to-end logistics solutions and services for businesses, including transportation and distribution, warehousing, in-factory logistics and value-added services to our customers.

► Network Transportation Services



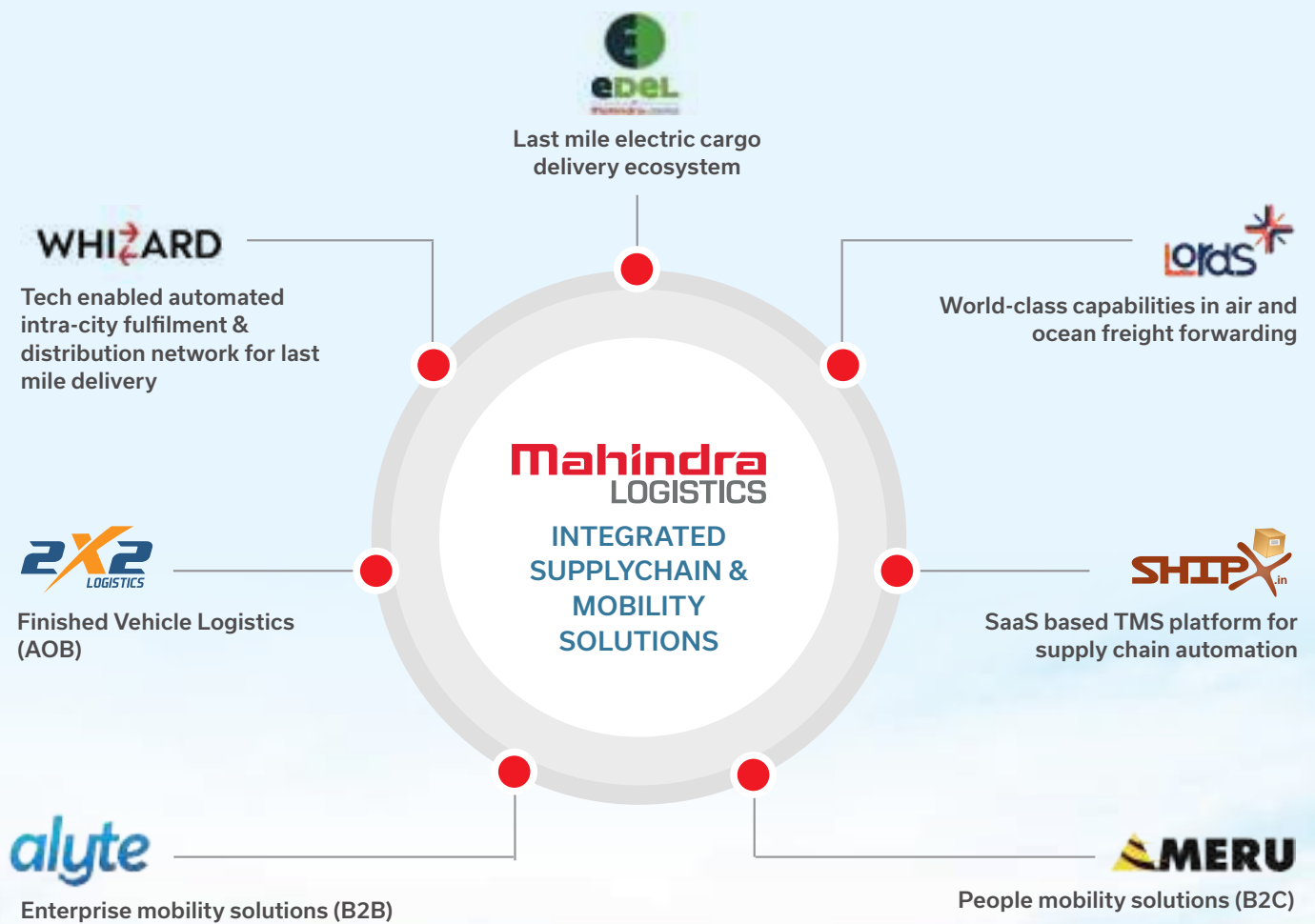
Express B2B, Freight Forwarding, Last Mile Delivery, Micro Fulfillment and Electric Cargo Delivery.

► Mobility Services



Advanced mobility services across India through Alys e and Meru.

A diverse brand portfolio



COMPANY OVERVIEW

Legacy of Trust

We are part of the Mahindra Group, which has presence in 100+ countries and a skilled workforce of 2,50,000+ people. The Mahindra Group operates in 22 key industries, providing insightful and ingenious solutions of global standards. The Group operates across vast geographies with diverse business interests, but the common governing spirit of 'RISE' binds us as one Mahindra.

22
Industries

100+
Countries

150+
Companies

2,50,000+
Employees

Mahindra
Rise.



Our strategic pivots

As a leading integrated logistics and mobility solutions provider, our ability to develop best-in-class offerings depends on focused execution of our strategic vision of delivering exceptional customer experience through differentiated technology-enabled solutions. We aspire to be amongst the top 10 most-admired global logistics companies by the year 2030

Our vision

Rise to be a ₹10,000 Crore
Logistics Service Provider
by FY2026

Our purpose

ACCELERATING
COMMERCE
EMPOWERING
COMMUNITIES TO
RISE

GROW IN PROFITABLE MARKETS



EXPAND OFFERINGS

Expand our portfolio of offerings to support our ability to design and deliver integrated solutions



INTEGRATED SOLUTIONS

Build a unique solution suite with a targeted, go-to-market strategy through front-end transformation



OPERATIONAL EXCELLENCE

Transform our transportation capabilities, to establish common operating systems, expand our multi-client warehousing network, improve asset utilisation, enhance sales efficiency, and improve safety standards



DIGITISATION AND INNOVATION

Develop and implement core technologies – Integrated IT and Analytics Suite, TMS and WMS, and CargoWise forwarding technology, while building an accessible logistics ecosystem

STRATEGIC ENABLERS



CUSTOMER FOCUS



ASSET LIGHT MODEL



BUSINESS PARTNER NETWORK



GREAT PLACE TO WORK

Our pivots are underpinned by sustainable operations, in consideration of the consequences of climate change on our business and people and our responsibility in combating it. We have a growing fleet of EV for cargo and passenger transportation and all our newly acquired warehouses are energy-efficient, LEED- or IGBC-certified, and solar powered.

INTEGRATED SUPPLY CHAIN AND MOBILITY SOLUTIONS

Accelerating the future of integrated logistics

Backed by and extensive network of strategically located multi-client warehouses, enables reach to a large population and provides flexibility to our client operations. Coupled with an extensive transportation network, we enable agile distribution and consolidation for our clients

We have built long-standing relationships with business partners that provide work assets and help us maintain scalability and flexibility while meeting the diverse needs of customers across multiple industries and geographies.



Core 3PL Integrated Solutions

We provide tailor made, end-to-end supply chain solutions delivering greater efficiency, agility, flexibility and robustness to supply chains of our clients.

Enabling these solution with our technology, helps to bring transparency to the operations, enabling continuous optimisation, making the journey from supplier to factories to customers more efficient.

SOLUTIONS

Integrated Warehousing & Distribution	End-to-end Supply Chain Optimisation	Integrated Fulfilment Model	Inbound to plant/Vendor Managed Inventory
Ecommerce Inwarding	D2C Fulfilment & Last-mile	Return Processing & Refurbishment	After- market Warehousing & Distribution
Micro - Distribution Centres	Temperature Controlled Solutions	Cross Border Solutions	Contract Manufacturing
Omnichannel	Multi-modal Transport & Import Handling	ODC & Project Logistics	4PL/Managed Services

SCM CAPABILITIES

17.5 mn sq.ft

Warehousing space

15,000+

Vehicles deployed every month

500+

Client and operating locations

1,100+

Active Business Associates

300+

Customers



Solution Design, Learning & Development

- Deep Solution Design capability across service line and industries
- Daily Work Management and Standardization (DWMS) Trainings
- 5S & Quality Control Training
- Logistics Dexterity Centre training to develop skills in Warehousing and Inplant operations

KEY DIFFERENTIATORS



Powered by tech

- Transport Management Solutions (TMS) system
- Warehouse Management Solutions (WMS) system
- Automation of Warehouse Operation
- Next-gen solutions for freight forwarding
- Automated KPIs reporting and MIS dashboards
- Control Tower support for tracking and visibility
- App-based delivery technology
- Integration with customers systems
- Tracking and vehicle health monitoring
- E-way bill automation
- Digitisation of HR processes



Business Associates Network

An extensive network of trusted associates supporting transportation, warehousing assets and freight forwarding



Diversified industry experience

Leveraging cross-industry experience and expertise to provide cost and service advantages, allowing customisation and application of best practices



Operational excellence

- Six Sigma Approach to implement projects
- Idea Network Program to drive Cost Efficiency Improvement
- PULSE (Productivity Linked Standardized Environment) to drive improvement at sites
- FOCUS - Structured Project Management approach to drive new deal implementation
- LIFE - Life Impacting Fatalities Elimination programme to implement Safety standards
- Center of Excellence for setting standards around Civil, Electrical, Mechanical, Processes & Inventory

INTEGRATED SUPPLY CHAIN AND MOBILITY SOLUTIONS

One-stop solution for supply chain services efficiency

Warehousing



- 17.5 million sq. ft
- 50+ stockyards
- State-of-the-art large-format and built-to-suit warehouses
- Single/multi-user warehousing
- Customised material handling equipment (MHE) and automations

Transportation



- Pan-India operations
- 15,000+ vehicles deployed per month
- Express service networks
- Multi-modal transportation
- Electric last-mile delivery solutions
- Secondary transportation/distribution
- Full Truck Load (FTL) /Linehaul Express/Part Truck Load (PTL) transportation

In-plant Logistics



- Inventory control
- Kit preparation
- High-value parts management
- Receipt and physical verification of materials
- Just-in-time (JIT) and Just-in-sequence (JIS) operations

Fulfilment Logistics



- On-time-in-full inventory
- Accurate, reliable, and flexible order fulfilment
- Secondary and electric last-mile delivery through EDeL electric fleet of vehicles
- Tech-enabled, automated, intra-city distribution and fulfilment network
- Same-day delivery
- Hyperlocal deliveries
- Micro distribution centres

Freight Forwarding



- Air and ocean freight services
- Project logistics and over dimensional cargo (ODC)
- Cross-border solutions
- Charter operations
- 100+ global network partners
- Full Container Load (FCL) and Less Than Container Load (LCL) service

Value-added Services



- Kitting
- Bulk breaking
- Labelling
- Bundling
- Customised packaging



Network transportation services

We offer network transportation solutions which encompasses of Express B2B Services, Freight Forwarding, Cross Border Solutions, Micro Fulfillment and Electric Last Mile Delivery

KEY DIFFERENTIATORS



Last Mile & EV Cargo

EV ecosystem comprising of EDeL electric vehicles and charging infrastructure to support clean and green mobility.

Tech-enabled automated Intra-city distribution and fulfilment network enabling same day and hyperlocal deliveries.

550+

EDeL Electric cargo vehicles

20+

Metros & cities

200+

Micro Distribution & fulfilment centres

400+

Tier II, III & IV towns



Freight Forwarding

Airfreight Inbound & Outbound Services, Project Cargo services-domestic and international, PMO support, Critical Implementations, FCL/LCL services, Ocean freight Inbound & Outbound Services, Own Customs Brokerage License.

50+

Lanes globally

100+

Global network partners



Express Network

Multimodal Distribution through Surface & Air Transhipment and distribution priority delivery services like BDT/VOR.

30+

Network hubs

16,000+

Pin codes covered under multimodal services

1,100+

Linehails and mid-mile vehicles

INTEGRATED SUPPLY CHAIN AND MOBILITY SOLUTIONS

Mobility services

Through our mobility solutions, we offer employee mobility services across major Indian cities with an emphasis on safety and cost optimisation. Our 'Alyte' business offers end-to-end employee transportation services across diverse industries.

We cater to B2B2C businesses offering reliable, safe, and cost-effective transport solutions. We are amongst the first corporate mobility solutions provider to offer a flexi-fleet of ICE (Internal Combustion Engine) and EVs to all our customers across India. We are working to transition 30% of our total feet to EVs and roll out 500 electric vehicles to establish an EV supply model and ecosystem, by the end of FY23.



KEY DIFFERENTIATORS



Expanding horizons across India

with our multi-service, multi-city presence



Keeping track 24x7

of our vehicle fleet through Control Tower Operations (CTO)



Use of dashboard analytics

to analyse vehicle performance and track the fleet



Underpinned by safety and compliance

through verified and trained drivers and quality- and safety-compliant vehicles and services



Technology driven and transparent operations

Allows smooth functioning and tracking of vehicles right from booking to billing stage, embedding technology at the edge of all operations

CAPABILITIES

200+

Operating locations across India

12+ cities

Presence across India

5,500+

Vehicles deployed per day

6,000+

Drivers

50,000+

People reached with our service every day



Meru is a pioneering brand in the shared mobility space in India. We are now focused on taking Meru's services to newer heights, delivering on its promise of customer excellence, safety, and sustainability.

7,000+

destinations for outstation journey

Operational at **5**

major airports in India

200+

EVs in the fleet

Mobility offerings



ENTERPRISE MOBILITY SERVICES

- Fleet Management
- High Adherence to OTA and OTD
- 24x7 call centre
- Trained drivers



ON-CALL AND OUTSTATION

- Semi-luxury vehicle options
- Mobile app-enabled booking
- Flexible rental packages
- 24x7 call centre
- Certified drivers



AIRPORT SERVICES

- Assured vehicles for airport transfers
- Comfort and convenience
- 24x7 call centre
- Multi-channel booking
- Certified drivers
- Real-time tracking and execution



CRITICAL RESOURCE MOVEMENT

- Fleets for telecom tower upkeep services, diesel genset upkeep services etc.
- Highest TAT at Remote location
- 24x7 callcentre
- Client web Access

Bolstered by technology



DIVERSE INDUSTRY EXPERIENCE

Innovating to elevate experience across industries

We cater to diverse industries, with smart, seamless and more connected services to ensure that our client businesses remain agile and are able to maintain their success rates.



AUTOMOTIVE

Differentiated and customised service at every stage

- Fully integrated solution spanning multi-modal transportation - Inbound and outbound, warehousing solutions, stores and linefeed services, yard management, just-in-time services, spare parts, and aftermarket logistics
- Industry expertise, extensive partner network and state-of-the-art technology
- Major investments in technology and skill-building
- Optimisation of cost, quality and inventory for some of the largest OEMs spanning sub-segments of auto such as 2-wheeler, 4-wheeler, heavy vehicles, tractor and farm, auto components, auto aftermarket and spares, among others with presence and customers all over India



ENGINEERING AND MANUFACTURING

Reliable and efficient solutions in logistics

- Integrated solutions encompass inventory control, inbound to manufacturing, production support and lean warehousing
- Expertise spanning across segments like capital goods, heavy machinery/ equipment, light engineering products such as castings, forgings, power generation and transmission equipment, ferrous and non-ferrous metal products and parts, among others with footprints across India
- Focus on optimisation and global best practices



FMCG & CONSUMER DURABLES

Optimising storage and distribution

- Extensive distribution network across the country
- An integrated approach from design to delivery; managing warehousing and distribution centres, secondary and last-mile delivery, all based on re-designed network optimised for FMCGs, Consumer Durables and large retailers
- Network re-design and optimisation
- Omnichannel solutions
- White label fulfilment



PHARMA

Solutions that enable advanced vigilance at every step

- Supply chain solutions spanning borders, maintaining global quality standards and strict regulatory compliances
- Designing and managing cross-border and domestic supply chains across MNCs and Indian pharma companies
- Temperature controlled and ambient logistics solutions



TELECOM

Safe, compliant and customised solution across the value chain

- A wide array of solutions across the country that helps network operators of large telecom firms in India run smoothly
- Offer storage, distributions and returns, to highly specialised and technical offerings such as maintenance, network expansion and critical parts delivery
- High Adherence to quality, safety and compliances
- Maintenance of infrastructure



E-COMMERCE

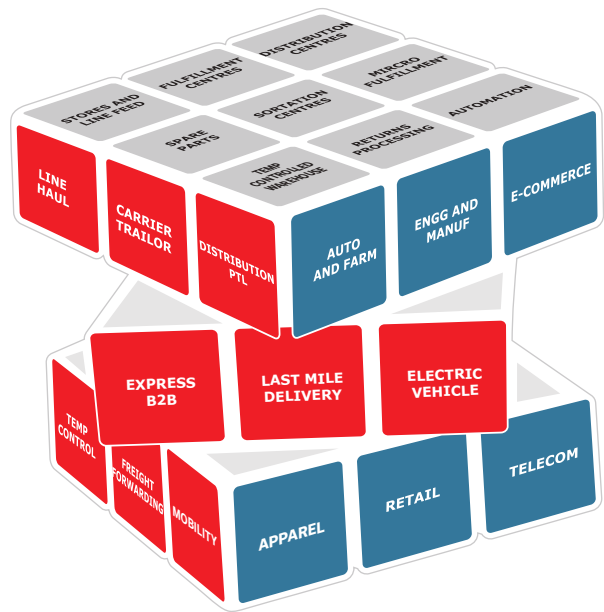
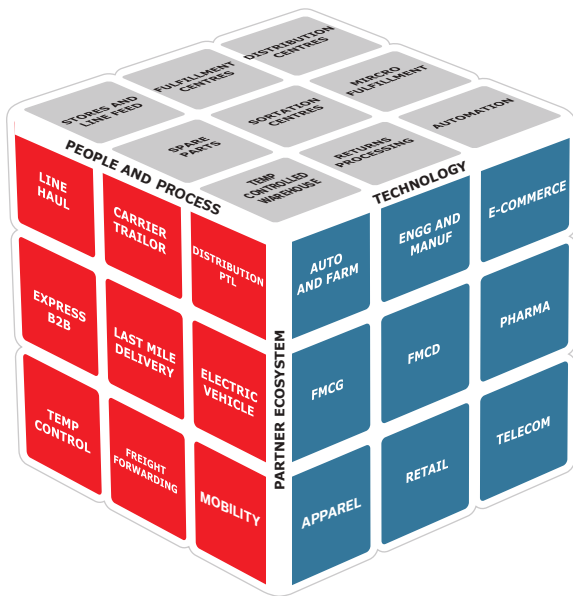
End-to-end solutions in e-commerce logistics space

- Largest partners of the e-commerce industry with an understanding of scalability, flexibility and focus on customer experience
- Offer storage and processing, automation and robotics, transportation, returns processing and last-mile deliveries. We provide end-to-end solutions with the highest levels of performance and reach
- Last-mile deliveries on EVs (EDel)

APPROACH TO BUSINESS

Crafting solutions for every market and industry

Effective supply chain management is essential to create value and gain a competitive advantage. We offer a wide array of custom-designed solutions that cater to diverse markets and their demands as well as customer requirements, based on industries.



Transportation



Warehousing/
Value Added Services (VAS)



Markets

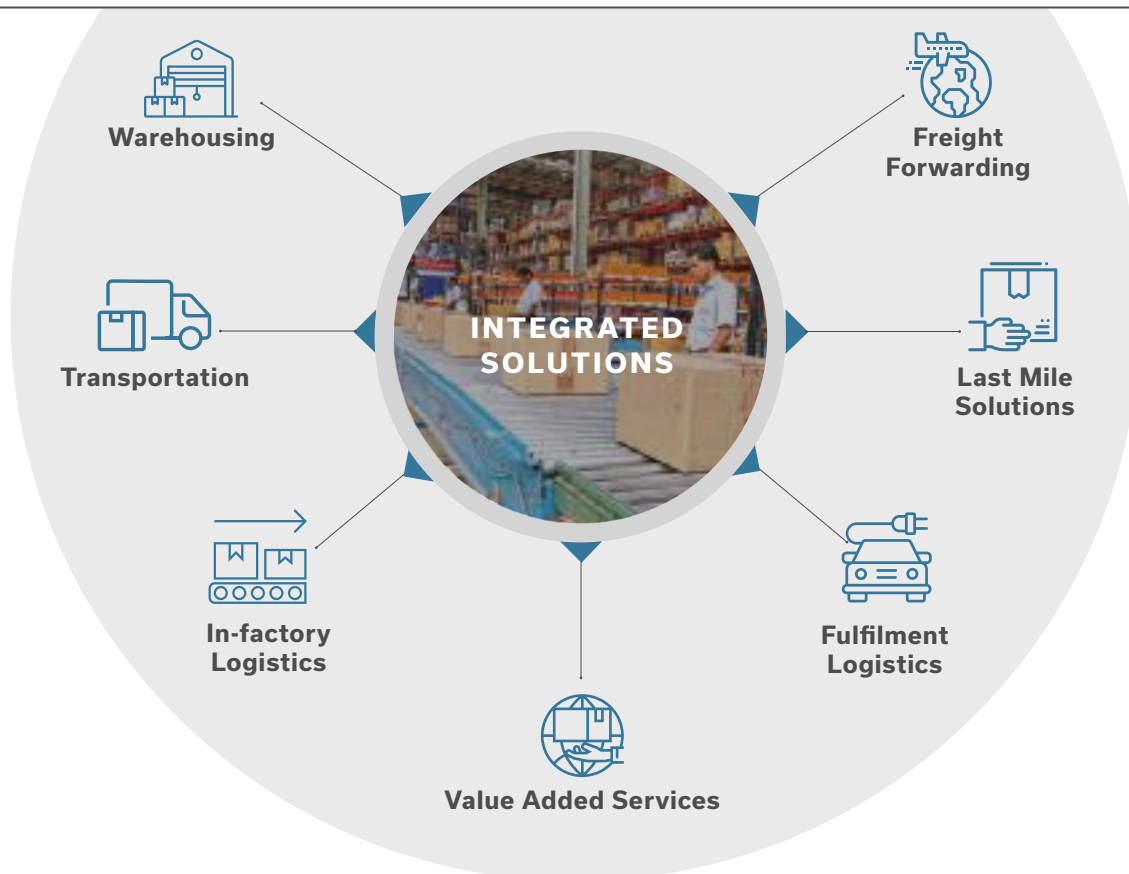
We offer a wide array of custom designed solutions that caters to every market and industry based on the customer requirements.

The alignment of a market with transportation and warehousing, is often a challenging task that requires strong technical expertise and digital technologies.

Customers may have bulk loadings, but limited space, improper optimisation could lead to increased operational costs and unnecessary delays, contributing to reduced customer satisfaction.

We recognise these common events in the supply chain business and believe in addressing concerns proactively with skill and intellect, akin to the approach of solving a Rubik's Cube.

Our service offerings cover the entire gamut of supply chain



We play a crucial role in striking the perfect balance between market, space, and transportation to reduce and optimise our customer expense while also creating value for them. Our integrated offerings address every supply chain need right from sourcing, inbound transportation, storage, and outbound

transportation, to distribution, fulfilment, returns processing and reverse logistics. From shipping the components to the manufacturing plant, storing them, getting them to the assembly line, and finally bringing the product to the market, we take care of it all, as a truly end-to-end logistics solutions expert.

BOARD OF DIRECTORS

Cultivating excellence with
experience and vision



Left to right

Dr. Anish Shah
Chairman &
Non-Executive Director

**Mr. Rampraveen
Swaminathan**
Managing Director
& CEO

**Mr. Amit Kumar
Sinha**
Non-Executive
Director

**Mr. Naveen
Raju**
Non-Executive
Director

**Ms. Malvika
Sinha**
Independent
Director

Non-Executive Directors associated during FY22: Mr. V. S. Parthasarathy, Mr. S Durgashankar, Mr. Parag Shah



Mr. Ajay Mehta
Independent Director

Mr. Darius Pandole
Independent Director

Mr. Ranu Vohra
Independent Director

Ms. Avani Davda
Independent Director

Mr. Dhananjay Mungale
Independent Director

Mr Ameet Hariani
Independent Director

BOARD OF DIRECTORS

Dr. Anish Shah Chairman & Non-Executive Director

Committee Positions



Dr. Anish Shah is the Managing Director and CEO of Mahindra & Mahindra Limited ("M&M"), with responsibility for the Group Corporate Office and full oversight of all businesses other than the Auto and Farm sectors. Prior to this he held positions of Deputy Managing Director & Group CFO and Group President (Strategy), where he led strategy development; built capabilities such as digitisation and data sciences; enabled synergies across Group companies and managed the Risk and performance review organisations.

He has over 26 years of experience and holds directorship positions on the Board of other listed companies of the Mahindra Group.

Dr. Anish Shah was President and CEO of GE Capital India from 2009-14, where he led the transformation of the business, including a turnaround of its SBI Card joint venture.

Dr. Anish Shah holds a Ph.D from Carnegie Mellon's Tepper School of Business where his doctoral thesis was in the field of Corporate Governance. He also received a Master's degree from Carnegie Mellon and has a postgraduate diploma in Management from the Indian Institute of Management, Ahmedabad. He has received various scholarships, including the William Latimer Mellon Scholarship, Industry Scholarship at IIMA, National Talent Search and Sir Dorabji Tata Trust.

Mr. Rampraveen Swaminathan Managing Director & CEO

Committee Positions



Mr. Rampraveen Swaminathan has over two decades of global business leadership experience spanning the Automotive, Energy and Paper sectors. He started his career with the Tata Group and his other stints include positions with Cummins Inc., International Paper Co. and Schneider Electric. He was Chairman & Managing Director of International Paper APPM Ltd, a listed company. His areas of expertise include strategy and planning, business management, international operations and operations transformation.

He is a partner in SVP India, a strategic philanthropic organisation and is on the Advisory Board of WWF-India.

He holds an MBA degree in Finance and Strategy from TA Pai Management Institute, India, and a Bachelors' degree in Commerce from the University of Bangalore. He is an

alumnus of the Harvard Business School- Executive Strategy Program (2007).

Mr. Amit Kumar Sinha Non-Executive Director

Mr. Amit Kumar Sinha is the President, Group Strategy of M&M and works with Mahindra Group's overall portfolio of businesses for growth over the short, medium and long term. He champions the international council and helps coordinate international synergies across Americas, Asia Pacific and Africa. His portfolio also includes the Risk and Economist functions. He is part of the Group Corporate Office Leadership Team.

Prior to joining M&M, Mr. Amit Sinha was a Senior Partner and Director with Bain & Company. Over 18 years at Bain, he managed large-scale, multi-country strategy, organisation, digital and performance improvement projects. He also led numerous commercial due diligences and full potential portfolio strategy projects (post buyout) for leading Private equity funds across U.S., and India. Mr. Amit Sinha started his career with Tata Motors and worked with IGate Patni (now Capgemini) in technology leadership roles in India, Singapore and US.

Mr. Amit Sinha holds dual MBA from The Wharton School, University of Pennsylvania, specialising in Finance and Strategy, where he was a Palmer scholar and received Siebel Scholarship. He holds a Bachelor of Engineering (Electrical and Electronics) from the Birla Institute of Technology, Ranchi. Mr. Amit Sinha is also an Ananta Aspen Fellow as part of their India leadership fellowship programme.

Mr. Naveen Raju Non-Executive Director

Committee Positions



Mr. Naveen Raju is General Counsel and Executive Vice President - Group Legal Affairs at M&M and has more than two decades of experience in working with leading Indian private sector companies and started his career in 1996 as in-house counsel with Associated Cement Companies, before moving to Crompton Greaves.

Mr. Naveen Raju moved to Mahindra in 2014 and since coming on board has been instrumental in implementing a vision to fully integrate the corporate legal function with the group businesses and employ world-class skills, systems and processes.

Mr. Naveen Raju is a member of the global Board of Directors of the Association of Corporate Counsel.

Mr. Naveen Raju has been listed in "The Legal 500 GC Powerlist: India 2018" and the Chamber listing of "GC Influencers" in 2019. In 2019, he was awarded the "General Counsel of the Year - Manufacturing" by India National Bar Association (INBA).

He was a member of the Competition Law Review Committee of the Government of India and is a member of The Regulatory and the Judicial Reforms Committee of the CII and FICCI. He is the Chairman of the Advocacy Committee of the Association of Corporate Counsel and is Co-Chairman of Legal Affairs & IPR Committee of the Bombay Chamber of Commerce and Industry. He graduated from the National Law School, Bangalore.

Ms. Malvika Sinha Independent Director

Committee Positions



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 Department, Internal Debt Management Department, and Deposit Insurance and Credit Guarantee Department and had the executive responsibility for the operations of these departments and overseeing policy formulation in these areas. She was responsible for recruiting, postings, promotions, training, industrial relations, and policies for around 15,000 employees (officers, clerks, and workmen) of the RBI.

She was RBI's Nominee Director on the Board of State Bank of Bikaner and Jaipur before its merger with State Bank of India. She was also on the Governing council of both the Institute of Banking and Finance & Institute of Banking Personnel Selection.

Ms. Malvika Sinha holds a Masters' degree in Public Administration from the Woodrow Wilson School of Public and International Affairs, Princeton University, USA, a Masters' degree in Arts from Elphinstone College, Mumbai University, and is a Certified Associate of the Indian Institute of Banking.

Mr. Ajay Mehta Independent Director

Committee Positions



Mr. Ajay Mehta has 34 years of experience and practice in the fields of taxation, auditing, accounting, and finance. He is a partner in Rajendra Shah and Associates, Chartered Accountants, which provides consultancy services to the Government of Maharashtra

for its information technology company – Maharashtra Information Technology Corporation Limited. His firm is also on the panel of the Maharashtra Cooperative Societies Audit Panel.

Mr. Ajay Mehta is also the proprietor of Ajay Mehta & Company, Chartered Accountants. He has audited several nationalised banks and companies, and also provides services to various non-governmental organisations.

Mr. Ajay Mehta is a fellow member of the Institute of Chartered Accountants of India. He holds a Bachelor's degree in Law from Government Law College, University of Mumbai, and a Bachelor's degree in Commerce from the University of Mumbai.

Mr. Darius Pandole Independent Director

Committee Positions



Mr. Darius Pandole has over 26 years of experience in private equity. He is the Managing Director & CEO of the Private Equity Fund Management business of JM Financial Limited.

Prior to this role, Mr. Darius Pandole was a partner at New Silk Route Advisors, a private equity advisory firm primarily focused on India. He was also an Executive Director with IDFC Asset Management Company Limited, which managed the India Development Fund, an infrastructure focused private equity fund.

Mr. Darius Pandole holds a Bachelor's degree in Economics from Harvard University and a Master's degree in Business Management from the University of Chicago.

Mr. Ranu Vohra Independent Director

Committee Positions



Mr. Ranu Vohra has over 18 years of experience in the Indian financial services industry and has been a part of several transactions in investment banking and private equity. He is the Managing Director and CEO and co-founder of Avendus Capital Private Limited. Prior to co-founding Avendus, he worked with a communications equity associate, Tampa (US) based technology and media investment bank, and also with Hinduja Finance Corporation Limited.

Mr. Ranu Vohra holds a Master's degree in Business Management from the Faculty of Management Studies, University of Delhi, and a Bachelor's degree in Technology (Mechanical Engineering) from the Indian Institute of Technology, Delhi.

Ms. Avani Davda Independent Director

Committee Positions



Ms. Avani Davda has experience of over 20 years in operating and leadership roles across industries. She has successfully demonstrated skills in creating premium brand experience in the consumer, retail and hospitality space.

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 as a recruit into the Group's flagship leadership programme 'TAS' (Tata Administrative Services) in 2002. Thereafter, she worked in Tata companies including TAJ Luxury Hotels and Tata Consumer Products Ltd.

Ms. Avani Davda was the Chief Executive Officer ("CEO") of Tata Starbucks Private Limited, the 50/50 joint venture between Starbucks Coffee Company and Tata Global Beverages Limited (TGBL). Subsequently, Ms. Avani Davda was the Managing Director and CEO at Godrej Nature's Basket from May 2016 to November 2019. In Godrej, 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.

Ms. Avani Davda has featured in Fortune US's annual global list of '40 under 40 leaders' in 2013 and ranked 13 on Fortune and Food & Wine's list of '25 Most Innovative Women in Food and Drink' in 2014 – the only Indian woman on the list. She was nominated as a Young Global Leader in 2014 by the World Economic Forum, Geneva, Switzerland. She was also named in "ET & Spencer Stuart Women Ahead" 2019.

Ms. Avani Davda holds a Master's degree in Management Studies from NMIMS Mumbai (Gold Medalist) and a Bachelor's degree in Commerce with Honours (Advertising & Media) from H.R. College, University of Mumbai.

Mr. Dhananjay Mungale Independent Director

Committee Positions



Mr. Dhananjay Mungale is a member of the Institute of Chartered Accountants of India and has a Bachelor's degree in Commerce and Law from Mumbai University. He has spent a major part of his career in corporate and investment banking in India and Europe. He was Vice President – Private Banking, Bank of America and was a Member – Executive Committee, DSP Merrill Lynch Limited.

Presently, Mr. Dhananjay Mungale is an advisor to various corporations in both, India and Europe. He is a Member of the National Committee of Mahindra United World College.

Mr. Dhananjay Mungale is on the Board of several companies including Mahindra & Mahindra Financial Services Limited, Mahindra CIE Automotive Limited, NOCIL Limited, Tamil Nadu Petroproducts Limited etc.

Mr. Ameet Hariani Independent Director

Mr. Ameet Hariani has over 35 years of experience advising clients on corporate and commercial law, mergers and acquisitions, real estate and real estate finance transactions. He has represented large organisations in international transactions, arbitrations and prominent litigations.

Mr. Ameet Hariani was a partner at Ambubhai and Diwanji, Mumbai and Andersen Legal India, Mumbai. He is the Founder and Managing Partner of Hariani & Co. since the year 1991 and has now transitioned to advisory practice as a senior legal counsel, and acting as arbitrator.

He holds a Bachelor of Law degree from Government Law College, Mumbai and Masters' in Law degree from the University of Mumbai. He is a Solicitor enrolled with the Bombay Incorporated Law Society and the Law Society of England and Wales. He is also a member of the Law Society of Singapore, the Bar Council of Maharashtra and the Bombay Bar Association.

Mr. Hariani is a speaker at many events; he also writes frequently. He has authored a book on "Real Estate Laws".

Mr. Hariani also holds Independent, Non- Executive Director positions in various listed and unlisted companies. Mr. Hariani is a Trustee, inter alia, of Healing Touch, an organisation for assisting children with health issues, run by Dr. Mahesh Balsekar and Dr. Feroze Soonawala, two prominent doctors of Mumbai.

Board Committees

Audit

Risk Management

Chairman Member

Nomination and Remuneration

Corporate Social Responsibility

Stakeholders' Relationship

Investment Committee

LEADERSHIP

Led by experience and prudence





Standing Left to right

Ms. Ruchie Khanna

Company Secretary & Compliance Officer

Mr. Edwin Lobo

Human Resources, Administration and CSR

Mr. Lovinder Singh Saggu

Associate VP – Automotive
Outbound Business

Mr. Vishal Barnabas

VP - Consumer & Manufacturing

Mr. Rampraveen Swaminathan

Managing Director & CEO

Mr. Rajesh Shetty

VP - Operations Excellence

Mr. Ankur Singhai

VP - E-commerce Business

Mr. Prasanna Pahade

VP - M&M Auto &
Engineering Business

Sitting Left to right

Mr. Kannan Chakravarthy

Head- Enterprise Mobility Services

Mr. Sreenivas Pamidimukkala

Chief Information Officer

Mr. Yogesh Patel

Chief Financial Officer

Mr. Sushil Rathi

COO - Transportation & Procurement &
Chief Executive -Lords Freight

Mr. Sreeram Venkateswaran

Senior VP- Sales, Marketing
& Communication

VALUE CREATION MODEL

Delivering superior value to all our stakeholders

Our asset-light business model supports our core strategy of profitable growth based on flexible and scalable solutions while creating a positive impact on the communities and environment.

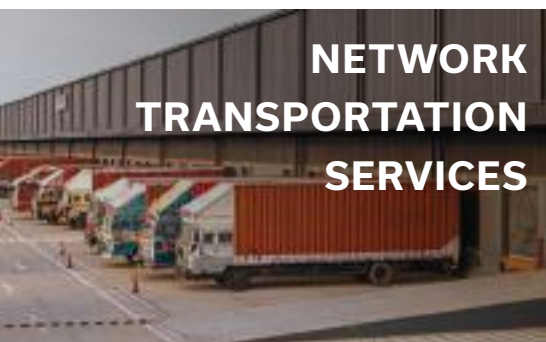
INPUTS

	<p>Financial Capital Prudence in capital deployment and focus on shareholder</p>	<p>₹580 crores Network ₹91 crores Net Capex</p>	<p>₹499 crores Net Fixed Assets (including CWIP and Capital advances) ₹176 crores Net working Capital</p>
	<p>Manufactured Capital Availability and development of an effective network of warehouses and integrated transportation network</p>	<p>17.5 mn sq. ft Total warehouses space 300+ Customers (SCM)</p>	<p>30+ Network Hubs 200+ Operating locations (EMS)</p>
	<p>Human Capital Attracting and retaining talented and skilled individuals who drive our operations</p>	<p>22,800+ Workforce 23+ Training hours per core employee</p>	<p>118,000+ Safety training hours</p>
	<p>Social and Relationship Capital Building strong relationships with customers, community and business associates</p>	<p>29,700+ CSR volunteering hours ₹1.77 crores CSR spend</p>	<p>1,700+ Volunteers</p>
	<p>Intellectual Capital Developing, responding, and integrating new technological trends in the business</p>	<ul style="list-style-type: none"> Automation of warehouse operations Telematics TMS dashboards for greater visibility Dashboard analytics Load optimisation and route planning Tracking and vehicle health monitoring 	
	<p>Natural Capital Maintaining a focus on reducing our environmental footprint</p>	<p>47,500+ Trees planted 28% Energy productivity</p>	<p>Distance covered by alternate fuel vehicles SCM EDeL EVs 7+ million km Enterprise Mobility EV- 0.36+ mn km CNG - 28.4+ mn km</p>

OUR BUSINESS SEGMENTS



CORE 3PL INTEGRATED SOLUTIONS



NETWORK TRANSPORTATION SERVICES



MOBILITY SERVICES

OUTPUT AND OUTCOME

₹4,083 crores

Revenue from operations

₹20%

Dividend recommended

₹210 crores

EBITDA

₹35 crores

Profit After Tax

1.7+ million

Packages handled in
PTL and express

97%

Avg. utilisation of
space

Zero

Lost time injury
(per million person
hours) (Directly
employed)

Zero

Fatalities
(at workplace)

1,90,000+

Lives impacted

3.8

Enhanced customer
satisfaction score

- End-to-end transparency and visibility
- Seamless and agile handling of complex supply chains
- Supply chain optimisation and analytics
- Integration with customers' systems
- Keeping track 24x7

- Committed to SBTi and carbon neutrality
- Reducing carbon footprint through route and fleet optimisation
- Specific emission reduction by 25% (Scope 1 + Scope 2) and 8% (Scope 3)

SDGS IMPACTED



STRATEGY AND EXTERNAL ENVIRONMENT

Crafting a solid roadmap for sustained success

We are expanding our capabilities to improve our competitiveness in the changing external environment and meet evolving customer priorities. A strong and well-founded strategic vision makes it possible to drive consistent value creation for our stakeholders and will continue to propel our growth and profitability in the future.

THE BOARD'S ROLE IN STRATEGY FORMULATION

Our Board of Directors provide strategic direction to establish our business strategy and business plans to ensure appropriate structure, capability, delegation among the senior management while exercising control and responsibility over shareholders and other interested party duties.

The strategies are detailed through initiatives and projects, which are aligned with and measured through the annual balance score card (BSC), key rating areas (KRA) and the CEO policy of our Company, every year.

As a part of the annual business and financial planning, the Board deliberates on anticipated events, suggests new capabilities to suitably meet the changing environment, provides strategic direction and approves Annual Budgets for implementation.

Key pillars of long-term strategy

1 Expand portfolio of offerings that support our ability to design and deliver solutions	2 Position the Company as a provider of differentiated and integrated solutions focused on end-market value chains
3 Build operational excellence by focusing on standardisation, improving quality and safety, developing our transportation capabilities, and expanding our network of warehouses	4 Focus on digitisation and innovation by leveraging technology to create integrated business systems
5 Develop B2B2C solutions, and diversify in sectors like manufacturing and e-commerce	6 Expand offerings: On-call, airport, outstation and micro-mobility segments
7 Develop an integrated technology platform that supports asset optimisation and multi-service line offerings to customers	8 Develop new vehicle supply models, and enhance safety service standards

Strategic roadmap

STRATEGIC PRIORITIES



Driving a growth mindset



Growing our people



Enhancing cost efficiency



Digitisation and process simplification



Build synergies



Expand the ESG mandate

KEY LEVERS

- Innovation in solutions and delivery thereby building strong right to win and differentiation
- Improving overall revenue, profitability, and free cash flow
- Expand skills, career rotation and growth pathways
- Enhance diversity & inclusion
- Improve gross margin through productivity improvement
- Drive capital cost efficiency
- Executing projects on time, implementing operating and safety standards
- Leverage technology for standardisation and improvement
- Simplify processes through optimisation
- Simplify and enhance business partner journey
- Integration of new acquisitions
- Develop common approaches, common language across our businesses and operations
- Drive sustainability across the organisation
- Strengthen governance standards and controls

STRATEGY AND EXTERNAL ENVIRONMENT

Responsive to megatrends

The logistics industry is rapidly transforming with an emphasis on process improvement and technology. Players are revolutionising the way the industry works by enhancing cargo visibility, reducing errors through digitising of documentation processes and bringing transparency in pricing and commercial contracts.

Current trends in Supply Chain

Evolving domestic and global market dynamics, rise of digital consumers, emerging technologies and stronger sustainability focus are contributing to the transformation of the logistics industry.

The pandemic impacted the sector in positive and negative ways. While it increased financial pressure on industry players, especially transporters, it also accelerated some key transformations within the sector as highlighted under.

- **Changing channel landscape driven by changing customer behaviour**
- **Growing demand from Tier 2 and Tier 3 cities**
- **Increasing adoption of multi-modal logistics**
- **Global trade rebalancing and emerging supply chain issues present opportunities**
- **Integrated services and offerings**
- **Technology integration to drive efficiencies**
- **Sustainability becoming a business imperative**





Adopting multi-modal logistics solutions: Rail Transportation

We are committed to minimising our logistics carbon footprint. Therefore, we prioritise rail transit over typical road transportation for vehicle movement. Through this unique strategy, we have transported hundreds of tractors, automobiles, mini trucks, and commercial vehicles across India. In addition, this strategy has resulted in enhanced ROI, and quicker and safer delivery of vehicles while minimising our environmental impact.

550+
Trains loaded

70,000+
Vehicles moved

Current trends in Enterprise Mobility

- Increased adoption of Electric Vehicles (EVs) for corporate mobility needs
- Service innovation to enhance user experience
- Dis-intermediation across value chain
- Hybrid work model



APPROACH TO SUSTAINABILITY

Accelerating towards triple bottom line

We are aligned to the Mahindra Group's sustainability agenda and have initiated various process changes under the Group's overarching principle of 'RISE for Good'. This approach has been especially helpful in assessing emerging business challenges through the lens of sustainability. It involves the factoring of environmental and social risks and opportunities while deciding on our growth strategies.

SUSTAINABILITY FRAMEWORK

We have developed our Sustainability Framework based on our Sustainability Policy and Group's direction. This framework focuses on across-the-board sustainable performance on the parameters of people, planet, and profits.





SUSTAINABILITY GOVERNANCE

The Board regards focused sustainable development to be a core business practice. It has adopted various business responsibility policies, aligned with the 9 principles of the 'National Guidelines on Responsible Business Conduct' including the following:

- Corporate Social Responsibility Policy
- Diversity & Inclusion Policy
- Environment Health & Safety Policy
- Equal Opportunity Policy
- Policy on Communication
- Policy on dealing with customers
- Vendor Code of Conduct
- Code of Conduct for employees and senior management

CSR COUNCIL

Our CSR Council is chaired by our Managing Director & CEO and

comprises senior management executives and CSR executives. The CSR Council implements the annual action plan as laid down by the CSR Committee. To ensure focus and maximum impact, the CSR Council endeavours to work on select projects/causes. The CSR Council convenes periodic meetings to review the progress of the CSR projects.

CSR COMMITTEE

The CSR Committee is an intrinsic enabler of our mission. It is formed at the Board level and ensures that all CSR projects undertaken by us are based on need assessments and all processes are followed as per approved terms for execution. The Committee is supported by a 12-member Executive Council, which comprises one representative from each of the four zones in the country and eight members from the senior and middle management of the Head Office.

IMPLEMENTATION AGENCY/ PARTNERS

We implement our CSR activities through corporate foundations or trusts, including the Mahindra Foundation, the KC Mahindra Education Trust, Tech Mahindra Foundation, Naandi Foundation, and other eligible entities established by us or by the Mahindra Group independently or in collaboration with other entities.

REPORTING

We believe in transparent reporting on sustainability and CSR to serve as the cornerstone of corporate citizenship. As a practice, we publish sustainability performance in our BRR and Integrated report of the Company as per the requirements of the Act and the Rules. We have embarked on the journey of ESG reporting with our first Integrated report for FY22. The Company has a clear plan to transition from BRR to BRSR in FY23 as per the SEBI mandate.

CSR FOCUS AREAS

BUILDING COMMUNITIES

through various projects in the areas of health & safety, children's education, rural development, etc. with a focus on the underprivileged sections of society.

DISASTER MANAGEMENT

by providing consistent and timely support by way of relief and rehabilitation for communities affected by natural calamities, pandemics, etc.

SKILL DEVELOPMENT

by enhancing vocational skills, especially among girls, youth, women, the elderly and differently abled persons, either through government schemes, or directly.

ENVIRONMENTAL SUSTAINABILITY




to benefit communities through programmes for increased usage of renewable energy, waste management, renewal of natural water bodies, enhancement of green cover and biodiversity etc.

STAKEHOLDER ENGAGEMENT





Succeeding in building a transparent enterprise

Our customers, suppliers, business partners, employees and communities are part of our value chain. We collaborate closely with these segments to account for their concerns in our decision-making to understand and address their concerns. This allows us to balance their interests and develop innovative solutions for holistic and sustainable value creation.

We conducted a detailed exercise to reach out to our relevant stakeholders and understand and address their concerns effectively. Our key stakeholders, their expectations and our modes of engagement are provided in the following table.

Stakeholders	Modes of engagement	Outcomes
SHAREHOLDERS AND INVESTORS 	<ul style="list-style-type: none"> • Quarterly calls, financial reports, and presentations • Annual General Meeting (AGM) • Annual Reports • Business Responsibility Report (BRR) • Regular interactions with investors • Timely disclosures and filings 	<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
EMPLOYEES 	<ul style="list-style-type: none"> • Internal communications • Career, skill development and wellness programmes • Employee committees and union meeting • 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 wellbeing • Diversity and inclusion
BUSINESS ASSOCIATES (BAs) 	<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 	<ul style="list-style-type: none"> • Inculcate good practices and develop them, focus on new business opportunities, rewards, recognitions, among others • Business performance • Operational and resource efficiencies



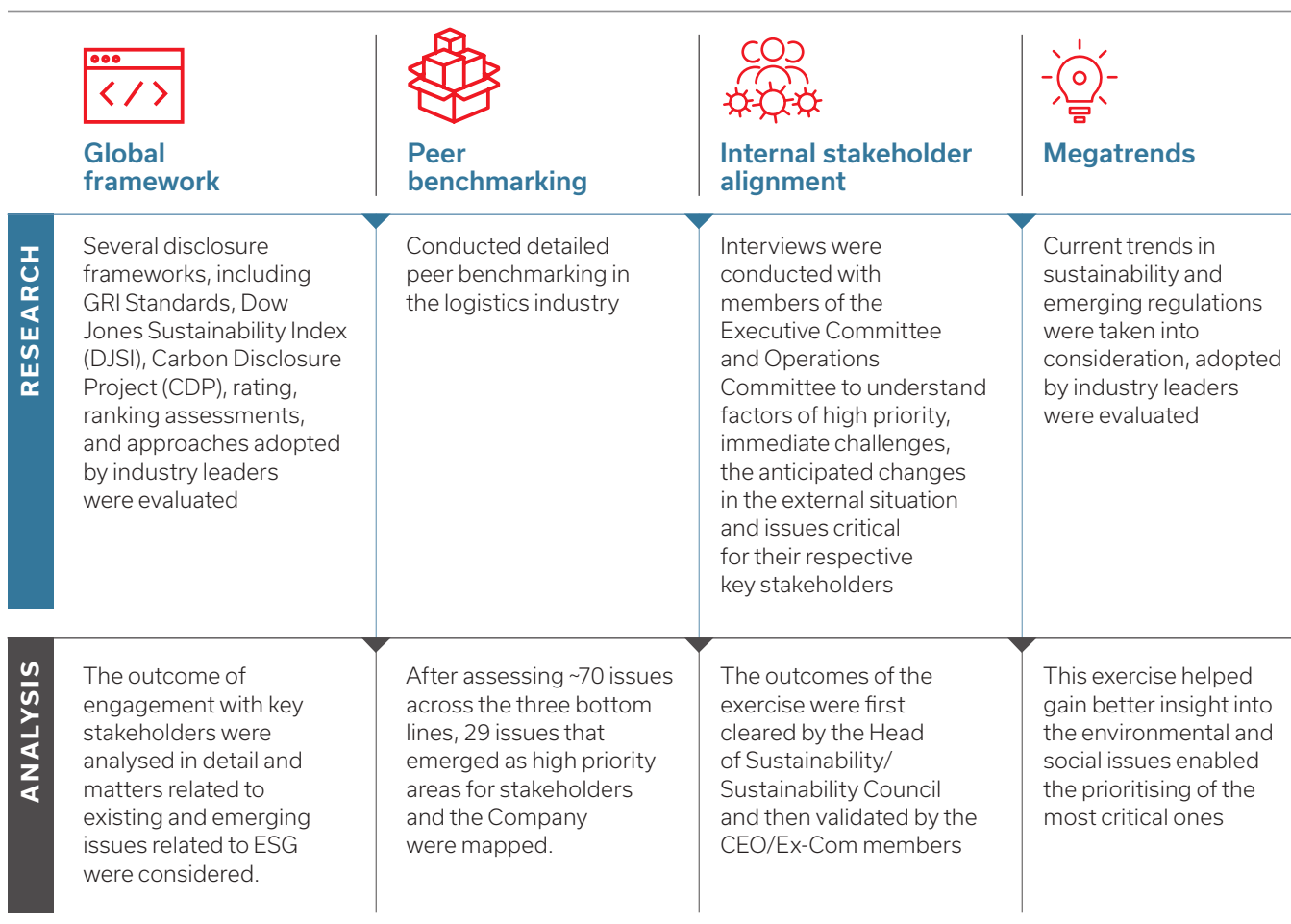
Stakeholders	Modes of engagement	Outcomes
<p>CUSTOMERS</p> 	<ul style="list-style-type: none"> • Key account management • Customer satisfaction surveys • Quarterly newsletter • Periodic reviews • Customer communication initiatives/activities • Branding initiatives • Webinar and digital events • Customer and prospects events • Go-Live events • Social marketing 	<ul style="list-style-type: none"> • Exceptional customer service • Differentiation and product relevance • Safety and privacy • Ethical business practices • Environmental impact
<p>LOCAL COMMUNITIES</p> 	<ul style="list-style-type: none"> • CSR partnerships • Skill development programmes • Community development programmes • Disaster relief and rehabilitation programmes 	<ul style="list-style-type: none"> • Environmental protection • Building communities
<p>GOVERNMENT AND OTHER BODIES</p> 	<ul style="list-style-type: none"> • Member of important industry associations • Active participation in policy formulation 	<ul style="list-style-type: none"> • Practise fair and ethical business trade in all spheres – economic, environmental, and social
<p>MEDIA</p> 	<ul style="list-style-type: none"> • Regular press meets • Media briefing and interaction 	<ul style="list-style-type: none"> • Sharing critical information • Transparency and openness

MATERIALITY ASSESSMENT

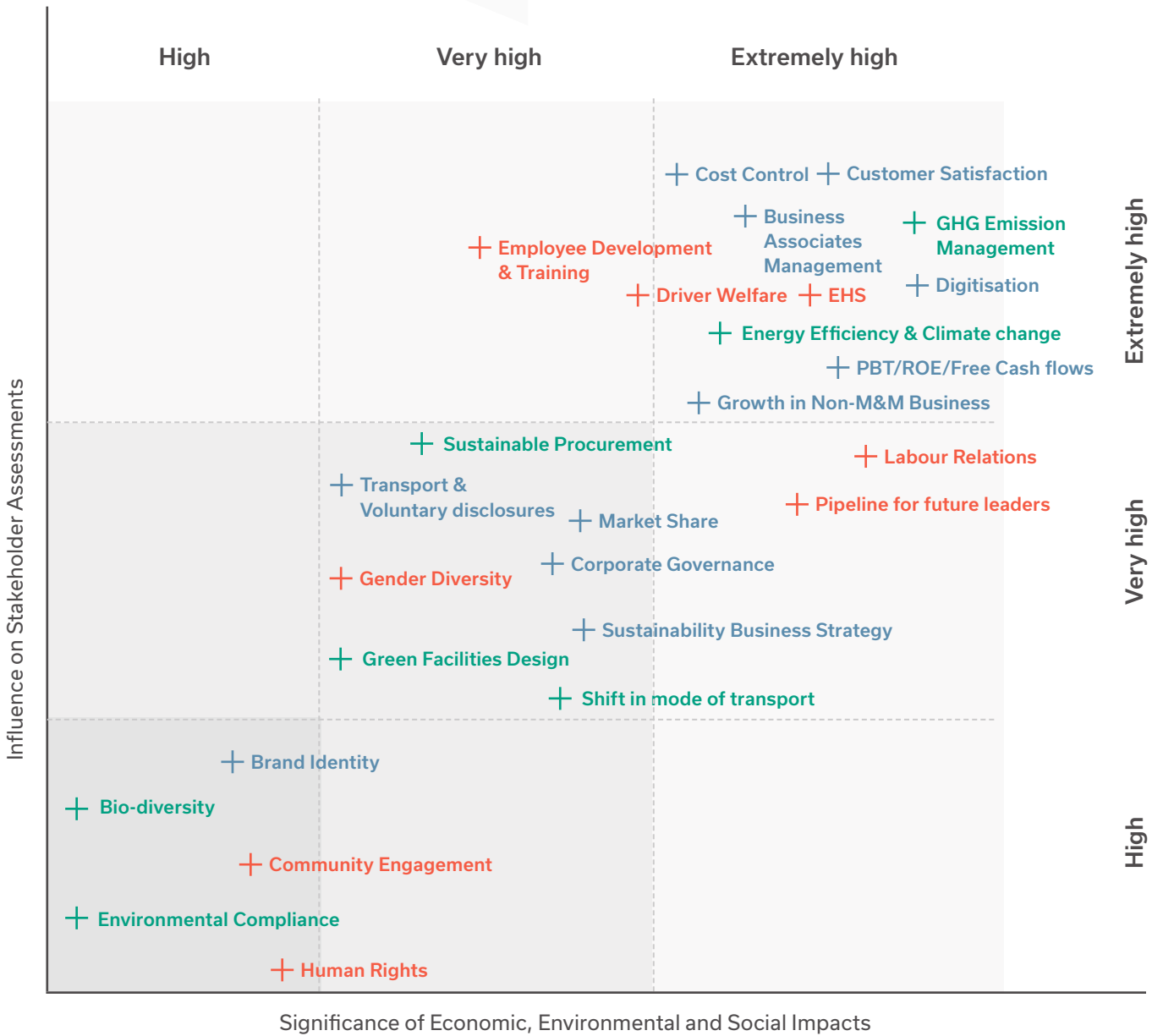
A focused prioritisation of material issues

As part of the Mahindra Group Sustainability Agenda, we, periodically identify and assess our material issues, which have direct bearings on the organisation's business roadmap, strategic objectives and ability to create value.

Materiality assessment process



MATERIALITY MATRIX



+ Economic + Environmental + Social

CAPITAL-WISE APPROACH

Understanding our value creation approach by capitals

Our business model has several capital inputs which we deploy to achieve transformative and productive outcomes for our stakeholders.



We optimise our pool of funds, including debt and equity finance to create value for our stakeholders including shareholders, employees, government and investors, while maintaining our strong financial performance

Page no. 46



We develop and manage state-of-the-art multi-client warehouses and transportation network, which enables us to deliver integrated solutions to our customers while ensuring customer satisfaction

Page no. 48



We attract and retain talented and skilled individuals who share our passion for success. We are raising a culture of safety, innovation and diversity to meet our employee expectations and enable them to grow personally and professionally, while meeting business goals

Page no. 52

We have integrated our Sustainability approach with our value creation process to enhance greater responsibility and transparency for our stakeholders while maintaining profitability. In this Report we have aligned our value creation approach with the natural capital, human capital, manufactured capital, intellectual capital, financial capital, and social and relationship capital of the Integrated Reporting Framework.

Social and Relationship Capital



We build long-lasting relationships with stakeholders, including shareholders, business associates, employees, governments, communities to share growth and progress with them while strengthening our social licence to operate

Page no. 62

Intellectual Capital



We serve our customers through new innovations and pioneering technology. We develop and implement core technologies to build platforms through which customers can access an entire ecosystem for transportation and integrated logistics

Page no. 72

Natural Capital



We focus on conserving the natural wealth of the regions where we operate and better our environment footprint, while focusing on critical issues related to climate change and resource conservation

Page no. 74

FINANCIAL CAPITAL

Getting ambitions off the ground

Maximising stakeholder value remains one of our key priorities. Therefore, we focus on widening our client base to establish our impact within diverse industries and provide incremental value to our stakeholders.

We optimally deploy our financial resources to maintain a strong balance sheet and drive consistent growth.

Key highlights

Acquired complementary businesses to strengthen the customer value proposition

41% growth in warehousing and solutions business

Continued growth in supply chain business driven by non-auto end markets, including durables, FMCG and e-commerce

Achieved highest ever consolidated revenue

Sustained double-digit growth trajectory in freight forwarding business

Continued focus and traction on improving operational efficiencies and cost management

CREDIT RATING

Long-term fund based

[ICRA] AA (stable); reaffirmed

Short-term, non-fund based

[ICRA] A1+ (stable); reaffirmed

Long-term/Short-term fund based/non-fund-based facilities

[ICRA] AA (stable) / [ICRA] A1+; reaffirmed

STRONG CREDIT PROFILE

In FY22, our robust credit rating was reaffirmed on the back of our strong financial profile, owing to our low leverage and strong debt coverage, client diversification in supply chain management.

FINANCIAL PERFORMANCE

The intrinsic resilience of our business model has enabled us to create consistent value despite a challenging operating landscape. Our growth trajectory is supported by capacity expansion endeavours and elevated by a significant increase in multi-user warehousing space and high-speed transportation networks.

Financial Metrics

(On consolidated basis)

REVENUE

(₹ in crores)

FY18	3,416
FY19	3,851
FY20	3,471
FY21	3,264
FY22	4,083

EBITDA

(₹ in crores)

FY18	126
FY19	159
FY20	172
FY21	152
FY22	210

EBITDA MARGIN

(%)

FY18	3.7
FY19	4.1
FY20	5.0
FY21	4.6
FY22	5.1

EARNINGS PER SHARE (Basic)

(₹)

FY18	9
FY19	12
FY20	8
FY21	4
FY22	5

PROFIT AFTER TAX

(₹ in crores)

FY18	65
FY19	86
FY20	55
FY21	29
FY22	35

RETURN ON EQUITY (ROE)

(%)

FY18	17
FY19	19
FY20	10
FY21	5
FY22	6

RETURN ON CAPITAL EMPLOYED (ROCE) (%)

FY18	25
FY19	28
FY20	18
FY21	11
FY22	12

TOTAL EQUITY AND RESERVES

(₹ in crores)

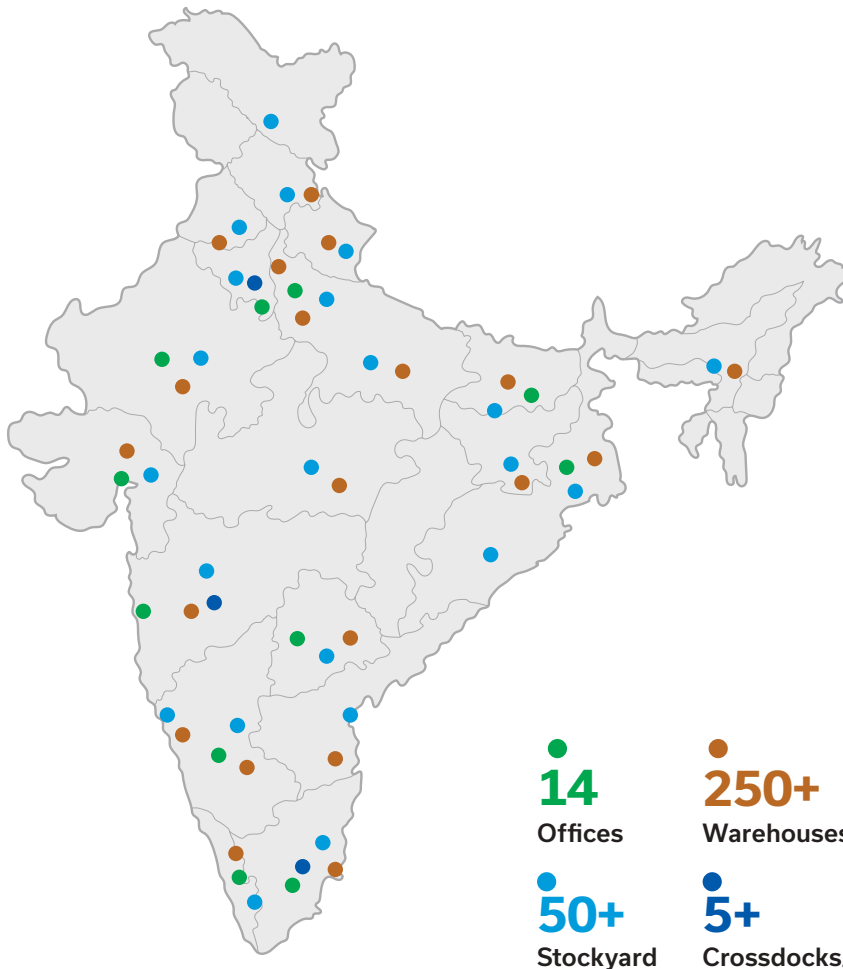
FY18	427
FY19	504
FY20	550
FY21	571
FY22	591

MANUFACTURED CAPITAL

Building strength for long-term success

Logistics has emerged among the fastest growing sectors in India, especially propelled by the pandemic. The sector will play a critical role in bringing products and services to the doorsteps of 1.3 billion people in India. We are focusing on accelerating this growth by way of developing a robust and effective network of warehouses and integrated transportation network to provide integrated logistics solutions to our customers.

LARGE SPREAD OF WORLD-CLASS WAREHOUSING



MULTI-CLIENT WAREHOUSING NETWORK SPREAD ACROSS THE COUNTRY

Our comprehensive warehousing solutions offer a pan-India network of multi-client warehousing space. Expanding our footprint rapidly across India, this network manages tech-enabled storage, fulfilment and distribution services for e-commerce, consumer, automobile, and engineering industries. These customisable and flexible spaces are strategically located near key major consumption clusters as well as manufacturing centres.

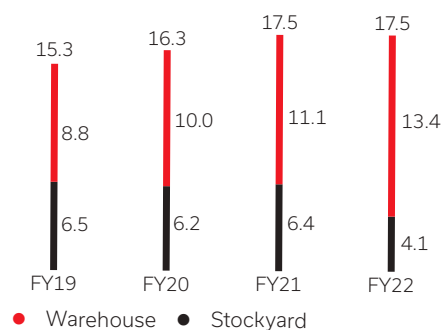
3.4+ mn sq. ft
of BTS space pan-India and expanding rapidly

Full-compliant
Grade A
warehouses

Strategically
located near key industrial markets
Like Bhiwandi, Chakan, Hyderabad, Chennai, and Luhari, amongst others



SPACE UNDER MANAGEMENT (mn sq. ft.)



Notes: (1) Total space under management includes stockyards, in-plant stores and warehouses owned or leased by customers directly as on 31st March, 2022



Environmentally sustainable

- Greenbelt landscaping
- Rainwater harvesting
- Renewable energy



Flexible architecture

- Large format
- Built-to-suit
- Multi-user



Best-in-class automation

- Self-guided vehicles
- Conveyor belts and trolleys
- IoT/RF based asset tracking
- IoT/AI based energy monitoring
- GenSet monitoring

Launched state-of-the-art, large-format warehouse in Luhari



Continuing our efforts in growing our warehousing business, the Company in partnership with LOGOS, entered into a long-term lease agreement for 1.4 million sq. ft. of warehouse facilities at the LOGOS Luhari Logistics Estate in Delhi-NCR, representing India's largest warehousing facility in a single park. The facilities are designed in line with the Company's sustainability standards.

Grade A warehouse - Developing 3 warehouses totalling 1.4 mmsf at Luhari Logistics Estate.

Multi Client Facilities - Our pan-India network manages fulfilment and distribution of client services within the E-commerce, Consumer and Engineering Industries.

Leading Sustainability Standards - 20 acres of Miyawaki Forest Plantation, solar power generation and distribution for warehouse and common infrastructure energy provision. Liquid Discharge Management, Renewable Energy, and Waste Management.

State-of-the-art Monitoring Measures - Warehousing air calculation, Temperature, Energy and Water usage in conjunction with heat mapping on the movement of trucks and people throughout the property for operational control which will influence the future design requirements of logistics estates.

MANUFACTURED CAPITAL

Succeeding towards competitive edge

We operate in a highly competitive industry and shareholder returns, customer value are driven by strong focus on Operational Excellence. Operations Excellence is one of our Key Strategic Platforms. The function embodies Design to Delivery process to not only deliver first time right integrated solutions to our customers but also ensure consistent improvement in customer experience through various Common Operating platforms.

KEY INITIATIVES

Integrated Management System

We successfully completed the Second Integrated Management System (IMS) surveillance audit, which is a combination of three international standards, ISO9001:2015 (Quality Management System), ISO14001:2015 (Environmental Management System) and ISO 45001:2018 (Occupational Health and Safety Management System). We demonstrated successful sustenance of IMS during the online audit conducted at 8 locations and the Head Office in January 2022.

The Mahindra Way

We follow 'The Mahindra Way' ('TMW'), the Mahindra Group's Business Excellence Model to drive excellence. It 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.

Every year we undergo an annual assessment by experienced assessors and basis the feedback received, improvements are carried out by following a PDCA (Plan-Do-Check-Act) approach. This provides us with regular feedback on our progress and serves as a common yardstick to measure TMW maturity (on process and results)

for your Company and across different companies in the Group. In FY22, we sustained a stage 4 rating in the TMW Cycle 13 Assessment conducted in the month of November 2021.

Centre of Excellence

We created Centre of Excellence ('COE') to develop expertise and standards in area used by multiple solution in the organisation. The Centre is responsible to develop competence through hiring, trainings and partnerships that can be leveraged across the organisation. Our COE focuses on building our capabilities as a business through-

- Standardisation across organisation
- Guidance and governance
- Measuring performance
- Sustenance
- Leveraging assets
- Addressing evolving customer expectations
- Being there for our people, facilitating their growth

CELEBRATING QUALITY



We encourage and enable all our employees to embrace customer centricity and quality culture in their routine work. We celebrated Quality Month in Q3 FY22 with a theme on "Reimagining Mobility Solutions, Systems and Processes for sustainable future".

As part of the celebration, various competitions like Quality Quiz, 5S, Best Site for Sustainability, etc. were organised. Industry experts were invited to address employees on current trends of TQM, customer satisfaction, etc. Over 2,500+ employees participated from locations across India.

DOMAINS OF COE

Manufacturing
Warehouse Management System
Infrastructure
Inventory
Process
Electrical
Management of Build to Suit Warehouse

Idea network 4.0

We developed the Idea Network programme to institutionalise a culture of cost optimisation in the organisation through a structured Six Sigma approach, GM% performance improvement, and implementation of our cost leadership strategy.

Under Idea Network 4.0(FY22), a total of 237 projects were implemented with a projected savings of ₹ 34.8 crores against the target of ₹ 28.18 crores.

In addition, 187 Kaizens, 32 MYB and 17 MGB projects were implemented in FY'22.

PULSE

PULSE (Productivity Linked Standardized Environment) programme is a Common Operating system to drive improvement in Productivity, Safety, Gross Margin, Compliances, Process adherence.

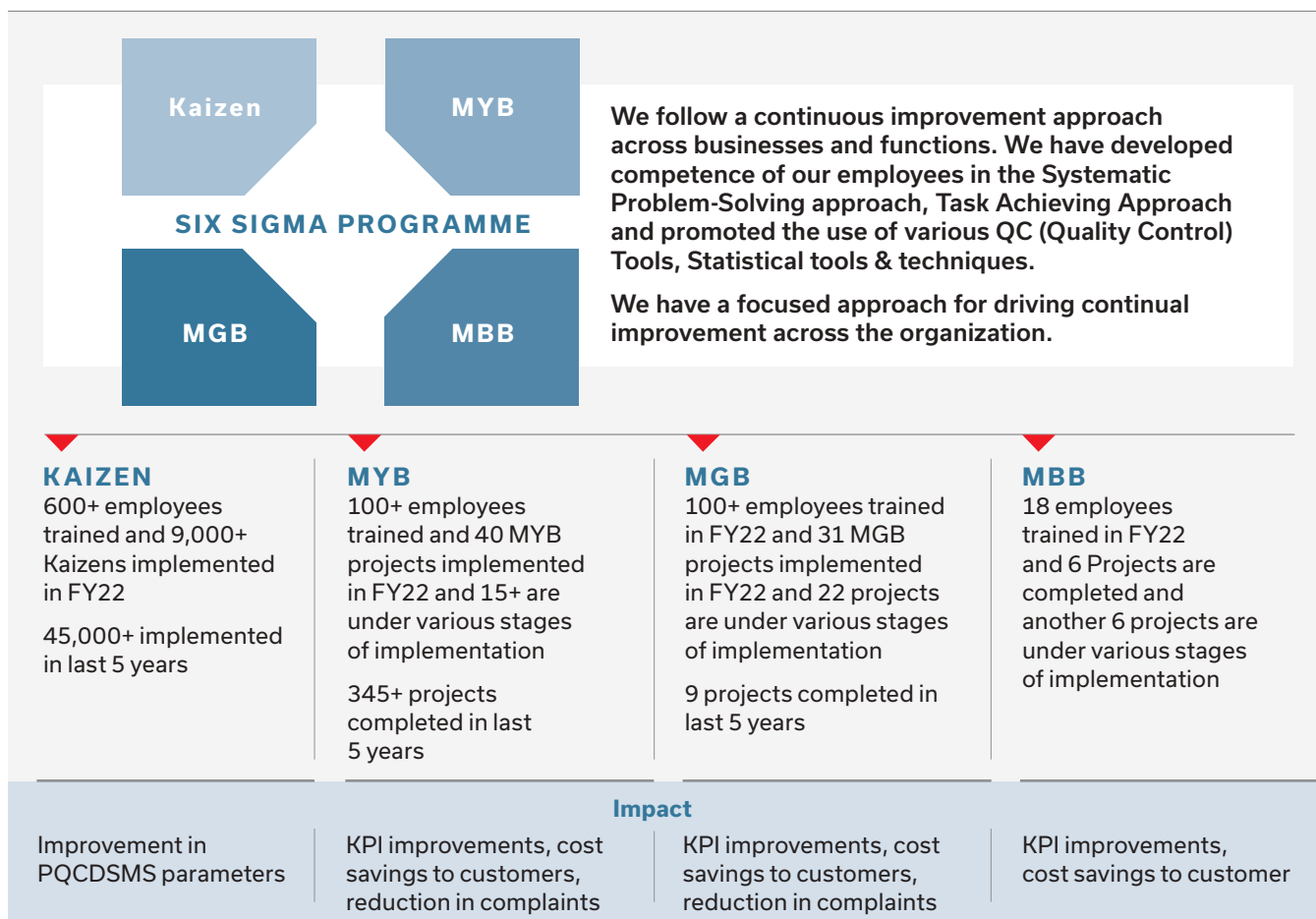
Our constant effort is to measure and enhance the productivity of the activities performed in operations and create productivity benchmarks across the service lines for all the businesses for driving continuous improvements.

We completed PULSE diagnosis for 12 key accounts and identified 151 Cost-saving opportunities contributing to a cost-savings of ₹104 lakhs in FY22.

Capability building and skill development

We focus heavily on the capacity building programmes across the Company as per the job role requirement, needs of the employees and feedback from the customers. Over 1,100 + employees were trained on Daily Work Management and Standardization (DWMS), 5S, Task Achieving Quality Control story, Mahindra Yellow Belt (MYB), Mahindra Green Belt (MGB), Mahindra Black Belt (MBB), Plan-Do-Check-Act approach for warehouse, in-plant line feeding, transportation, etc.

SIX SIGMA programme



HUMAN CAPITAL

Fostering an empowered and performance-oriented culture

We are a people-driven company with over 22,800+ workforce who come to work every day to ensure that our deliveries and services meet the highest standards in efficiency and speed. Our focus as an employer remains on building a work culture that nurtures, rewards and retains talent, to bring out the best in our people and enable them to RISE for good.



EMPOWERING OUR PEOPLE THROUGH



A highly engaging culture



Diversity and inclusion



Health and safety



Human rights

Key highlights FY22

22,800+

Workforce

1,60,000+ hours

Man hours of training imparted

44 %

Permanent employees associated with us for 5+ years

Zero

Fatalities at workplace

23.5 hours (onrolls)

of training per employee

8%

Female employee

12.5%

New Female Joiners

A highly engaging culture

Our goal is to ensure that our employer-employee relationship is always characterised as fair, just, trusting and empathetic. This has been enmeshed into the employee lifecycle and is strengthened by continual reinforcement via communication platforms and the celebration of successes. We are certified 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.



Acclaimed by the prestigious Great Place to Work certification

We focus on employee engagement, performance management, talent management, and leadership development to create a highly engaging culture.

TALENT MANAGEMENT

We have a robust talent management framework to meet business imperatives through accurate identification of talent, deployment to necessary roles, effective performance evaluation and focused leadership development that is aligned with the vision of the organisation. Talent assessment and the identification of functional competencies ensure that talent is calibrated and developed for future roles through functional and leadership capability building. The HR function identifies, maps, and evaluates functional competencies, which were vetted by an external agency so that there is a global outlook on the process.

As part of our digitisation initiatives, we have successfully launched Nectar, the HRMS platform across all HR processes for white collared employees. This platform has empowered employees with data availability at their fingertips, efficient workflows, and higher turnaround time in processing employee lifecycle transactions. We have also conducted a trial implementation of an HRMS platform at select locations with face recognition and attendance capturing for blue collar staff to enhance level of automation and process efficiency.

PERFORMANCE MANAGEMENT

We revamped the performance management process as well as career growth and compensation practices through a detailed review. The revised policy was implemented after considerable dialogue with the leadership team. The calibration process was decentralised with higher levels of ownership with calibrators assigned by the leadership team to evaluate performance.

We have digitised our contract management processes with pilots being successfully conducted across select locations from a time and attendance perspective and the roll out is now taking place at the organisation level. We also restructured our grades and designations system by aligning with the Mahindra Group as well as the industry standards. This has provided employees with revised designations that have enhanced their morale. We have also launched an e-learning module on performance feedback to effectively conduct appraisal discussions.



Employee engagement

Employee engagement intervention is customised to employee type, duration of the assignment as well as various terms and conditions that are confirmed in the contract with the customer. In case of our vendor workforce, engagement is dependent on the nature of services required at a particular stage of the contract with the customer. The frequency and type of engagement are also dependent on the roles and responsibilities of employees.

Key initiatives

▶ AXLERATE 2.0

Promotes functional capability building in supply chain management as well as other generic functional topics like quality tools and advanced excel, among others

900+

Employees trained virtually

▶ LEARNING MANAGEMENT SYSTEM

Was launched to provide over 7,000+ courses on leadership, behavioural and technical topics, providing an opportunity for learners to accelerate their learning curve

1,400+

Employees have used unified LMS

▶ PRAPANTRAN

We focused on developing Six Sigma capabilities across various levels in the organisation

40+

Employees completed green belt projects

30+

Employees completed yellow belt projects

6

Employees Completed black belt projects



▶ APPRAISAL GRIEVANCE REDRESSAL MECHANISM

was launched to address employee grievances in a time-bound and effective manner that provided them with a forum to have their concerns addressed

▶ iCOACH

is a platform focused on developing internal coaches and creating a robust coaching culture within the organisation. Through this platform, our certified coaches help employees in their professional development, while improving their leadership skills.

30+

Employees coached virtually

▶ SWAYAM

is a platform for health and wellness and was leveraged to conduct sessions on emotional wellness, nutrition, financial wellness and general health awareness

1,500+

Employees were covered through virtual sessions

140+

Employees availed one-to-one counselling sessions

▶ REMOTE WORKING POLICY

We launched this policy to assist employees to balance work and other personal life responsibilities and also assist employees to complete tasks that require a high level of concentration while minimising external interruptions

▶ GROUP MEDICAL INSURANCE

We increased the Group Medical Insurance sum insured entitlements from ₹1 lakh per annum to ₹3 lakhs per annum.

▶ VIRTUAL DISHA

We launched this programme for first-time supervisors on the shop floor to strengthen their ability to manage teams. This ensures result orientation with execution excellence aligned to the Mahindra Leadership Rise competencies.

1,500+

Employees were covered via this initiative

▶ QUARTERLY DIGITAL TOWNHALLS

Our Corporate Leadership Team (CLT) conducts quarterly digital townhalls to share valuable information with employees pertaining to performance of the past quarter, and new initiatives /launches /policy changes.

▶ HIVE

This intranet portal connects and engages our employees and provides a single window of communication about organisational events.

▶ SANJEEVANI FRAMEWORK

Through this framework, we organise work committee meetings on a monthly basis to encourage higher level of engagement and resolution of employee related challenges.

▶ YOU SAID - WE DID'

We launched this campaign to reassure employees that their opinions matter and they are an integral part of the change journey.

HUMAN CAPITAL

Diversity and inclusion

We are focused on promoting gender, generation and social diversity. We developed action plans to provide equal opportunities and facilitate career growth for all, as we believe that talent is gender neutral. We are also signatories of UN Women's Empowerment Principles, as our commitment to promote gender equality and women's empowerment.

15%

Diversity hiring ratio for FY22

60+

Specially abled employees

90%

Employees completed e-learning programmes on the POSH and Diversity & Inclusion.

NEW JOINERS



160+

Female new joiners



10+

Second career interns



10+

Armed Forces veterans



Key initiatives

Celebrated **'Inclusion Month'** to promote diversity and inclusion

Introduced the **Aadhyaa programme** to promote diversity and women empowerment

Introduced a **'she'** survey to identify opportunities based on feedback from women employees

Celebrated **'PrideMonth2021'** in the LGBTQ+ community

Hired 5 candidates from the **LGBTQ community** and 1 candidate from the **PWD community**

Offered career opportunities to **women officers** from the armed forces and strengthened our second career programme called **Udaan** for women

Launched the **'Veteran Employment, Engagement and Retention Program'** (V.E.E.R) for veterans of the Armed Forces

Launched an **LGBTQIA inclusion policy** to offer employment opportunities to members of the LGBTQIA+ community

Offered **opportunities and hired the differently-abled (persons with disabilities - PwDs)** and deployed them at key operations after conducting sensitisation

Encouraged **local employment** in our warehousing facilities as well as for drivers employed in our **Transportation and Enterprise Mobility businesses**

Launched **Birth and Beyond Policy** to help women maintain work-life balance

Launched **manager sensitisation programmes** on Unconscious Bias and Gender stereotypes in an instructor-led training format.

Arranged **sessions of D&I experts and women leaders** who have achieved corporate success to share their insights and experiences with the leadership team.

Revised the POSH policy to be a **gender-neutral policy**, to signify inclusion of all.

Administered the **Mahindra CARES (MCARES) engagement survey** for our on-roll employees to assess the engagement levels of such a large workforce

V.E.E.R PROGRAM

Veteran Employment, Engagement and Retention ('VEER') programme allows us to extend our gratitude and respect for those who served the country. We aim to give them the same security they give to our nation. This year we introduced the second batch of our V.E.E.R initiative.

IGNITING SUCCESS WITH UDAAN

We consider gender diversity and participation as a non-negotiable component of our growth story. We launched 'Udaan' - a second careers programme for women professionals who wish to re-join the corporate world after a career break.

Under this initiative, we absorbed women into full-time roles. A well-crafted, second careers internship programme was also carved out and launched. The pilot batch kicked off in January 2021 and saw successful conversion of 7 women interns who are now employed as full-time employees with us. The second batch was launched in August 2021, wherein the focus was more on supporting women who were on a career break, with some of them having to return to the workforce following the demise of their spouses to COVID-19.

Health and safety

Ensuring the health and safety of our employees, partners, and business associates is a priority for us in creating a safe and conducive work environment and an enabling culture.



ENVIRONMENT, HEALTH AND SAFETY GOVERNANCE

Our Environment, Health and Safety ('EHS') vision is to become an organisation free of accidents, occupational diseases and hazards as well as pollution. We formulated our EHS policy to establish effective control measures for EHS management across locations. This policy is supported by safety management programmes for near-miss recording, Kaizen, as well as safety observation tours to identify, assess and control the risks.

Our well-organised governance structure monitors this policy and initiatives under it. We have a safety committee for incident investigation at site location with dedicated and experienced regional safety and site safety officer. 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. We demonstrate strong leadership commitment towards EHS through the Management

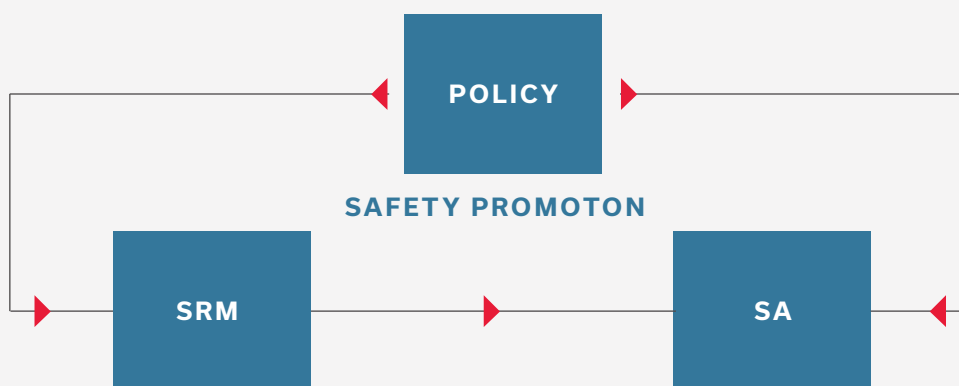
Safety Council at HO headed by the Managing Director & CEO. We are also a registered member of the National Safety Council and Confederation of Indian Industry.

We are certified for Integrated Management System (IMS), a certification for ISO 9001:2015 Quality Management System, ISO 45000: 2018 for Occupational Health, and Safety Management System and ISO 14001:2015 for Environment Management System from TUV Rhineland certification body. We also cleared the IMS surveillance audit in February 2022.

SAFETY MANAGEMENT SYSTEM (SMS)

We developed a safety management system to provide a systematic approach to achieving acceptable levels of safety risk. SMS comprises four functional components, including an intangible, but always critical, aspect called safety culture. This enables proactive efforts and corrective actions.

The four SMS components



SAFETY POLICY

Establishes senior management's commitment to continually improve safety, defines the methods, processes, and organisational structure needed to meet safety goals

SAFETY ASSURANCE

Evaluated the continued effectiveness of implemented risk control strategies; supports the identification of new hazards

SAFETY RISK MANAGEMENT

Determines the need for, and adequacy of, new or revised risk controls based on the assessments of acceptable risk

SAFETY PROMOTION

Includes training, communication, and other actions to create a positive safety culture within all levels of the workforce

HUMAN CAPITAL

The proactive efforts and corrective actions within our Safety Management System are as follows:

HAZARD IDENTIFICATION AND RISK ASSESSMENT

- Implemented Behavioural Based Safety (BBS), Hazard Identification and Risk Assessment (HIRA), and electrical safety management systems.
- Created a safe dashboard and the Augmented Reality/Virtual Reality (AR/VR) fire safety training module to completely digitise safety outcomes with the statistics of leading and lagging indicators

JOB SAFETY ANALYSIS

- Conducted periodic internal safety audits and external electrical audits for facilities to assess and manage safety risks concerning warehousing and other logistics verticals
- Launched Lock Out Tag Out (LOTO), standardisation of personal protective equipment, contractor management and transportation safety initiatives

WORK PERMIT SYSTEM

- Implemented Permit to Work (PTW) system.

SAFETY COMMUNICATION MANAGEMENT

- Launched M-safe app to report and track safety incidence

TRAINING AND AWARENESS

- Developed competency training programmes like defensive driver training, first aid, firefighting, emergency preparedness and forklift driving
- Enabled 1,771 Safety Kaizens given by the process owners to continuously raise the bar in safety performance
- Organised several annual events like National Road Safety Week (January), National Safety Week (March), National Fire Service Week (April), World Environment Day (June) and Driver's Day Celebration (September)
- Trained our employees based on their work profile to address concerns linked to behavioural safety, standardisation of PPEs, fire safety, understanding of safety manuals, machine guarding, material handling, among others
- Launched 'Counsellor Speak Series', 'Nutritionist Speak Series' and 'Financial Expert Speak Series' covering 1,300+ employees to support employees to manage their mental health and deal better with anxiety
- Virtual onboarding for new joiners during COVID-19

LIFE -IMPACTING INJURIES AND FATALITIES ELIMINATION-

- Launched LIFE -Impacting Injuries and Fatalities Elimination a safety initiative to imbue a safety culture, and change team behaviour towards safety at work and life

EHS EVALUATION

- Developed Incident Management Team (IMT) at the regional and national level to monitor COVID-19 related incidents and initiate corrective as well as preventive actions.
- Assigned Committee Leads, Business Vertical Heads, Safety Officers, and Site Managers on the National Safety Day to drive safety standards and enhance the safety culture at work across our 46 sites



ALYTE SAFETY FIRST PROGRAMME

In FY22, we launched Alyte Safety First programme, a proactive programme to prevent and mitigate the safety risks in mobility business. This programme defines our attitude and commitment to safety and also reflects the beliefs, values, and actions that each employee demonstrates towards safety.



97%

Increase in man-hours vs FY21

110%

Increase in capturing unsafe acts and unsafe conditions vs FY21 with 85% closure

Safety performance summary**NEAR MISS**

FY21	████████████████████	1,638
FY22	████████████████████	1,555

TRAINING MAN HOURS

FY21	████████████████	54,057
FY22	████████████████████	1,06,489

UNSAFE ACTS

FY21	████████████████	8,304
FY22	████████████████████	20,750

UNSAFE CONDITIONS

FY21	████████████████	14,673
FY22	████████████████████	27,513

**HUMAN RIGHTS**

Adherence to all labour-related legislations and offering equal opportunities for every employee, irrespective of their differences, are the mainstay of our approach to upholding human rights. Discrimination or bias, in any form, is undesirable and we ensure the extension of a productive, inclusive and sensitised work environment.

HUMAN RIGHTS POLICY

The violation of human rights is a non-negotiable offense. At our facilities, any act of discrimination, forced and compulsory labour and child labour, be it within or beyond our boundaries, is allowed zero tolerance. All our suppliers and third-party contractors are expected to adhere to our policy at all times. There have been no incidents of violations involving the rights of indigenous people during the past three years. We regularly arrange training on human rights policies and procedures, covering occupational health and safety, individual's rights for better prospects and career development, our commitment to integrity and the Code of Conduct, work-life balance, and women's safety at the workplace.

Employee Code of Conduct

Our Employee Code of Conduct contains necessary sections on human rights grievances and complaints, outlying their contributions to workers' rights. The code of conduct

outlines necessary behaviours that are permissible and those which are unacceptable from a human rights perspective. The scope and coverage of human rights and labour management is subject legal compliance enforced under national and state legalisation. We monitor these aspects through an automated repository/assessment tool – WeComply, which monitors statutory compliance. Enactments covering equal remuneration, minimum wage, women empowerment, prevention of sexual harassment at the workplace, non-exploitation of adolescent workers, equal opportunity to workmen, social security and welfare are evaluated for compliance.

Freedom of association and collective bargaining

Our policy allows our employees in any union-related activities to exercise freedom of association or collective bargaining. There is one trade union at Chakan covering 432 employees that is active. At Rudrapur and Nagpur, the contract labourers are members of the union wherein a long-term settlement has been signed at both the plants and the relationship with them is cordial. To maintain healthy relationships with unions, the Sanjeevani framework has been leveraged to address union and staff grievances in a timely and proactive manner through the involvement of relevant stakeholders.

SOCIAL AND RELATIONSHIP CAPITAL

Strengthening relationships to bring meaningful change

An integrated component of the value we create as an enterprise, under this capital, we consider formal and informal entities and institutions associated with us to support individual and collective growth, enrich quality of lives and help create sustainable livelihoods.



IMPACT-IGNITING INITIATIVES



Building communities



Skill development



Sustainability



Disaster relief and rehabilitation



Building reliable partner network



Customer excellence

Key Highlights FY22

CSR COMMITMENTS

PERSON-HOURS

FY20	54,404
FY21	29,059
FY22	29,745

BENEFICIARIES

FY20	1,77,611
FY21	1,40,649
FY22	1,94,737

BUDGET

(₹ in lakhs)

FY20	216
FY21	216
FY22	170

ACTUALS

(₹ in lakhs)

FY20	217
FY21	217
FY22	177



BUILDING COMMUNITIES



SKILL DEVELOPMENT



SUSTAINABILITY



DISASTER RELIEF AND REHABILITATION

Volunteers

1,800+

50+

1,000+

450+

Person-hours

15,000+

600+

4,700+

9,000+

Beneficiaries

72,500+

1,000+

52,000+

68,500+

SOCIAL AND RELATIONSHIP CAPITAL

Building communities and Skill development

Community development is not about 'check-book philanthropy' but a long-term strategy of creating an environment for shared and sustainable growth of communities.

72,500+

People supported through our building community programme

1,000+

People reached through our skill development programmes

Key initiatives



Awareness on road safety at Cubbon Road Signal, Bengaluru, Karnataka

450+
People benefited



Health check-up camps in Lavarde village, Pune, Maharashtra

70+
Beneficiaries



In collaboration with NGO partner – Navankur Bahuudeshiya Sewa Sanstha, Kalyan and Narayani Sanstha, Jaypur conducted camps at Kalyan for differently abled people and donated prosthetics limbs/capillaries to facilitate more independence in their lives.

130+
PWDs benefited



We launched a skill development programme under our CSR initiative Hunnar to enable underprivileged women in Delhi and the NCR to build better futures for themselves and their families. We partnered with NGO partner I & S Foundation for this initiative.

10+
Volunteers invested 360 hours helping 30 candidates

Enhancing the green cover

We are promoting and strengthening sustainability through the increased usage of renewable energy, effective waste management, renewal of natural water bodies, enhancement of green cover through tree plantation and biodiversity preservation, among others.

During FY22, we planted 47,500+ trees, taking the total tally of trees planted to over 1.34 lakhs since FY13.

MAHINDRA HARIYALI

We extended support to the 'Majhi Vasundhara (My Earth)' Abhiyan, a holistic initiative by the Maharashtra Government's Environment and Climate Change Department, with the help of our partner NGO - Mission Green Mumbai, the Ministry of Jal Shakti, and MHADA.

This initiative aims to raise public awareness on the effects of climate change and environmental issues.

MIYAWAKI FOREST AT BKC

We planted 400 trees in the 1,200 sq. ft. land allocated to us by MHADA at their Head Office in Bandra Kurla Complex during the early part of the year under review.

The goal is to use the Miyawaki technique to create a miniature forest. It entails planting dozens of native species in the same area, and after the first three years, it is maintenance-free.

CERTIFICATE OF APPRECIATION FROM GOVERNMENT OF MAHARASHTRA

We received a Certificate of Appreciation, for our efforts in supporting the Majhi Vasundhara Abhiyan - an initiative to mitigate the effects of climate change with citizen's participation. We were also appreciated for our efforts to spread awareness on rainwater harvesting and improving our farmers' livelihood through fruit tree plantation.



Disaster relief and rehabilitation

We are helping connect the communities in need with consistent and timely disaster management services, including relief and rehabilitation of people around affected regions across India, either by contributing to the Prime Minister's or Chief Minister's Relief Fund or by directly engaging in the rebuilding of communities in keeping with our philosophy of RISE.

Key initiatives



350+
units

of dry ration kits distributed to 128 families for 3 months

Dry grocery distribution in flood-affected areas in Mahad, Maharashtra



100+

Booster kits provided

COVID-19 booster kit distribution among children in Jaipur, Rajasthan



200+
People benefited

COVID-19 vaccination drive organised for communities in Ranchi, Jharkhand



50,000+
Oxygen cylinders transported

Logistics support for oxygen cylinder supply from plants to various hospitals and COVID-19 treatment centres.



3
Ambulances donated

Donated 3 ambulances to the Himachal Pradesh government for COVID-19 relief work.



68,500+

People benefited through our disaster relief and rehabilitation programme

COVID-19 BRAVEHEARTS

Our Alyte team was recognised as COVID-19 Bravehearts at an event organised by Telangana Social Impact Group (T-SIG).



IMBUING RESILIENCE WITHIN COMMUNITIES

Our CSR & Sustainability team joined hands with NGO SOS Children's Villages of India (Latur) and the Latur District Administration to support the impacted community member. With the help of our CSR fund, SOS provided:

- 384 units of dry ration kits to 128 families for 3 months (In the first month, door-to-door supply was undertaken)
- COVID-19 protection kits that included vapourisers, masks, sanitisers, infrared thermometers, oximeters, face shields and hand wash to 144 families residing in Sarola, Tedki and Panchpeer villages
- COVID-19 hygiene kits that included masks and hand wash with refill pack to 526 families, covering 1,015 children across 9 communities
- First dose of Covishield vaccine for 234 caregivers, with the help of a vaccination camp

Through this initiative, we identified families who had lost their earning persons and even children who had lost parents. Our team registered 128 caregivers for widow pension support and 252 children under the Bal Sangopan Scheme, which provides a scholarship of ₹1,100 per month to children till they reach 18 years. In this, 5 children who had lost both parents, were enrolled under PM Care Scheme wherein each child will receive ₹5 lakhs support in cash.

On-time delivery of Vaccines to various countries



Government of India had provided large quantity of vaccines to select friendly countries as an emergency aid to help them fight against the disease. Our Freight Forwarding arm, Lords with key capabilities in Air and Ocean movement team played an integral role in the transportation of these vaccines.

Lords received the first advice to export 10,00,000 dosage of Covaxin, weighing 1,527 kg, to Asuncion, Paraguay. The enquiry was floated to over 10 forwarders, including Lords. Owing to restricted flight alternatives and requirement of cold chain with a lead time of 120 hours, several of them dropped out. We were amongst the few who offered to take up the challenge this helped to establish our space and identity in vaccine movement.

Thus, we received many such opportunities and in just 10 days delivered over 16,50,000 doses to countries such as Afghanistan, Botswana, Cambodia, Myanmar, and Zimbabwe.

SOCIAL AND RELATIONSHIP CAPITAL

Creating value for our BAs

Operating on an 'asset-light' business model, we consider fleet owners, fleet aggregators, drivers-cum-owners, warehouse owners and workforce providers for warehousing and in-plant logistics services, as our key Business Associates (BAs). They are an integral part of our supply chain, as the primary support function, and we provide them with a supporting arm to address their expectations.

We developed the Business Associate life cycle management process to address concerns and expectations of our BAs. A dedicated BA Support function is a unique concept, which many of them admit to not having experienced in other companies before.

We also operationalised a digital platform for our BAs, where their digital journey starts from the onboarding process through the one touch portal. With the Bill Hub module they can now upload the bills and check the status online. RFP through online mode has made the process faster and more transparent.



SUPPLY CHAIN

1,100+
Active business associates supporting transportation and warehousing assets

Supply chain BA's are generally fleet operators/ owners across the country. We continuously address issues related to drivers' training, safety and availability of basic infrastructure for well-rounded hygiene and wellbeing.



MOBILITY

700+
Business associates and driver-cum-owners providing 5,500+ diverse fleet of passenger vehicles

Business associates here are essentially aggregators, fleet owners and driver-cum-owners. Vehicles for this business are sourced from our BA's, aggregators and fleet owners. The aggregators also provide services through DCOs (self-employed entrepreneurs) by either providing seed capital to finance the vehicles or providing working capital to run the vehicles.



GOING LIVE WITH OUR ONE-TOUCH PORTAL MOBILE APP

The app was launched by our BA LCM and IT teams. Our Band vendors who are Android mobile users can download the app from the Google Play Store. The app can handle everything - from onboarding to SAP code generation, bill submissions, payment status, among others.



UNNATI

Our Alyte team launched Unnati, a capability development initiative. Through this programme, the team delivered trainings in operations, finance, and partnership ecosystem to our business associates to improve their knowledge and expertise.

Engagements

Activities	Objective	Activities undertaken in FY22	
BA DEVELOPMENT PROGRAMME	New business opportunities, R&R, billing efficiency, safety training for drivers, CFT responsibilities, performance review with users, sustainability survey and initiatives taken on by our BA's at personal level	48 BA's completed training in various parameters on best practices	
COFFEE WITH MD	Our CEO & MD meets the best performing BA's of the cluster to discuss current business scenarios and exchange ideas	44 BA's covered across verticals	3 Sessions
CHAI PE CHARCHA	Meet & Greet Open Forum at local level to recognise their efforts	2 Session conducted (1 each for network BA's and Nashik cluster BA's)	
BA HELPDESK BASUPPORT@mahindra.com	A platform where BAs login with their issues regarding commercial, operational, among others	201 Of the 226 complaints received during FY22 resolved	
BA EMPLOYEE TRAINING	Online training conducted on grooming, email and phone etiquette, team management, among others	220 BA employees were trained in 11 training sessions	
BA SPOUSE AND EMPLOYEE DEVELOPMENT	A women-only training programme by us that promotes diversity and women empowerment	11 Spouses and employees undergoing the programme	Special webinar arranged for Cervical Cancer Awareness
PRATIBIMB	Reflection of CSI score	6 Projects identified, and key stakeholders presented with BAs' feedback	
BANDHAN	As a facilitator, BA-LCM arranges a joint meeting with BA, and the respective Commercial, and Ops teams, to address any unresolved points.	24 Meetings held of BA's and stakeholders with issues being resolved successfully	

PRIORITISING CUSTOMER SUCCESS



Integrated solutions, for a FMCG giant with extensive distribution network

The client had over 3,500 Stock Keeping Units (SKUs) across product categories, 25,000 pallet positions and 32,000 MT/month throughput serving 12 distributors across three regions, dispatching around 45 trucks daily.

Due to the complex logistics system, the client was facing several challenges related to labour productivity, vehicle utilisation and shipment visibility. High documentation waiting time coupled with high putaway-picking travel time was another challenge.

Productivity

improvement from
5.4 in FY20 to **9+** in FY22

Margin

improvement from 3%
in FY20 to **9%+** in FY22



Our solutions enabled the customer to unlock large value across parameters

Warehouse Redesign and process optimisation

- Effective space utilisation via racking
- Equipment utilisation using IoT sensors
- Voice directed picking leading to reduction in time taken for picking and travel time
- Material handling efficiency
- Order processing and consolidation
- VR technologies for conducting safety trainings

Vehicle utilisation

- Improved load and storage practice
- Route optimisation with multi-point delivery
- Movement tracking through Control Tower
- Vehicle rightsizing and Reverse Logistics

Freight management

- Cross Docking for single point handling

Impact

- Improvement in on-time delivery
- Labour productivity improvement
- Lower customer returns
- Improved inbound & outbound material visibility

Redesign & consolidation of Distribution Network for a FMCG-Pharma Company



The client a FMCG-Pharma company had been operating out of two distributions centers serving similar regions. The warehousing operation was managed by a local carrying and forwarding agent (CFA). Even though operating in multiple shifts the distribution centers had less than expected throughput and low distribution visibility.

Our solutions aided in streamlining and ramping up the operations quickly

Complete Redesign of Distribution Network

- 1 Central Distribution Centre (CDC) created serving entire Telangana & Andhra Pradesh
- Complete transportation to be managed by us
- Optimal routes for milk-runs designed to accommodate delivery Turn around times(TATs)
- Outbound prioritised over inbound to free-up docking space
- 100% visibility on vehicle placement to Warehouse facilitating planned picking time to reduce resource bottleneck

Impact

- Transportation cost reduction due to milk-runs
- Throughput of 20k+ cases vs prescribed 14k
- Reduction of complaints from 150 complaints in first 6 months, to less than 10 in 12 months
- Single shift operations

50%
Reduction in transportation cost

90%+
Reduction in warehouse overtime



INTELLECTUAL CAPITAL

Inspiring innovation

We work to unravel new ways of ensuring our customers' success by leveraging our digital capabilities and using pioneering technology to deliver efficient and timely services to our customers. We focus on developing, responding to, and integrating new technological trends in the business.

We are implementing core technologies – Integrated IT and analytics suite, transportation management system (TMS), warehouse management system (WMS), and cargo wise forwarding technology. We also continue to pilot and scale emerging technologies like drones, automatic guided vehicles (AGVs), IoT, among others. We plan to develop platforms through which customers can access an entire ecosystem for transportation, integrated logistics and cross-border movement.

Key innovations



Warehouse management Solutions to transform conventional warehouses through efficiency and productivity



Transport Management Solutions enable effective logistics management through collaborations with customers, associates and partners, providing transparency



Next-gen solution for freight forwarding
Tech-enabled, automated, last-mile intra city distribution network enables same-day, next-day intracity or hyperlocal deliveries and ultra-fast fulfillments



Control Tower Operations to track all vehicles to ensure end-to-end visibility to support business



BA Connect to facilitate effective communication with Business Associates.



ALYTE Management System for centralised operations

Medicine from the Sky



The pandemic widened the scope of drone beyond mapping, photography, and videography. The Government of India has eased the rules regarding drone operations in India.

We are part of the 'Medicine from the Sky' project launched in Telangana's Vikarabad district by the Telangana state government, World Economic Forum, HealthNet Global and NITI Aayog. The project aims to assess the robustness and reliability of drones to deliver medicines, vaccines, units of blood, organs for transplantation and life-saving equipment to remote areas of India. We have conducted successful trials to deliver medicines under this project.

The drone technology will prove to be a gamechanger in logistics with the advancements in aerial technology, favourable government policy, and positive mindset of people to take the industry forward.

CATAPULTTM

MAHINDRA LOGISTICS

Catapult incubator programme aims to transform the Indian Supply Chain & Mobility sector and co-create future-ready tech-powered solutions with the Indian startup ecosystem. It offers a unique world-class platform that supports, enables, accelerates, and empowers the logistics startup community to RISE.

The recent cohort of Catapult 2.0 saw a participation of over 100 start-ups from the Supply Chain & Mobility space. After a robust evaluation process, 6 start-ups were shortlisted for the Cohort. The Cohort participants are now collaborating with us on some real-world use-cases to develop market-ready solutions. The programme will catapult their innovative solution to market maturity, by refining their product design and go-to-market strategy.

Focus areas



Machine Learning,



E-Mobility Solutions



Internet of Things (IoT)



Big Data & Analytics



Virtual Reality (VR) and Augmented Reality (AR)



Blockchain



Artificial Intelligence



Robotics & Automation



Drones



Low-Cost Hardware/Connectivity/ GPS Based Solutions

NATURAL CAPITAL

Success that is spurred by eco friendliness

We are conscious of our impact on the environment and are taking precautionary measures to reduce our environmental footprint. We have identified resource efficiency and GHG emission reduction among our key material issues and have created a plan encompassing carbon strategy, energy productivity and low carbon solutions to customers. We are addressing the challenge of climate change by aligning with Science-Based Targets and enabling carbon neutrality by 2040.



CARBON NEUTRAL BY 2040

We have pledged to become carbon neutral by 2040 across our value chain. To achieve this, we are working to bring down emissions across the value chain. Our strategy to achieve carbon neutrality is guided by our climate change policy, which focuses on enhancing energy productivity, increasing the contribution of renewable energy, refining our emission targets, and carbon offsetting.

Carbon strategy



Doubling the energy productivity by 2040



Enhance renewable energy consumption



Committed to Science-Based Targets Initiative (SBTi) in setting GHG emission reduction targets



Undertake tree plantation programmes to offset carbon footprint

OUR EMISSION REDUCTION TARGETS ARE SUPPORTED BY THE SCIENCE-BASED TARGETS INITIATIVE

Our top priority is to reduce our Scope 1, 2 and 3 emission levels. As part of our strong commitment to carbon neutrality, we signed up with SBTi to set carbon reduction targets for 2033, from a 2018 baseline. This will be achieved by improving energy efficiency, use of renewable energy and large scale afforestation programmes for carbon offsetting.

SCOPE 1 & 2

Reduce Scope 1 & 2 GHG emissions per employee by 88% by 2033, from a 2018 baseline

SCOPE 3

Reduce Scope 3 GHG emissions per million km by 69% by 2033, from a 2018 baseline

Go Green: The electrical energy efficiency project



We launched the project in FY22 with the objective to drive interventions across our offices and site for higher energy efficiency. We implemented energy-efficiency projects across major locations, which resulted in electricity savings of 75,000 kWh, implying avoidance of 69 tonnes of CO₂ and cost savings of ₹26 lakhs. We achieved a specific energy reduction of 22% from the sites.

NATURAL CAPITAL

Upping energy productivity and renewable energy use

Our major sources of energy are diesel required for operating DG sets, company-owned vehicles, material handling equipment, grid generated electricity and renewable energy. In FY22, our specific energy consumption decreased by 22% from FY21, through electrical energy efficiency projects.



Our strategy to reduce energy consumption at our warehouses and offices is based on fuel optimisation, and use of alternate fuel and renewable energy. Our key energy conservation projects include the adoption of energy-saving lighting, efficient equipment like 5-star rated appliances, among others across our offices and warehouses along with a focus on sustainable design within warehouses.

Through the application of technology, we optimised our travel distances, allowing us to reduce fuel consumption. Currently, we are focused on evaluating opportunities for alternate fuel - LPG/CNG and generating our own renewable energy using solar panels at our warehouses.



Our new corporate office at Arena Space, Mumbai, is an

IGBC gold certified green building.

GHG Emissions: Total Emissions (TCO₂):

SCOPE 1+SCOPE 2

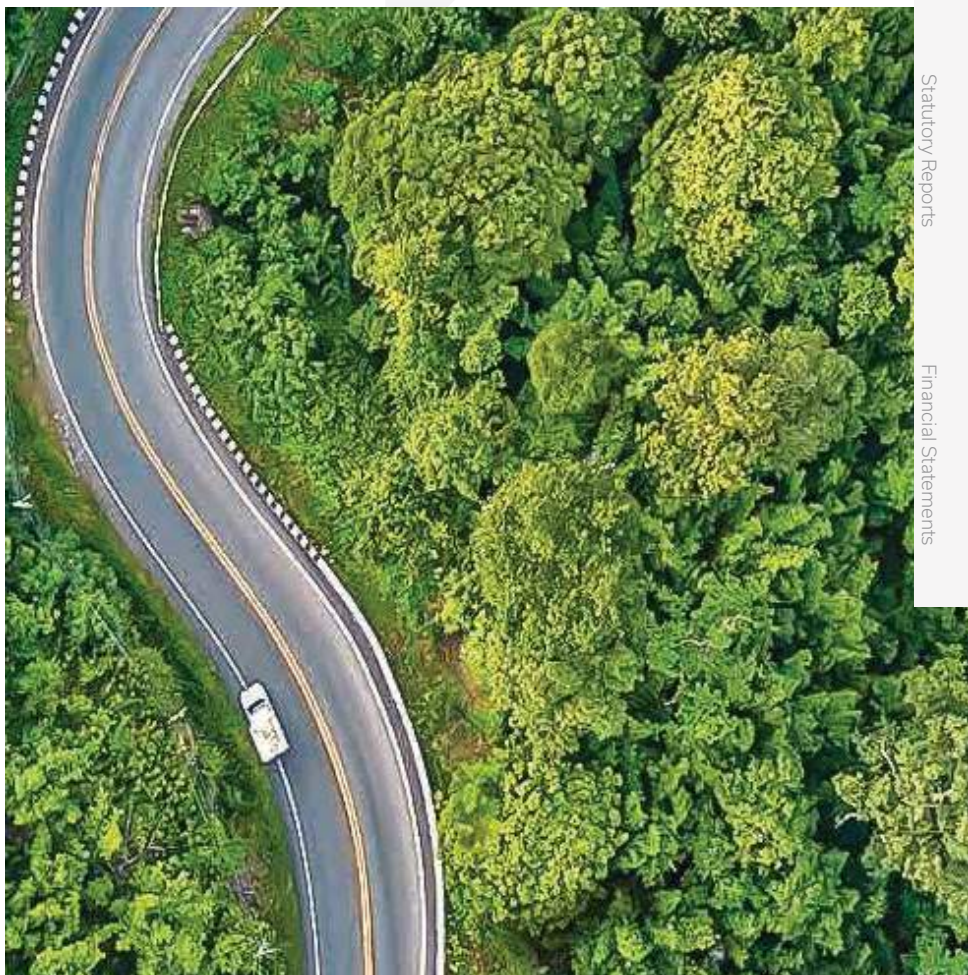
(Emissions per employee)

FY20	0.27
FY21	0.47
FY22	0.35

SCOPE 3

(Emissions per Mn Kilometers)

FY20	137
FY21	114
FY22	105



CARBON OFFSETTING

We launched Mission 5000, a sustainability programme to achieve carbon neutrality by 2040. Through this programme, we have planted 1,34,246 trees so far. We have been recognised by Ministry of Jal Shakti for these efforts.

RESOURCE CONSERVATION

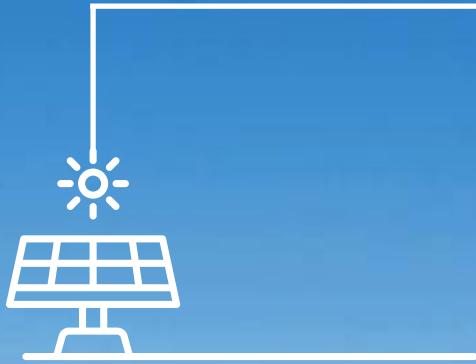
We are conscious of our water consumption footprint. We installed flow meters and sensors, water-less urinals and recycled water infrastructure for flushing in our offices to manage our water

consumptions. As a strong initiative towards positive water footprint, our new warehouses will be designed to include liquid discharge management. We consumed 8,406 kl of water during the reporting period and took initiatives for further reduction.

We are also focused on enhancing our material footprint. We consumed 4,827 kg paper throughout the year. We are focused on digitalising all our operations with our business associates, suppliers, and customers, expecting to further reduce material use, which helped us bring our paper consumption down by 783 kg.

SUSTAINABLE OPERATIONS

Our goal is to be carbon neutral by 2040



Solar Powered Multi-client warehouse and EV Charging Station

Our first solar-powered multi-client warehouse is now operational in Pune. This facility is designed in accordance with sustainability standards, including requirements for liquid discharge management, renewable energy, and waste management, as well as cutting-edge automation.

The power supplied by the solar panels is also utilised to power an EV charging station, which is available to all employees for free!

150 kWp
Rooftop Solar
PV plant

160 metric tonnes of CO₂
Expected emission
reduction per year.



Delivering sustainably through

EDeL



EDeL - our fleet of electric vehicles for last-mile delivery serves a diverse range of industries. Our first year was a huge success with more than 550 EVs driven towards sustainable last-mile delivery thereby contributing to a greener environment.



1,000+
Pin codes served

1,000+
Tonnes of Co₂
emission saved

7+ Mn
clean Kms

15+
Cities and
expanding

550+
Electric
vehicles

70+
Charging
hubs

Electric vehicles for People Mobility



250+
Electric Vehicles
operational across
different cities

*Includes Alyte & Meru EV's

RESPONSIBLE GOVERNANCE

Cultivating responsible governance

Our corporate governance philosophy defines the norms and regulations within which we operate and interact ethically with our stakeholders. It forms the cornerstone of our culture, policies, and commitment to sustainable value creation. As part of the eminent Mahindra Group, we comply with the highest standards of governance practised.

PHILOSOPHY

Responsible corporate governance emerges from the application of sound management practices, compliance with all laws in letter and spirit, coupled with integrity, transparency, accountability, and business ethics.

We follow fair, transparent, ethical governance processes and practices embedded in the fabric of the Company, to ensure that the interest of all stakeholders is upheld in a balanced and transparent manner.

Management approach

We are an ethical company, which prioritises the building of a transparent and mature governance approach, allowing us to maintain strong and trusted relationships with our internal and external stakeholders. It also drives us to achieve our strategic goals responsibly while being accountable to stakeholders.

GOVERNANCE FRAMEWORK

Our corporate governance framework includes comprehensive monitoring of progress and driving operational excellence across business verticals. The Board of Directors is the highest governance body of the Company. The Board of Directors provide strategic direction to set business/financial goals and business plans, annual operating and capital expenditure budget(s), delegate to management and exercise responsibility to shareholders and other stakeholders.

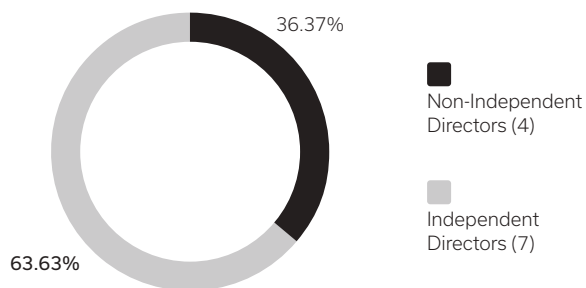


BOARD DIVERSITY

Our Board members collectively bring rich experience and diverse expertise, adding value to the organisation and driving our financial and non-financial performance.

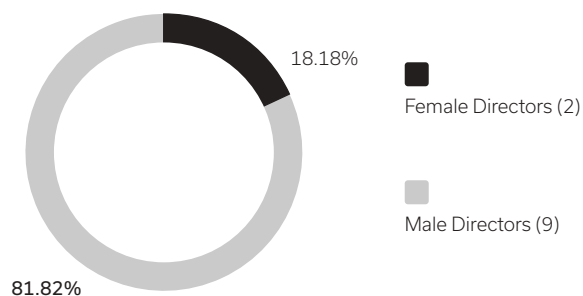
BOARD INDEPENDENCE

(%)



GENDER DIVERSITY

(%)



AGE GROUP

(Years)



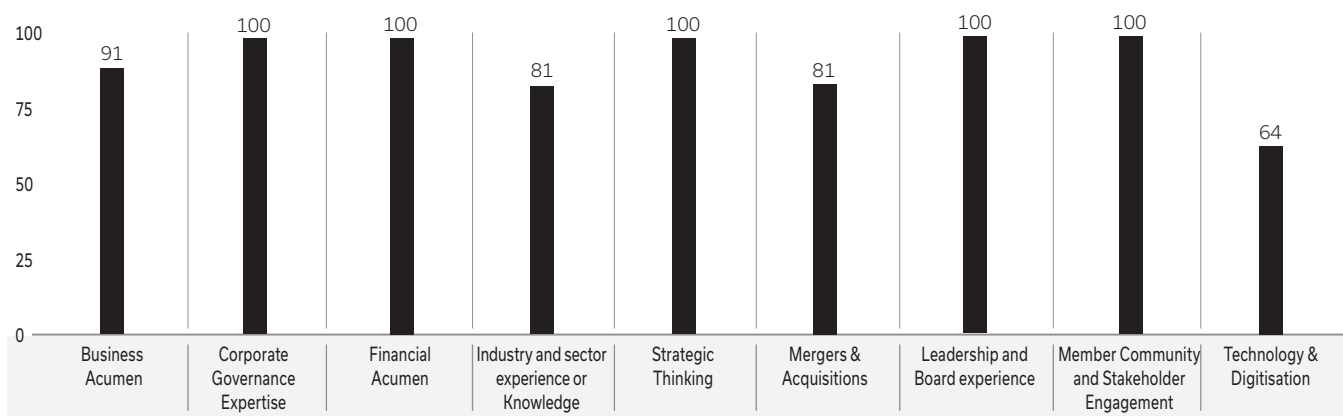
LENGTH OF SERVICE

(Years)



BOARD EXPERTISE

(%)



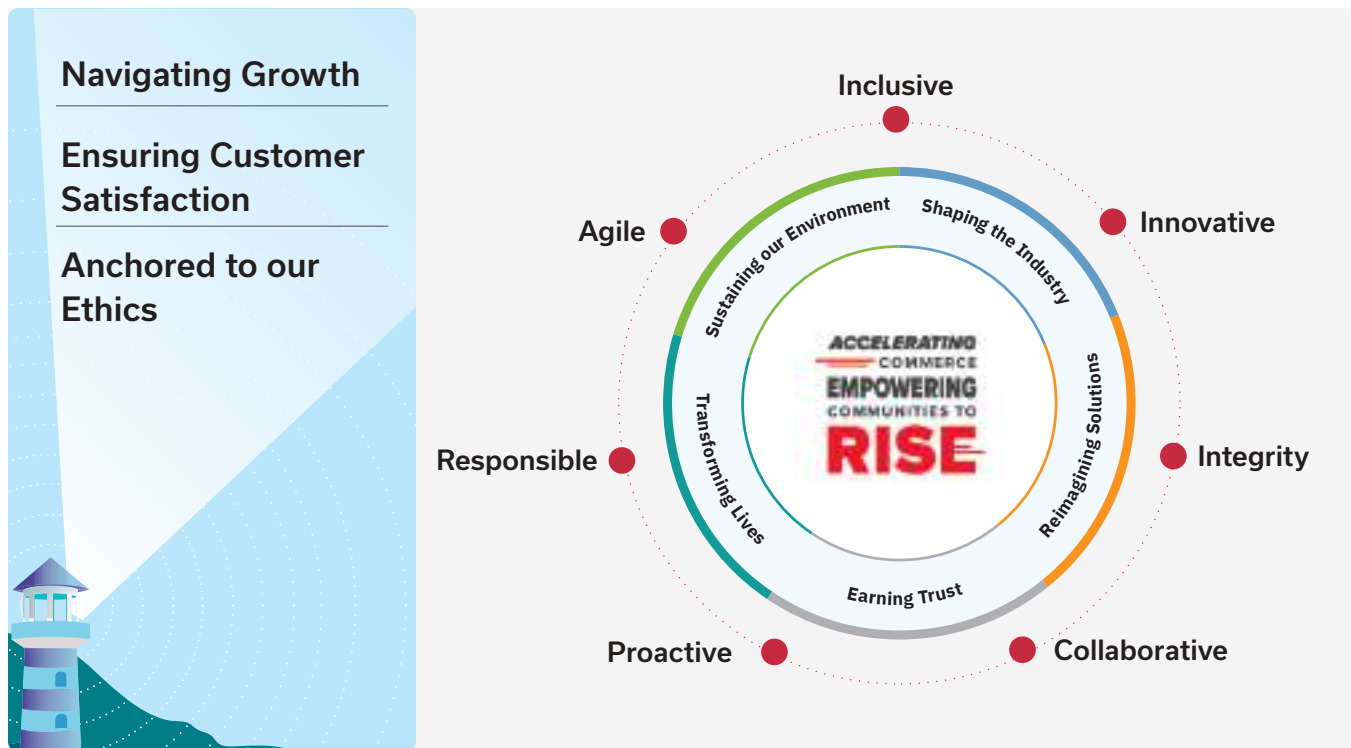
RESPONSIBLE GOVERNANCE

Our code – The guiding light

Doing things is important - doing them the right way is even more important. Our Code of Conduct sets out what all of us need to understand and do, to ensure the highest standards of corporate behaviour by practising them in word and deed.

Our Code is our lighthouse. It guides us to do the right thing, every day! Our core values help us pursue our vision to be amongst the most successful, sustainable and responsible companies in the world. Our core values aim to shape our behaviour and provide the framework of our Code of Conduct, and bring our business model alive.

Our Purpose and the seven core values of our Code of Conduct provides ethical framework through which we execute our organisations strategic platforms.



Please report any unethical behaviour or violations at:



Toll-free number: 000 800 100 4175



Web-portal: <https://ethics.mahindra.com>

Acting with integrity, reporting confidently

Over the years, we have institutionalised the highest benchmarks of corporate working and behaviour in our processes, and addressed governance issues transparently and effectively. Although we have had to constantly evolve ourselves to survive in a competitive economy, there are values, intrinsic to our corporate culture, that we have preserved and will carry forward with us into our future.

Our Board of Directors and senior management are committed to ensuring compliance with regulatory laws, guidelines and specifications applicable to our business.

During FY22, no fines or non-monetary sanctions were imposed by the Stock Exchanges, SEBI or any statutory authority on any matter related to the capital markets on us for violations. No proceedings were filed for anti-competitive acts or antitrust violations. We incurred no fines from any regulatory authority for non-compliance with environmental and socio-economic laws and regulations.

SAVDHAAN INSIDERS!

Our Insider Trading awareness programme aims to create awareness amongst Designated Persons on the Code of Conduct for Prevention of Insider Trading in securities of the Company including its applicability, reporting, compliances, closure of trading window, protection of unpublished price sensitive information, maintenance of structured digital database, do's and don't's and frequently asked questions.

ETHICS HELPLINE





As a testimony of our open and transparent culture, the Company has partnered with an external global company, Convercent for a secure, independent and confidential online platform to report ethical concerns and

violations of code of conduct across the organisation. Direct access to the Chairman of the Audit Committee is also provided as part of the Policy and the helpline portal.

POSH

We have a zero tolerance towards any type or any extent of sexual harassment at workplace. The Company has adopted a gender neutral policy and regularly conducts trainings and sensitisation programmes for employees PAN India across verticals, to increase awareness on the POSH Policy and the provisions of the POSH Act. The Internal Complaints Committee ('ICC') is constituted in compliance with the provisions of the POSH Act. Trainings are also imparted to the ICC Members on handling POSH complaints through external experts.

Some features of the Ethics helpline

	Stakeholders	Employees, Suppliers, Investors, Customers, among others
	Languages	English, Hindi, Tamil, Telugu, Spanish and other regional languages
	Availability	24x7
	Confidentiality	Highest

WeComply

...Transformation for excellence

A structured system-based pan-India compliance mechanism, with process management and end-to-end visibility for our compliance process.

- Fully integrated single window framework across all verticals and functions
- Online Repository of all compliances
- User-specific real-time dashboards providing holistic view of compliance levels and performance
- Mapped against the organogram to enhance data integrity and consistency
- Simplified real-time tracking of regulatory changes thereby eliminating human error and oversight that may lead to fines and penalties

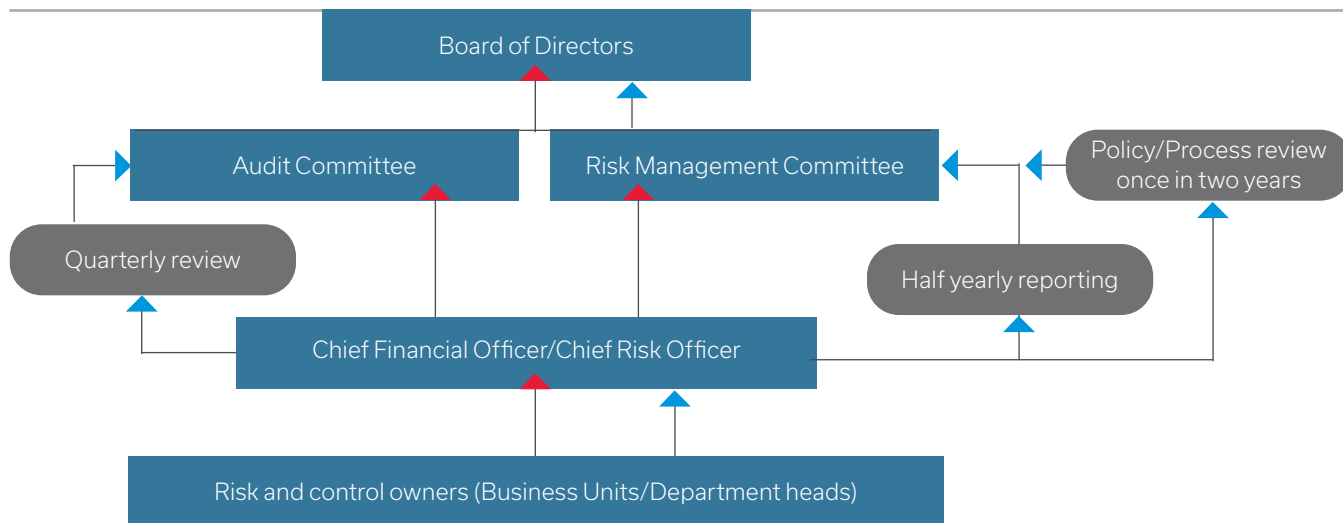
RISK MANAGEMENT

Securing the business from volatilities

We operate in a largely volatile, uncertain, and complex environment. To safeguard our operations in this landscape, we have adopted a well-defined and robust risk management framework. Our risk management strategy cushions uncertainties and simultaneously strengthens our competitive position.

RISK MANAGEMENT FRAMEWORK

Our robust risk management framework allows us to identify, quantify, manage and report the principal risks that affect our ability to implement our strategy and deliver on our commitments. Our Board of Directors develops, implements, and oversees our risk management framework, risk appetite, and identifies key areas related to risk management and mitigation. The Board has constituted a Risk Management Committee (RMC), comprising of the Board of Directors and including at least one Independent Director, for oversight and review of risk management plans. The Board and the Audit Committee also conduct quarterly reviews of key risk and mitigation plans and the risk management systems. The Board has set up a robust organisational structure to manage and report risks



Risk Category	Risks	Mitigation Strategies
CUSTOMER RISKS	<ul style="list-style-type: none"> Customer concentration High weightage of automotive sector business Sustain and grow client satisfaction 	<ul style="list-style-type: none"> Sales strategy and key account management teams ensure focus on widening the customer base Cutting-edge value-added service offering in addition to traditional models Increased levels of customer intimacy and interactions including at CXO levels Timebound redressal mechanism to customer needs and robust CRM processes

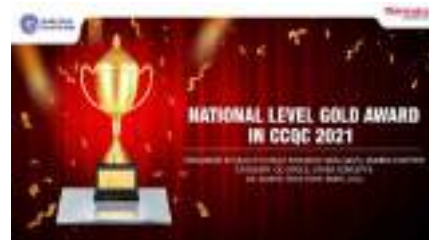
Risk Category	Risks	Mitigation Strategies
COMPETITION RISKS	<ul style="list-style-type: none"> • New-age start-ups 	<ul style="list-style-type: none"> • Ensuring the right penetration and mix of volume and high margin deals/sector growth
INTERNAL RISKS	<ul style="list-style-type: none"> • Adequacy of Working Capital • Health and Safety norms across sites • Sustain the right level and quantum of skill 	<ul style="list-style-type: none"> • Readiness of banking lines and strong process for regular monitoring of cash flows • Uniform practices and standard Health and Safety processes to monitor developments and forecast potential situations • HR policy and process framework to attract and retain the right skill set/talent pool
PARTNER-RELATED RISKS	<ul style="list-style-type: none"> • IR issues on labour • Compliance to laws 	<ul style="list-style-type: none"> • Strong legal/contractual framework and ensuring coverage of Partner compliances • Engagement programmes for labour in close co-ordination with customer site operations & Compliance monitoring tool and a strong culture of adherence
NON-MARKET / SOCIO-POLITICAL RISKS	<ul style="list-style-type: none"> • Adverse policy changes/reforms • Macro-economic activity/conditions • IT systems failure and cybersecurity 	<ul style="list-style-type: none"> • Robust Corporate Governance framework and strong internal control mechanism • Constant monitoring of Government policies across industries and strategies to mitigate the potential impact • Diversification across sectors to beat economic fluctuations and downturns • Tested fail-over procedures • Firewalls/Software-based solutions
INCLUSION AND DIVERSITY	<ul style="list-style-type: none"> • Any activities or practices could undermine and violate our values 	<ul style="list-style-type: none"> • Strong focus on fostering a diverse and inclusive environment • Continuing progress in improving gender diversity at all levels in the organisation
OPERATIONAL	<ul style="list-style-type: none"> • Capacity utilisation of BTS space • Impact on EMS revenue due to prolonged disruption 	<ul style="list-style-type: none"> • Monitoring the market trends to invest diligently and accurate sales forecast to avoid earlier than required capacity building • Create safe mobility solutions and expand offerings to new customer segments
STRATEGY	<ul style="list-style-type: none"> • Business Continuity Plans-effectiveness and resilience 	<ul style="list-style-type: none"> • Documented BCP in line with business priorities and goals

AWARDS

Recognition of our excellence



Overall Excellence Award in Gold category at CII SCALE Awards 2021



National level GOLD Award under QC Circle and other concepts (5S, Kaizen, Poka Yoke, SMED, LCA) category at the CCQC competition 2021



GOLD Award CII Industry Championship Trophy 2021



Recognized with multiple awards for the environment, health, and safety among other categories at the QCFI Kaizen competition 2021



Gold Award for the Best organisation for sustainable growth and competitiveness at CII National Competition on Digitalization



Gold Awards under the safety and energy category at the CII National Competition



Excellence award for eliminating transit damage and reducing the carbon footprint at the National Convention on Quality Concepts (NCQC) 2021



Recognized as COVID 19 Brave Heart for Alyte Free Emergency Cab Support by Telangana Social Impact Group (T-SIG)

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. Amit Sinha
Non-Executive Director

Mr. Ajay Mehta
Independent 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. Yogesh Patel

COMPANY SECRETARY

Ms. Ruchie Khanna

BOARD COMMITTEES

Audit Committee

Mr. Ajay Mehta - Chairperson

Mr. Darius Pandole

Ms. Avani Davda

Ms. Malvika Sinha

Mr. Dhananjay Mungale

Risk Management Committee

Ms. Avani Davda - Chairperson

Ms. Malvika Sinha

Mr. Ranu Vohra

Mr. Rampraveen Swaminathan

Stakeholders' Relationship Committee

Mr. Darius Pandole - Chairperson

Mr. Ajay Mehta

Mr. Naveen Raju

Nomination and Remuneration Committee

Mr. Darius Pandole - Chairperson

Mr. Ajay Mehta

Mr. Ranu Vohra

Dr. Anish Shah

Corporate Social Responsibility Committee

Mr. Ranu Vohra - Chairperson

Ms. Malvika Sinha

Mr. Naveen Raju

Mr. Rampraveen Swaminathan

Investment Committee

Mr. Darius Pandole - Chairperson

Mr. Rampraveen Swaminathan

Mr. Ranu Vohra

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, 27th - 32nd Floor,

Senapati Bapat Marg,

Elphinstone Road (West),

Mumbai - 400 013

SECRETARIAL AUDITORS

M/s. Makarand M. Joshi & Co.,

Practising Company Secretaries

Ecstasy, 803-804, 8th Floor, City of Joy,

JSD Road, Mulund (West),

Mumbai - 400 080

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 6000 / 6200

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

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 31st March, 2022 ("financial year under review" or "financial year 2021-22").

A. FINANCIAL SUMMARY AND OPERATIONAL HIGHLIGHTS

(₹ in crores)

Particulars	Standalone		Consolidated	
	Financial year 2021-22	Financial year 2020-21	Financial year 2021-22	Financial year 2020-21
Income				
Revenue from Operations	3,631.08	2,959.11	4,083.03	3,263.72
Other Income	9.56	15.50	12.19	17.47
Total Income	3,640.64	2,974.61	4,095.22	3,281.19
Expenses				
Cost of materials consumed	9.81	-	9.81	-
Changes in inventories of finished goods only	(0.45)	-	(0.45)	-
Employee benefit expenses	282.20	280.43	300.00	296.46
Operating expenses	3,085.79	2,494.56	3,494.53	2,764.30
Other expenses	74.15	63.12	81.48	68.74
Depreciation and amortisation expenses	130.41	82.75	134.51	89.65
Finance cost	26.04	17.11	29.52	20.09
Total Expenses	3,607.95	2,937.97	4,049.40	3,239.24
Profit before exceptional items and tax	32.69	36.64	45.82	41.95
Exceptional items (net)	-	4.00	-	2.75
Profit Before Tax ("PBT")	32.69	32.64	45.82	39.20
Provision for tax	8.25	8.65	11.25	10.02
Profit After Tax ("PAT")	24.44	23.99	34.57	29.18
Share of Profit/(Loss) of Joint Venture	-	-	0.01	(0.39)
Non-Controlling interests	-	-	(2.49)	(1.21)
Profit after tax, post share of Profit/(Loss) of Joint Venture and Non-Controlling interests	24.44	23.99	37.07	30.00
Other comprehensive income				
Re-measurements of the defined benefit plans	(1.03)	0.09	(0.90)	0.07
Income tax relating to items that will not be reclassified to profit or loss	0.26	(0.02)	0.22	(0.01)
Total other comprehensive income	(0.77)	0.07	(0.68)	0.06
Total comprehensive income	23.67	24.06	33.90	28.85
Attributable to				
(a) Owners of the Company	23.67	24.06	36.39	30.06
(b) Non-Controlling interest	-	-	(2.49)	(1.21)
Balance of Profit from earlier years	366.89	353.57	369.68	352.91
Dividend Paid	(17.94)	(10.74)	(17.94)	(10.74)
Balance carried forward to reserves	372.62	366.89	388.13	369.68
Net worth	564.65	551.17	580.15	553.96

Standalone Performance

During the financial year under review, the Company's revenue from operations increased by 22.71% to ₹ 3,631.08 crores as compared to ₹ 2,959.11 crores in the previous financial year. The PAT stood at ₹ 24.44 crores for the financial year under review as against ₹ 23.99 crores for the financial year 2020-21. The total comprehensive income for the financial year under review was lower by 1.62% at ₹ 23.67 crores (after accounting of deferred tax income of ₹ 2.17 crores), as compared to ₹ 24.06 crores in the previous financial year (after accounting of deferred tax expense of ₹ 0.91 crores).

Consolidated Performance

The Company recorded its highest consolidated sales revenue during financial year 2021-22, with revenue growth of 25% on a year-on-year basis. The consolidated revenue from operations for the financial year amounted to ₹ 4,083.03 crores as compared to ₹ 3,263.72 crores in the previous financial year. Our revenue growth for financial year 2021-22 was driven by E-commerce, Consumer, Automotive and Freight Forwarding businesses.

The consolidated EBITDA grew by 38.34%, from ₹ 151.69 crores for the previous financial year to ₹ 209.85 crores for the financial year 2021-22. The consolidated PAT grew by 18.47% to ₹ 34.57 crores for the financial year 2021-22 as compared to ₹ 29.18 crores for the previous financial year.

Segment Performance

Through our two business segments – Supply Chain Management and Enterprise Mobility Services, we cater to the myriad needs of over 300 customers across automotive, engineering, consumer goods, pharmaceuticals, telecom, e-commerce, banking, IT, financial services and insurance and consulting businesses, while also offering integrated employee transportation solutions to organisations.

At a consolidated level, revenue from the SCM segment contributed 96.46% and the Enterprise Mobility Services segment contributed 3.54%. Performance highlights of the Company's segments during the financial year under review are stated below:

Supply Chain Management ("SCM")

The SCM segment revenues stood at ₹ 3,486.73 crores for the financial year under review as compared to ₹ 2,840.03 crores for the previous year, growth of 22.77% year-on-year on standalone basis.

The non-Mahindra Group consolidated SCM revenue grew by 28.97% year-on-year to ₹ 1,995.76 crores for the financial year under review as compared to ₹ 1,547.47 crores for the previous financial year.

Enterprise Mobility Services ("EMS")

The EMS segment reported a growth of 21.22% in its total revenues during the financial year under review, amounting to ₹ 144.35 crores as compared to ₹ 119.08 crores for the previous year on standalone basis.

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. During the financial year under review, ICRA Limited re-affirmed [ICRA] AA(Stable)/A1+(Stable) credit ratings assigned to the sanctioned Long and Short-term Fund and Non-fund based facilities of the Company of ₹ 235 crores. The

credit rating of [ICRA] A1+ assigned to the commercial paper programme of the Company was also re-affirmed and withdrawn at the request of the Company as the Company has not issued any Commercial paper and there is no amount outstanding against Commercial Paper during the financial year under review. The re-affirmation of ratings reflects the Company's strong financial profile reflected by its low leverage and strong debt coverage indicators.

Ratings issued by ICRA Limited are disclosed on Company's website and can be accessed at the weblink <https://mahindralogistics.com/financial-information/>

Accounting Method

The Annual Audited Consolidated and Standalone Financial Statements of the Company are prepared in accordance with the Indian Accounting Standards ("Ind AS") as notified under Sections 129 and 133 of the Companies Act, 2013 ("the Act") read with the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

The Company has adopted Ind AS 116 'Leases' with the date of initial application being 1st April, 2019 using the modified retrospective approach. The Company has applied the standard to its leases with the cumulative impact recognised on the date of initial application.

The Annual Audited Consolidated and Standalone Financial Statements of the Company have been prepared on a going-concern 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 Annual Audited Consolidated and Standalone Financial Results are published on an annual basis. Upon publication, the Financial Statements and results are uploaded on the websites of the stock exchanges and the website of the Company.

In accordance with Section 136 of the Act, the Ministry of Corporate Affairs circular no. 20/2020 dated 5th May, 2020 read with circular no. 02/ 2022 dated 5th May, 2022, the Annual Audited Financial Statements of Company and the subsidiary companies and all relevant documents, thereof, are uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-information/>.

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.

Acquisitions and Investments

Acquisition of Meru

With an objective to grow its presence in the shared mobility space and to consolidate the mobility business ownership, the Company entered into a share purchase agreement to acquire 100% paid-up share capital of Meru Mobility Tech Private Limited ("MMTPL"), V-Link Automotive Services Private Limited ("VASPL") and V-Link Fleet Solutions Private Limited ("VFSPL"), fellow subsidiaries of the Company from Meru Travel Solutions Private Limited ("MTSPL"), and 100% paid-up share capital of MTSPL from Mahindra & Mahindra Limited ("M&M"), Holding and Promoter Company of the Company during the financial year 2021-22.

Meru Cabs, a ridesharing company founded in 2006, revolutionized the way people travelled in cabs by offering AC cabs at their doorstep with a single call. Meru has a significant presence in the airport ride hailing segment and provides on-call and employee mobility services to corporates in India. Meru also has a large number of Electric Vehicles in their fleet. The acquisition further strengthens the Company's mobility business and enhances its range of mobility solutions with strategic focus on enterprise customers and electric mobility.

Post completion of the acquisition, MMTPL, VASPL, VFSPL and MTSPL would become wholly-owned subsidiaries of the Company and would continue to remain subsidiaries of M&M.

Investment in Whizzard

With an objective to enhance the Company's presence and capabilities in the last-mile delivery and fulfilment services for its customers, the Company entered into a Share Purchase Agreement, Share Subscription Agreement and Shareholders' Agreement to acquire up to 60% of the paid-up share capital (on a fully diluted basis) of ZipZap Logistics Private Limited ("Whizzard") during the financial year 2021-22.

Hyderabad based Whizzard operates an intra-city distribution network for digital commerce and last mile delivery. Expanding technology based last mile services is an integral part of the Company's growth strategy and this acquisition helps accelerate addition of technology, geographical coverage and operational capabilities of the Company.

On 8th April, 2022, the Company acquired 36% of the paid-up share capital (on fully diluted basis) of Whizzard, making Whizzard an Associate of the Company with effect from the said date.

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 2021-22 till the date of this report.

Impact of COVID -19

The COVID-19 pandemic continued to be a global challenge creating disruption across the world. While the global economy showed early signs of recovery in the beginning of 2021, the repeated waves of COVID infection overwhelmed the Country's health infrastructure. The partial lockdown situation in the Country during most part of the financial year under review led to rise in inflation impacting recovery especially across emerging economies and dented the pace of economic activity.

The pandemic impacted the logistics sector in both positive and negative ways. On one hand, it has increased financial pressure on a lot of companies in the industry, especially transporters. On the other hand, it has accelerated some key transformations within the logistics sector viz. changing channel landscape, increasing adoption of multi-modal logistics, integrated service offerings, technology integration to drive efficiencies etc. Digital solutions and usage of technology has become essential for making supply chains more robust, driving end-to-end visibility, ensuring data security and real-time product traceability, and improving government industry collaboration as we are preparing for the future.

Despite these challenges, we also saw many tailwinds in our business. Opening of the economy spurred growth in all our end markets. Leveraging on the trends emerging from the external environment, we continue to enhance our focus on delivering value through customised integrated solutions, new customer acquisitions and operational excellence and drive technology investments to maintain profitable growth and improve scalability of our businesses in the prevalent economic scenario.

B. DIVIDEND FOR FINANCIAL YEAR 2021-22

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 endeavour to maintain a dividend pay-out of an optimal range of at least 20% of annual audited standalone PAT of the Company.

Basis the performance of the Company for the financial year 2021-22, the Board of your Company is pleased to recommend a final dividend of ₹ 2/- per equity share (being 20% on face value of ₹ 10/- each) out of the accumulated balance of retained earnings representing the accumulated surplus in the profit and loss account as at 31st March, 2022.

The recommended equity dividend outgo for the financial year 2021-22 represents 59% of standalone PAT as of 31st March, 2022 and would result in cash outflow of approximately ₹ 14.4 crores including withholding tax, if declared. For financial year 2020-21, the Company

paid final dividend of ₹ 17.94 crores, representing 75% of standalone PAT as of 31st March, 2021.

The Dividend pay-out is in accordance with the Dividend Distribution Policy of the Company.

The final dividend is subject to approval of Members at the ensuing Annual General Meeting ("AGM") and deduction of tax at source and if approved, shall be payable to those Members whose names appear in the Register of Members and list of beneficial owners as on the book closure date. The Register of Members and Share Transfer books of the Company will remain closed from Saturday, 23rd July, 2022 to Friday, 29th July, 2022 (both days inclusive) for the purpose of payment of the final dividend.

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

Taxation on Dividend

Dividends paid or distributed by a company after 1st April, 2020 are taxable in the hands of the Shareholders. Accordingly, the Company is required to deduct tax at source ("TDS") at rates (plus surcharge and cess) as applicable, at the time of making the payment of the final dividend, if approved and declared at the ensuing AGM.

Request to update information

Details of Shareholders as available in the Register of Members/List of beneficial owners on Book Closure date

Unpaid and Unclaimed Dividend

The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as on 31st March, 2022 is given hereunder:

Financial Year	Date of declaration of Dividend	Dividend declared per equity share	Total amount of Dividend paid	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 th July, 2021	₹ 2.50	₹ 17.94 crores	₹ 29,705.00*	12,146	30 th August, 2028
2019-20	30 th July, 2020	₹ 1.50	₹ 10.74 crores	₹ 29,661.50*	20,293	30 th August, 2027
2018-19	1 st August, 2019	₹ 1.80	₹ 12.86 crores	₹ 31,111.20	17,284	4 th September, 2026
2017-18	2 nd August, 2018	₹ 1.50	₹ 10.67 crores	₹ 32,092.50	21,395	5 th September, 2025

* net of tax deducted at source

Shareholder-wise statement of the unpaid and unclaimed dividend lying with the Company as on 31st March, 2022 is uploaded on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/shareholder-information/> and on the website of the Ministry of Corporate Affairs at www.iepf.gov.in/

Transfer to the Investor Education and Protection Fund ("IEPF")

There is no unpaid and unclaimed dividends of previous years or any equity shares on which dividends are lying

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. All Shareholders are therefore requested to kindly ensure that details such as PAN, residential status, category of holding, bank account details (IFSC, MICR), contact number, email address and postal address details are updated, in their respective demat account(s) maintained with the Depository Participant(s) ("DP") for equity shares held in demat mode or with the Registrar and Share Transfer Agent of the Company - Link Intime India Private Limited ("RTA") in form ISR-1, in case of equity shares held in physical form, on or before Friday, 22nd July, 2022.

Web-portal for submission of tax declarations/forms

To enable the Company to determine and deduct appropriate tax, Shareholders can submit their tax exemption declarations/forms and supporting documents along with the self-attested copy of PAN directly on the secure web-portal of the RTA: <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by selecting "Mahindra Logistics Limited" in the Company dropdown and submitting the form after filing the details prompted therein through an one-time password based verification, on or before Friday, 22nd July, 2022.

unpaid or unclaimed for seven consecutive years or more which have been transferred to the IEPF up to 31st March, 2022 or are due to be transferred to the IEPF during the financial year 2022-23 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.

Transfer to reserves

The Board has decided not to transfer any amount to the General Reserves. The profits earned during the financial year have been retained in the Profit & Loss

Board's Report (contd)

Account of the Company for business and operations of the Company.

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 was amended by the Board of the Company at its meeting held on 29th April, 2021 to inter alia, maintain a Dividend pay-out of an optimal range of at least 20% of the Annual Audited Standalone PAT of the Company. The Policy is enclosed herewith as **Annexure I** and forms part of this Integrated Annual Report.

The Dividend Distribution Policy is also placed on the Company's website and can be accessed from the weblink: <https://mahindralogistics.com/disclosures/>

C. SUBSIDIARIES AND ASSOCIATES

Subsidiary Companies

As on date of this report, the Company has two Indian unlisted subsidiaries viz. Lords Freight (India) Private Limited ("Lords") and 2x2 Logistics Private Limited ("2x2").

Our Subsidiary companies primarily deal in the business of transportation and freight forwarding and continue to contribute to the overall growth in revenues and performance of the Company.

Operational and performance highlights of the Company's Subsidiary companies for the financial year 2021-22 is given hereunder:

- I. **Lords** provides international freight forwarding services for exports and imports, customs brokerage operations, project cargo services and charters. During the financial year 2021-22, Lords earned gross income of ₹ 452.65 crores as against ₹ 299.42 crores in the previous year, registering a record growth of 51.18%. Its Net Profit after Tax increased by 144.12% and stood at ₹ 15.99 crores for the financial year under review as against ₹ 6.55 crores for the previous year.

The Company holds 99.05% stake in Lords as on 31st March, 2022.

- II. **2x2** specializes in offering automotive outbound logistics solutions to four-wheeler and two-wheeler industries. During the financial year 2021-22 the gross income of 2x2 de-grew by 34.19% amounting to ₹ 24.10 crores as against ₹ 36.62 crores in the previous financial year. 2x2 incurred a net loss of ₹ 5.88 crores for financial year 2021-22 as compared to a net loss of ₹ 2.63 crores for the previous financial year.

The Company holds 55% stake in 2x2 as on 31st March, 2022.

Material Subsidiaries

In terms of the criteria laid down in the Company's Policy on Material Subsidiaries and the SEBI Listing Regulations, as amended, Lords has become a Material Subsidiary of the Company w.e.f. financial year 2022-23.

Joint Venture

Transtech Logistics Private Limited ("Transtech")

Transtech is engaged in the business of providing Transport Management Solutions to third party logistics companies, shippers and transporters on a 'Software as a Service' model (SaaS) under the brand name 'ShipX'. For the financial year 2021-22, Transtech recorded gross income of ₹ 2.94 crores as compared to ₹ 1.98 crores in the previous financial year, an increase of 48.48% year-on-year. Transtech has earned a net profit after tax of ₹ 0.03 crores during the financial year under review as against a net loss of ₹ 0.98 crores in the previous financial year.

The Company holds 39.79% stake in Transtech as on 31st March, 2022.

Associate Company

As on 31st March, 2022, the Company has no Associate Companies.

Changes during the financial year 2021-22

During the financial year under review, no company has become or has ceased to be a Subsidiary, Associate or Joint Venture of the Company.

Performance and contribution of the Subsidiaries and Joint Venture

A report on the highlights of the performance and financial position of each of the Company's subsidiaries and joint venture company is included in the Consolidated Financial Statements. 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 Integrated Annual Report.

There has been no material change in the nature of the business of the Subsidiary or Joint Venture companies of the Company during the financial year 2021-22.

D. AWARDS AND RECOGNITIONS

During the financial year under review, the Company was felicitated with many prestigious awards and certificates of appreciations for excellence in its areas of business and continues to receive recognitions for its dedication

to work and commitment to delivering results, to name a few:

- Gold Overall Excellence Award for 3PL, Warehousing and Freight Forwarding at the CII Scale Awards 2021;
- Gold Award at the CII National Level Championships Trophy in 'Industry 4.0 Service sector' category under Safety and Ergonomics theme;
- Gold award for the 2nd Edition-CII National Competition on Digitalization by the Confederation of Indian Industry in Chennai;
- Excellent award at the International Convention (ICQCC - 2021) and National Conventional for Quality Concepts (NCQC-2021) organised by the Quality Circle Forum of India;
- Super Gold award at the 32nd Digital Chapter Convention on Quality Concepts, organised by the Quality Circle Forum of India (QCFI), Nagpur;
- MLL's Logos, Luhari - Block 2 & 3 warehouses received the Indian Green Building Council (IGBC) Platinum Rating;
- Two Gold, Five Silver and three Bronze awards at the Virtual Competition on 'KAIZEN, POKA - YOKE, SMED & LCA - 2021', organized by the Quality Circle Forum of India - Mumbai Chapter;
- Mahindra Rise Awards 2021 - the Company received third place at the Mahindra Group level for its efforts to make the Company truly diverse and inclusive;
- The Company was recognized by the Indian Medical Association, Nashik for providing free transportation services for the movement of medical oxygen cylinders during the second wave of COVID-19 infection in May 2021.

E. INVESTOR RELATIONS

The Company continuously strives for excellence in its Investor Relations engagement through structured earnings conference-calls and periodic investors/analyst interactions viz. one-on-one/group meetings, video conference calls and participation in investor conferences organised by reputed global and domestic broking houses to provide an overview of the Company's operations, business and financial performance and industry developments.

Interactions with Investors

The Company continued its interactions with Indian and overseas analysts/investors/funds during the financial year under review through audio-video conference calls, given the Covid-19 waves and lockdown during the financial year under review. The Company believes in building a relationship of mutual understanding with its investors/analysts and ensures uniform dissemination of information by uploading material information about the Company on the Company's website and on the

website of the Stock Exchanges where equity shares of the Company are listed for access to all the Investors/Analysts, Shareholders and General Public.

An advance intimation of interactions scheduled with Investors, Fund Managers, Analysts and outcome of the interactions are promptly disseminated to the Stock Exchanges and uploaded on the website of the Company.

Earnings conference calls

The Company hosts earnings conference calls for the investors/analysts/funds on a quarterly basis after declaration of the financial results, schedule of which is intimated well in advance to the Stock Exchanges and uploaded on the website of the Company. The invitation along with Dial-in details of the earnings conference calls is also uploaded on the website of the Company.

An earnings presentation summarising the Company's financial results and performance is released upon publication of financial results on a quarterly basis and is made available to the general public through uploads on the website of the Stock Exchanges and the Company, in advance of the earnings call for active and healthy participation.

To ensure symmetric dissemination of information and transparency, the outcome including audio and text transcripts of the earnings conference calls are also uploaded on the website of the Company and filed with the Stock Exchanges.

The same can be accessed from the weblink: <https://mahindralogistics.com/investor-information/>.

Silent period

The Company observes a 'Silent/Quiet period' for 15 days prior to the announcement of its quarterly financial results. During this period, no interactions with investors/analysts/funds are held to ensure protection of Company information. Notice of the Silent period is uploaded on the website of the Company.

F. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale, and complexity of operations of the Company. Regular audits and review processes ensure that such systems are reinforced 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

Board's Report (contd)

has added new automated controls considering the increase in size and complexity of its operation.

The Company internally evaluated the Internal Financial Controls of the Company during the financial year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the evaluation carried, no material weakness was observed in the effectiveness of internal control systems nor any deficiencies in the design or operation of such internal controls were observed. Further there were no significant changes in internal control over financial reporting and the internal control systems were operating adequately.

The Statutory Auditors have also examined the internal financial controls of the Company and have submitted an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting as at 31st March, 2022.

Further there were no letters of internal control weaknesses issued by the Internal Auditor or the Statutory Auditors during the financial year under review. The Company's Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by Management and approved by the Audit Committee and the Board. These Accounting Policies are reviewed and 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, appropriate level of approval mechanisms and maintenance of supporting records.

The Company has also adopted policies and procedures for ensuring the orderly and efficient conduct of its business, 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. The Code of Conduct for Senior Management and Employees of the Company ("Code") commits Management to financial and accounting policies, systems and processes. The Corporate Governance Policies and the Code are communicated across the Company. The systems, standard operating procedures and controls are reviewed by Management. These systems and controls are audited by Internal Audit and their findings and recommendations are reviewed by the Audit Committee which ensures the 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 the statutory auditors 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 effective during the financial year 2021-22.

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 Integrated 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 and concerns and other material developments during the financial year 2021-22.

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 and 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. 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.

As on 31st March, 2022, M&M is promoter of the Company and Mahindra Engineering and Chemical Products Limited and Partners Enterprise form part of the Promoter group of the Company. Apart from M&M, no person or entity held 20% or more equity shares of your Company during the financial year under review.

Material Related Party Transactions

The Company has entered into material Related Party Transactions i.e. transactions exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements, with M&M, the Holding Company and Promoter of the Company in terms of approval granted by the Members at the 12th AGM held on 1st August, 2019 and the Audit Committee of only Independent Directors. These transactions were in the ordinary course of business and on arms' length basis, details of which, as required to be provided under Section 134(3)(h) of the Act, are disclosed in Form AOC-

2 annexed herewith as **Annexure II**, forming part of this report.

Details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the Standalone and Consolidated Financial Statements forming part of this Integrated Annual Report.

The Company did not have any contracts or arrangements with related parties in terms of Section 188(1) of the Act.

Policy on Materiality of and on Dealing with Related Party Transactions

During the financial year under review, the Board on recommendation of the Audit Committee amended the Company's Policy on Materiality of and dealing with Related Party Transactions ("RPT Policy") effective 1st April, 2022 to incorporate the amendments inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021.

The amended policy as approved by the Board is uploaded on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/disclosures/>

I. AUDITORS' AND THEIR REPORTS

Statutory Auditor

Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No.:117366W/W-100018) ("Deloitte") is the Statutory Auditor of the Company appointed by the Members of the Company at their 10th AGM held on 14th August, 2017. Deloitte was appointed for a term of five years commencing from the conclusion of the 10th AGM up to the conclusion of the ensuing 15th AGM.

In terms of the provisions of the Act, an audit firm acting as the statutory auditor of a company is eligible to be appointed as statutory auditor for two terms of five years each. The first term of Deloitte as statutory auditor of the Company expires at the conclusion of the 15th AGM of the Company scheduled to be held on 29th July, 2022. Considering inter alia, the past performance, credentials, independence, pending orders/proceedings relating to professional matters of conduct, market standing of the firm, effectiveness of the audit teams and processes, the Board and the Audit Committee of the Company have recommended the re-appointment of Deloitte as Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of the 15th AGM to be held on 29th July, 2022 up to the conclusion of the 20th AGM of the Company to be held in the year 2027.

Deloitte has consented in writing to their proposed re-appointment and confirmed that their re-appointment, if approved, would be within the limits specified under Section 141(3)(g) of the Act. They have also furnished a

declaration in terms of Section 141 of the Act that they are eligible to be re-appointed as Statutory Auditors of the Company and that they have not incurred any disqualification under the Act. Deloitte has also subjected itself to peer review process of the ICAI and holds a valid peer review certificate issued by the Peer Review Board of ICAI.

The above proposal with disclosures as required under Regulation 36(5) of the SEBI Listing Regulations and the Act forms part of the Notice of the ensuing AGM for approval of the Shareholders.

Unmodified Statutory Auditor Reports

The Statutory Auditor's Reports on the Annual Audited Standalone and Consolidated Financial Statements for the financial year 2021-22 forms part of this Integrated Annual Report and are unmodified i.e. they do not contain any qualification, reservation, or adverse remark.

Secretarial Auditor

M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (Certificate of Practice No.:3662) ("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 Certifications, other certifications as may be required under the SEBI Listing Regulations and ESOP Certification as per the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Annual Secretarial Compliance Report

The Company has obtained an Annual Secretarial Compliance Report for the financial year ended 31st March, 2022 from MMJC in compliance with Regulation 24A of the SEBI Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019. The said Report is submitted to the Stock Exchanges within the prescribed statutory timelines and uploaded on the website of the Company at the weblink: <https://mahindralogistics.com/disclosures/>.

Unmodified Secretarial Audit Report and Annual Secretarial Compliance Report

The Secretarial Audit Report and the Annual Secretarial Compliance Report for the financial year ended 31st March, 2022 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 31st March, 2022 is annexed to this Boards' Report as **Annexure III** and forms part of this report.

Board's Report (contd)

The Annual Secretarial Compliance Report is annexed to the Report on Corporate Governance and forms part of this Integrated Annual Report.

Secretarial Audit of Material Unlisted Indian Subsidiary

Lords, a material unlisted Indian subsidiary of the Company has carried out Secretarial Audit for the financial year 2021-22 from M/s. Parikh & Associates, Practising Company Secretaries (Firm Registration Number : P1988MH009800) pursuant to Section 204 of the Act. In terms of Regulation 24A of the SEBI Listing Regulations, the Secretarial Audit Report of Lords is annexed to the Report on Corporate Governance and is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

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 1st April, 2020. The Internal Auditor 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 and 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.

Cost Audit

For the financial year 2021-22, the provisions of Cost Audit and maintenance of cost records as specified by the Central Government under Section 148 of the Act read with the Rules framed thereunder, are not applicable to the Company and hence such accounts and records are not required to be maintained by the Company during the financial year under review.

Reporting of frauds by Auditors

During the financial year under review, the Statutory Auditor 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 and the purpose for which the loan is proposed to be utilised by the recipient of the loan are provided in Note Nos. 9 and 38 to the Standalone Financial Statements. No loans/advances have been made to companies/firms in which Directors are interested. The Company has not subscribed to the securities of any other body corporate or provided any guarantees and securities in connection with any loans given during the financial year under review.

During the financial year under review, the Company provided Inter-Corporate Deposit of ₹ 2 crores to Lords for meeting its working capital requirements the same was repaid by Lords during the financial year under review.

Disclosure of 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 Note No. 38 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 principle or interest thereon was outstanding as of 31st March, 2022. The Company has not accepted any loans from its Directors or from Holding/Subsidiary/Joint Venture Company of the Company during the financial year under review.

L. EMPLOYEES

Key Managerial Personnel

As on 31st March, 2022, the following persons have been 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. Yogesh Patel, Chief Financial Officer ("CFO");
3. Ms. Ruchie Khanna, Company Secretary ("CS").

Changes in KMP during the financial year

As a part of Mahindra's good people practices of talent movement within the group, Ms. Brijbala Batwal ceased to be the Company Secretary (Key Managerial Personnel) and Compliance Officer of the Company with effect from close of 31st January, 2022 and Ms. Ruchie Khanna was appointed as Company Secretary (Key Managerial Personnel) and Compliance Officer of the Company with effect from 1st February, 2022.

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 the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("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".

During the financial year under review, the Company upon receipt of Shareholders' approval at the 14th AGM held on 27th July, 2021, upon recommendation of Nomination and Remuneration Committee ("NRC") and the Board, amended the RSU Plan 2018 to cover the employees of the subsidiary companies of the Company. Further, the Board at their meeting held on 27th October, 2021, on recommendation of NRC further amended the RSU Plan 2018 to align the same with SEBI SBEB & SE Regulations, which entitled companies to vary the terms of the scheme to meet the regulatory amendments without seeking Shareholders' approval by way of special resolution.

During the financial year under review, the NRC granted 40,885 Restricted Stock Units ("RSUs") to the eligible employees of the Company and the Subsidiary Company 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. The stock options vested to eligible employees of the Company under KESOS Scheme 2012 prior to the initial public offer of the Company were exercised during the financial year under review. The unvested stock options have been cancelled and added back to the pool. There are no stock options outstanding under the KESOS Scheme 2012 as on 31st March, 2022.

A certificate from the Secretarial Auditor of the Company viz. MMJC, certifying that the Schemes have been implemented in accordance with the SEBI SBEB & SE Regulations and the resolutions passed by the Members for the respective Schemes will be placed at the ensuing AGM for inspection by the Members.

Disclosure on the Schemes as required under Regulation 14 of the SEBI SBEB & SE Regulations has been uploaded on the website of the Company and can be accessed at

the weblink: <https://mahindralogistics.com/financial-information/>.

Particulars of employees and related disclosures

The Company has 13 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 31st March, 2022.

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 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 can be accessed at the weblink: <https://mahindralogistics.com/financial-information/> and any Member interested in obtaining a copy of the same may write to the Company Secretary of the Company.

M. EMPLOYEE RELATIONS

As a leading 3PL Solutions provider, the Company is a people driven organisation with over 22,800 employees and workers (on-rolls and off-rolls) spread over 500 client and operating locations across India. With the inherent belief that people are our greatest asset, the employer-employee relationship can be characterised as fair, just, trusting and caring which has been enmeshed into the employee lifecycle and ensuring that through continual reinforcement via communication platforms and the celebration of success stories, alignment in the organisation is strengthened. The Human Resource ("HR") function has ensured that it has driven process excellence by digitising work processes in tandem with policy changes so that technology-driven engagement, efficiency, simplicity, scalability and empowerment could be achieved.

The Company has been certified as a **Great Place to Work** whereby it has been evaluated on the Trust Index and the Culture Audit to understand the relationship an employee shares with the organization, its own jobs, and colleagues at work. The Company has robust processes for overall employee development, ensuring collaboration, inclusion, and providing support across their lifecycle. The Company has designed and institutionalized robust practices to help sustain positive perception among employees.

The Company has been focusing on digitization, **Nectar, the human resource management system platform**, has been implemented for white-collared employees.

Board's Report (contd)

It has empowered the employees with easy data navigation, efficient workflows, and a lower turnaround time for processing employee lifecycle transactions. The Company is also taking actions for implementation of said platform for blue-collar staff, thereby driving higher levels of automation and process efficiency.

The Company's **intranet portal 'HIVE'** has become a potent platform for employees to connect and engage with each other. It provides a single-window communication about organizational events and ensures that employees are updated on the latest developments. To further drive communication and engagement amongst employees, the Company also shares weekly podcasts.

The Company revamped its performance management process as well as career growth and compensation practices. The grades and designations are restructured with the addition of new grades based on benchmarking with industry practices. **Appraisal Grievance Redressal mechanism** has been launched to address employee grievances in a timebound and effective manner that provides employees with a forum to have their concerns addressed.

To assess the engagement levels of such a large workforce, the organization administers the **Mahindra CARES (MCARES)** engagement survey for its on-roll employees. Based on the philosophy that "your culture will determine your success," the Mahindra Group has created an ecosystem of engagement that is anchored by its core purpose. The MCARES results are shared with Managers and their teams to initiate action planning. Brainstorming sessions are conducted with the team of respective managers in the absence of the manager to ensure open dialogue and debate within the team.

The Company continues its efforts to propagate and implement employee centric practices by engaging all employees, including fixed term and contract employees through several initiatives/programmes including the following:

- **V.E.E.R**, the Veteran Employment Engagement and Retention Program was launched to train and deploy retired Armed Forces Veterans in operations. The Company inducted the 3rd batch of armed forces veterans successfully;
- **Diversity & Inclusion ("D&I")**, the Company has made progress in the D&I spectrums by hiring and inclusion of People with Disabilities and talent from the LGBTQ community;
- **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** was launched this year, to accelerate learning, that offers courses on leadership, behavioral and technical topics;
- **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 wherein 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;
- **Sanjeevani**, a platform for harmonious work relations for carrying out several initiatives linked to inclusive participation, capability building, communication and welfare creating higher engagement for all employment categories, especially Fixed Term and Third-party Contract staff;
- **Udaan**, a Second Career Programme for women under the Diversity and Inclusion campaign;
- **Swayam**, a Health and wellness platform for physical and emotional well-being of employees.

The Company has also prepared itself adequately to manage the challenges posed by COVID-19 through empowered workgroups. **Incidence Management Teams** monitored and drove initiatives to mitigate associated risks by taking decisive action at impacted locations. In addition to this, the Company also introduced various policies on COVID-19 leave, health

insurance at the site level, additional home care facilities, and vaccination for eligible employees. The collective proactivity of the Incidence Management Teams ensured that the employees were provided with a safe work environment. During the lockdown, the organization focused on virtual learning, a total of 1,25,000+ man-days of virtual learning were conducted

A detailed note on HR initiatives of the Company is included in section titled Management Discussion and Analysis, which is a part of this Integrated Annual Report

N. ENVIRONMENT, HEALTH AND SAFETY

The Company, being a leading 3PL solutions provider recognises its people as important assets 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. The EHS policy is displayed at all prominent locations and offices and communicated to all stakeholders. The Company demonstrates strong leadership commitment towards EHS through its management safety council, headed by the Managing Director & CEO of the Company. The Company is a registered member of National Safety Council and CII.

Preventing and reducing workplace accidents is a key focus for the Company and is emphasised at all levels through constant communications, awareness programmes and trainings.

The EHS policy is supported by safety management programs conducted for near miss recordings, safety kaizens, safety trainings, safety observation tours to identify, assess and control EHS risks. Multiple measures and actions are implemented through competency training programs like defensive driver training, first aid, firefighting, emergency preparedness. External training through certified trainer in material handling, lashing, chemical safety is also being conducted.

The Company has also initiated ACE, a learning program which includes training on safety practices and best practices related to EHS. During the financial year under review the Company has trained over 50+ manpower on creating and sustaining safety culture at site.

The Company also carries out internal safety audits and external electrical audits of facilities for assessing and managing safety risks with respect to the warehousing and logistics verticals. Safety Themes and various events like National Road Safety Week, National Safety Week, World Environment Day and Drivers' Day are rolled out PAN India on a regular basis for awareness of a safety culture across the organisation. The Company continues its commitment to improve the wellbeing of employees and contract workmen by organising health examination camps, health check-ups and eye check-up camps.

Every year World Environment Day is celebrated by plantation of trees across the region with government authorities, celebration of World Earth day by switching off the lights creating awareness for environment protection among the employees. The Company adopted new technologies like new power source such as Solar energy, adopting LED light, water saving initiatives at locations to support local communities.

During the financial year under review the Company has implemented following safety initiatives:

- **LIFE** – Life Impacting Injuries and Fatalities Elimination, a safety initiative program that furthers the Company's objective of inculcating a safety culture across the Company;
- **Digital Initiative** - M-Safe Dashboard and Augmented Reality /Virtual Reality Electrical Safety Training Module covering Electrical Safety, electrical fire fighting and emergency responses

O. QUALITY

The Company believes in adopting an integrated approach to drive excellence in everything it does. At the organisational level, the Company follows 'The Mahindra Way' ("TMW"), the Mahindra Group's Business Excellence Model. It 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. Management and key business processes are selected for driving improvements through a structured and systematic approach. Every year, the Company undergoes an annual assessment by experienced assessors and basis the feedback received, improvements are carried out by following a PDCA (Plan-Do-Check-Act) approach. This provides us with regular feedback on our progress and also serves as a common yardstick to measure TMW maturity (on process and results) for the Company and also across different companies in the Group. The Company follows a continuous improvement approach across businesses and functions. At operating sites / workplaces high Impact Projects are selected for driving improvements using systematic way of problem solving and task achieving approach and Lean Six Sigma approach. These projects are implemented through use of 7 Quality control tools, advanced statistical tools, lean tools like 5S, process mapping, waste elimination, value stream mapping, makigami analysis, etc.

Quality Initiatives

The Company continued to undertake quality and improvement initiatives across the organisation during the financial year under review. The Company successfully implemented 6,500+ Kaizens, 25+ quality circles, 100+ yellow belt projects, 50+ green belt projects and 15+ black belt projects in the financial year 2021-22 covering

Board's Report (contd)

KPI improvements, reduction in customer complaints, Safety, Customer cost savings, etc. The Company also focused heavily on the capability building programs as per the needs of the employees and feedback from the customers. Over 1,100 employees were trained on daily work management and standardization, 5S, task achieving quality control, Mahindra yellow belt, Mahindra green belt, Mahindra black belt, Plan-Do-Check-Act, line feeding, transportation, etc.

The Company continues to sustain its commitment to inspire and enable all employees to embrace the quality culture as part of their routine work. To this end in November and December 2021, the Company celebrated Quality Month at PAN India level with a theme on "Reimagining Mobility Solutions, Systems and Processes for sustainable future" with focus on spreading a quality culture across all locations through various fun filled activities like Kaizen, Poster, Slogan, Quality Quiz, 5S, Best Site for Sustainability as part of knowledge sharing, Industry experts were invited to address employees on current trends of Total Quality Management, Lean and customer satisfaction, etc.

Integrated Management System

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 rigorous processes and systems in place to ensure quality, team performance and productivity, efficiency, safety, quick decision making, etc.

The Company has successfully completed its Second Integrated Management System (IMS). IMS is a combination of three international standards, ISO9001:2015 (Quality Management System), ISO14001:2015 (Environmental Management System) & ISO 45001:2018 (Occupational Health and Safety Management System) surveillance audit.

The operations of the Company demonstrated successful sustenance of IMS during the online audit conducted at 8 locations and Corporate Office in January 2022. These standards & processes further enable the Company to improve the quality of services, reducing the costs, achieve the Company objectives and live by its Purpose & Purpose Principle.

P. BOARD & COMMITTEES

Board

As on 31st March, 2022, the Board of the Company consisted of ten Directors comprising of a Non-Executive Chairman, an Executive Director (Managing Director & CEO), two Non-Executive Non-Independent Directors and six Independent Directors, of whom two are Women Independent Directors.

Director Appointments/Re-appointments for Members approval

The Board of the Company, on recommendations of the NRC, inter-alia, considering the criteria of preferred skills, and expected role of the directors, vis-a-vis the background, qualifications, skills and expertise possessed, experience and proficiency, ability to devote time commitments and having due regard to diversity on the Board and to maintain an orderly succession planning, has recommended the following appointments/re-appointments for approval of Members of the Company at the ensuing AGM. The Company has received the requisite notices from Member under section 160 of the Act proposing the below appointments/re-appointments.

Proposal seeking approval of the Shareholders for the said appointments/re-appointment with disclosures as required under Act and the SEBI Listing Regulations forms part of the Notice of the ensuing AGM.

Ms. Avani Davda, Independent Director

Ms. Avani Davda (DIN: 07504739) was appointed as a Non-Executive Independent Director of the Company for a first term of five consecutive years commencing from 6th June, 2018 up to conclusion of the AGM to be held in 2022. Accordingly, the first term of office of Ms. Avani Davda as a Non- Executive Independent Director of the Company is due to expire at the conclusion of the ensuing 15th AGM scheduled to held on 29th July, 2022.

The Board of the Company at its meeting held on 26th April, 2022, based on the recommendation of the NRC and given the high ratings and positive outcome of her performance evaluation carried out by the NRC and the Board, has recommended the re-appointment of Ms. Avani Davda as Non-Executive Independent Director for a second term of five consecutive years commencing from 30th July, 2022 to 29th July, 2027 (both days inclusive), not liable to retire by rotation, to the Members for approval through special resolution at the ensuing AGM (prior to expiry of her term). Ms. Avani Davda confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations.

Ms. Avani Davda is registered in the data bank maintained by the Indian Institute of Corporate Affairs ("IICA") and has qualified the proficiency test conducted by IICA. The Board, basis recommendation of the NRC and considering the skills, experience and acumen possessed by Ms. Avani Davda, is of the opinion that she is a person of integrity and possesses the relevant skills, expertise, experience (including proficiency) and capabilities identified to continue as an Independent Director of the Company and is Independent of the Management of the Company.

Ms. Avani Davda has consented to and is not disqualified from being re-appointed as an independent Director in terms of Section 164 of the Act read with applicable rules

made thereunder. She is not debarred from holding the office of Director by virtue of any order issued by SEBI or any other such authority.

Brief profile and other disclosures and details required as per the Act and the SEBI Listing Regulations are given in the explanatory statement to the AGM Notice.

Mr. Ameet Hariani, Independent Director

Mr. Ameet Hariani (DIN: 00087866) was appointed as an Additional (Non-Executive and Independent) Director of the Company not liable to retire by rotation, to hold office for first term commencing with effect from 1st May, 2022 up to 30th April, 2027 (both days inclusive) and holds office as an Additional Director up to the date of the ensuing AGM of the Company.

The Board at its meeting held on 26th April, 2022 basis recommendation of NRC, assessed the balance of skills, knowledge and experience available with the Board as a whole vis-a-vis Mr. Ameet Hariani's background, qualification, skills sets, expertise, ability to devote time, disclosures and declarations submitted, and was of the opinion that Mr. Ameet Hariani is a person of integrity and possesses the relevant skills, expertise, experience (including proficiency) and capabilities identified for being appointed as an Independent Director of the Company. Accordingly, the Board subject to the approval of the Shareholders at the ensuing AGM, appointed Mr. Ameet Hariani as Non-Executive Independent Director of the Company a first term of five consecutive years commencing from 1st May, 2022 up to 30th April, 2027 (both days inclusive), not liable to retire by rotation.

Mr. Ameet Hariani confirms to the criteria of independence prescribed under the Act and the

SEBI Listing Regulations and is Independent of the Management of the Company.

Mr. Ameet Hariani is registered in the data bank maintained by the Indian Institute of Corporate Affairs ("IICA") and is exempted from appearing the proficiency test conducted by IICA. Mr. Ameet Hariani has consented to and is not disqualified from being appointed as an independent Director in terms of Section 164 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.

The brief profile and other disclosures and details required as per the Act and the SEBI Listing Regulations are given in explanatory statement to the AGM Notice.

Director Retiring by Rotation

Mr. Rampraveen Swaminathan, Managing Director and CEO

In terms of Section 152 of the Act, Mr. Rampraveen Swaminathan, Managing Director (DIN: 01300682), retires by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment at the ensuing 15th AGM scheduled to be held on 29th July, 2022. The Board, basis recommendation of the NRC, recommends his re-appointment as Director of the Company.

Mr. Rampraveen Swaminathan has consented to and is not disqualified from being re-appointed as Director in terms of Section 164 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.

Brief profile and other disclosures and details required as per the Act and the SEBI Listing Regulations are given in the additional information section of the AGM Notice.

Directors appointed during the financial year 2021-22

During the financial year 2021-22, the Shareholders of the Company at the 14th AGM held on 27th July, 2021, basis recommendation of the Board and the NRC, approved the appointment of Dr. Anish Shah and Mr. Amit Kumar Sinha on the Board of the Company and re-appointment of Mr. Ranu Vohra and Mr. Darius Pandole as Independent Directors of the Company, as given hereunder:

Director	Designation	Terms and conditions of appointment
Dr. Anish Shah (DIN: 02719429)	Chairman and Non-Executive, Non-Independent Director	From 2 nd April, 2021, liable to retire by rotation.
Mr. Amit Kumar Sinha (DIN: 09127387)	Non-Executive, Non-Independent Director	From 29 th April, 2021, liable to retire by rotation.
Mr. Ranu Vohra (DIN: 00153547)	Independent Director	Second term of office of five consecutive years commencing from 25 th July, 2022 to 24 th July, 2027 at such remuneration as approved by the Board, from time to time, within the Shareholders approved limits
Mr. Darius Pandole (DIN:00727320)	Independent Director	Second term of office of five consecutive years commencing from 25 th July, 2022 to 24 th July, 2027 at such remuneration as approved by the Board, from time to time, within the Shareholders approved limits

Cessations during financial year 2021-22

Mr. V. S. Parthasarathy, Chairman and Non-Executive Director

Mr. V. S. Parthasarathy (DIN:00125299), Non-Executive (Non-Independent) Director and the erstwhile Chairman of the Board of the Company resigned from the Board of the Company with effect 2nd April, 2021 to pursue other interests. Consequently, he also ceased to be a Member of the NRC from the said date.

Mr. Parag Shah, Non-Executive Director

Mr. Parag Shah (DIN:00374944) resigned from the position of Non-Executive (Non-Independent) Director of the Board of the Company due to his pre-occupation with effect from close of business hours of 29th April, 2021. Consequently, he also ceased to be a Member of the NRC, Stakeholders' Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee and Investment Committee of the Board from the said date.

Mr. S. Durgashankar, Non-Executive Director

Mr. S. Durgashankar (DIN: 00044713), Non-Executive (Non-Independent) Director, retired by rotation at 14th AGM held on 27th July, 2021, Although being eligible, he had not offered himself for re-appointment due to pre-occupation.

Consequently, he also ceased to be Member of the Audit Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Board from the said date.

The Board places on record it's deep appreciation for the valuable contributions made by Mr. V.S. Parthasarthy, Mr. Parag Shah and Mr. S. Durgashankar during their tenure with the Company.

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, proficiency and experience 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, race, 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 <https://mahindralogistics.com/disclosures/>

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) carried out an annual evaluation of its own performance, performance of its Committees, the performance and independence of Independent Directors as well as the performance of the Directors individually (including Independent Directors proposed for re-appointment) for financial year 2021-22. The Board also carried out performance evaluation of the Managing Director & CEO of the Company.

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 and the implementation and compliance of the evaluation exercise done for the financial year 2021-22.

Process of evaluation

The performance was evaluated basis feedback for each of the evaluations sought by way of structured questionnaires through a secured electronic portal. The questionnaires for performance evaluation are comprehensive and in alignment with the guidance note on Board evaluation issued by the SEBI, vide its circular dated 5th January, 2017. 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, quality, quantity and timeliness of the information flow between the Board Members and the Management, Board 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 were also able to give qualitative feedback and comments apart from responding to the questionnaire. A detailed note on process of evaluation is provided in the 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 31st March, 2022 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 2021-22 inter alia, concluded that Independent Directors appointed on the Board fulfilled 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. The Directors were also satisfied with the timeliness and flow of information and documents.

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.

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 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 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 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, 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 Directors are encouraged to participate in orientation & learning sessions conducted by third-party experts/organisations. During the year under review, the Independent Director of the Company participated in an online orientation programme covering Boardroom Dynamics and role and responsibilities of Directors in line with recent laws and expectations from stakeholder. The Company has a web-based portal i.e. the Board portal, accessible to all the Directors which, inter-alia, contains the following information:

- Roles, responsibilities and liabilities of Directors under the Act and the SEBI Listing Regulations;
- Board Agenda and Presentations;
- Code of Conduct for Directors;
- Terms and conditions of appointment of Independent Directors;
- Annual Reports.

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/>.

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, Key Managerial Personnel and Senior Management Personnel in accordance with the criteria laid down in the Policy, and the basis for payment of remuneration to the Directors of the Company, KMPs, Senior Management and other employees of the Company.

Board's Report (contd)

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 Appointment and Remuneration Policy is provided in **Annexure V** and forms part of this report. The Policy is also uploaded on website of the Company and can be accessed from the weblink: <https://mahindralogistics.com/disclosures/>.

During the financial year under review, the Board on recommendation of NRC amended its Appointment and Remuneration Policy to align the existing employee grade structure with industry standards.

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.

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.

The Managing Director & CEO of the Company does not draw any remuneration or commission from the Holding Company or the Subsidiary companies of the Company.

Details of remuneration payable to Directors of the Company is provided in the Report on Corporate Governance, which forms part of this Integrated Annual Report.

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:

- a. In the preparation of the annual accounts for the financial year ended 31st March, 2022 the applicable accounting standards had been followed and there are no material departures therein;
- b. 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 31st March, 2022 and of the profit of the Company for the financial year ended on that date;

- c. 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;
- d. They have prepared the annual accounts on a going concern basis;
- e. 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 31st March, 2022;
- f. 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 31st March, 2022.

Board Meetings

During the financial year ended 31st March, 2022, five Board Meetings were held. For details of meetings of the Board, please refer to the Corporate Governance Report, which is a part of this Integrated Annual Report.

Annual General Meeting

The 14th AGM of the Company was held on Tuesday, 27th July, 2021.

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 27th April, 2021 and 27th October, 2021. The Meetings were well attended by the Independent Directors of the Company.

AUDIT COMMITTEE

As on 31st March, 2022, the Audit Committee comprised of five 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 31st March, 2022 is given hereunder:

Mr. Ajay Mehta, 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

The Company Secretary of the Company acts as the secretary to the Audit Committee.

Changes in composition of the Audit Committee

During the financial year 2021-22, the Board inducted Mr. Dhananjay Mungale, Independent Director as a Member and Dr. Anish Shah as permanent invitee of the Audit Committee with effect from 29th April, 2021.

Mr. S. Durgashankar, Non-Executive Director, ceased to be the member of the Audit Committee with effect from 27th July, 2021 and Mr. Parag Shah, Non-Executive Director, ceased to be permanent invitee of the Audit Committee with effect from 29th April, 2021, consequent to cessation of their directorship with the Company during the financial year under review.

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 Integrated 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 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 Board has adopted two detailed Codes of Conduct – one for Board members, and the other for the senior management and employees of the Company. An

affirmation of compliance to the said Codes is received from the Directors, Senior Management Personnel and employees of the Company on an annual basis.

The Company is committed to transparency in all its dealings and places high emphasis on business ethics. 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 Integrated 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 all the 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 who is responsible for steering all activities related to ethics and governance in the Company.

All Stakeholders who have a concern to raise can access the totally secure, independently monitored and transparent modes of logging of complaints, which are accessible 24x7, viz.

- 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: mll.vigil@mahindra.com or by letter addressed to –

The Chairman, Audit Committee

C/o Chief Financial Officer, Mahindra Logistics Limited
Arena Space, 10th & 11th Floor,
Plot No. 20, Jogeshwari Vikhroli Link Road,
Near Majas Bus Depot, Jogeshwari – (East),
Mumbai –400060

The Board had at its meeting held on 29th April, 2021, amended the Whistle Blower Policy for setting up a governance committee and inclusion of additional mechanisms for raising complaints by all stakeholders (Employees, Directors, vendors, customers, etc.) viz. a secured third-party online portal and a 24x7 toll-free hotline number. The amended Whistle Blower Policy of the Company is available on the website of the

Board's Report (contd)

Company and can be accessed at the web link: <https://mahindralogistics.com/disclosures/>

An update on whistleblower complaints is provided to the Audit Committee of the Company on a quarterly basis. During the financial year under review, no personnel was denied access to the Chairperson of Audit Committee of the Board.

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 Complaints Committee has been set across regions to redress complaints received regarding sexual harassment. During the financial year under review, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee ("ICC") under the POSH Act.

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 the POSH Act amongst employees. During the year, mandatory trainings on the POSH were conducted online with an improved and interactive approach.

During the financial year 2021-22, the Company received four complaints in this regard where appropriate action was taken by the ICC and three complaints were resolved as on 31st March, 2022. One complaint pending as 31st March, 2022 was resolved before the date of this report and as on the date of this report there are no complaints pending under the POSH Act.

Risk Management

The Company has a well-defined risk management framework in place which inter-alia includes identification of elements of risk, if any, which in the opinion of the Management and the Board may impact the performance outcome of the Company.

The Company has developed and implemented a Risk Management Policy which is approved by the Board. 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 Board on recommendation of Risk Management Committee amended the Risk Management policy in line with the SEBI Listing Regulations.

The CFO provides oversight and reports to the Board, the Audit Committee and the Risk Management Committee who 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 2021-22 are provided in the section titled Report on Corporate Governance, which forms part of this Integrated Annual Report.

R. CORPORATE SOCIAL RESPONSIBILITY AND RELATED MATTERS

Corporate Social Responsibility ("CSR")

As part of the Mahindra Group, social responsibility is in our DNA. All our community interventions are based on our belief that positive change is best achieved through social and economic empowerment. Our CSR programmes are therefore structured in a way that promotes educational and other opportunities so that communities become self-sufficient in the long run.

The Company's CSR efforts continued to be directed towards Building Communities, Skill Development, Sustainability, Disaster Relief and other initiatives in line with the Company's CSR Policy positively impacting over 1,90,000 beneficiaries across all CSR initiatives of the Company during the financial year under review. Programs such as Oxygen on Wheels and other COVID-19 relief support activities continued during the pandemic to underline our commitment to communities.

CSR Committee

The CSR Committee of the Board is constituted in compliance with the provisions of the Act read with the applicable rules made thereunder.

The CSR Committee of the Company comprised of four Directors as on 31st March, 2022 as detailed hereunder:

1. Mr. Ranu Vohra, Independent Director - Chairman
2. Mr. Rampraveen Swaminathan, Managing Director and CEO - Member
3. Mr. Naveen Raju, Non-Executive Director - Member
4. Ms. Malvika Sinha, Independent Director - Member

The Company Secretary of the Company acts as the secretary to the CSR Committee.

Changes in composition of the CSR Committee

During the financial year 2021-22, following changes were made in the composition of the CSR Committee:

- Mr. Parag Shah, Non-Executive Director, ceased to be the member with effect from 29th April, 2021;
- Ms. Malvika Sinha, Independent Director was inducted as Member with effect from 29th April, 2021;
- Mr. S. Durgashankar, Non-Executive Director, ceased to be the member with effect from 27th July, 2021;

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's website and can be accessed through the weblink : <https://mahindralogistics.com/disclosures/>

CSR Spend

During the financial year under review, the Company has spent ₹ 1.77 crores towards CSR activities as stipulated under Schedule VII of the Act. The Company has spent ₹ 0.07 crores in excess of statutory limit of 2% prescribed under the Act. There is no unspent CSR expenditure as on 31st March, 2022.

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, in line with the CSR Policy, the Company voluntarily conducted impact assessment of its CSR programmes viz. Village Adoption Program in Tembha Village, Maharashtra and Drivers Welfare's Program. Further the Company also conducts internal assessments, situational analysis, need assessment surveys, project visits or social audits etc. to monitor and evaluate the CSR projects of the Company.

Annual Report on CSR

Annual Report on CSR for the financial year 2021-22, is annexed as **Annexure VI** of this report and forms part of this Integrated Annual Report.

S. SUSTAINABILITY

The Company's sustainability vision is to be a logistics sector leader in adopting sustainable business practices which helps maximize benefits to the environment and community. The Materiality and Stakeholder engagement study helps as a compass to implement sustainability programs with relevance to the issues of high importance to the stakeholders as well as the Company's growth. The Company integrates economic progress, social responsibility and environment consciousness into the strategic business decisions.

The Company has adopted a Sustainability Policy and continued with its focus on the Environmental, Social and Governance ("ESG") parameters, by implementing the Sustainability Framework developed, for ensuring a common language and a uniform understanding of the aspects of sustainability across the organisation. As a responsible business, the Company recognizes the real time climate change dynamics and the impact created by logistics and transportation sector.

The Company is focused for attaining carbon neutrality by 2040. To reach the target, the Company is expanding the share of energy-efficient technologies across its assets, deploying clean transportation solutions, implementing energy efficiency initiatives and technologies thereby making our operations and warehousing infrastructure more sustainable. To further improve the focus in the area of Green House Gas ("GHG") reduction, the Company has made a commitment to Science Based Targets Initiative (SBTi) to reduce scope 1 and 2 GHG emissions by 88% per employee and scope 3 GHG emissions by 69% per million kilometer by the year 2033 from a 2018 base year. The Company has prepared its first Integrated report in alignment with the International Integrated Reporting (IIRC) framework and Global Reporting Initiative (GRI) Standards.

Specific initiatives taken in this regard are detailed in **Annexure VII** of this report. These efforts have resulted in reduction in energy and costs, improved process efficiencies and increased customer satisfaction.

Business Responsibility Report

As stipulated in Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility Report 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 2021-22, in the prescribed format is available as a separate section and forms part of this Integrated Annual Report.

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 VII** and forms part of this report.

U. POLICIES

The details of the Key Policies adopted by the Company are mentioned at **Annexure VIII** and forms part of this report.

V. SECRETARIAL

Authorised Share Capital

The authorised share capital of the Company as on 31st March, 2022 was ₹105,00,00,000/- divided into 10,50,00,000 equity shares of the face value of ₹ 10/- each.

Changes in issued, subscribed and paid-up share capital

During the financial year under review, the Company allotted 2,01,278 equity shares of face value of ₹ 10/- each to the eligible employees/ex-employees of the Company towards exercise of RSUs and stock options under the RSU Plan 2018 and KESOS Scheme 2012, respectively. 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.

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 st April, 2021	Opening issued, subscribed and paid-up share capital	-	7,16,70,340	71,67,03,400
12 th April, 2021	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	41,663	7,17,12,003	71,71,20,030
12 th July, 2021	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	25,661		
	Allotment of equity shares to employees pursuant to exercise of KESOS granted under the KESOS Scheme 2012	39,444	7,17,77,108	71,77,71,080
9 th October, 2021	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	86,428	7,18,63,536	71,86,35,360
10 th January, 2022	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	8,082	7,18,71,618	71,87,16,180
31 st March, 2022	Closing issued, subscribed and paid-up share capital	-	7,18,71,618	71,87,16,180

Changes in the equity share capital from 1st April, 2022 to date of this report

On 11th April, 2022 the Company has allotted 64,085 equity shares to eligible RSU Holders on exercise of RSUs granted under the RSU Plan 2018. Consequently, the issued, subscribed and paid-up share capital of the Company as on the date of this report is ₹ 71,93,57,030/- (divided into 7,19,35,703 equity shares of ₹ 10/- each fully paid-up).

Annual Return

The Annual Return of the Company for the financial year ended 31st March, 2022 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-information/>.

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 Secretarial Standards-SS-1 and SS-2.

W. 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;
- There was no 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;

- No application for Bankruptcy under the Insolvency & Bankruptcy Code, 2016 was made against the Company during the financial year under review nor are there any pending proceedings for the same.

ACKNOWLEDGMENTS

The financial year 2021-22 saw waves of COVID-19 as we return to an adapted form of normalcy.

We thank our customers, vendors, business associates, investors, shareholders and bankers for their continued support. We also would like to place on record our deep appreciation to all the employees for their hardwork and contribution, which was the fulcrum of our performance.

For and on behalf of the Board of Directors

Dr. Anish Shah

Chairman

DIN: 02719429

Place: Mumbai

Date: 26th April, 2022

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.

Board's Report (contd)**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 31st March, 2022 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 year ended 31st March, 2022 are as follows:

Sr. No.	Name of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Transaction value (₹ in crores)	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date of approval by the Board, if any	Amount paid as advances, if any (₹ in crores)
1.	Mahindra & Mahindra Limited, Holding and Promoter Company of the Company	Availing of Services	2.28	1 st April, 2021 to 31 st March, 2022	The Related Party Transactions (RPTs) entered into during the 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 approvals were granted by the Audit Committee from time to time.	Nil
		Rendering of Services	1,856.85				
		Reimbursement of Expenses made	11.13				
		Purchase of property/ fixed assets	0.75				
		Dividend paid for financial year 2020-21 (net of tax)	9.41				
		Bad-Debts Written-off	0.13				
		Reimbursement of Expenses received	0.05				
		Total	1,880.60				

For and on behalf of the Board of Directors

Dr. Anish Shah

Chairman

DIN: 02719429

Place: Mumbai

Date: 26th April, 2022

Annexure III

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

for the financial year ended 31st March, 2022

[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.

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Unmodified Opinion:

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 audit period covering the financial year ended on 31st March, 2022 (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 subject to 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 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (External Commercial Borrowings and Overseas Direct Investment not applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and 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)

Board's Report (contd)

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company during the Audit Period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (Not Applicable to the Company during the Audit Period)
- (vi) As identified, no law is specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd. and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

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 Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI Listing Regulations.

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 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 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. Allotted 1,61,834 Equity Shares of face value of ₹ 10/- each towards exercise of Restricted Stock Units under the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 and allotted 39,444 equity shares on exercise of ESOPs vested under the MLL Key Executive Stock Option Scheme 2012. Consequently, the issued, subscribed and paid-up share capital of the Company increased during the Audit period and as on 31st March 2022 amounted to ₹ 71,87,16,180/-.
2. Entered into Share Purchase Agreement to acquire 100% paid-up share capital of Meru Mobility Tech Private Limited, V-Link Automotive Services Private Limited, and V-Link Fleet Solutions Private Limited from Meru Travel Solutions Private Limited ("MTSPL"), a Fellow Subsidiary of the Company and also to acquire 100% paid-up share capital of MTSPL from Mahindra & Mahindra Limited, Holding and Promoter Company of the Company;
3. 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 of ZipZap Logistics Private Limited in tranches.

For **Makarand M. Joshi & Co.**
Practicing Company Secretaries

Makarand M. Joshi

Partner

FCS No. F5533

CP No. 3662

UDIN: F005533D000213675

Peer Review No: 640/2019

Place: Mumbai
Date: 26th April, 2022

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.**
Practicing Company Secretaries

Makarand M. Joshi

Partner

FCS No. F5533

CP No. 3662

UDIN: F005533D000213675

Peer Review No: 640/2019

Place: Mumbai
Date: 26th April, 2022

Board's Report (contd)

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 31st March, 2022, percentage increase in their remuneration during the financial year 2021-22 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 are as under:

			(₹ in crores)				
Sr. No.	Name of Director/ KMP	Designation	Remuneration of Director/KMP for the financial year 2021-22		% increase in remuneration in the financial year 2021-22		Ratio of remuneration (Including perquisite value of ESOPs exercised) of each Director to median remuneration of the employees for the financial year 2021-22
			(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 & Non-Executive Director	Nil	Nil	NA Refer note i	NA Refer note i	NA Refer note i
2	Mr. Rampraveen Swaminathan	Managing Director & CEO	3.96	6.09	29.80%	99.61% Refer note ii	161.14
3	Mr. Naveen Raju	Non-Executive Director	Nil	Nil	NA Refer note i	NA Refer note i	NA Refer note i
4	Mr. Amit Sinha	Non-Executive Director	Nil	Nil	NA Refer note i	NA Refer note i	NA Refer note i
5	Mr. Ajay Mehta	Independent Director	0.07	0.07	0%	0%	1.75
6	Mr. Ranu Vohra	Independent Director	0.07	0.07	0%	0%	1.75
7	Mr. Darius Pandole	Independent Director	0.07	0.07	0%	0%	1.75
8	Ms. Avani Davda	Independent Director	0.07	0.07	0%	0%	1.75
9	Ms. Malvika Sinha	Independent Director	0.07	0.07	NA Refer note iii	NA Refer note iii	1.75
10	Mr. Dhananjay Mungale	Independent Director	0.07	0.07	NA Refer note iii	NA Refer note iii	1.75
11	Mr. Yogesh Patel	Chief Financial Officer	1.79	2.35	27.48%	31.84%	-
12	Ms. Brijbala Batwal [^]	Company Secretary and Compliance Officer	0.25	0.30	0% Refer note iv	0% Refer note iv	-
13	Ms. Ruchie Khanna [#]	Company Secretary and Compliance Officer	0.04	0.04	NA Refer note v	NA Refer note v	-

*Appointed as Chairman & Non-Executive Director effective 2nd April, 2021;

[^]Ceased as Company Secretary of the Company effective 31st January 2022;

[#]Appointed as Company Secretary of the Company effective 1st February, 2022.

Notes:

- Non-Executive Directors were not paid any remuneration during financial year 2021-22;
- Remuneration paid for financial year 2020-21 includes paycut taken on account of COVID-19 pandemic. Further NIL ESOPs were exercised in financial year 2020-21. Hence the perquisite value for financial year 2020-21 was NIL;
- Since associated for part of the financial year 2020-21 percentage increase in remuneration is not reported;
- There was no increase in remuneration of Ms. Brijbala Batwal for financial year 2021-22. Remuneration during financial year 2021-22 is for the period 1st April, 2021 to 31st January, 2022;
- Ms. Ruchie Khanna was appointed as Company Secretary and Compliance Officer effective 1st February, 2022. Hence percentage increase in remuneration over financial year 2020-21 is not reported;
- The remuneration of Independent Directors comprises of commission payable for the year under review within the limit approved by the Shareholders of the Company at the ensuing Annual General Meeting. Sitting fees paid for Board and Committee Meetings is not included in the remuneration.

vii. All amounts have been rounded off.

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 ₹3.78 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 during the financial year 2021-22 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 4.12% in the median remuneration of employees in financial year 2021-22 vis-à-vis financial year 2020-21.

4. Number of permanent employees on the rolls of Company:

There were 3,471 permanent employees on the rolls of Company as on 31st March, 2022.

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 increase in the salaries of permanent employees (other than managerial personnel i.e. Managing Director & CEO) in financial year 2021-22 was 7.31% vis-à-vis the increase in managerial remuneration of 99.61%.

The remuneration includes perquisite value of ESOPs exercised during the year under review. The increase in remuneration is dependent on the Company's performance as a whole, individual's performance and also market benchmarks.

The increase in managerial remuneration in financial year 2021-22 was on account of perquisite value of 40376 Restricted Stock Units exercised during the year under review. The total managerial remuneration paid in financial year 2020-21 included payout due to COVID-19 pandemic.

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 2021-22 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

Place: Mumbai

Date: 26th April, 2022

Dr. Anish Shah

Chairman

DIN: 02719429

Annexure V

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT AND SUCCESSION PLANNING

DEFINITIONS

The definitions of some of the key terms used in this Policy are given below.

"Act" means the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof.

"Board" means Board of Directors of the Company.

"Company" means Mahindra Logistics Limited.

"Employee" means employee of the Company whether employed in India or outside India including employees in the Senior Management Team of the Company.

"Key Managerial Personnel" or **"KMP"** refers to Key Managerial Personnel as defined under the Section 203 of the Act and includes:

- (i) Managing Director or Whole time Director or Manager;
- (ii) Chief Executive Officer (CEO);
- (iii) Chief Financial Officer (CFO);
- (iv) Company Secretary (CS);
- (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- (vi) such other officer as may be prescribed.

"Nomination and Remuneration Committee" or **"NRC"** means Nomination and Remuneration Committee of Board of Directors of the Company for the time being in force.

"Senior Management" means officers/personnel of the Company who are members of its Core Management Team excluding Board of Directors comprising of all Members of management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the board) and shall include Functional Heads, Company Secretary and Chief Financial Officer of the Company.

This Policy is divided in three parts:

Part A - Policy for appointment of Directors, KMPs and Senior Management

Part B - Remuneration Policy for Employees and Senior Management

Part C - Remuneration Policy for Directors and KMPs

A. APPOINTMENT OF DIRECTORS, KMPs AND SENIOR MANAGEMENT

I. APPOINTMENT OF DIRECTORS

The NRC reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual

Board Member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and independence of Director:

1. All Board appointments will be based on merit, in the context of the skills, experience, independence and knowledge, for the Board as a whole to be effective.
2. Ability of the candidates to devote sufficient time and attention to his professional obligations as Director for informed and balanced decision making.
3. Adherence to the prescribed criteria of Independence, if applicable, Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors.

Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the Chairman will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Act and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Removal of Directors

If a Director is attracted with any disqualification as mentioned in any of the applicable Acts, rules and regulations thereunder or due to non-adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

Senior Management Personnel

The NRC shall identify persons who are qualified to become directors and who may be appointed in senior management team in accordance with the criteria laid down as under.

Senior Management Personnel are appointed or promoted and removed/relieved with the authority of Managing Director & CEO based on the business need and the suitability of the candidate.

The information on recruitment and remuneration of senior officers just below the level of Board, including appointment or removal of Chief Financial Officer and the Company Secretary, if any, shall be presented to the Board.

Key Managerial Persons (KMPs)

Appointments of KMPs shall be recommended by the NRC and approved by the Board.

II. SUCCESSION PLANNING:

Board

The successors for the Independent Directors shall be identified by the NRC at least one quarter before expiry of the scheduled term. In case of separation of Independent Directors due to resignation or otherwise, successor will be appointed at the earliest but not later than the immediate next Board meeting or three months from the date of such vacancy, whichever is later.

The successors for the Executive Director(s) shall be identified by the NRC amongst the senior management team or through external sources as the Board may deem fit.

The NRC will accord due consideration for the expertise and other criteria required for the successor.

The Board may also decide not to fill the vacancy caused at its discretion.

Senior Management Personnel

A good succession-planning program aims to identify high growth individuals, train them and feed the pipelines with new talent. It will ensure replacements for key job incumbents in KMPs and senior management positions in the organization. We have a process of identifying Hi-pots and critical positions. Successors are mapped for these positions at the following levels:

- Ready now
- Ready in 1 to 2 years
- Ready in 2 to 5 years
- Ready in more than 5 years

In order to ensure talent readiness as per laddered approach in terms with the HR Policy of the Company.

B. REMUNERATION POLICY FOR EMPLOYEES AND SENIOR MANAGEMENT

Overall Intent of Compensation Policy

At Mahindra Logistics Ltd. (MLL), we want our employees to understand and appreciate their role in providing value to the business. On its part, the organization recognizes that its success depends upon the skills, competencies and performance of its employees. We also believe that the way in which we compensate, reward and recognize as well as promote our employees is a crucial factor in achieving our business and financial objectives.

Towards achievement of these objectives, we promote an entrepreneurial, team-based performance and result oriented culture.

Objectives of the Compensation Policy

- To attract, motivate and retain employees by compensating them competitively, based on periodic comparison with other companies in relevant industries.
- To provide an overall package of remuneration and benefits which addresses the normal requirements of employees and their families.
- To align levels of compensation with the expected output of employees in terms of role responsibility, skills and experience.
- To link elements of compensation with performance of each individual as well as the business.

Compensation Strategy

The compensation will include all statutory and other retirement benefits. We will regularly track market trends in terms of compensation levels and practices in relevant industries through participation in structured surveys and informal consultation with a select group of comparable organizations. This information will be used to internally review our compensation policies and levels.

- Our package of remuneration and benefits will be designed to provide a degree of flexibility to individual officers to structure key benefits in a way that best suits individual personal and family requirements.
- Recognizing the need for long-term security
- Broad bands of compensation levels will be equitably defined for each grade to reflect levels of responsibility and provide a template when recruiting new employees.
- A pre-determined portion of remuneration of Managers & above employees will be linked directly to the annual performance of each individual and the business. This proportion will vary for each grade as per the levels of responsibility.

Compensation Structure

The compensation structure consists of two categories of elements, summarized below. The details of each are given in subsequent parts.

A. Total Cost to Company

This category consists of elements of remuneration/compensation that are considered as 'Cost to Company', which includes Fixed Pay & Variable pay.

The Company may also grant employee stock options/Restricted Stock Units to the Employees and Directors (other than Independent Directors

Board's Report (contd)

and Promoters) in accordance with the ESOP Scheme/ RSU Plan of the Company and subject to the compliance of the applicable statutes and regulations.

B. Reimbursements & Benefits

In addition to the above, the Company provides certain other reimbursements and benefits. These are applicable to all or certain grades based on business requirements and articulated in the HR policy manual. These are, therefore, kept outside the calculation of Cost to Company. These interalia consists of the following:

1. Group Medclaim (Hospitalization) insurance policy
2. Group Personal Accident insurance policy
3. Group Term Life policy
4. Workmen Compensation policy
5. Mobile Reimbursement policy
6. Cellular phone handset policy
7. Laptops and data card policy
8. Transfer Relocation allowance policy

Current Levels & Designations

Role Matric	Band	Grade	Designation
RM5	Strategic	L1	CEO
		L1S	President
		L2S	Senior Vice President/CXO
RM4	Executive	L2E	Vice President /CXO
		L2DH	Associate Vice President
RM3	Department Head	L3DH	Senior General Manager
		L4DH	General Manager
		L5DH	Deputy General Manager
		L5M	Assistant General Manager
RM2	Managerial	L6M	Senior Manager
		L7M	Manager
		L7O	Deputy Manager
	Operational	L8O	Assistant Manager
		L9O	Senior Executive
		L10O	Executive
		RM1	Management Trainee
MT8	Management Trainee		
MT9	Management Trainee		
Graduate Trainee	GT		Graduate Trainee
Union (FTC to Onroll)	10B		Executive
Union (MVML)	10A		Executive
Undergraduate (FTC to Onroll)	10U		Executive
FTC	C6		Contract Others (PF)

Hiring Process

For hiring talent from the market, MLL has an Employee Requisition process which has the Job description, candidate profile, grade and the Budgeted CTC. The candidate is generally given an offer with an increase of ~20% on present CTC. Any increase proposed above 20% of CTC is given with requisite approvals.

Payment of Salary

Salaries are credited to (Company nominated) employee's salary bank account. A salary slip detailing the total of pay and the various deductions made is also provided. Salary gets credited to the bank between last day of the current month to 7th day of the subsequent month.

Annual Increments / Promotions

Based on annual performance appraisals, competency evaluation and Bell curve guidelines, the permanent employees are given ratings on a 5 point scale and applicable increment percentage on CTC is applicable to derive the revised compensation. Promotion criteria is based movement to a higher responsibility and consistently rated Expectations Surpassed / Superior. For promotions an additional increment is also added.

Appraisal year is April to March. Employees joined till 31st December are eligible for Annual increments effective 1st August and new joiners from 1st January will be eligible for increments prorated in the next appraisal cycle.

Remuneration to Senior Management Personnel

All remuneration, in whatever form, payable to Senior Management Personnel of the Company shall be recommended by the NRC to the Board for its approval.

Fixed Term Contract (FTC) Employees

Based on Customer requirement, Fixed Term Contract (FTC) employees are recruited mainly for Operations. The Employment Term of these employees is for one year and it is renewed based on the Customer Agreement for further period. In case of closure of the Customer Agreement, we try to accommodate these employees in other projects based on the requirement else their services are terminated as per the clause mentioned in their appointment letter.

Compensation structure and components of compensation for FTC employees depends on the Location and Customer requirement. Basic Salary, Provident Fund and Bonus are the mandatory components of the compensation structure, whereas House Rent Allowance, Conveyance Allowance, Child Education Allowance, Bonus, Canteen Allowance, Skill Allowance, Attendance Bonus, Production Incentive are paid on the basis of available budgets for the respective customer.

FTC employees are covered under:

- Employee State Insurance (ESI) or Workmen Compensation (WC) based on the location.
- Group Medclaim (Hospitalization) insurance policy.
- Group Personal Accident insurance policy.
- Group Term Life policy.

For annual increments for FTC's we have 2 cycles of annual increment depending on the customer agreement contracts.

Policy on loans / advances to employees

To meet urgent and specific need of Permanent and FTC employees, Company provides salary advances. The specific needs are hospitalization of self, spouse, children & dependent parents and for payment of housing deposit and children school admission fees in case of transfer of an employee for business requirement. An amount up to three month's monthly gross salary for Permanent employee and an amount up to one month's monthly gross salary for FTC employee who have completed one year is paid as salary advance. The salary advance is recovered in maximum 12 installments. No interest is charged on these salary advances. The salary advances are adjusted against the Medclaim settlement, if the same are paid for hospitalization. The complete outstanding amount is recovered from employee's full & final settlement, in case of resigned employee. Perquisite is charged to employee as per Income Tax Act, 1961.

C. REMUNERATION POLICY FOR DIRECTORS AND KMPs

Non-Executive Directors including Independent Directors

The Nomination and Remuneration Committee shall decide 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 Committee shall take 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 Act and such other factors as the committee may consider deem fit for determining the compensation. The remuneration to Non-Executive Directors, shall be recommended by NRC to the Board. The Board shall approve the remuneration to Non-Executive Directors within the overall limits specified in the Shareholders resolution.

Executive Directors

The remuneration to Chairman, Managing Director, if any and Executive Director(s), if any, shall be recommended by NRC to the Board. The remuneration may consist of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as approved by the Board and within the overall limits specified in the shareholders resolution. While the fixed compensation is determined at the time of their appointment, the variable compensation will be determined annually by the NRC based on their performance.

Board's Report (contd)

Key Managerial Personnel (KMPs)

Pursuant to the provisions of Section 203 of the Act, the Board shall approve the terms and conditions of appointment including the remuneration of KMPs at the time of their appointment.

The appointment and remuneration of Key Managerial Personnel should be approved by the Board on the basis of recommendation made by the NRC. The appointment of Chief Financial Officer ("CFO") should also be approved by the Audit Committee after assessing the qualifications, experience and background, etc. of the candidate, wherever applicable. Pursuant to the provisions of Section 203 of the Act, the Board shall approve the appointment and remuneration of CFO and at the time of their appointment after seeking the inputs from the Audit Committee and recommendation of the NRC. Any revision in the remuneration, in whatsoever form, of the KMPs shall be approved and recommended by NRC to the Board for approval.

The remuneration shall be consistent with the Competitive position of the salary for similar positions in the industry and their qualifications, experience, roles and responsibilities. The remuneration to Directors, KMP's and senior management involves balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company its goals.

The Board and the NRC may also establish further rules and procedures and grant necessary delegations, from time to time, to give effect to this Policy.

Dissemination

Information on the total remuneration of the Company's Board of Directors, Senior Management Personnel may be disclosed in the Board's Report, the Company's annual report/financial statements/website as per the statutory requirements in this regard. This Policy shall be published on its website and in the Annual Report of the Company.

Approval and Amendments

The Board may, subject to applicable laws, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy, based on the recommendation(s) of NRC, from time to time.

Any amendment(s) in the statutory/regulatory requirements shall be binding even if not incorporated in this Policy.

Scope limitation

In the event of any conflict between the provisions of this Policy and of the SEBI Listing Regulations and/or the Act or any other statutory enactments, rules, the provisions of such Acts, rules, regulations or statutory enactments thereof shall prevail over this Policy.

Annexure VI

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR 2021-22

1. Brief outline on CSR Policy of the Company	: The Objective of the CSR policy is–																									
	<ul style="list-style-type: none"> • 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. • to 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). <p>From 1st April, 2014 in line with the Companies Act, 2013 and rules and schedules framed thereunder, the Company pledges to spend 2% of its average net profits (or such contribution as may be stipulated by law from time to time) made during the past three immediately preceding financial years specifically towards its CSR initiatives.</p> <p>As per the approach and direction of the Board of Directors of the Company, the Company's CSR efforts would continue to be directed and focused towards Skill Development, Building Communities, Sustainability and Disaster Relief and Rehabilitation as stated in the Policy.</p> <p>The Company has a well-defined and multi-tiered governance mechanism to oversee implementation of and monitor the CSR Policy in compliance with the Section 135 of the Act and rules framed thereunder.</p> <p>The CSR initiatives will be undertaken by the Company itself or through any eligible/ qualifying implementing partners/ agencies.</p>																									
2. Composition of CSR Committee	: as given below																									
<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of Director</th> <th>Designation / Nature of Directorship</th> <th>Number of meetings of CSR Committee held during the financial year</th> <th>Number of meetings of CSR Committee attended during the financial year</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Ranu Vohra</td> <td>Chairman, Independent Director</td> <td>2</td> <td>1</td> </tr> <tr> <td>2</td> <td>Ms. Malvika Sinha*</td> <td>Member, Independent Director</td> <td>2</td> <td>1</td> </tr> <tr> <td>3</td> <td>Mr. Rampraveen Swaminathan</td> <td>Member, Managing Director & CEO</td> <td>2</td> <td>2</td> </tr> <tr> <td>4</td> <td>Mr. Naveen Raju</td> <td>Member, Non-Executive Director</td> <td>2</td> <td>2</td> </tr> </tbody> </table>	Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the financial year	Number of meetings of CSR Committee attended during the financial year	1	Mr. Ranu Vohra	Chairman, Independent Director	2	1	2	Ms. Malvika Sinha*	Member, Independent Director	2	1	3	Mr. Rampraveen Swaminathan	Member, Managing Director & CEO	2	2	4	Mr. Naveen Raju	Member, Non-Executive Director	2	2	
Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the financial year	Number of meetings of CSR Committee attended during the financial year																						
1	Mr. Ranu Vohra	Chairman, Independent Director	2	1																						
2	Ms. Malvika Sinha*	Member, Independent Director	2	1																						
3	Mr. Rampraveen Swaminathan	Member, Managing Director & CEO	2	2																						
4	Mr. Naveen Raju	Member, Non-Executive Director	2	2																						
*inducted as Member on 29 th April, 2021																										
3. Provide the web-link where Composition of CSR committee, CSR policy and CSR projects approved by the Board are disclosed on the website of the Company.	: The Composition of the Company's CSR committee can be accessed from the weblink: https://mahindralogistics.com/board-of-directors/ The Company's CSR policy can be accessed from the weblink: https://mahindralogistics.com/disclosures/ The Company's CSR projects approved by the Board can be accessed from the weblink: https://mahindralogistics.com/csr-and-sustainability/																									
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).	: Not Applicable																									
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.	: as given below																									

Board's Report (contd)

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹)
1.	FY 2020-21	NIL	NIL
2.	FY 2019-20	NIL	NIL
3.	FY 2018-19	NIL	NIL
Total		NIL	NIL

6.	Average net profit of the company as per section 135(5) of the Companies Act, 2013	: ₹ 84,95,84,577.57
7.(a)	Two percent of average net profit of the company as per section 135(5) of the Companies Act, 2013	: ₹ 1,69,91,691.55
7.(b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	: Nil
7.(c)	Amount required to be set off for the financial year, if any	: NIL
7.(d)	Total CSR obligation for the financial year (7a+7b-7c)	: ₹ 1,69,91,691.55
8.(a)	CSR amount spent or unspent for the financial year	: as given below

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1,77,12,871.31	NIL	Not Applicable	Not Applicable	NIL	Not Applicable

(b)	Details of CSR amount spent against ongoing projects for the financial year	: Not Applicable
-----	---	------------------

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)		
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Account for the project as per Section 135(6) (in ₹)	Mode of Implementation -Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	CSR Registration number
Not Applicable												

(c) Details of CSR amount spent against other than : ₹ 1,77,12,871.31
ongoing projects for the financial year

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent in the current financial Year (in Rs.)	Mode of Implementation -Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1	Skill Development:	Item No. (ii)							
	Project Hunnar -Women Empowerment through Skill Development	Sub-item No. (iii) -employment enhancing vocational skills	Yes	Delhi	Delhi	4,64,773.00	No	I & S Foundation	CSR00000774
	Skill Development:	Item No. (ii)							
	Project Hunnar -Skills and livelihood for persons with disabilities through training and mentoring	Sub-item No. (ii) -special education	Yes	Tamil Nadu Kerala	Chennai Coimbatore Cochin	10,52,287.60	No	TRRAIN (Trust for Retailers & Retail Associates of India)	CSR00002617
	Skill Development:	Item No. (ii)							
	Project Hunnar -Skills and livelihood for young women through training and mentoring	Sub-item No. (iii) -employment enhancing vocational skills	Yes	Telangana	Hyderabad	10,81,117.40	No	TRRAIN (Trust for Retailers & Retail Associates of India)	CSR00002617
	Skill Development:	Item No. (ii)							
	Project Hunnar -Women Empowerment through Skill Development	Sub-item No. (iii) -employment enhancing vocational skills	Yes	Delhi Haryana Madhya Pradesh Rajasthan Bihar Jharkhand	Delhi Gurgoan Indore Ujjain Dhar Jaipur Bikaner Munger Bhagalpur Katihar Hazaribagh	27,11,000.00	No	Sewa Bharat	CSR00001733
2	Building Communities:	Item No. (x)							
	Project Gram Vikas -Rural Development projects;	Rural development projects	Yes	Maharashtra	Pune	3,14,563.96	Yes	NA	NA
	Building Communities:	Item No. (i)							
	Project Sehat -For Health camps; Project Jeevandan -Blood Donation camps; Project Nav Drushti -Eye check-up and spectacle distribution camps; Project Samantar -Community Welfare; Swachh Bharat Abhiyaan -Cleanliness and Awareness drives for construction of Toilets, Adopting public Infrastructure for development, maintenance and upkeep;	(iv) promoting health care including preventive health care	Yes	Assam Delhi Gujarat Haryana Jharkhand Karnataka Madhya Pradesh Maharashtra Nashik Tamil Nadu Telangana Uttarakhand West Bengal	Ahmedabad Bangalore Chennai Delhi Gurgaon Guwahati Haldwani Haridwar Hoogly Hyderabad Jalpaiguri Jangalpur Howrah Kalyan Kolkata Latur Nashik Pithampur Pune Ranchi Rudrapur Thane Udham Singh Nagar Valsad	16,58,356.35	Yes	NA	NA

Board's Report (contd)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent in the current financial Year (in Rs.)	Mode of Implementation -Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
	Building Communities:	Item No. (i)							
	Project Street Smart -Zero Accident Zone - a programme to reduce the fatality rate on the Nashik- Bhiwandi Expressway by providing trainings to the community and long-haul drivers Project Sehat -Health Check-up clinic	(iv) promoting health care including preventive health care	Yes	Maharashtra	Nashik Thane	9,66,964.00	No	MAGMO Welfare Sanstha	CSR00000218
3	Sustainability:	Item No. (iv)							
	Project Mahindra Hariyali and Green Guardians -Tree Plantation drives for improving green cover. -Environment Awareness and sustainability for promoting tree plantation	i) ensuring environmental sustainability, ecological balance	Yes	Andhra Pradesh Assam Bihar Gujarat Haryana Jharkhand Karnataka Kerala Maharashtra Punjab Tamil Nadu Telangana Uttarakhand West Bengal	Ahmedabad Bangalore Chennai Gurgoan Guwahati Haridwar Hyderabad Jalpaiguri Kanchipuram Kochi Kolkata Medak Mohali Mumbai Nagpur Nashik Patiala Patna Pune Ranchi Rangareddy Rudrapur Vijaywada Wayanad	12,50,825.00	Yes	NA	NA
	Sustainability:	Item No. (iv)							
	Project Mahindra Hariyali -Tree Plantation	i) ensuring environmental sustainability, ecological balance	Yes	Karnataka	Bangalore	9,24,000.00	No	Samarthanam Trust for the Disabled	CSR00000063
	Sustainability:	Item No. (iv)							
	Project Mahindra Hariyali -Tree Plantation	Item No. (iv) i) ensuring environmental sustainability, ecological balance	Yes	Himachal Pradesh Uttar Pradesh Punjab	Solan Shravasti Moga Tarn Taran	39,89,000.00	No	Naandi Foundation	CSR00001184

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent in the current financial Year (in Rs.)	Mode of Implementation -Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
4	Disaster Management	Item No. (xii)							
	COVID-19 relief and emergency response -providing cooked food/meals, Ration kits to the migrant workers and families, providing mask, sanitizers to health workers; providing emergency cab services to Police Department, Local Government Departments for public use; -flood Relief by supporting relief and rehabilitation measures in flood affected states;	Disaster management, including relief, rehabilitation and reconstruction activities	Yes	Delhi Haryana Himachal Pradesh Jharkhand Karnataka Kerala Maharashtra Rajasthan Tamil Nadu Telangana Uttarakhand	Bangalore Chennai Delhi Gurgaon Haridwar Himachal Pradesh Hyderabad Jaipur Kerala Mumbai Nashik Pune Raigad Ranchi Tamil Nadu	25,97,284.00	Yes	NA	NA
	Disaster Management	Item No. (xii)							
	COVID-19 relief and emergency response -providing cooked food/meals, Ration kits to the migrant workers and families, providing mask, sanitizers to health workers	Disaster management, including relief, rehabilitation and reconstruction activities	Yes	Maharashtra	Latur	7,02,700.00	No	SOS Children's Village of India	CSR00000692
Total						1,77,12,871.31			

(d)	Amount spent in Administrative Overheads	: Nil
(e)	Amount spent on Impact Assessment, if applicable	: Nil
(f)	Total amount spent for the Financial Year (8b+8c+8d+8e)	: Rs. 1,77,12,871.31
(g)	Excess amount for set off, if any	: Rs. 7,21,179.76

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	1,69,91,691.55
(ii)	Total amount spent for the Financial Year	1,77,12,871.31
(iii)	Excess amount spent for the financial year [(ii)-(i)]	7,21,179.76
(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)]	7,21,179.76

9.(a) Details of Unspent CSR amount for the preceding three financial years : Nil

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any		Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Date of transfer	
1.						
2.						
3.						
Not Applicable						
Total						

Board's Report (contd)

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) : Nil

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed / Ongoing
1.								
2.								
3.								
Not applicable								
Total								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). : Nil

(a) Date of creation or acquisition of the capital asset(s). : Not Applicable

(b) Amount of CSR spent for creation or acquisition of capital asset. : Not Applicable

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). : Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). : Not Applicable

For and on behalf of the Board of Directors

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Ranu Vohra
Chairman of CSR Committee
DIN: 00153547

Place : Mumbai
Date : 26th April, 2022

Annexure VII

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 has taken a comprehensive approach to encourage energy efficiency across its operations with continuous awareness amongst its employees as well as contract employees. Your Company has identified resource efficiency and Green House Gas ("GHG") emission reduction as key material issues and has in place various processes stated below in this regard. To give additional focus to these initiatives, your Company has opted to go for Carbon Neutrality by 2040 and achieve Science Based Targets Initiative ("SBTi") certification by 2033. Your Company targets to get the built-to-suit (BTS) warehousing facilities certified by IGBC. Your Company is increasing Renewable Energy component in Energy mix by installing solar panels at warehouse facilities pan India. Your Company is working towards making our facilities energy efficient and sustainable.

During the financial year under review, your Company continued with its focus on the Environmental, Social and Governance ("ESG") parameters, by implementing the Sustainability Framework, developed for ensuring a common language and uniform understanding of the aspects of sustainability across the Organisation.

This framework promotes sustainability through a three-pronged approach of:

1. Promoting Stakeholder Growth;
2. Rejuvenating the Environment;
3. Long-term Business Growth.

Your Company has taken various initiatives as listed below, for energy conservation and preserving natural resources:

- Your Company has robust Sustainability Road Map with targets to ensure continuous improvement keeping in mind our Carbon Neutrality and SBTi goals;
- Continuous awareness about sustainable and responsible practices especially among our Business Associates and Employees has been reinforced;
- Driven 'Making Sustainability Personal' (MSP) which is an effective way for corporates to drive thought and action, beginning at the workplace. The powerful MSP programme harnesses individual shifts in behaviour to internalise sustainability at work and at home;
- Considering that our business has a significant impact on the environment on account of GHG emissions

due to fossil fuel usage, we continue to adopt multiple strategies to reduce negative impacts from our activities, on the environment.

b. The steps taken by the Company for utilizing alternate sources of energy:

During the year under review, your Company has taken following major initiatives for alternate source of energy:

In Transportation:

- Focus on alternative modes of transport – from road transport to rail;
- Deploying alternate energy vehicles – Electric and CNG vehicles;
- Major focus on deploying Electric Vehicles in last mile delivery in e-Commerce segment through Edel as well as in Enterprise Mobility Services segment through Alyte and Meru.

In Warehouse and Offices:

- Reduction in energy consumption, use of renewable energy and optimum use of utilities through continuous measuring and monitoring as well as switching to more energy efficient appliances in our office premises and warehousing operations;
- We aim to replace our built-to-suit (BTS) warehousing facilities with IGBC platinum rating. Thus, we are working towards making our facilities energy efficient and sustainable with renewable energy by installing solar panels across pan India thereby making Green Warehouses.
- During the financial year under review, the Company has launched a solar powered warehouse and Electric Vehicle (EV) charging station in Chakan, Pune. This 2,65,000 sq. ft warehouse is fully operated using solar energy and is a zero-non-renewable energy facility. The rooftop solar plant setup at BTS-3 Sudhawadi, Chakan has a capacity of 150 kWp and will contribute towards reduction of 160 metric tons of CO2 per year. The Company has set a target to increase the share of renewable energy to around 10% by year 2040.

c. The capital investment on energy conservation equipments:

During the year under review, the Company has not incurred any capital investment on energy conservation equipments.

Board's Report (contd)

2. Technology Absorption

a. The efforts made towards technology absorption:

During the financial year under review, the Company's existing portfolio of technology products and platforms continued to grow, with new product launches and enhancement of existing platforms with additional features and functionality. A brief of the technology implemented by the Company during the financial year under review is as under

Technology	Deployment areas	Benefits derived
Cargowise	Digitization upgrade of the Freight Forwarding	<ul style="list-style-type: none">• End-to-end digital visibility of shipment;• Seamless flow of data captured throughout the process;• System driven configurable workflows with auto notifications and manage by exception capabilities;• Complete revenue recognition on the day of period end posting in the Enterprise Resource Planning ("ERP") system;• Speed in compilation and submission of compliance reports;• Immediate capture of profitability impact of business transactions;• Data interface from and to the ERP system, which include both internal & external data sources.
We Comply	Compliance Management tool	<ul style="list-style-type: none">• Fully integrated single window framework across all verticals and functions;• Online Repository of all compliances;• Enhanced data integrity and consistency;• Eliminating human error and oversight.

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
Cargowise	2020	Fully absorbed

d. The expenditure incurred on Research and Development:

During the financial year 2021-22, 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)

(₹ in crores)

	For the financial year ended 31 st March, 2022	For the financial year ended 31 st March, 2021
Foreign Exchange earnings and outgo		
Total Foreign Exchange Earned	NIL	NIL
Total Foreign Exchange Outgo	0.47	0.18

For and on behalf of the Board of Directors

Dr. Anish Shah
Chairman
DIN:02719429

Place : Mumbai
Date : 26th April, 2022

Annexure VIII

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/disclosures/> and on the intranet of the Company - HIVE.

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	During the year under review, the Company 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 behavior that Directors and Employees must comply with, regardless of their location.	The Board had, at its meeting held on 9 th March, 2022, amended Code of Conduct for all Senior Management and Employees of the Company to institutionalise the highest benchmarks of corporate working and behaviours in processes, which are articulated as a set of Core Values and Corporate Governance Policies
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 Related Party Transactions.	The Board had, at its meeting held on 9 th March, 2022, amended the Policy to align the same with the Amended Listing Regulations expanding scope of Related Party Transaction. To incorporate the amendments inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021.
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 and other Employees. The Policy is also annexed as Annexure V to the Board's Report and forms part of this Integrated Annual Report.	The Board had, at its meeting held on 27 th October, 2021 amended the policy to align the existing employee grade structure with industry standards.
Risk Management Policy	The Risk Management Policy is adopted inter alia outlining 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.	The Board had, at its meeting held on 27 th July, 2021, amended the Risk Management policy to align the same with the Regulation 21 and Part D of Schedule II of the SEBI Listing Regulations.
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. The Policy is also annexed as Annexure I to the Board's Report and forms part of this Annual Report.	The Board had, at its meeting held on 29 th April, 2021 amended the Policy to mention a Dividend pay-out range.

Board's Report (contd)

Name of the Policy/ Code	Brief Description	Summary of key changes made to the Policies/Codes
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 behavior 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.	The Board had, at its meeting held on 29 th April, 2021, amended the Policy for setting up a governance committee, inclusion of additional mechanisms for raising complaints by all stakeholders (Employees, Directors, vendors, customers, etc.) viz. a secured third-party online portal and a 24x7 toll-free hotline number.
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 29 th April, 2021 amended the Policy, to align the same with Schedule III of the SEBI Listing Regulations as amended by SEBI from time to time.
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.
Archival Policy	This Policy provides for retention of events or information which has been disclosed to the Stock Exchanges 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.
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.
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.

Management Discussion and Analysis

OVERVIEW

Mahindra Logistics Limited (hereinafter referred to as 'MLL', 'the Company', 'We', 'Our') is one of India's largest third-party logistics ('3PL') solutions providers. We provide a wide range of customised, technology-enabled integrated logistics solutions and enterprise mobility services. Our strength lies in our wide bouquet of offerings enabled by our extensive network of strategically located warehouses and pan-India transportation network.

We operate an asset-light business model, whereby, the assets, i.e., vehicles and warehouses necessary for our operations are owned and/or provided by a large network of our business associates. This technology enabled, 'asset-light' approach enables scalability and flexibility of services to offer customised logistics and mobility solutions to our customers across diverse industries.

We operate in two distinct business segments, Supply Chain Management (SCM) and Enterprise Mobility Services (EMS). Within the SCM business, we provide 3PL and network transportation services to our clients. In Enterprise Mobility, we provide Employee Transport Management Services (ETMS), on call as well as airport services.

SCM business: We operate through a pan-India network, comprising 14 offices and 500+ clients and operating locations. We have a large network of 1,100+ active and long-standing business associates who support us with vehicles, warehouses and other assets and services.

Our operations in the SCM business comprise two large groups. In our core **3PL business**, our endeavour is to offer customised, end-to-end logistics solutions and services, including inbound line-haul transportation, in-plant logistics,

distribution, warehousing and value-added services to our clients. In the **network transportation services**, we are focused on B2B express/PTL, freight forwarding and last-mile delivery, including EVs. In these segments we are working to operationalise a standardised technology-enabled service ecosystem through which to deliver services to a range of customers. We are uniquely positioned to leverage and integrate our 3PL business and network services to provide integrated solutions, which strikes the right balance between customisation and scalability.

We serve 300+ domestic and multinational companies operating across industry segments, including automotive, engineering, e-commerce, consumer goods, pharmaceuticals, telecom, and commodities. We have expertise in providing scalable and customised solutions in fulfilment, warehousing, stores and linefeed, yard management, contractual workforce management, just-in-time services, aftermarket logistics, layout, and process design support, returns processing and distribution, and cross-border logistics.

We manage 17.5+ million sq. ft of warehousing space spanning our pan-India network of multi-user, built-to-suit warehouses, stockyards, network hubs and cross-docks. We operate in-factory stores and linefeed at 40+ manufacturing locations. Our express network serves 16,000+ pin codes through 30+ hubs located across India. We operate a fleet of 550+ eDeL EVs, enabling sustainable last-mile delivery to 1,100+ pin codes across 15+ cities. These EVs have cumulatively covered 7 million+ km in the last one year of their operation and saved 1,000+ tonnes of CO₂ emissions. We acquired 36%

17.5+ million sq. ft
of warehousing space

1,100+
active and longstanding business associates

16,000+
pin codes served through 30+ hubs



Management Discussion and Analysis (contd)

stake in Hyderabad based ZipZap Logistics Private Limited, a tech-enabled, last-mile logistics service provider operating under the 'Whizzard' brand. This association will complement MLL's existing last-mile delivery business and eDeL. Whizzard operates an intra-city distribution network for digital commerce and last-mile delivery. Whizzard currently enables seamless handling of 60 million packages per year, across diverse segments. It has grown 10X in the last three years and serves customers with its full-stack digital capabilities and micro-distribution centres catering to 3,000+ pin codes.

We have sourced and developed our customised technology systems to provide innovative and cost-efficient solutions to improve transparency and visibility for our clients. With deep understanding of customer needs gained from serving them across diverse markets, we have established solution designs and development processes to specifically cater to complex requirements of our customers' supply chains. Through our portfolio of offerings across sectors, we have emerged as a one-stop shop for our customers, with capabilities to design, execute, improve, and optimise logistics related activities across the value chain.

We have a fleet of 550+ eDeL EVs, enabling sustainable last-mile delivery to 1,100+ pin codes across 15+ cities. In association with Whizzard, we will complement and strengthen our existing last-mile delivery business and eDeL.

Our EMS business: We provide technology-enabled people transportation solutions and services across India to 120+ domestic and multinational companies operating in the Information Technology (IT), Information Technology-enabled Services ('ITeS'), Business Process Outsourcing, Financial Services, Consulting, E-commerce and Manufacturing industries.

Our spectrum includes on-call, green-fleet, event transportation and subscription services. We offer these services through a fleet of small and mid-sized vehicles, sports utility vehicles, electric vehicles (EVs) and buses through a large network of 325+ business associates across 15+ cities. Alyte, our nation-wide brand for mobility services, supports employee transport management, customer and network management, utilising a common asset pool to drive efficiencies. 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. To create a differentiation in the Enterprise Mobility market, we strengthened our focus on safety, hygiene and compliance. Some of the measures we undertook in this regard include multi-level safety and compliance checks, safety trainings, rewarding and recognising our employees and drivers for building a culture of safety, detailed incident analysis and reporting, among others.

We recently entered into a Share Purchase Agreement to acquire Meru Cabs, a ridesharing company founded in 2006. Meru has a significant presence in the airport ride hailing segment and provides on-call and employee mobility services to corporates in India. Meru also has several electric vehicles in their fleet. This acquisition will unlock significant synergies through the leveraging of the combined capabilities of Alyte and Meru in supply, technology management and electric mobility as well as in enabling services to our B2C and enterprise customers. This would also be enabled with an expanded portfolio of services like airport ride-hailing, on-call, outstation and B2B2C mobility delivering on a promise of safety, customer excellence and sustainability.

With the acquisition of Meru Cabs, MLL will enhance its range of mobility solutions with strategic focus on enterprise customers and electric mobility

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 in China, South Korea, Southeast Asia and Western Europe, Lords has developed capabilities in providing end-to-end cross-border services, including freight movement through ocean and air, custom clearance, transportation to transit warehouses and mother warehouses.

2x2 Logistics Private Limited, our 55% subsidiary, provides logistics and transportation services to original equipment manufacturers (OEMs) to carry finished automobiles from the manufacturing/assembly locations to stockyards or directly to the distributors through specially designed vehicles. It owns and operates 150+ vehicle carriers and has us as its primary customer.

Transtech Logistics Private Limited (Transtech Logistics), a joint venture, offers ShipX, a SaaS (Software as a Service) based transport management solution (TMS) platform to 3PLs and shippers. We acquired a strategic stake (39.79%) in Transtech Logistics during FY19.

ZipZap Logistics Private Limited (Whizzard), an associate company, is a tech enabled last-mile delivery logistics company, which operates an intracity distribution network for digital commerce and last-mile delivery services. With its full-stack digital capabilities and over 125 micro-distribution centres, Whizzard caters to 3,000+ pin codes across India. We acquired a 36% stake (on fully diluted basis) in Whizzard on 8th April 2022.

A. INDUSTRY OVERVIEW AND TRENDS

A.1 Overview of the Global economy

The global economy showed early signs of recovery in the beginning of 2021. However, it has since faced headwinds amid fresh threats from Covid-19 variants

and a rise in inflation slowing down recovery across emerging economies. Despite signs of moderation, record numbers of daily infections in several countries and consequent containment measures further strained economic activity. Rising energy prices and supply chain disruptions have resulted in higher than anticipated inflation. Developing economies were severely impacted by boom-and-bust cycles of commodity prices, leading to increase in input costs. Global trade hit record high of \$28.5 trillion in 2021, but it is likely to be subdued in 2022 in the backdrop of the Russia-Ukraine war, as efforts to streamline the supply chains and diversify suppliers could affect global trade patterns. Governments and central banks across the world are mulling over policy response to curb the rise of inflation. According to the World Bank's latest report, global economic growth is expected to moderate from 5.5% in 2021 to 3.2% in 2022 due to the impact of the Russia-Ukraine crisis and higher food as well as energy costs across the world.

A.2 Overview of the Indian economy

The last two years were challenging for the Indian economy on account of repeated waves of Covid infection, supply-chain disruptions, volatile oil and commodity prices and rising inflation. The Government of India's response was to build back short-medium term demand through significant increase in capital expenditure on infrastructure. Supply-side measures were implemented to prepare the economy for a sustained, long-term expansion.

As per latest estimates from the Ministry of Statistics & Programme Implementation, the Indian economy was expected to witness real GDP growth of 8.9% in FY22, after contracting by 7.7% in FY21. High frequency indicators showed positive signs, raising both business and consumer optimism. Factors such as rail and freight activity, passenger traffic, power consumption, e-way bills and Goods and Services Tax (GST) collections showed a rising trend. Total consumption is estimated to have grown by ~7% in FY22. India's exports crossed the USD 400 billion mark for the first time in history, and imports recovered strongly owing to the recovery in domestic demand.

Over the course of the year, India vaccinated ~60% of the eligible population with both doses and ~70% of eligible population with one dose. With the vaccination programme having covered a bulk of the population, building back of economic momentum, and the likely benefits of long-term reforms in the pipeline, the Indian economy is poised to grow at around 8.2% in FY23 as per the latest IMF report. Key risks to the growth outlook include further escalation of Russia-Ukraine conflict, rise in commodity prices, higher inflation and global growth slowdown.

With the vaccination programme having covered the bulk of the population, building back of economic momentum, and the likely long-term benefits of supply-side reforms in the pipeline, the Indian economy is in a good position to witness GDP growth of 8.2% in FY23

A.3 Indian Logistics industry – Size & Structure

The logistics sector plays a vital role in facilitating economic activity and trade movement in the country. The sector was estimated to be at ~₹ 13,50,000 crores in FY21 and is expected to reach ~₹ 24,00,000 crores by FY26 growing at ~10% CAGR. Short-term growth was impacted due to Covid-induced disruptions, but the long-term outlook for the sector remains buoyant.

₹ 24,00,000 crores
The expected size of the logistics sector by FY26

~10%
CAGR from FY21 to FY26

Based on service offerings, the logistics sector can be sub-divided into road transportation, freight forwarding, warehousing and value-added services and other logistics services such as container logistics, cold chain logistics, coastal shipping, and so on. Road transportation dominates India's logistics spends, given the reliance on it and the country's vast landscape. The road transportation segment can be further divided into inbound transportation, outbound transportation and distribution, express and last-mile transportation.

We operate in the 3PL space and provide customised transportation services, including line haul, mid-mile, last mile, express and distribution, and freight forwarding services. Our total addressable market, including 3PL and other services is currently ~₹ 1,10,000 crores. The 3PL market is estimated to be ~₹ 65,000 crores in FY21. It is expected to register a ~15% CAGR and potentially become an ₹ 1,50,000 crores market by FY26. Globally, the organised 3PL market is ~10% of the overall logistics market. In India, it is ~5%, indicating significant room for 3PL adoption. The 3PL market is largely fragmented, with top 10 players commanding a cumulative market share of only ~15%. There are many regional players 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.

Management Discussion and Analysis (contd)

The key sectors served by 3PL players include auto and auto ancillary, consumer goods, specialised transportation for certain metals and minerals products, e-commerce, engineering and capital goods, pharma and telecom. Engineering and auto activities remain largely inbound focused, whereas e-commerce, telecom, pharma and consumer sectors have a high share of outbound and distribution logistics.

Typically, outbound logistics is more complex and costly vis-à-vis in-bound logistics, considering the last-mile delivery of final products to various stores and outlets and high replenishment cycles. The auto industry is a notable exception due to its complex inbound supply chain. There is significant scope for increased 3PL usage within these sectors as they require better supply chain management and exceptional logistics practices to compete effectively. Value-added services also demonstrate high potential as activities such as packaging, labelling and quality control, among others are increasingly outsourced to focus on core business activities of procurement and sales.

The freight forwarding market is estimated to be between ₹ 28,000 and ₹ 30,000 crores in India and is

projected to grow at CAGR of 12% over the next five years. The country's growing international trade lent significant impetus to freight forwarding demand. Ocean freight constitutes a bulk of the freight forwarding market, but air freight gained share steadily. The key industry segments contributing to the freight forwarding market are food and food processing, pharmaceuticals, engineering, textiles, chemicals, and auto industries. The sector is expected to grow steadily over the medium to long term on account of the government's push towards infrastructure development, manufacturing self-reliance under the 'Atmanirbhar Bharat' vision, growing imports and exports, and major companies adopting a China+1 manufacturing strategy.

The Indian freight forwarding market has traditionally been highly fragmented, dominated by unorganised entities providing basic services such as brokerage and documentation. However, the sector recently started witnessing transformation, with the use of technology by both new-age start-ups and established players to enhance cargo visibility, reduce errors by digitising documentation processes and bring in transparency in pricing.



THE 3PL MARKET

(₹ in crores)

CAGR 15%

FY21 ~65,000
 FY26 ~1,50,000

There will be a significant shift from pure-play transportation and warehousing services towards sophisticated, high-value integrated logistics solutions

A.4 Key government initiatives

Logistics cost as a percentage of GDP for India stands at ~14%, significantly higher than those in developed countries (7-8%). This can be attributed to certain inefficiencies in the industry, such as lower transportation speed, higher transit inventory, theft and damages and a skewed modal mix. Currently, road accounts for ~70% of transportation (by volume), while rail, ocean and air collectively account for the remainder.

The government aims to cut logistics costs by 5% over the next 5 years and has undertaken several development measures to that end. Some of the key initiatives are enlisted below:

Infrastructure status: Logistics sector was granted infrastructure status in 2017, allowing the sector to have access to funds at easier terms with enhanced limits.

National Logistics Policy: The NLP is being worked out with the objective of developing a fully integrated logistics network with best-in-class technology and automation. The policy will enable the creation of a single point of reference for all logistics and trade facilitation

matters in the country, functioning as a knowledge and information-sharing platform. This will facilitate higher efficiencies and drive down logistics costs.

Gati Shakti Masterplan: 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 by

- i. Getting rid of red-tapism by centralisation of different ministries through higher cross sector interaction
- ii. Identifying critical gaps and synchronisation scope for activities from different departments to reduced silos
- iii. Ensuring a one-stop platform for data availability, enabling better planning and analysis

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 km. 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.

Bharatmala Pariyojana was launched to bridge critical infrastructure gaps through the construction of 9,000 km of economic corridors, 6,000 km of feeder routes, 2,000 km of coastal roads, and so on under Phase 1 of the project. Progress on the project was delayed due to the pandemic as well as issues related to cost overruns and land acquisition. It is expected to be completed by 2026.

Sagarmala programme is underway to reduce logistics cost for domestic and EXIM trade by



Management Discussion and Analysis (contd)

harnessing India's long coastline and navigable waterways. Over 500 different projects related to port modernisation, connectivity enhancement, coastal community development, and port-led industrialisation were identified and are under various stages of implementation.

Logistics Efficiency Enhancement Program (LEEP):

LEEP was initiated by the Ministry of Road Transport and Highways to improve logistics efficiency of the country by developing multi modal logistics parks across 15 cities with the highest freight movement (covering over 40% of the total road freight movement in India). These multimodal logistics parks are expected to serve four key functionalities:

- i. Freight aggregation and distribution
- ii. Multimodal freight transportation
- iii. Storage and warehousing
- iv. Value-added services such as customs clearance and warehouse management services

Production linked incentive scheme: The PLI scheme is a major policy initiative by the GOI with an outlay of ~₹1.97 lakh crores in subsidies and incentives to boost manufacturing across 13 critical sectors.

Drone Policy: The drone policy was drafted to improve the ease of doing business by simplifying and relaxing the certification, authorisation, and permit processes. This makes it easier for companies to deploy drones for commercial purposes.

In addition to the above, initiatives were due in areas of labour policies, poor last-mile connectivity, land acquisition hurdles, promoting the use of technology and driving standardisation across the sector.

The government's initiatives like Gati Shakti Masterplan, will bring down India's higher logistics spending as a % of GDP (~14%) as compared to developed countries (7-8%), by reducing inefficiencies such as lower transportation speed, higher transit inventory, theft and damages and a skewed modal mix.

Development of 3,000+ km dedicated freight corridor will accelerate modal shift and cut rail freight cost and time

A.5 Key trends impacting the sector

The pandemic affected the sector in both positive and negative ways. On one hand, it has increased financial pressure several companies in the industry, especially transporters. On the other, it accelerated some key transformations within the sector as highlighted under.

Changing channel landscape driven by changing customer behaviour

Today's customers are 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 are witnessing a paradigm shift to new channels like e-commerce, which has registered 3x growth compared to traditional retail channels, and emergence of Direct to Customers (D2C), Direct to Retailers (D2R) and Direct to Kirana (D2K) models. These shifts necessitated new models of production, storage, and distribution. Logistics players must build capabilities around distribution, fulfilment, last-mile delivery and utilisation of technology in inventory management and optimisation, customer data analytics, route optimisation, among others to fulfil growing customer expectations. With tier-II and tier-III cities fast emerging as substantial demand centers, there is a need to serve these geographies through a network of warehouses, part-truck load (PTL), express distribution network and strong last-mile delivery capabilities.

Increasing adoption of multi-modal logistics

Over the past year, several large Indian and multinational companies made significant investments in developing multimodal capabilities. The pandemic accelerated the need to leverage rail, sea and waterways more effectively to optimise logistics costs.

In many of our key end markets such as Auto and Farm, there was increased adoption of multi-modal logistics. 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. The share of road transport in bulk and auto outbound sectors will be significantly impacted by multi-modal systems.

Cross-border supply chains became a key focus area for many companies to facilitate global trade. The pandemic made most companies realise the need to improve resilience, real-time visibility, and end-to-end management of their cross-border supply chains.

Increased demand for cross-border logistics

Global trade flow was significantly impacted by Covid and the recent Russia-Ukraine war. This intensified the need for companies to enhance supply chain resilience by diversifying manufacturing activities geographically (China+1). 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. The government has also been negotiating bilateral trade agreements with 20 nations. This creates an opportunity for freight forwarders to expand their footprint into cross-border trade.

Integrated services and offerings

To manage increasing supply chain complexities, companies are looking at improving the overall efficiency of their logistics operations, and reducing costs through optimised network footprint, optimised inventory, deployment of best-in-class digital tools, higher degree of automation, and standardisation of operating procedures and practices across their entire network. To achieve this, many companies are now seeking strategic partnerships with logistics players to deliver on network optimisation, cost optimisation, service fulfilment and customer delight. Therefore, logistics players are trying to fill portfolio gaps, integrate new service offerings to expand their wallet share with such customers. The 3PL companies are developing competencies in providing express distribution and freight forwarding services through acquisitions and partnerships. Large shipping lines or port players are developing capabilities in inland transportation and storage, while large pure-play transport and warehousing players are straddling the value chain and redefining their service levels. Private equity funded start-ups are expanding across segments to become a one-stop shop for all logistics solutions.

Technology integration to drive efficiencies

In the post-Covid environment, there is sharper focus on improving the predictability of supply chains. Customers are now focusing on granular and multi-variable dimensions of their supply chains. As a result, end-user industries and Logistics Service Providers (LSPs) are focusing on supply-chain orchestration by enhancing their customer engagement experience through digital platforms, building operational flexibility and speed to address changing requirements with significant investments in the IT infrastructure. Several new-age service providers have emerged over the course of last few years, offering digital technologies, such as blockchain, robotics, automation, and predictive analytics to support innovative business models. We believe that technologies like Internet of Things (IoT), drones, automated guided vehicles (AGVs), augmented reality (AR), 3D printing, and marketplace platforms will see greater adoption in the future.

Sustainability emerging as business-critical

Amid global concerns around climate change, sustainability is emerging as a topic of strategic importance across major industries. Organisations are 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. Hence, companies are adopting decarbonisation strategies and pushing for greener business solutions. The government is also focusing on decarbonising the transportation sector and aims to have EV sales penetration of 30% for private cars, 70% for commercial vehicles and 80% for two and three wheelers by 2030.

Demand for Integrated fulfilment logistics will gain momentum as supply chains increasingly become more complex on the back of strong growth of e-commerce, omnichannel retail and emergence of Direct to Customers (D2C), Direct to Retailers (D2R) and Direct to Kirana (D2K) models.

A.6 Enterprise mobility services – size and structure

The Indian mobility market was estimated ₹ 1,45,000 crores before the pandemic. It is divided into B2B (valued at ₹ 20,000 crores) and B2C (valued at ₹ 1,25,000 crores) segments. About 85% of the B2C market is a local taxi market, which is highly fragmented and, therefore, remains non-addressable. Our addressable market, including employee transport, car rental, airport, outstation, and ride-hailing segments is estimated to be at between ~₹ 35,000 and ₹ 40,000 crores. Restrictions on mobility during pandemic, and widespread adoption of hybrid working policy led to a significant shrinkage of the B2B market in the short-medium term. Mobility in IT, ITES, BFSI and Consulting sectors were impacted more severely compared to other sectors and we expect the market to recover to pre-Covid levels over the next three to four years.

MLL, through its brand Alyte, operates in the B2B segment of employee transportation services and car rentals. IT, ITeS, financial services, e-commerce and manufacturing sector clients are the primary target customer segments for the enterprise mobility services. The market is highly fragmented and is primarily served by local and regional players. We envisage a significant degree of consolidation in this market, enabled by rising service quality and safety requirements and growing demand for green transportation solutions, which local players find challenging to provide.

Our acquisition of Meru Cabs will enable us to grow presence in the shared mobility space and consolidate the mobility business ownership. With this acquisition, we will enhance our range of mobility solutions with strategic focus on enterprise customers and electric mobility.

Management Discussion and Analysis (contd)

A.7 Key trends impacting the enterprise mobility sector

Increased adoption of Electric Vehicles (EVs) for corporate mobility needs

The government took multiple initiatives to promote manufacturing and adoption of electric vehicles. Key policy frameworks that were launched include National Electric Mobility Mission Plan 2020 and Faster Adoption and Manufacturing of (hybrid and) Electric Vehicles (FAME). From a total cost of ownership perspective, EVs have become comparable to conventional fuel vehicles, especially after the adoption of the more stringent BS-VI regulations. The availability of adequate charging infrastructure was the key impediment in accelerating the adoption. Several private players, including oil marketing companies stepped in for expeditious deployment of EV charging infrastructure, which led to significant improvements across the country. In line with the government's efforts and improving charging infrastructure, corporates as well as individuals are increasingly adopting EVs for their transportation requirements.

Service innovation to enhance user experience

Security and safety are integral elements of enterprise mobility services, especially considering heightened health concerns. As the industry matures, there is also a push to provide the best user experience through a greater degree of freedom and flexibility extended to employees to directly schedule, book and bill for their transportation needs with minimal corporate intervention. This trend is birthing several new mobility

models such as B2B2C subscription-based offerings and on-demand car rental platforms. This is also leading to increased service standards and bundling of services to provide seamless experience to the end user.

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, route optimisation, and so on.

Long-term shift to hybrid work model

As per an industry report, many companies shifted to flexible workspaces for ~20-25% of their workforce after positive experiences with remote working during the pandemic. This move will reduce the demand for employee transportation services. Likewise, extensive use of videoconferencing during the pandemic has ushered in a new acceptance for virtual meetings, which may further dent business travel and employee transportation services.

Service line expansion by competition

Popular ride hailing companies like Ola and Uber focused on employee transportation services. They introduced new commute options for corporates to support employees returning to work, enabling them to book rides together to travel to work as well as 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 offering employee transportation services are expanding to on-call and outstation services. Rapid metro infrastructure expansion is also leading to innovative service lines like micro-mobility, for transportation to and from the metro/rail/bus stations.

Mobility continues to see widespread acceleration to EVs with a growing presence in 3W and 4W. With higher utilisation and challenges of urban transportation, mobility remains a high adoption use case for electrification. With the addition of Meru, we now have over 250 EV sedans in our fleets.

B. Performance of our key focus markets

While FY22 witnessed a recovery in industrial activity across sectors, across most sectors, it was slower than anticipated. The 2nd and 3rd Covid waves in May and December, respectively, combined with other sector-specific challenges were contributors to this slower recovery. Sectors such as Consumer and e-commerce recovered quickly after the short-term shocks witnessed due to the recurrent waves, however, sectors such as Mobility, Automotive and Commodities are following a gradual recovery path.

1. **Auto sector:** The auto industry had a challenging year given the second wave impacting Q1 and semiconductor shortage leading to significant production losses in Q2 and Q3. Domestic auto sales (PV, CV, 3Ws, 2Ws) registered an overall decline of 6% in FY22 vs FY21
2. **Farm sector:** Strong domestic sales momentum in the first half of 2021 and sustained growth in exports over the past several months pushed the total domestic tractor production market past the 1 million mark and exports past the 1 lakh mark for the first time in 2021. However, tractor sales remained subdued in the latter half of the year due to high base of last year, erratic rainfall in some geographies and high commodity prices. Domestic tractor sales witnessed an overall decline of 6.4% in FY22 compared to FY21.
3. **Consumer sector:** As per a Nielsen Report, the FMCG industry witnessed a consumption slowdown in urban markets and de-growth in rural areas in 2021, as the sector was hit hard by high inflation levels forcing companies to go for successive price increases. Demand for discretionary items were also moderated.

Consumer buying patterns changed significantly over recent times, owing to the pandemic, with significant move to online and omni-channel transactions. The internet ecosystem and evolving consumer needs made new business models viable and led to the emergence of the direct-to-consumer (D2C) distribution channel. D2C and

brand websites witnessed over double the growth of online marketplaces.

Pharma sector witnessed a strong demand from domestic and emerging markets and is estimated to have grown by 9-11% in FY22 as per an ICRA report.

Logistics for the Telecom sector remained sluggish, despite estimated double-digit growth in the sector. Most of our customers are working on 5G upgrades and, therefore, current network expansion and upgradation remained sluggish. We expect that there will be a demand spurt soon as companies start accelerating towards 5G.

4. **E-commerce sector:** There has been a sharp growth in festive volumes across e-commerce marketplaces, with the GMV of leading marketplaces growing by over 20% YoY despite a curtail on deep discounting. Discovery and purchase of products through social media (social commerce) continues to rise, primarily led by tier-2 and tier-3 cities. E-commerce players reengineered their supply chains to provide lightning-fast deliveries as demand for online grocery and pharmacy shopping saw a major uptick during FY22. We also witnessed shorter peaks, and significant demand dispersion during the year. The segment's growth accelerated the demand for transportation and fulfilment logistics, including sortation, fulfilment centres, return processing and last-mile delivery.
5. **Discrete manufacturing and capital goods sector:** Performance and sentiments in the manufacturing sector improved in the latter half of FY22 with more businesses reporting higher production and an increase in order book. However, cost of doing business remains a cause for concern for the sector. High raw material prices, high cost of finance, uncertainty of demand, shortage of working capital, high logistics cost, low domestic and global demand due to supply chain disruptions, excess capacities due to high volume of cheap imports into India, high power tariff, are some of the major constraints affecting growth of the sector.
6. **Freight Forwarding:** The industry has been in a state of flux even before the pandemic, impacted by US-China trade relations and rising fuel costs. In FY22, it settled into a volume recovery phase after a period of contraction. Global trade lanes are witnessing rebalancing due to in-shoring and protectionism measures adopted by various countries, major companies adopting a China+1 manufacturing strategy, Russia-Ukraine war, and commodity shortages impacting trade movements. Global trade imbalance also resulted in port congestion, container shortages, which led to a sharp rise in sea freight rates. This resulted in increased demand for air cargo and charter services. The growth of the air cargo market was aided by increased demand for faster delivery of cargo (especially pharmaceuticals and cross-border e-commerce). All major freight forwarders

Management Discussion and Analysis (contd)

reported significant revenue and margin uptick during the year. Outlook for the Indian freight forwarding sector remains buoyant driven by manufacturing push, recovery of demand, and rapid infrastructure development.

- Mobility sector:** Enterprise mobility remains severely impacted by the pandemic. While most companies are reopening and resuming offices, a large portion of the workforce is expected to be moved to a hybrid working model (especially in the IT/ITES segment), which will result in slower recovery in the enterprise mobility business than expected. While these headwinds continue to impact our operations, we made an aggressive effort to add customer accounts in segments such as manufacturing and e-commerce among others to offset the sharp decline across the IT/ITeS and banking segments, which have traditionally been our core markets. A full recovery in these traditional segments might take longer, but our long-term outlook for shared mobility remains positive.

B.1 Response to Covid-19

In the last two years, we adopted several proactive and preventive measures across our locations to ensure

employee safety. The incident management teams established in FY21 continued to work at all locations, lending support to employees in need as well as their families. Oxygen concentrators were procured and deployed at multiple locations across the country to ease the availability of oxygen for emergency use. Home counselling and home diagnostic medical facilities for employees and their families continued to be operational in FY22. Our Covid Response teams, tasked with monitoring and tracking all Covid cases and assisting with hospitalisation and medical support in critical cases, were functional across locations.

Vaccination drives were carried out across our sites throughout the year to ensure vaccination of employees, their spouses as well as our business associates. As of 31st March, 2022, 92% of our employees and 80% of our business associates are fully vaccinated.

Financial support measures launched last year continue to remain in place to support our employees in critical cases. In case of death of an employee, an ex-gratia compensation is paid out to the nominee of the deceased employee. We supported the education of the deceased employees' children up to senior secondary level.



As a community support measure, we started an initiative called 'Oxygen on Wheels' to strengthen oxygen availability by connecting oxygen producers with the hospitals and medical centres in dire need of it. Under this initiative, 100+ vehicles were deployed to overcome the transportation bottleneck, with safe and quick transportation to deliver oxygen cylinders 'on-demand' and ease the dearth of life-saving oxygen. We started an initiative called HOPE to provide financial assistance to our driver associates and launched a national helpline for employees and drivers.

C. Opportunities and challenges

C.1 SCM Business

Opportunities

Opportunity to address growing demand from tier-2/tier-3 cities through a network of built-to-suit (BTS) warehouses

Companies have been consolidating their supply chains following GST implementation and this has led to leasing of large-format warehouses. Consumer, retail, and e-commerce companies were driving the demand for Grade A modern warehouses. There has been significant uptick in demand for consumer products from tier-2 and tier-3 cities due to rising disposable incomes and share of elite and affluent households. This presents us with an opportunity to serve these geographies by building state-of-the-art, energy-efficient network of built-to-suit (BTS) warehouses across strategic locations in India.

Opportunity to take advantage of growing demand for fulfilment and forward logistics solutions in consumption-led sectors

Increasing digital adoption has led to a rise of omnichannel retailing. This is necessitating several companies to redesign their supply chains. Small businesses and new brands are also increasingly going Direct to Customer (D2C), while larger brands are starting their own 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. This has presented LSPs with the 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. The acquisition of Whizzard will enhance our presence and capabilities in the last-mile delivery and fulfilment services segment. Expanding technology based last-mile services is an integral element of our growth strategy and this

transaction will help accelerate addition of technology, geographical coverage, and operational capabilities.

Opportunity to offer multi-modal services to our customers

To improve India's logistics efficiencies and reduce logistics cost, the government launched the Gati Shakti Masterplan to promote the use of multi-modal logistics. 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 were exploring the option of transporting goods via other modes like rail, inland waterways, or sea/coastal shipping to drive down their overall logistics costs. We have been offering multi-modal services, e.g., rail transportation to auto outbound customers; and are constantly evaluating the scope of expansion of these services to customers across other sectors as well.

Opportunity to capitalise on growing demand for cross-border logistics

Indian exports and imports are continuously growing as a result of strong economic recovery and improved competitiveness. This trend is expected to pick up momentum due to companies choosing India as a preferred destination for manufacturing (China+1), and boost to manufacturing through Atmanirbhar Bharat vision and the PLI scheme. This will lead to an increased demand for freight forwarding services. Through our subsidiary Lords Freight, with end-to-end capabilities in freight forwarding, we are well poised to take advantage of this opportunity. We are looking to expand presence in domestic and international markets, and into services like customs broking to ride this wave.

Services and technology Integration

Owing to increasing supply chain complexities, customers are demanding integrated and managed logistics services. As a result, LSPs 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 can become a point of differentiation for LSPs. To drive innovation, we launched the 2nd edition of the start-up incubation programme, 'CATAPULT 2.0', under which, we partnered with promising start-ups to develop and scale innovative logistics solutions.

Sustainability

Sustainability is emerging as a topic of strategic importance across major industries Organisations are being assessed for the social and environmental impact of their supply chains Logistics and transportation are a key contributor to overall carbon footprint, estimated at

Management Discussion and Analysis (contd)

as much as 13%-15% in India. We deployed eDeL EVs for last-mile distribution, which led to a significant reduction in CO2 emissions. We initiated various pilots in the areas of energy conservation and sustainable packaging to create a win-win for our customers and us. At MLL, we are focused on CO2 reduction, resource conservation and thought leadership. We joined the Science Based Targets Initiative (SBTI) to build a clear set of metrics, which can be transparently measured and aligned to specific projects, helping us realise our vision of becoming carbon neutral by 2040.

Our vision is to become **Carbon Neutral by 2040**

Challenges

Chip shortage impacting auto production

Chip shortage plagued the auto sector throughout FY22 and there was an estimated loss of 2.5 lakh units in terms of demand for new cars as per a Crisil report. Since our business is significantly influenced by the performance of the auto sector, we faced challenge in the form of softer demand from our auto customers. We estimate the shortages of chips and other components will likely continue till the 2nd half of FY23, following which we estimate a broad and sustained recovery.

Volatility in global supply chains

The combined impact of Covid-19, geopolitical issues, and supply chain disruptions impacted trade lane balances and availability of carrier and container space across many regions in the world. These factors have unfavourably impacted availability, and resulted in a sharp increase in prices during the past two years. A continuation of these factors will increase cost pressures, impacting demand across the regions. Many companies across the world are adapting their supply chains by

either re-shoring or developing new supply sources. These factors open new demand avenues with our key customers.

Rising crude oil prices leading to high transport costs

Severe volatility in crude oil prices resulting in fuel prices reaching an all-time high in India impacted our transportation business in FY22. Crude oil prices continue to stay volatile because of global tensions and the Russia-Ukraine conflict.

Demand dispersion and shorter peaks

E-commerce companies witnessed shorter than expected demand peaks during major festive sales in FY22, thereby impacting the efficiencies of our sort centre and fulfilment centre operations. In non-e-commerce segments, we continued to see greater demand dispersion in terms of geographical demand patterns and category trends. These create greater pressure on supply chains to be agile and affect the utilisation of discrete facilities, as we witnessed for some periods in FY22.

Talent and labour challenges

Reverse migration of labour following the pandemic has had an adverse impact on our operations. During the 1st Covid peak, we witnessed a significant reverse migration of labour from urban areas to their homes in rural areas. A large portion of this workforce has not returned to urban areas even after business and commerce normalised. This created a shortage of labour, especially during demand peaks and increased labour costs due to demand-supply mismatch. As we focus on new capability development, creating the pipeline of talent in critical areas and enhancing the culture are critical levers, which could impact our long-term growth.



Warehousing supply challenges

The booming e-commerce market is fuelling the demand for Grade-A warehousing facilities. However, there is a shortage of such warehouses across key demand centres. Additionally, rise in prices of input materials like steel, cement, among others increased construction costs, but the rental yields have not kept up pace, thereby putting profitability pressures on warehouse developers and logistics services providers (LSPs) like us.

Volatility in global trade flows

Global demand-supply mismatch following the pandemic, triggered a worldwide shipping crisis, with sea freight skyrocketing to phenomenal levels due to shortage of containers owing to congestion across major ports in China, USA and Europe. This impacted the businesses of many customers as it led to increase in the overall costs and delay in order fulfilment.

Pricing pressure from customers

Rising input costs due to increase in commodity and crude oil prices made many of our customers focus on cost rationalisation. This led to increased pricing pressure on us. We are addressing this challenge by focusing on value addition and driving cost-reduction initiatives across the organisation.

Increased disintermediation across the value chain

New-age, technology-enabled start-ups with innovative business models are disrupting the logistics industry. Many of these platform-based start-ups use marketplace models and data analytics to drive down the overall logistics costs. This has led to an increase in transparency and operational efficiencies for customers.

C.2 EMS business

Opportunities

EVs gaining popularity in the enterprise mobility market

The Government of India created favourable policies for the promotion of EVs under FAME-II. EV technology is well suited for mid-range shared mobility applications and several companies are fulfilling a part or entirety of their employee transportation needs using EVs. With companies focusing on moving towards a sustainable way of doing business, EV as a medium for employee transportation has gained a lot of traction lately. The availability of adequate charging infrastructure was a key impediment for accelerating the adoption of electric vehicles in India. Many private players, including oil marketing companies set up charging infrastructure

across major cities and announced major expansion plans to alleviate this issue. Our acquisition of Meru with a fleet of EVs, will put us at an advantage to serve our existing and new customers, thereby driving the sustainability agenda.

Increased focus on user experience, safety, and compliance

Customer expectations from mobility service providers moved beyond cost to providing better user experience by allowing greater degree of freedom and flexibility to employees to directly schedule, book and bill for their transportation needs with minimal corporate intervention in a post-pandemic world. There is an enhanced focus on safety, hygiene, and compliance especially following the pandemic. This led to emergence of premium office commute services focused on providing best-in-class safety and compliance through extensive multi-layered safety checks, driver trainings and data-based incident analysis and reporting. This presents us with an opportunity to build on our current services, add new services like B2B2C mobility, and further leverage technology to serve our customers better.

Challenges

Long-term shift to work from home for 20-30% of workforce

In the past two years, most businesses had their employees working from home. Companies are increasingly adopting a hybrid working model or moving to a permanent work from home option for some functions within their operations. Hybrid models and permanent work from home will slow down the recovery of enterprise mobility.

We diversified into new business segments to tackle this challenge and moved our focus from predominantly serving the IT/ITES and banking sectors to e-commerce and manufacturing.

Threat of substitution by mass urban transportation

We are seeing a rapid increase and improvement of the metro infrastructure within India over the last 2-3 years. All major metro cities have developed or are developing mass transportation options for their population. B2C players like Uber ventured into providing mass transportation options to B2B customers in the form of buses through a B2B2C model. We also extended our portfolio to include buses to provide end-to-end integrated services to B2B customers.

Management Discussion and Analysis (contd)

Threat of disintermediation

Technology-led aggregators are innovating and expanding their service offerings to create differentiation, are building their own fleet and working directly with fleet

owners. Ride-hailing players like Ola and Uber upped their focus on providing corporate mobility services, thereby disintermediating the market.

D. SEGMENT WISE PERFORMANCE

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	FY22		FY21	
	Amount (₹ in crores)	% of total revenue from operations	Amount (₹ in crores)	% of total revenue from operations
SCM	3,938.68	96.46%	3,144.64	96.35%
EMS	144.35	03.54%	119.08	03.65%
Revenue from operations	4,083.03	100.00%	3,263.72	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	FY22 (%)	FY21 (%)
Transportation	62.36	67.18
Warehousing and value-added services	23.08	20.06
Freight Forwarding	11.02	09.11
Enterprise Mobility services	03.54	03.65
Total	100.00	100.00

E. BUSINESS STRATEGY

In FY20, we had defined our vision of becoming a ₹ 10,000 crores logistics service provider by FY26, delivering exceptional customer experience through differentiated, technology-enabled solutions. To achieve this vision, we defined our strategy to grow in profitable markets through four core strategic platforms. Despite severe disruptions and challenges to the business, we executed on the intended strategies during the reporting year. These are listed in the sections below.

E.1 SCM business strategy

To succeed and grow in a market dominated by transactional services, we formulated our strategy to create differentiation via solutions around customer business problems by integrating multiple services, offering value-added services, and using data and analytics to deliver outcomes. Our strategy is to focus on high growth profitable markets of auto, engineering, consumer and retail, e-commerce and pharma sectors. We intend to grow in these profitable markets by focusing on our four core strategies as set out below:

1. Expand network services portfolio of B2B Express, Freight Forwarding and Last-Mile Delivery services

We provide diverse services across sectors like auto and auto ancillaries, engineering, consumer, e-commerce, pharmaceuticals, and commodities.

We plan on augmenting our offerings and addressing end-to-end needs of our customers through expansion of our service portfolio. Network transportation services have grown to 20% of our total revenue in FY22.

Express logistics witnessed significant growth in key sectors such as e-commerce, FMCG, FMCD, pharmaceuticals and auto ancillaries. As these sectors are of key focus for us, expanding our presence in express logistics would help us expand the share of business in these sectors. We plan to build strong express operational capabilities, and are evaluating several options, including building our in-house express network, acquiring national or regional incumbents, and fostering partnerships with global express firms.

Our Freight Forwarding business exhibited high growth during the year, although we hold a small market share in a large fragmented market. Cross-border logistics is a critical requirement for engineering, textile, pharmaceutical, e-commerce and auto customers. We are actively working towards expanding this offering through new customer acquisition, services expansion, like CHA licence, investing in best-in-class track and trace systems, among others. As global trade lanes get rebalanced in a post-Covid world, we are evaluating options to scale and de-risk the business

through geographical expansion in domestic and international markets, relevant partnerships and acquisitions.

We built a network of warehouses across strategic locations in India and have developed strong surface transportation capabilities along with first- and last-mile linkages. However, we lack presence in key multi-modal segments such as rail-based container transportation, inland shipping, CFS/ICD, among others. As customers seek one-stop, mode-optimised logistics solutions, it is critical for us to offer multi-modal offerings in the future linking sea, rail, road and air. We plan to leverage our pan-India presence and surface transportation capabilities and are evaluating options to build and expand multi-modal offerings.

Last-mile delivery is expected to witness high double-digit growth on account of evolving customer needs. Quick commerce and Direct To Customer (D2C)/ Direct To Kirana (D2K) models are driving the next phase of growth in the last-mile delivery space, and has created a large market for micro fulfilment. These models are moving beyond the traditional e-commerce sector and extending to consumer products, among others. We have a sizeable presence in the e-commerce, last-mile delivery space and have launched an electric vehicle based, commercial last-mile service called 'eDeL'. Currently, we have a fleet of 550+ EVs in over 15 cities. We plan to expand this service aggressively through a fleet of owned and contracted EV fleet and extend it to sectors beyond e-commerce.

We recently acquired stake in Whizzard, one of the fastest growing and profitable LMD companies, offering delivery, distribution and fulfilment as a service. Through this acquisition, we stand to gain significant share in the last-mile services by capitalising on growth opportunities in quick commerce and D2C/D2K. This acquisition will complement our existing last mile business and eDeL and will help accelerate addition of technology, geographical coverage and operational capabilities.

We recently acquired stake in Whizzard, one of the fastest growing and profitable LMD companies in India, to expand technology-based offerings in the last mile space, including micro fulfilment.

2. Focus on providing differentiated and integrated solutions in the 3PL segment

Supply chain complexities increased significantly in the recent past to address changing consumer

preferences and demands. With higher complexities across the supply chains, our customers want solutions that optimise their end-to-end needs from sourcing, inbound transportation, storage, outbound transportation, distribution, fulfilment, right up to returns processing and reverse logistics. Our extensive experience across e-commerce, consumer, pharmaceuticals, auto and engineering sectors enabled us to develop the key building blocks to provide integrated solutions to our customers. We developed sector-specific solutions, revamped our sales and solution designing organisation aligned to our key end markets, and enhanced our sales processes and technical capabilities to offer such solutions to our customers.

3. Drive operational excellence by focusing on solution value models, standardisation, improving quality and safety, enhancing transportation capabilities, and expanding our network of warehouses

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. We continue to develop and adopt consistent and common operating systems focused on safety, workforce management, productivity, and process excellence. We are also focused on enhancing and integrating our solution design capabilities to deliver a consistent experience to our customers from design to delivery.

The transportation service line contributes significantly to our operations. We source our fleet from a large network of business associates spanning the country. We have built robust processes for partner selection, onboarding and development and have several programmes in place aimed at improving partner loyalty, service quality and performance. We continue such investments in our partners to build long-term, mutually beneficial partnerships.

Following GST, consolidation of supply chains is a consistent trend in our industry, and we continue to take advantage of this opportunity. We contracted large, multi-user warehouses in certain strategic locations across India. These multi-user smart warehouses are built to suit the highly flexible needs of e-commerce and consumer companies. We plan to keep expanding our network of built-to-suit warehouses over the next few years, achieving 12-

Management Discussion and Analysis (contd)

15 million square feet capacity of built-to-suit (BTS) warehouses by FY26. As on 31st March, 2022 our BTS capacity reached ~3 million square feet, and we are well on track to realising our FY26 aspirations. We also brought a large portion of our fleet on to an integrated track and trace platform to improve visibility of shipments and extend transparency to our customers.

We plan to achieve 12+ million square feet capacity of built-to-suit warehouses by FY26, catering to the highly flexible needs of e-commerce and consumer companies in particular.

4. Digitisation and innovation

Over the past several years, we 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.

We implemented an advanced human resources management system and a new track and trace system for our freight forwarding operations this year. To capitalise on emerging technological trends, we launched pilots to incorporate technologies like drones, AGVs, IoT and Analytics in our business.

'Catapult', an incubator programme hosted by us, is in its second year in FY22 and this edition of Catapult aims to identify new and innovative solutions to accelerate technology interventions in the supply chain and mobility industry.

E.2 EMS business strategy

In FY22, our EMS Business witnessed a slow recovery in the backdrop of an extremely challenging external environment owing to the pandemic. In the past two years, we made aggressive efforts to add customers from manufacturing and e-commerce sectors to offset the decline in the IT/ITeS sector. Our long-term strategy for the mobility business, however, remains unchanged and our growth plans are driven by the following key strategies:

1. Develop B2B2C solutions, and diversify in manufacturing and e-commerce

Historically, corporates used to book, roster and schedule office commute or car rental services for their employees. This trend has been changing over the past few years, and more and more companies are offering the flexibility to their employees to self-book, roster and schedule a ride between workplace and home. This is essentially changing the nature of our operations from B2B to B2B2C, which demands better service levels, greater flexibility, and higher levels of data and analytics to run successful operations. We are developing and piloting models to offer B2B2C services under different commercial constructs to our clients.

IT/ITES, banking and consulting industries have historically been the largest end-markets that we catered to. With Covid imposed restrictions on mobility, and companies adopting work from home or hybrid working models, demand for mobility from these sectors shrunk. We are actively working to provide existing and new services (e.g. bus services) to sectors like manufacturing, telecom, and ecommerce to de-risk the business.

2. Expand offerings: On-call, airport, outstation and micro-mobility segments. Build EV portfolio

With ETMS at the core of our business, we plan to expand into on-call, airport transfers and outstation service lines. The on-call business is a large segment, which requires dedicated assets and services setup. Further penetration into this segment allows for customer account synergies and better asset utilisation. With resumption of domestic and international air travel, demand for airport cab services is picking up. This market segment has high service level requirements and high entry barriers and is suited to our objective of becoming an end-to-end mobility service provider. With rapid development of instant public transport systems in most major metros and tier-1 cities, there is increased demand for mobility services between metro/rail/bus stations and home/office locations. These are typically short distance trips in set routes, and hence EVs are suited for such operations. We are, therefore, evaluating and developing solutions for micro-mobility.

We plan on becoming a leading mobility provider to offer flexi fleet of ICE (Internal Combustion Engine) and EVs. Our long-term goal is to have 30% of our total fleet as EVs. We are also working to establish an EV ecosystem by means of partnerships to create EV supply, financing, vehicle maintenance, off-road support and charging infrastructure. Our acquisition of Meru Cabs is a step in the direction of expanding our offerings and building EV based solutions.

3. Develop an integrated technology platform to support asset optimisation and multi-service line offerings

We are developing Alyte as an end-to-end digital platform that manages the entire supply and demand lifecycle of multi-service line operations and utilises analytics for centralised orchestration and optimal asset utilisation. It will also support modules for contracting, invoicing, and providing network visibility and optimisation. This platform is envisaged to be hosted on cloud to ensure compliance and superior customer experience through transparency and optimised service levels.

4. Develop new vehicle supply models. Enhance safety and service standards

Our current operating model relies on large-fleet owners and aggregators. This type of sourcing typically results in relatively lower margins, and exposes us to the risk of disintermediation. To address this, we are actively trying to create a balanced sourcing mix by adding more small owners and Driver Cum Owners (DCOs).

We are also working towards a network model across our service lines (ETMS, On-call, B2B2C) for cross-utilisation of assets through digital intervention. Our technology platform and analytics will help us in route optimisation and network solution designing to drive higher vehicle utilisation.

We will focus on enhancing service standards through programmes aimed at improving reliability and safety. We understand that customers place their trust in us when they get into our vehicles. Commitment to passenger safety is our topmost priority. To ensure the highest safety standards, we incorporated features ranging from digital to physical add-ons, which encompass live tracking to a driver background check.

F. RISKS AND CONCERNS

We are committed to recognising and managing the risks our business is exposed to (internal and external) and have put in place mechanisms to handle the same proactively and efficiently. We recognise that these risks could adversely affect our ability to create value for all stakeholders and have taken steps to mitigate the same.

The major risks to which our is exposed are:

1. We depend significantly on clients in the automotive industry and their performance. The automotive numbers include the farm segment, whose performance has improved over the years. The concentrated dependence on the automotive industry hence reduced. We took steps to diversify into other industry segments, mainly focusing on

consumption led businesses and over time, have reduced its dependence on the automotive industry.

2. We depend on a limited number of clients, including parent and promoter, Mahindra & Mahindra Limited and other Mahindra Group entities. This exposes us to a high risk of client concentration. We continue to take steps to create a larger base of customers. In addition, we are leveraging technology and innovation to achieve cost efficiencies for customers, which results in long-term relationships with them.
3. We operate in a highly competitive industry dominated by many unorganised players. Many segments within the logistics industry are highly commoditised and have low barriers to entry or exit, leading to a market with a very high degree of fragmentation. Increased competition from other organised and unorganised third-party logistics or people transport providers may lead to a reduction in revenues, profit margin and a loss of market share. To mitigate this, we create value through integrated technology-based solutions, transport network-based solutions, and skill development of employees.
4. We have an asset-light business model pursuant to which we outsource a large part of our operations to independent contractors for specific services, resulting in the engagement of a large pool of contract labour. As a result, our compliance obligations with diverse and complex laws and regulations are significant. Failure to comply with the same exposes us to various implications - financial and otherwise. Also, some of these laws are subject to different interpretations, which makes compliance difficult. We are committed to complying with all statutory obligations as applicable to it from time to time.
5. The assets necessary for our operations such as vehicles, warehouses and workforce are owned or arranged by our business associates. We depend on them for adequate and timely supply of such assets for our operations. Any shortage of such assets may result in additional costs. As a mitigation plan, we continue to develop multiple business associates for every region, including developing different commercial models to attract business associates.
6. We deploy many workers at our in-factory stores as well as linefeed and warehouse operations. These operations may get impacted by labour unionisation, unrest and strikes. If labour issues are not resolved in a timely manner, they could limit our ability to serve our clients, and may impact our business.
7. We serve the supply chain logistics and people transport requirements of our clients in India. The

Management Discussion and Analysis (contd)

demand for our services is highly dependent on the general level of economic activity and economic conditions in India. Our business and operations may be affected by fluctuations in performance of the Indian economy and general economic activity in India.

8. With more inorganic acquisitions, we face the risk of integration effectiveness. Slow ramp up of anticipated volumes and delayed synergy on technologies impacts the cash flow and revenue. To mitigate this, we continue to optimise the operating costs and overheads across all businesses and integrate technology architecture investments.

G. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The management of the Company is committed to ensuring effective internal control systems commensurate with the size and the complexity of the business. We established adequate and effective internal controls to achieve its compliance and reporting objectives. The controls are deployed through various policies and procedures. These policies and procedures are periodically revisited to ensure that they remain updated with the changes in the business environment. Policies and processes are regularly tested by internal and statutory auditors. Suggestions to further strengthen

policies and processes and make them more effective are shared with respective process owners, following which requisite changes are made.

We invest in various IT initiatives to automate controls to the extent possible to minimise errors and lapses. The Audit Committee reviews the adequacy and effectiveness of our internal control environment and monitors the implementation of audit recommendations.

H. 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 1st 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 is ₹ 105 crores divided into 10,50,00,000 equity shares of ₹ 10 each. Our paid-up capital as at the end of the year was at ₹ 71.87 crores compared to



₹ 71.67 crores as at the end of the previous year. The increase is due to the issue of 2,01,278 equity shares on account of exercise of options granted under our Key Executive Stock Option Scheme, 2012 and our Employee Restricted Stock Unit Plan 2018 during the year.

2. Retained Earnings

The retained earnings i.e., surplus in the statement of profit and loss as on 31st March, 2022 was at ₹ 372.62 crores compared to ₹ 366.89 crores as at 31st March, 2021.

3. Borrowings

We continue to remain debt free as on 31st March, 2022.

4. Property, plant and equipment and other intangible assets (including CWIP and intangible assets under development)

The property, plant and equipment and other intangible assets, including CWIP and intangible assets under development amounted to ₹ 487.54 crores as on 31st March, 2022 compared to ₹ 348.85 crores as on 31st March, 2021. We follow the asset-light model to execute our operations, and the capital expenditure of ₹96.45 crores incurred during the year was mainly on account of the purchase of material handling equipment for warehousing services, eDeL vehicles and other IT equipment and software. The addition due to Right of Use Assets from AS 116 is ₹185.37 crores.

5. Trade receivables

Trade receivables as on 31st March, 2022 were at ₹ 405.67 crores, which amounted to 11.17% of our revenue from operations compared to ₹ 408.25 crores as on 31st March, 2021, which amounted to 13.80% of the revenue from operations. Continued focus on collection throughout the year helped us reduce the receivables at the end of the year.

6. Results of operations

Revenue from operations

We are engaged in providing integrated logistics services in two distinct segments i.e., Supply Chain Management (SCM) and Enterprise Mobility Services (EMS). Revenue from operations increased to ₹ 3,631.08 crores in the year ended 31st March, 2022 from ₹ 2,959.11 crores in the year ended 31st March, 2021, with a 22.71% increase. The revenue from the SCM segment increased by 22.77% whereas the EMS segment increased by 21.22%.

Other Income

Other income mainly comprises interest income from fixed deposits, dividend from units of mutual funds, gain on sale of units of mutual funds, sundry balances/provisions written back, and interest on income tax refund. The decrease in other income from ₹ 15.50 crores in the year ended 31st March, 2021 to ₹ 9.56 crores in the year ended 31st March, 2022 was primarily due to interest on income tax refunds.



Management Discussion and Analysis (contd)

Total Expenses

Employee benefit expenses include salaries and wages, including bonus, contribution to provident and other funds, gratuity, staff welfare and so on. Employee benefit expense as a percentage of revenue from operations decreased from 9.48% to 7.77% in the previous year. The increase in absolute value is mainly due to an increase in headcount and annual increments.

The increase in depreciation and amortisation expenses is due to the impact of capitalisation of assets done in the previous year and in the current year and also owing to lease cost now being partly reflected as amortisation costs post adoption of Ind AS 116.

Operating expenses was at 84.98% of revenue from operations in the current year as compared to 84.30% in the previous year mainly including freight and related expenses, labour and related expenses, warehouse, and related expenses, rent, among others. Operating expenses increased marginally in view of acquisition of new customers.

Profit before tax for the year ended 31st March, 2022 was at ₹ 32.69 crores compared to ₹ 32.64 crores in the year ended 31st March, 2021, registering a 0.15% increase. Similarly, profit after tax is at ₹ 24.44 crores in the year ended 31st March, 2022 compared to ₹ 23.99 crores in the year ended 31st March, 2021, registering an increase of 1.88% over

the previous year. We recorded losses specifically in first quarter of the financial year due to impact of Covid-19 outbreak, resulting in pressure on overall PAT for the year.

Consolidated financial information

The consolidated financials include our and two of our subsidiaries i.e., Lords Freight (India) Private Limited and 2x2 Logistics Private Limited financials. Consolidation of our and MLL's two subsidiaries' financial statements is done on a line-by-line basis by adding together items like assets, liabilities, income, expenses after eliminating intercompany transactions in accordance with IND AS 110 on 'consolidated financial statements'. The consolidated financial statements are presented in a separate section.

The consolidated revenue from operations was ₹ 4,083.03 crores in the year ended 31st March, 2022 as against ₹ 3,263.72 crores in the year ended 31st March, 2021, registering a growth of 25.10%. Consolidated profit after tax was at ₹ 34.57 crores compared to ₹ 29.18 crores registering a growth of 18.47%. Profit after tax for the year attributable to non-controlling interest is at ₹ (2.49) crores as against ₹ (1.21) crores in the previous year. Our operations and those of our subsidiaries were suspended during countrywide and subsequent regional lockdowns. Even after lockdowns were lifted, volumes from several end markets continued to remain under stress. This resulted in overall revenue and PAT pressure.

Key ratios

Key matrix	FY22	FY21	Change y-o-y
Debtors Turnover #	8.46	6.39	32.39%
Inventory Turnover	NIL	NIL	NIL
Interest Coverage Ratio *	20.75	14.70	41.16%
Current Ratio	1.00	1.07	-6.54%
Debt Equity Ratio **	0.06	0.05	20.00%
Operating Profit Margin %	5.14%	4.56%	12.72%
Net Profit Margin %	0.85%	0.88%	-3.41%
Return on Net worth	5.95%	5.14%	15.76%
Return on Capital Employed	12.27%	10.46%	17.30%

Debtors turnover ratio improved due to better credit management in the organisation

* Interest Coverage Ratio (Excluding interest under IND AS 116) improved mainly due to lower interest payment on reducing EMI on vehicles loans and lower utilisation of cash credit facility.

** Debt equity ratio increased slightly due to increase in business volumes compared to previous year.

I. HUMAN RESOURCES DEVELOPMENT

As a leading 3PL solutions provider, MLL is a people-driven organisation. Our employer-employee relationships are characterised as fair, just, trusting, and caring. This has been assimilated into the

employee lifecycle through continual reinforcement via communication platforms and celebration of success stories. The HR function drives process excellence by digitising work processes in tandem with policy changes so that technology-driven engagement, efficiency, simplicity, scalability and empowerment are evident.

We were certified as a Great Place to Work, whereby it was evaluated on the Trust Index and the Culture Audit to understand the relationship an employee shares with the organisation, own job, and colleagues at work. Culture Audit helped us understand the variety and quality of people practices in the organisation. The Trust Index helped us understand the impact of these practices on employee experience through the five dimensions of credibility, respect, pride, camaraderie, and fairness. The survey showed that the organisation has robust processes for overall employee development, collaboration, inclusion, and providing support across the lifecycle. While employee perception is positive, we commenced action planning to design and institutionalise robust practices that can help sustain positive perception among employees.

Certified as a Great Place to Work

The organisation also launched a new Code of Conduct, developed by a cross-functional team that evaluated several best practices in the industry. The team introspected the core values that the organisation stands for, which employees should also demonstrate in their behaviour. The Code of Conduct was articulated to be simple, inspirational, unique to the organisation, reflective of its reality, and aligned to our vision. It was launched in a Town Hall where employees were apprised of its importance, followed by a training programme for the leadership team so that there is higher alignment and ownership.

The HR function focused on digitisation. Nectar, the HRMS platform across all HR processes for white-collared employees, were implemented successfully. It has empowered the employees with easy data navigation, efficient workflows, and a lower turnaround time for

processing employee lifecycle transactions. We also conducted a trial implementation of an HRMS platform at select locations to enable face recognition and attendance capturing of blue-collar staff. Based on the findings from this trial implementation, an organisation-wide rollout will take place. It will drive higher levels of automation and process efficiency. Our intranet portal 'Hive' is a robust platform for employees to connect and engage with each other. It provides a single-window communication on organisational events and ensures that employees are updated on latest developments. To drive communication and engagement among employees, we initiated monthly podcasts.

Managing workforce challenges during the pandemic

The organisation prepared itself adequately to manage the challenges posed by Covid-19 through empowered workgroups. Incidence Management teams monitored and drove initiatives to mitigate associated risks by taking decisive action at impacted locations. We introduced various policies on Covid-19 leave, health insurance at the site level, additional home care facilities, and vaccination for eligible employees. The collective proactivity of the IMTs ensured that operations were timely restored, and employees were provided with a safe work environment.

Creating an immersive work culture

There are four dimensions to creating a highly engaging culture at Mahindra: leadership development, performance management, talent management, and employee engagement. A robust talent management framework was created to support business imperatives. The framework ensures accurate talent identification, necessary role deployment, accurate performance evaluation, and focused leadership development



Management Discussion and Analysis (contd)

in line with our vision. Talent assessment and the identification of functional competencies ensure that talents are developed for future roles through functional and leadership capability building. The HR function also identified, mapped and evaluated functional competencies, which were vetted by an external agency so that there is a global outlook on the process. Proficiency levels were calibrated and initiatives on capability building and talent acquisition became competency based. We also extended development centres for employees at the Manager or more junior level. This will help with accurate mapping of talent in the organisation and create a succession-ready pipeline.

Bettering growth and development processes

We revamped our performance management process as well as career growth and compensation practices. These processes underwent a detailed review, and the revised policy was implemented after considerable dialogue with the leadership team. Grades and designations were also restructured with the addition of new grades based on benchmarking with industry practices. The calibration process was decentralised with higher levels of ownership with calibrators assigned by the leadership team to evaluate performance. An Appraisal Grievance Redressal mechanism was launched to address employee grievances in a timebound and effective manner that provides employees with a forum to have their concerns addressed. Sufficient time and effort were invested in revising the appraisal process, the norms on conversations, sensitisation of stakeholders about their rights and responsibilities, and ensuring that there is higher level of accountability. The Talent Development Framework focused on developing robustness through the insights from development centres, conducted for critical talent and segmented into the 9-box grid. Career conversations occur as per aspirations and succession readiness is aligned to business priorities where the right talent is mapped and developed for the right role.

Innovative skill building and development opportunities

The organisation also has iCoach, which has been created as a platform to develop internal coaches and create a robust coaching culture. Designed as a leadership development initiative, iCoach has successfully enabled internally certified coaches to coach employees with skills and insights. This has equipped them with capabilities to effectively coach others. Over 30 coaches underwent virtual coaching sessions at regular frequency. There was a diversity and inclusion focus in this endeavour wherein women associates were considered as Coachees. We further plan to strengthen the coaching culture by certifying our leaders who complete the course as International Coaching Federation accredited coaches.

To accelerate learning, a learning management system was launched this year that offers over 7,000+ courses

on leadership, behavioural and technical topics. In this, 1,400+ employees have leveraged the unified LMS for self-paced learning, accessing over 170+ courses. The organisation launched virtual Disha, a programme 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. Via this initiative, 1,500+ employees were covered by leveraging in-house leaders and faculty. During the lockdown, the organisation focused on virtual learning, and a total of 1,25,000+ person-days of virtual learning were conducted.

The AXLERATE platform was created in 2018 to drive functional capability building across various domains in supply chain and operations management. The focus was to develop an outside-in perspective about best practices from the industry. We collaborated with NITIE for functional capability building. The AXLERATE 2.0 certificate programme module was rolled out basis inputs received from business leaders across the organisation. NITIE conducted site visits at several customer locations and interacted with employees to understand their expectations from the module. The modules cover industry best practices as well as working knowledge in areas like supply chain, logistics, warehousing, stores linefeed, transportation, and inbound/outbound operation. This will be delivered via case studies, quizzes, and activity-based learning, designed to cover 1,200+ employees

To enhance the problem-solving capability of senior leaders in the organisation, Prapantaran, the Six Sigma Black Belt certification programme, was launched this year for 15 leaders. They identified projects linked to optimisation, cost reduction, productivity enhancement, among others, specific to their role in the organisation. The Six Sigma Black Belt programme uses advanced problem-solving approaches and statistical tools that enable employees to solve complex business challenges and achieve significant business impact. The programme was designed for participants to identify opportunities based on challenges in their function, involve key stakeholders that they partner with, improve competence in problem-solving via statistical tools, and implement projects to achieve business results.

Supporting employees across locations

We understand that employees working across different locations face distinct challenges. Hence, we created various forums where employees can ask questions and share feedback. As part of our employee relations 'Sanjeevani' framework, the Location HR team has regular HR Connect sessions with permanent, FTC and third-party employees to understand their concerns and resolve their queries. Employees get to ask questions and raise concerns during one-on-one or group interactions with the Location HR. Their queries are tracked along with the time for resolution. The HR Connect sessions are

ideal for employees to share their feedback or challenges directly with the Location HR while also getting clarity on various policies and processes. Our Leadership Team (CLT) conducts quarterly town halls where leaders share various organisational updates such as quarterly performance, key achievements, and the way forward. The town halls are conducted virtually with employees logging in across locations and a key part of it is where employees get to ask questions directly to the leadership team. The questions posed by employees are recorded and each one of them is responded to during the town hall.

We revamped our reward and recognition platform, benchmarked with best practices in the industry and our offerings were revised accordingly. It will now be digitised through Nectar, the HRMS platform, and will include features like spot recognition, an online redemption option, notifications to various stakeholders in the team as well as appreciation boards, which will enhance the employee experience.

Fostering diversity and inclusion

We encourage and value diversity among our employees, vendors, business partners, contractors, customers, and communities. This allows us to increase our exposure to varied thought processes and knowledge streams and broaden our outlook on the business. This helped us create an environment of inclusion and participation where qualities of equality, fairness, and dignity are always fostered. We made good progress in implementing our five-year Diversity and Inclusion (D&I) roadmap. The second career programme for women 'Udaan' provided 12 women who had gone on a career break, with an internship opportunity to facilitate their smooth transition back to the industry. Based on current openings and suitability for open positions, many of them are provided with full-time employment upon the completion of their internship.

Over 90% of the organisation has completed an e-learning programme on the Prevention of Sexual Harassment (POSH) Act, and employees have completed an e-learning module on Diversity & Inclusion. Additionally, manager sensitisation programmes on unconscious bias and gender stereotypes were launched in an instructor-led training format. We invited subject matter experts in the D&I space as well as women leaders who have achieved corporate success, to share their insights and experiences with the leadership team.

We also made progress on the other spectrums – by hiring and inclusion of People with Disabilities, talent from the LGBTQ community, and Armed Forces veterans. The Veteran Employment Engagement and Retention Program or V.E.E.R to train and deploy retired Armed Forces Veterans in operations saw the third batch getting inducted successfully. The LGBTQ inclusion policy was launched in the previous year to cover

employees from the LGBTQ community under medical insurance, adoption leave, and compassionate leave policies. We ensured that their experience throughout the lifecycle is memorable and productive. The POSH policy was revised to be a gender-neutral policy, to signify the inclusion of all. We signed up with the United Nations Women's Empowerment Principles (WEP). This was a bold step taken in the direction of advancing gender diversity in our workplace, marketplace, and communities by focusing our efforts on developing and implementing action plans for gender equality strategy. By aligning with the 7 WEP principles, our priorities focus on hiring, empowering and retaining women and people from across diversity spectrums.

Being a compliant and equitable employer

Statutory compliance with all applicable labour laws is a critical aspect of our corporate governance approach. In that regard, regular audits are conducted with the help of a third-party agency, not only for our locations but also in the case of business partners providing third-party workforce, to ascertain levels of compliance. Training is imparted on statutory compliance to the members of the HR team and the business partners to enhance their competency levels. We leveraged eligible candidates under the National Employability Enhancement Mission (NEEM) and the National Apprenticeship Promotion Scheme wherein they are seamlessly inducted, and their capabilities are built through focused onboarding. We adhere to all labour-related legislation and offer equal and ample opportunities to all our employees. Discrimination or biases, in any form, are unacceptable and we ensure and facilitate safe and healthy working conditions for our workforce. As far as workers' rights to exercise freedom of association or collective bargaining are concerned, we have unions representing our on-roll employees as well as third-party employees at some locations. We ensure that the right to freedom of association and collective bargaining is exercised by having bilateral discussions. The same is recorded and honoured under long-term settlements.

Keeping a close eye on engagement efficiency

To assess the engagement levels of such a large workforce, we administer the Mahindra CARES (MCARES) engagement survey for its on-roll employees. Based on the philosophy that 'your culture will determine your success', the Mahindra Group created an ecosystem of engagement that is anchored by its core purpose: 'We will challenge conventional thinking and innovatively use all our resources to drive positive change in the lives of our stakeholders and communities across the world, to enable them to Rise.' The MCARES results are shared with Managers and their teams to initiate action planning. Brainstorming sessions are conducted with the team of respective managers in the absence of the manager

Management Discussion and Analysis (contd)

to ensure open dialogue and debate within the team. Specific action plans are made with set accountabilities and timelines for completion. Action planning is done at 3 levels: Vertical/Function level, Cluster/Department level and Location/Plant level. Action plans are reviewed by HR/Business Heads periodically (monthly) region-wise. Trackers and status reports of completion percentage are published across the company by the CoE team and shared with Managers as well as their teams. Employees thus are updated on actions taken as per commitments made by the team and their respective managers. At the end of the financial year, a final status report is shared comprising the actions completed. In addition to existing platforms under the purview of MCARES action planning, the analysis of verbatims, and the involvement of key stakeholders in the process, specific opportunities are identified for departments where the score was lower than the average score. The execution of key initiatives to address gaps takes place based on PDCA's, appreciative enquiries, and diagnostic surveys.

We revamped the performance management policy and launched a revised one based on feedback received from employees and key stakeholders. A focused calibration process was launched, with the involvement of the leadership team, which includes appraisal grievance redressal mechanism, appraiser and appraisee training sessions, and several other initiatives to strengthen the appraisal experience. We launched an e-learning module on performance feedback to drive sensitisation on how to effectively conduct appraisal discussions.

Projects linked to capability building, hygiene action planning, communication, organisational development for functions or business units with low scores, leadership development, and talent management were conducted with a closure of the communication loop taking place through the 'You Said - We Did' campaign that reassures employees that their opinions matter and they are an integral part of the change journey. Another important development in enhancing employee satisfaction is the review and revision of key policies like performance management, transfer and relocation, internal job posting and re-hiring.

Prioritising the health and wellness of our people

Employee health and wellness are of primary importance, and we work to optimally manage their

welfare. The Swayam initiative, which was launched in the previous years to drive health and wellness across levers of financial wellness, physical fitness, personal counselling, nutrition counselling, sports, and yoga had a positive impact on employees' work-life balance and engagement levels.

Engagement programmes like the #Swayam Fitness Challenge, Swayam Fitness and Health nuggets, Swayam Yoga as well as tax planning sessions were conducted. We partnered with an external agency to provide counselling services to employees by trained counsellors, who remained confidential. The engagement scores received from these surveys have seen consistent improvement in the last few years, and we are focused on sustaining the momentum.

During the pandemic, to support employees in managing their mental health and dealing better with anxiety, we launched 'Counsellor Speak Series', 'Nutritionist Speak Series', and 'Financial Expert Speak Series' covering 1,300+ employees. We also arranged for free one-to-one nutrition counselling, financial counselling sessions to support employees in managing their health and finances better. We empanelled an external vendor that provides online fitness counselling services, fitness challenges, workout regimens, among others, designed to drive engagement as well as enhance fitness levels.

J. 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

Responsible Corporate Governance reflects a Company's culture, policies, relationship with its stakeholders, its commitment to values and ethical business conduct. At Mahindra Logistics Limited ("the Company" or "we"), we endeavor to follow the highest standards of governance as practiced across the Mahindra Group and the Industry. It is our firm conviction that good corporate governance emerges from the application of sound management practices, compliance with all laws in letter and spirit, coupled with integrity, transparency, accountability and business ethics. We follow fair, transparent, ethical governance processes and practices embedded in the culture of the Company, which ensure that the interest of all the stakeholders is respected in a balanced and transparent manner.

I. BOARD OF DIRECTORS

Constituted since	Chairperson	Total Members as on 31 st March, 2022	Independence as on 31 st March, 2022	Meetings during FY 2021-22
24 th August, 2007	Dr. Anish Shah	10	60%	5

The Board of Directors ("the Board") is entrusted with the ultimate responsibility for the management, general affairs, direction and strategies of the Company. The Board is 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.

A. Size and Composition of the Board

The 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 Board of the Company represents an optimal mix of professionalism, independence, knowledge and experience that enables it to discharge its responsibilities efficiently and provide effective leadership to the business. 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.

Dr. Anish Shah assumed the role and position of Chairman and Non-Executive Director of the Board effective 2nd April, 2021. The Chairman, though a professional Non-Executive Director in his individual capacity, is an employee of Mahindra & Mahindra Limited ("M&M"), Promoter and Holding Company. More than one-half of the Board of the Company comprises of

The Company believes that sound corporate governance is critical to enhance and retain investor trust and hence continues to strengthen its governance principles to generate long term value for its stakeholders on a sustainable basis, ensuring ethical and responsible leadership both at the Board and the Management levels.

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, as amended from time to time ("the SEBI Listing Regulations") with respect to corporate governance.

A report on the Company's compliance with the applicable corporate governance provisions for the financial year ("FY") 2021-22 is given hereunder.

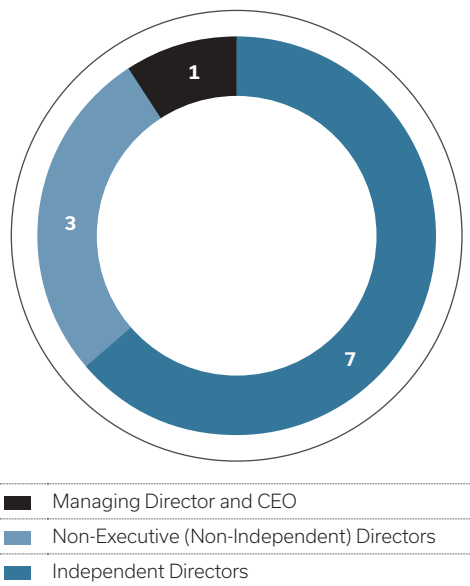
Independent Directors in compliance with the SEBI Listing Regulations. The Chairman is not related to the Managing Director & Chief Executive Officer ("CEO") or any other Director of the Company.

As on 31st March, 2022, the Board of the Company comprised of ten Directors consisting of one Managing Director & CEO and nine Non-Executive Directors of which, six (including two women Directors) were Independent Directors. On 26th April, 2022, the Board basis the recommendation of the Nomination and Remuneration Committee ("NRC") and subject to approval of the Shareholders of the Company through special resolution, appointed Mr. Ameet Hariani (DIN: 00087866) as an Additional Director (Non-Executive and Independent) on the Board of the Company, with effect from 1st May, 2022, to hold office of Independent Director for a first term of five consecutive years commencing from 1st May, 2022 to 30th April, 2027 (both days inclusive).

Accordingly, as on 1st May, 2022, the Board of the Company comprises of eleven Directors of which three are (Non-Executive Non-Independent) Directors (including the Chairman), seven (including two women Directors) are Independent Directors and one is a Managing Director and CEO.

None of the Directors of the Company have attained the age of 75 years.

Board Composition on 1st May, 2022



Inter-se relationship and shareholding of Directors

None of the Directors of the Company are inter-se related to each other.

Except for Mr. Rampraveen Swaminathan, Managing Director & CEO, none of the Directors hold any equity shares of the Company as on the date of this Report.

As on the date of this report, Mr. Rampraveen Swaminathan holds 40,376 equity shares (0.06%) pursuant to exercise of Restricted Stock Units granted to him under the Mahindra Logistics Employee Restricted Stock Unit Plan 2018.

The Company has not issued any convertible instruments.

Declaration from Independent Directors

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.

During the financial year under review, the Independent Directors re-confirmed their compliance with the amended criteria of independence prescribed under the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 effective 1st January, 2022.

The Board has carried out an assessment of the declarations and confirmations submitted by the Independent Directors of the Company at its meetings held on 29th April, 2021, 27th January, 2022 and 26th April, 2022 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.

The maximum tenure of the Independent Directors is in compliance with the provisions of the SEBI Listing Regulations and the Act. None of the Independent Directors of the Company have resigned during the financial year under review.

Independent Director's Databank Registration

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.

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.

On the basis of such disclosures, it is confirmed that as on 31st March, 2022, none of the Directors of the Company:

- hold Directorship positions in more than twenty companies (including ten public limited companies and seven listed companies);
- is a Member of more than ten committees and/or Chairperson of more than five committees, across all the Indian public limited companies in which they are Directors;
- who hold Executive Director positions, serve as an Independent Director in more than three listed companies;
- who hold Executive Director positions, serve as a Whole-time Director in any other listed company.

For the purpose of determination of committee position limits, chairperson and membership positions of the Audit Committee ("AC") and the Stakeholders' Relationship Committee ("SRC") of public limited companies have been considered in terms of Regulation 26 of the SEBI Listing Regulations.

Board Composition

The details of the composition of the Board of the Company is given below

Name of Director	Director Identification Number (DIN)	Category	Age (in years)	Original date of appointment	Total number of Directorships*, Committee Chairperson and Memberships** of public limited companies as on 31 st March, 2022			Name and category of Directorship held in other listed entities	Term of office	
					Directorship	Committee Chairperson	Committee Membership			
Details of Directors as on 31st March, 2022										
Dr. Anish Shah [^]	02719429	NED, Chairman, Related to Promoter	52	2 nd April, 2021	6	0	2	0	1. Mahindra & Mahindra Limited (MD & CEO) 2. Mahindra & Mahindra Financial Services Limited (NED, Chairman) 3. Mahindra Lifespace Developers Limited (NED) 4. Mahindra Holidays & Resorts India Limited (NED) 5. Tech Mahindra Limited (NED)	NA
Mr. Rampraveen Swaminathan	01300682	MD & CEO	47	4 th February, 2020	4	0	2	1	Dodla Dairy Limited (ID)	Up to 3 rd February, 2025
Mr. Amit Sinha [^]	09127387	NED	48	29 th April, 2021	6	1	1	0	Mahindra & Mahindra Financial Services Limited (NED)	NA
Mr. Naveen Raju [^]	07653394	NED	47	3 rd September, 2020	3	0	1	0	-	NA
Ms. Avani Davda	07504739	ID	43	6 th June, 2018	4	0	3	3	1. NIIT Limited (ID) 2. Persistent Systems Limited (ID)	Up to the AGM to be held in 2022 (1 st term)
Mr. Ajay Mehta	07102804	ID	61	27 th March, 2015	4	3	5	1	-	Up to 26 th March, 2023 (2 nd term)
Mr. Darius Pandole	00727320	ID	55	25 th July, 2017	4	2	4	2	Fairchem Organics Limited (ID)	Up to 24 th July, 2027 (2 nd term)
Mr. Ranu Vohra	00153547	ID	50	25 th July, 2017	1	0	0	1	-	Up to 24 th July, 2027 (2 nd term)
Ms. Malvika Sinha	08373142	ID	62	30 th July, 2020	4	0	4	2	Mahanagar Gas Limited (ID)	Up to 29 th July, 2025 (1 st term)
Mr. Dhananjay Mungale	00007563	ID	68	29 th January, 2021	8	4	9	5	1. Mahindra & Mahindra Financial Services Limited (ID) 2. Tamil Nadu Petroproducts Limited (ID) 3. NOCIL Limited (ID) 4. Mahindra CIE Automotive Limited (ID)	Up to the AGM to be held in 2025 (1 st term)

Report on Corporate Governance (contd)

Name of Director	Director Identification Number (DIN)	Category	Age (in years)	Original date of appointment	Total number of Directorships*, Committee Chairperson and Memberships** of public limited companies			Name and category of Directorship held in other listed entities	Term of office	
					Directorship	Committee Chairperson	Independent Directorship [Ⓞ]			
Mr. Ameet Hariani [Ⓢ]	00087866	ID	60	1 st May, 2022	10	3	7	4	1. Mahindra Lifespace Developers Limited (ID) 2. Batilbol Limited (ID) 3. Ras Resorts and Apart Hotels Limited (ID)	Up to 30 th April, 2027 (1 st term)
Details of Directors joined after 31st March, 2022										

*Excludes private limited companies, limited liability partnerships, foreign companies, companies registered under Section 8 of the Act and government bodies and includes Directorship in the Company and in debt listed company;

**Committees considered are Audit Committee and Stakeholders' Relationship Committee of public limited companies including that of the Company. Membership count also includes the count of the position of Chairperson held, if any;

[Ⓢ]Employee of M&M, Promoter and Holding Company;

[Ⓞ]Signifies Independent Director Position held in listed companies including the Company;

[Ⓢ]Appointed as Additional and Independent Director, subject to approval of the Shareholders at the ensuing 15th AGM;

MD & CEO = Managing Director & Chief Executive Officer, NED = Non-Executive Non-Independent Director, ID = Independent Director, NA = Not Applicable, AGM = Annual General Meeting.

Changes to the Board during FY 2021-22

Appointments

Basis recommendations of the NRC and the Board, the Shareholders of the Company had, at the 14th AGM held on 27th July, 2021 accorded their approval for the following appointments on the Board of the Company during the FY 2021-22:

Dr. Anish Shah, Non-Executive Director and Chairman

Dr. Anish Shah was appointed as Non-Executive (Non-Independent) Director, liable to retire by rotation and the Chairman of the Board of the Company with effect from 2nd April, 2021.

Mr. Amit Kumar Sinha, Non-Executive Director

Mr. Amit Kumar Sinha was appointed as Non-Executive (Non-Independent) Director, liable to retire by rotation with effect from 29th April, 2021.

Mr. Darius Pandole, Independent Director

Mr. Darius Pandole was re-appointed as Non-Executive (Independent) Director of the Company for a second term of five consecutive years commencing from 25th July, 2022 up to 24th July, 2027.

Mr. Ranu Vohra, Independent Director

Mr. Ranu Vohra was re-appointed as Non-Executive (Independent) Director of the Company for a second term of five consecutive years commencing from 25th July, 2022 up to 24th July, 2027.

Disclosures pertaining to the aforesaid appointments including profile, expertise, directorships of the Directors were made in the notice of the 14th AGM and the Annual Report for FY 2020-21. The same is uploaded on the website of the Company. Weblink of the Notice of the 14th AGM is given hereunder for reference: <https://mahindralogistics.com/wp-content/uploads/2021/06/MLL-Notice-of-AGM-2021.pdf>

Cessations

Mr. V. S. Parthasarathy, Non-Executive Director and Chairman

Mr. V. S. Parthasarathy (DIN: 00125299), Non-Executive (Non-Independent) Director and Chairman of the Company resigned from the Board of the Company with effect from 2nd April, 2021 for pursuing his personal interests. Consequently, he also ceased to be Member of NRC effective the said date.

Mr. Parag Shah, Non-Executive Director

Mr. Parag Shah (DIN: 00374944) resigned from the position of Non-Executive (Non-Independent) Director of the Board of the Company due to his pre-occupation with effect from 29th April, 2021. Consequently, he also ceased to be a Member of the NRC, SRC, Corporate Social

Responsibility Committee ("CSRC"), Risk Management Committee ("RMC") and Investment Committee ("IC") of the Board from the said date.

Mr. S. Durgashankar, Non-Executive Director

Mr. S. Durgashankar (DIN: 00044713), Non-Executive (Non-Independent) Director of the Board of the Company retired by rotation at the 14th AGM held on 27th July, 2021. Although being eligible, he had not offered himself for re-appointment due to pre-occupation. Consequently, he also ceased to be Member of the AC, SRC and CSRC of the Board from the said date.

The Shareholders had at the 14th AGM held on 27th July 2021 resolved not to fill the vacancy caused on the Board due to retirement of Mr. S. Durgashankar.

The Board places on record its sincere appreciation for the significant contributions made by Mr. V. S. Parthasarathy, Mr. S. Durgashankar and Mr. Parag Shah in guiding and supporting the Board and the Management during their association with the Company.

B. BOARD DIVERSITY AND CORE SKILLS/ EXPERTISE/COMPETENCIES

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, background, race, gender and other distinctions between Directors.

All Board appointments are made on merit, in the context of the skills, 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 brief profiles of the Directors of the Company forming part of this Annual Report gives an insight into their education, expertise, skills and experience thus bringing in diversity to the Board's perspectives. The same is also available on the Company's website and can be accessed from the weblink: <https://mahindralogistics.com/board-of-directors>.

The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. The Board Members should, at a minimum, have a background that when combined provides a portfolio of experience and knowledge that will serve the Company's governance and strategic needs. Directors should have demonstrated experience and ability that is relevant to the Board's oversight role with respect to the Company's business and affairs.

Report on Corporate Governance (contd)

The skills/expertise/competencies required for the effective functioning of the Company include leadership and board experience, strategic thinking, finance acumen, business acumen, technology and digitisation, mergers & acquisitions, governance expertise, industry and sector experience/knowledge and stakeholder management. The said skills/expertise/competencies are collectively available with the Board as a whole.

Skill	Mr. Ajay Mehta	Mr. Ameet Hariani	Mr. Amit Sinha	Dr. Anish Shah	Ms. Avani Davda	Mr. Darius Pandole	Mr. Dhananjay Mungale	Ms. Malvika Sinha	Mr. Naveen Raju	Mr. Rampraveen Swaminathan	Mr. Ranu Vohra
Business Acumen	√	√	√	√	√	√	√	X	√	√	√
Corporate governance expertise	√	√	√	√	√	√	√	√	√	√	√
Financial Acumen	√	√	√	√	√	√	√	√	√	√	√
Industry and sector experience or knowledge	√	X	√	√	√	√	√	√	X	√	√
Leadership and Board experience	√	√	√	√	√	√	√	√	√	√	√
Mergers & Acquisitions	X	√	√	√	√	√	√	X	√	√	√
Member, Community and Stakeholder Engagement	√	√	√	√	√	√	√	√	√	√	√
Strategic Thinking	√	√	√	√	√	√	√	√	√	√	√
Technology & Digitisation	√	X	√	√	√	X	√	X	X	√	√
%	89%	78%	100%	100%	100%	89%	100%	67%	78%	100%	100%

Financial Acumen	Corporate governance expertise	Member, Community and Stakeholder Engagement
<ul style="list-style-type: none"> • Experience in accounting, taxation, financial management; • Oversight of Risk Management, Banking, treasury fund raising, private equity venture capital investments and internal controls. 	<ul style="list-style-type: none"> • Having essential governance knowledge and understanding for maintaining high ethical standards taking into account the interests of all stakeholders. 	<ul style="list-style-type: none"> • Good reputation and established networks in the industry, consumer or business groups and the ability to effectively engage and communicate with key stakeholders; • Experience in managing government relations and industry advocacy strategies.
Leadership and Board experience	Strategic Thinking	Business Acumen
<ul style="list-style-type: none"> • Board experience, past or present, in other companies; • 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. 	<ul style="list-style-type: none"> • Experience in developing and implementing strategies in context with the policies and business objectives, whilst also bearing in mind the shareholders' best interests. 	<ul style="list-style-type: none"> • 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.
Industry and sector experience or knowledge	Technology & Digitisation	Mergers & Acquisitions ("M&A")
<ul style="list-style-type: none"> • Oversight and knowledge of logistics/similar industries in which the Company operates; • Broad perspective on global markets and opportunities. 	<ul style="list-style-type: none"> • Knowledge/experience in the strategic use and governance of information management and information technology within the Company; • Understanding the current drivers of innovation in the information technology market. 	<ul style="list-style-type: none"> • Experience in restructuring and implementation of M&A, cross border arrangements, joint ventures.

Selection and appointment of Directors

Recommending any new member or re-appointment of any member approaching the end of their term on the Board is the responsibility of the NRC, 75% of which consists of Independent Directors. Given the existing composition of the Board, the tenure left of the existing members to serve on the Board, Balance of skills available with the Board and the strategic and governance needs of the Company, the composition of the Board is reviewed by the NRC periodically to ensure continued effectiveness. 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 Director succession. When such need becomes apparent, the NRC reviews potential candidates in terms of their expertise, attributes, backgrounds, skills required and their ability to denote sufficient time and attention to professional obligations and adherence to prescribed criteria, past performance (in case of re-appointments) etc. and shortlists candidates who fit into the criteria and expected role identified. Shortlisted candidates are then recommended to the Board for its consideration. The Board after due consideration of the recommendations of the NRC, decides on selection of the Directors.

Directors seeking appointment/ re-appointment at the ensuing AGM

Ms. Avani Davda, Independent Director

Ms. Avani Davda is an Independent Director on the Board for a first consecutive term from 6th June, 2018 up to the conclusion of the ensuing 15th AGM to be held in 2022. Accordingly, the first term of Ms. Avani Davda as an Independent Director of the Company is due to expire at the conclusion of the ensuing 15th AGM of the Company.

Considering inter-alia, the criteria of preferred skills and expected role of the Directors, vis-a-vis the background, qualifications, skills, expertise, experience and proficiency of Ms. Avani Davda, the contributions made by her during first term of office, her time commitments and given the high ratings and positive outcome of her performance evaluation and having due regard to diversity on the Board, the NRC and the Board were of the opinion that Ms. Avani Davda possesses the requisite skills and capabilities required for the role of Independent Director of the Company. Accordingly, the Board basis recommendation of the NRC at their meeting held on 26th April, 2022, has recommended continuation of Ms. Avani Davda for a second term.

Ms. Avani Davda confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations and is independent of the management. The Board is of the view that her appointment would be in the interest of the Company.

The notice convening the 15th AGM to be held on 29th July, 2022, sets out the details with respect to her re-appointment.



Ms. Avani Davda

Associated with the Company since: 6th June, 2018

Proposal: Re-appointment as Independent Director for second term of five consecutive years from 30th July, 2022 to 29th July, 2027

Age: 43 years

Qualifications:

Master's degree in Management Studies from Narsee Monjee Institute of Management Studies, Mumbai (Gold Medalist);

Bachelor's degree in Commerce with Honors (Advertising & Media) from H.R. College, University of Mumbai.

Shareholding in the Company (including beneficial ownership): Nil

Inter-se relationship with other Directors: Nil

Listed entities from which Director has resigned in the past 3 years: Nil

Committee Positions held in the Company:

Chairperson of Committee – Risk Management Committee

Member of Committee – Audit Committee

Skills:

Business Acumen

Corporate governance expertise

Financial Acumen

Industry and sector experience or knowledge

Leadership and Board experience

Mergers & Acquisitions

Member, Community and Stakeholder Engagement

Strategic Thinking

Technology & Digitisation

Brief resume and areas of expertise:

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

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creating premium brand experience in the consumer, retail and hospitality space.

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 as a recruit into the Group's flagship leadership program 'TAS' (Tata Administrative Services) in 2002. Thereafter she worked in Tata companies including Indian Hotels Company Limited and Tata Consumer Products Limited.

Ms. Avani Davda was the CEO of Tata Starbucks Private Limited, the 50-50 Joint Venture ("JV") between Starbucks Coffee Company and Tata Global Beverages Limited. As the founding CEO, she successfully set up the JV Company and created the right leadership and cultural environment that resulted in aggressive expansion of over 85 Starbucks

stores in India in 3 years. The brand was established in 6 key metropolitan cities of India and is recognized for unmatched coffee house experience in India. Subsequently, Ms. Avani Davda was the Managing Director and CEO at Godrej Nature's Basket from May 2016 to November 2019. In Godrej, 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.

Ms. Avani Davda has featured in Fortune US's annual global list of '40 under 40 leaders' in 2013 and ranked 13 on Fortune and Food & Wine's list of '25 Most Innovative Women in Food and Drink' in 2014 - the only Indian woman on the list. She was nominated as a Young Global Leader in 2014 by the World Economic Forum, Geneva, Switzerland. She was also named in "ET & Spencer Stuart Women Ahead" 2019.

Directorship and Committee positions in other Companies as on 31st March, 2022:

Name of the Company	Position Held	Committee Chairperson	Committee Member
NIIT Limited (L)	ID	-	-
Persistent Systems Limited (L)	ID	-	<ul style="list-style-type: none"> • Audit Committee; • Corporate Social Responsibility Committee
Wellness Forever Medicare Limited (PLC)	ID	Corporate Social Responsibility Committee	<ul style="list-style-type: none"> • Stakeholders' Relationship Committee; • Risk Management Committee

L=Listed; ID=Independent Director; PLC=Public Unlisted Company

Mr. Ameet Hariani, Independent Director

Basis the assessment of the balance of skills, knowledge and experience available with the Board as a whole, criteria of preferred skills vis-a-vis Mr. Ameet Hariani's background, qualifications, skills, expertise, experience and proficiency and having due regard to diversity on the Board, the NRC and the Board were of the opinion that Mr. Ameet Hariani possesses the requisite skills and capabilities required for the role of Independent Director of the Company. Accordingly, the Board at its meeting held on 26th April, 2022, basis recommendation of the NRC, appointed Mr. Ameet Hariani as an Additional Director (Non-Executive and Independent) of the Company, not liable to retire by rotation, to hold office as Independent Director for a first term commencing from 1st May, 2022 up to 30th April, 2027 (both days inclusive), subject to the approval of the Members at the ensuing 15th AGM. Being Additional Director, Mr. Ameet Hariani holds office up to the date of the ensuing 15th AGM of the Company and is eligible to be appointed as a Non-Executive (Independent Director) of the Company.

Mr. Ameet Hariani confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations and is independent of the management. The Board is of the view that his appointment would be in the interest of the Company.

The notice convening the 15th AGM, to be held on 29th July, 2022, sets out the details with respect to his appointment.



Mr. Ameet Hariani

Associated since: 1st May, 2022

Proposal: Appointment as Independent Director for first term of five consecutive years from 1st May, 2022 to 30th April, 2027

Age: 60 years

Qualifications:

Solicitor enrolled with the Bombay Incorporated Law Society and the Law Society of England and Wales.

Master's in Law degree from the University of Mumbai;

Bachelor of Law degree from Government Law College, Mumbai;

Shareholding in the Company (including beneficial ownership): Nil**Inter-se relationship with other Directors:** Nil**Listed entities from which Director has resigned in the past 3 years:** Nil**Committee Positions held in the Company:**

Chairperson of Committee – NIL

Member of Committee – NIL

Skills:

Business Acumen
 Corporate governance expertise
 Financial Acumen
 Leadership and Board experience
 Mergers & Acquisitions
 Member, Community and Stakeholder Engagement
 Strategic Thinking

Brief resume and areas of expertise:

Mr. Ameet Hariani has over 35 years of experience advising clients on corporate and commercial law, mergers and acquisitions, real estate and real estate finance transactions. He has represented large organisations in international transactions, arbitrations and prominent litigations.

He was a partner at Ambubhai and Diwanji, Mumbai and Andersen Legal India, Mumbai. He is the Founder and Managing Partner of Hariani & Co. since the year 1991. He has now transitioned to advisory practice as a senior legal counsel and acting as arbitrator.

Mr. Ameet Hariani is also a member of the Law Society of Singapore, the Bar Council of Maharashtra and the Bombay Bar Association.

Mr. Ameet Hariani is a speaker at many events; he also writes frequently. He has authored a book on "Real Estate Laws".

Mr. Ameet Hariani is a Trustee, inter alia, of Healing Touch, an organization for assisting children with health issues, run by prominent doctors of Mumbai.

Directorship and Committee positions in other companies as on 26th April, 2022:

Name of the Company	Position Held	Committee Chairperson	Committee Member
Mahindra Lifespace Developers Limited (L)	ID	<ul style="list-style-type: none"> Audit Committee; Nomination and Remuneration Committee 	<ul style="list-style-type: none"> Stakeholders' Relationship Committee; Loans & Investment Committee; Land Acquisition Committee
Batliboi Limited (L)	ID	Stakeholders' Relationship Committee	Audit Committee
Mahindra World City (Jaipur) Limited (PLC)	ID	-	-
Mahindra Happinest Developers Limited (PLC)	ID	-	-
Ras Resorts and Apart Hotels Limited (L)	ID	-	<ul style="list-style-type: none"> Audit Committee; Nomination and Remuneration Committee
Capricon Realty Limited (PLC)	ID	Nomination and Remuneration Committee	-
Juhu Beach Resorts Limited (PLC)	ID	Audit Committee	Nomination and Remuneration Committee
HDFC Ergo General Insurance Company Limited (PLC)	ID	Corporate Social Responsibility Committee	<ul style="list-style-type: none"> Risk Management Committee; Audit and Compliance Committee; Policyholder & Protection Grievance Redressal
Trust AMC Trustee Private Limited (PTC) (C)	ID	-	-
Mahindra World City Developers Limited (PLC)	ID	-	-

L=Listed; ID=Independent Director; PLC=Public Unlisted Company; C=Chairman of the Board

Report on Corporate Governance (contd)

Mr. Rampraveen Swaminathan, Managing Director & CEO

Mr. Rampraveen Swaminathan retires by rotation and, being eligible, has offered himself for re-appointment at the ensuing 15th AGM of the Company scheduled to be held on 29th July, 2022.

Based the recommendation of the NRC, the Board recommends his re-appointment.

The notice convening the 15th AGM, to be held on 29th July, 2022, sets out the details with respect to his re-appointment.



Mr. Rampraveen Swaminathan

Associated since: 4th February, 2020

(As CEO – since 1st October, 2019)

Proposal: Re-appointment as Director retiring by rotation

Age: 47 years

Qualifications:

Alumnus of the Harvard Business School-Executive Strategy Program (2007);

Post Graduate Diploma in Management from TA Pai Management Institute, India;

Bachelors' degree in Commerce from the University of Bangalore.

Shareholding in the Company (including beneficial ownership):

40,376 equity shares pursuant to exercise of Restricted Stock Units Options under the Mahindra Logistics Employee Restricted Stock Unit Plan 2018.

Inter-se relationship with other Directors: Nil

Listed entities from which Director has resigned in the past 3 years: Nil

Committee positions held in the Company:

Chairperson of Committee: Nil

Member of Committee:

Corporate Social Responsibility Committee, Risk Management Committee, Investment Committee

Brief resume and areas of expertise:

Mr. Rampraveen Swaminathan has two decades of global business leadership experience spanning the Automotive, Energy, and Paper sectors. He started his career with the Tata Group and his other stints include positions with Cummins Inc., International Paper Co. and Schneider Electric.

He was Chairman & Managing Director of International Paper APPM Limited, a listed company. His areas of expertise include strategy and planning, business management, international operations and operations transformation. Mr. Rampraveen Swaminathan is a partner in SVP India, a strategic philanthropic organisation. He is also on the Advisory Board of WWF – India.

Skills

Business Acumen
 Corporate governance expertise
 Financial Acumen
 Industry and sector experience or knowledge
 Leadership and Board experience
 Mergers & Acquisitions
 Member, Community and Stakeholder Engagement
 Strategic Thinking
 Technology & Digitisation

Directorship and Committee positions in other companies as of 31st March, 2022:

Name of the Company	Position Held	Committee Chairman	Committee Member
Dodla Dairy Limited (L)	ID	Nomination and Remuneration Committee	<ul style="list-style-type: none"> ● Audit Committee ● IPO Committee
Lords Freight (India) Private Limited (PTC)	NED	-	<ul style="list-style-type: none"> ● Nomination and Remuneration Committee; ● Audit Committee
Meru Mobility Tech Private Limited (PTC)	NED	-	-

L=Listed; ID=Independent Director; PTC=Private Limited Company; NED=Non-Executive Director

C. BOARD PROCEDURE

The Company's Board plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibilities and accountabilities are well defined.

Meetings

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 in compliance with the provisions of Section 175 of the Act 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 conduct of the Board and the Committee Meetings of the Company is in compliance with the applicable provisions of the Act, SS-1 and the SEBI Listing Regulations.

The dates of all the Board and Committee Meetings over two calendar years are decided and communicated to the Directors well in advance to facilitate them to plan their schedule. The meetings of the AC and the NRC are held on the same day prior to the Board meeting. Other Committees of the Board meet before the Board meeting on a periodical basis or whenever the need arises.

Keeping in mind the Covid-19 restrictions during most part of the FY 2021-22, the meetings of the Board and Committees were conducted through electronic platform - Audio-Video conferencing and adequate facilities were provided to the Directors and invitees for active participation at the Meetings. With easing of the restrictions, the Budget and Strategy Meeting of the Board held on 9th March, 2022 was conducted in physical mode with the option to the Directors and Invitees to attend the meetings through Audio-Video conferencing as well.

Agenda of Meetings

For all Board and Committee Meetings, a detailed Agenda setting out the businesses to be transacted thereat, supported by detailed rationale and explanatory notes 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. Shorter notice in certain cases is given for UPSI matters, additional business proposals placed at the meeting or documents circulated at or prior to the meetings or in case of Meetings held at shorter notice for urgent proposals.

Process for preparation of Agenda

The agenda and proposals of the Board and the Committee Meetings are prepared in consultation with the Chairman of the Board, the Chairperson of the Committees, the Managing Director & 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.

Secured Electronic Board Portal

The Company has a secured web based portal that 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. The Board portal also contains Annual Reports, Code of Conduct for Directors, terms of appointment, committee charters and other policies for ease of access. This enables greater transparency to the Board processes.

Information and presentations at Meetings

To enable the Board and Committee Members to discharge their duties effectively and take informed decisions, the Managing Director & CEO and the CFO of the Company apprise the Board at its Meeting on the overall performance of the Company, followed by presentations by the senior management personnel of the Company on the functions/business verticals of the Company. These presentations include reports on the financial and operational performance of the Company, its subsidiaries and joint venture, performance of the functions and business verticals which include review of key project wins, order pipeline, awards and recognitions, industry updates, outlook, update on safety, Corporate Social Responsibility ("CSR"), Sustainability initiatives, detailed monitoring of the risk evaluation framework, etc.

Strategy and Budget meetings

On an annual basis, the Board convenes a strategy and budget review meeting to deliberate on various topics related to strategic planning, industry and competition update, progress of ongoing strategic priorities and initiatives, strategies and initiatives across business vertical, risks to strategy execution and the need for new strategic programs to achieve the Company's long-term objectives. Basis the same, the annual budget is presented to the Board for approval. The approved Budget convergences into the Key Result Areas, the Balance Score Card and CEO Priorities for the year. This serves the dual purpose of providing a platform for the Board members to bring their expertise to various

Report on Corporate Governance (contd)

strategic initiatives, while also providing an opportunity for them to understand detailed aspects of execution and challenges relating to the specific theme. This meeting was held in person on 9th March, 2022.

Through this process, members of the Board get a comprehensive and balanced perspective on the strategic issues facing 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 of the Company.

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 your Company, major accounting provisions and write-offs, transactions pertaining to corporate restructuring, details of any joint ventures or collaboration agreements, information on recruitment of senior officers one level below the Board and the CEO, 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 of the Board and of the Board of 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 Board sets annual performance goals, targets, budget and objectives, oversees the actions and results of the Management, evaluates its own performance, performance of its Committees and the individual Directors, the Chairman and the Managing Director & 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, Internal Auditor and Statutory Auditor and wherever required by the 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 and advise the Members on compliances, governance and applicable laws.

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.

D. MEETINGS AND ATTENDANCE

During the financial year ended 31st March, 2022, five Board Meetings of the Company were held on 29th April, 2021, 27th July, 2021, 27th October, 2021, 27th January, 2022 and 9th March, 2022. Necessary quorum was present at all Meetings and the gap between two consecutive Meetings did not exceed 120 days. The 14th AGM of the Company was held on 27th July, 2021 through audio and video conference ("VC") in accordance with the Circulars and framework issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

Details of attendance of Directors at Board Meetings held during the financial year under review and the 14th AGM is as under:

Name	% attendance	29 th April, 2021	27 th July, 2021	27 th October, 2021	27 th January, 2022	9 th March, 2022	14 th AGM - 27 th July, 2022
Dr. Anish Shah	100%	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Rampraveen Swaminathan	100%	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Amit Kumar Sinha	100%	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Naveen Raju	100%	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Darius Pandole	100%	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Ranu Vohra	100%	Yes	Yes	Yes	Yes	Yes	Yes

Name	% attendance	29 th April, 2021	27 th July, 2021	27 th October, 2021	27 th January, 2022	9 th March, 2022	14 th AGM - 27 th July, 2022
Mr. Ajay Mehta	100%	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Avani Davda	100%	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Malvika Sinha	100%	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Dhananjay Mungale	100%	Yes	Yes	Yes	Yes	Yes	Yes
Mr. S. Durgashankar [#]	100%	Yes	Yes	NA	NA	NA	Yes
Mr. Parag Shah [*]	0%	LOA [§]	NA	NA	NA	NA	NA
Mr. V. S. Parthasarathy [@]	NA	NA	NA	NA	NA	NA	NA
% attendance	91%	100%	100%	100%	100%	100%	100%

[#]Ceased to be Director on 27th July, 2021

^{*}Ceased to be Director on 29th April, 2021

[@]Ceased to be Director on 2nd April, 2021

[§]LOA = Leave of Absence

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 and the Managing Director & 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 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, the Independent Directors of the Company met on 27th April, 2021 and 22nd October, 2021. Details of the meetings of the Independent Directors held during the financial year under review and their attendance thereat is as under:

Name of the Independent Director	% attendance	27 th April, 2021	22 nd October, 2021
Mr. Ajay Mehta	100%	Yes	Yes
Mr. Darius Pandole	100%	Yes	Yes
Mr. Ranu Vohra	100%	Yes	Yes
Ms. Avani Davda	100%	Yes	Yes
Ms. Malvika Sinha	50%	LOA [§]	Yes
Mr. Dhananjay Mungale	100%	Yes	Yes
% of attendance	83%	100%	100%

[§]LOA = Leave of Absence

Separate Meetings of the Independent Directors with the Chairman and the Managing Director & CEO are scheduled and held periodically to discuss on the objectives, strategies and upcoming growth prospects of the Company.

E. 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 remains committed to the legacy established by the Mahindra Group. With an underlying theme of the lighthouse and the beacon of light which is a metaphor to living the Code of Conduct and building upon the existing governance practices of the Company, the Company amended its Code of conduct for the Senior Management and Employees of the Company during the

FY 2021-22 to institutionalise the highest benchmarks of corporate working and behaviours in processes, which are articulated as a set of Core Values and Corporate Governance Policies.

The Codes carry explicit clauses covering responsibility and doing the right thing, inclusivity, collaboration, integrity, proactiveness, innovation and agility. Likewise, the Key Managerial Personnel ("KMPs") are restricted from holding external Board positions without prior approval of the Board.

The Code of Conduct is an integral part of our employee onboarding process and is published on the Company's

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website and intranet. All Directors and employees certify compliance with these norms annually. The Company has an online utility for submission of confirmation to the Code of Conduct by its employees and senior management. Awareness on the principles of the Codes are embarked across the organisation through virtual training sessions, e-mailers, posters, etc.

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.

An annual affirmation to compliance with the Codes has been received from the Directors, Senior Management Personnel and employees of the Company for the financial year under review.

The Senior Management of the Company have also made disclosures to the Board confirming that there are no material financial and commercial transactions between them and the Company which could have potential conflict of interest with the Company at large.

Further in compliance with Regulation 26(6) of the SEBI Listing Regulations, employees including KMPs, Directors and Promoter of the Company have confirmed that they 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, for the financial

year under review. This confirmation is sought from all concerned on an annual basis.

In terms of Regulation 34 read with Schedule V of the SEBI Listing Regulations, Mr. Rampraveen Swaminathan, Managing Director & CEO of the Company, has confirmed that 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, respectively. A declaration to this effect is annexed as **Annexure A** at the end of this report.

F. CEO AND CFO CERTIFICATION

As required under Regulations 17(8) and 33 of the SEBI Listing Regulations, during the financial year under review, the Managing Director & CEO and the CFO of the Company have jointly certified to the Audit Committee and the Board regarding the Financial results/statements, internal controls and other matters, on quarterly, half yearly and annual basis.

G. BOARD EVALUATION PROCESS

An annual performance evaluation exercise was carried in compliance with the applicable provisions of the Act, the SEBI Listing Regulations, the Company's Code of Conduct for Independent Directors and the criteria and methodology of performance evaluation approved by the NRC as under:

EVALUATING BODY

- Board
- NRC
- Independent Directors

EVALUATEE

The Board as a whole	Chairman	Independent Directors (including those seeking re-appointment), Non-Independent Directors, Managing Director & CEO (excluding the Director being evaluated)	The Committees of the Board (separately for each Committee)
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BRIEF CRITERIA AND PARAMETERS OF EVALUATION

<ul style="list-style-type: none"> • Structure and composition of the Board; • Performance and effectiveness of the functions handled by the Board; • Performance of the management; 	<ul style="list-style-type: none"> • Skills, expertise, effectiveness of leadership; • Ability to steer the meetings; • Commitment, impartiality, ability to keep Shareholders' interests in mind, etc. 	<ul style="list-style-type: none"> • Qualifications, experience, skills, independence criteria, integrity of the Directors; • Contribution and attendance at meetings; • Ability to function as a team and devote time, fulfilment of functions; 	<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.
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- Meetings of the Board;
- The time devoted by the Board to Strategies, risk assessment;
- The quality, quantity and timeliness of flow of information between the management and the Board;
- The quality and transparency of discussions; etc.
- Ability to challenge views of others in a constructive manner;
- Knowledge acquired with regard to the Company's business, understanding of industry, etc.

PROCESS OF EVALUATION

Internal assessment through a secure structured online questionnaire for each of the evaluations as approved by the NRC. Performance was evaluated on a scale of 1 to 4 where 1 = "Rarely"; 2= "Occasionally" 3= "Frequently" and 4= "Almost Always".

The questionnaires for performance evaluation are comprehensive and in alignment with the guidance note on Board evaluation issued by SEBI, vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5th January, 2017.

Outcome and results of the performance evaluation

All Directors of the Company as on 31st March, 2022 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 NRC at its meeting held prior to the Board, reviews the evaluations and the implementation and compliance of the evaluation exercise done.

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.

The evaluation exercise for the FY 2021-22 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. The Directors were satisfied with the timeliness and flow of statutory related information and documents.

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.

H. FAMILIARISATION PROGRAMME FOR 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 one-on-one induction and familiarisation programs for the Directors joining the Board to introduce and familiarise them with the Company, its management, its operations, organisation structure, Board and Committee constitution, Board procedures, management strategies, etc.

The Directors are provided with documents, information and briefing to enable them to have a better understanding of the Company, its operations and the industry in which it operates. 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 various terms and conditions of their engagement.

The Managing Director & CEO and the Senior Management Personnel provide an overview of the operations and familiarise the Directors on matters related to the Company's values and commitments. Further the Directors are on a quarterly basis apprised on the powers, role and responsibilities, constitution of the Board Committees and changes therein, the terms of reference of the Committees and the Committee meetings held during the quarter.

Updates on Industry outlook, strategies, internal controls and processes, succession planning, risks, new initiatives, etc. are provided to the Board and Committee on the regular basis which not only give an insight to the Directors on the Company and its operations but also

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allows them an opportunity to interact with the Senior Management Personnel. The Statutory Auditors and Company Secretary of the Company also apprise the Board of Directors with regard to regulatory changes from time to time. The Directors are also informed of the various developments in the Company through Press Releases, e-mail communications etc.

The Directors are encouraged to participate in orientation and learning sessions conducted by third-party experts/organisations. During the financial year under review, the Independent Director of the Company participated in an online orientation programme covering Boardroom Dynamics and role and responsibilities of Directors in line with recent laws and expectations from stakeholders.

The Company has a web-based portal i.e. the Board portal, accessible to all the Directors which, inter-alia, contains the following information:

- Roles, responsibilities and liabilities of the Independent Directors under the Act and the SEBI Listing Regulations;
- Board Agenda, supplementary notes and detailed presentations on business and performance of the Company;
- Code of Conduct for Directors;
- Terms and conditions of appointment of the Independent Directors;
- Committee Charters; and
- Annual Reports.

Details of familiarisation programs imparted to the Independent Directors of the Company is given hereunder:

Name of Independent Directors	Programmes/Meetings attended		Hours spent	
	During the financial year 2021-22 (in nos.)	From 1 st April 2015 till 31 st March, 2022 (Cumulative)* (in nos.)	During the financial year 2021-22 (Hrs: Min)	From 1 st April, 2015 till 31 st March, 2022 (Cumulative)* (Hrs: Min)
Mr. Ajay Mehta	14	64	27:25	103:05
Mr. Ranu Vohra	13	45	21:25	71:35
Mr. Darius Pandole	15	54	24:40	87:05
Ms. Avani Davda	11	40	24:50	80:20
Ms. Malvika Sinha	12	17	25:25	37:50
Mr. Dhananjay Mungale	8	10	20:25	26:25

*calculated basis tenure in the Company

Details of familiarisation programs imparted during the financial year under review in accordance with the requirements of Regulation 46 of the SEBI Listing Regulations are available on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/disclosures/>.

J. COMMITTEES OF THE BOARD


























The Board Committees play a vital role in the effective compliance and governance of the Company in line with their specified terms of reference, roles and responsibilities entrusted by the Board. The Chairpersons of the respective Committees report to the Board on the deliberations, decisions taken and recommendations of the Committees and conduct themselves under the supervision of the Board. 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.

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 and 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. At least 50% of all the Board Committees comprise of Independent Directors. 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/>.

Summary of the Board Committees and their composition is hereunder:

THE BOARD		
Audit Committee	Nomination and Remuneration Committee	Risk Management Committee
 Mr. Ajay Mehta  Mr. Darius Pandole  Ms. Avani Davda  Ms. Malvika Sinha  Mr. Dhananjay Mungale	 Mr. Darius Pandole  Dr. Anish Shah  Mr. Ajay Mehta  Mr. Ranu Vohra	 Ms. Avani Davda  Mr. Rampraveen Swaminathan  Mr. Ranu Vohra  Ms. Malvika Sinha
Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Investment Committee
 Mr. Darius Pandole  Mr. Ajay Mehta  Mr. Naveen Raju	 Mr. Ranu Vohra  Mr. Rampraveen Swaminathan  Ms. Malvika Sinha  Mr. Naveen Raju	 Mr. Darius Pandole  Mr. Rampraveen Swaminathan  Mr. Ranu Vohra
 Chairperson	 Member	

a. Audit Committee

Constituted since	Chairperson	Total Members as on 31 st March 2022	Independence as on 31 st March 2022	Meetings during FY 2021-22
20 th October, 2008	Mr. Ajay Mehta	5	100%	5

The AC fulfills the requirements of:

- AC Charter;
- Section 177 of the Act;
- Regulation 18 of the SEBI Listing Regulations







The Company has a qualified and an independent AC, which acts as a link between the Management, the Statutory and Internal Auditors and the Board. The AC of the Board constitutes of only Independent Directors. All the Members of the Committee are financially literate and possess strong accounting and related financial management expertise. The Chairman of the AC is an Independent Director and was present at the 14th AGM of the Company to address the Shareholders' queries pertaining to Financial Statements of the Company. Dr. Anish Shah is a permanent invitee of the Committee.

The Managing Director & CEO, the CFO of the Company, the Statutory Auditors and the Internal Auditors are

invited to and generally attend the AC Meetings where matters related to their function are being discussed. The AC also periodically meets the Statutory Auditors and the Internal Auditors of the Company without presence of the Management of the Company to assess the effectiveness of the audit processes and address any concerns. During FY 2021-22, two such meetings were held with both Statutory Auditors and Internal Auditors, separately.

Committee Composition and Meetings

During the financial year under review, the AC met five times through electronic mode on 29th April, 2021, 27th July, 2021, 27th October, 2021, 9th November, 2021 and 27th January, 2022. The gap between two consecutive meetings did not exceed 120 days. Necessary quorum which included atleast two Independent Directors was present for all the meetings. Details of the meetings of the AC held and attended during the financial year under review is as under:

Name	Position	% attendance	29 th April, 2021	27 th July, 2021	27 th October, 2021	9 th November, 2021	27 th January, 2022
Mr. Ajay Mehta		100%	Yes	Yes	Yes	Yes	Yes
Mr. Darius Pandole		100%	Yes	Yes	Yes	Yes	Yes
Ms. Avani Davda		100%	Yes	Yes	Yes	Yes	Yes
Ms. Malvika Sinha		100%	Yes	Yes	Yes	Yes	Yes
Mr. Dhananjay Mungale#		100%	NA	Yes	Yes	Yes	Yes
Mr. S Durgashankar*		100%	Yes	Yes	NA	NA	NA
% attendance			100%	100%	100%	100%	100%

 Chairperson  Member

#inducted as member on 29th April, 2021

*ceased to be member on 27th July, 2021

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Terms of reference

The terms of reference of the AC are in line with the requirements of Section 177 of the Act and Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations. Besides having access to all the required information from and within the Company, the AC can obtain external professional advice whenever required and is empowered with all powers prescribed in Regulation 18(2) of the SEBI Listing Regulations.

The terms of reference of the AC were amended during the financial year under review to align them with the amended SEBI Listing Regulations and charter of the AC was enhanced to include the following:

- To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and its Shareholders;
- 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, subject to the conditions as may be prescribed;

Provided that only those Members of the Audit Committee, who are independent directors, shall approve Related Party Transactions.

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013;

- Defining material modifications to transactions with Related Parties and disclose it as part of the Policy on materiality of Related Party Transactions;

- Approving related party transaction to which the subsidiary of the Company is a party but the Company is not a party if value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds the limits/thresholds as prescribed by law, from time to time.

Review of key matters by the Audit Committee

The AC on a quarterly basis reviews the compliance in respect of the Company's Code of Conduct for Prevention of Insider Trading in securities of Mahindra Logistics Limited. They review and ensure that the systems for internal controls for prevention of Insider Trading are adequate, operating effectively and are in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations"). The Committee also reviews the functioning and are apprised of complaints under the Whistle Blower Policy and action taken thereon.

During the financial year under review, the AC reviewed and examined inter alia, the internal controls over financial reporting ("ICoFR") based on the assessments carried out by the Management, the assessments and audit carried out by the statutory auditors to ensure that there were adequate ICoFR and these Internal controls were operating effectively for the financial year ended 31st March, 2022.

During the financial year under review, all recommendations made by AC were accepted by the Board.

During the FY 2021-22, the review and recommendations of matters by the AC were in line with its terms of reference. Matters considered and reviewed by the AC during the financial year under review were as under:

Activity	Frequency
Noted resolutions passed by circulation by the Committee	Event Based
Noted re-constitution of the Committee and enhancement in terms of reference of the Committee	Event Based
Noted declaration of no encumbrance by M&M under Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Annually
Evaluated Adequacy of Internal Financial Controls	Annually
Reviewed the matters required to form part of the Directors' Responsibility Statement in the Directors' Report	Annually
Reviewed and noted compliance certificate of Managing Director & CEO and CFO pursuant to SEBI Listing Regulations	Quarterly
Reviewed the Annual Audited Financial Statements of Subsidiary Companies in particular the Investments made by Subsidiaries	Annually
Examined and recommended to the Board quarterly, half yearly and annual Financial Results and Statements, Quarterly on standalone and consolidated basis and noted limited review and audit reports with Nil observations	Quarterly
Held discussions with the Statutory and Internal Auditors to assess effectiveness of audit processes and address any concerns	Half-yearly
Approved scope of Internal Audit, reviewed the internal audit findings, the action taken status and other matters concerning the internal audit functioning	Quarterly and Annually

Activity	Frequency
Reviewed and recommended the Audit Fees and fees payable for other services rendered by the Statutory Auditors	Annually
Reviewed Statutory Auditors and Internal Auditors independence, performance and effectiveness of audit process for the financial year ended 31 st March, 2021	Annually
Reviewed the Management's discussion and analysis of the financial condition and results of operations of the Company	Annually
Reviewed and granted prior approval for transactions with related parties, approved specific arrangements/ transactions, granted omnibus approval for transactions proposed to be entered into with related parties, within the maximum limit per transaction and maximum limit in the aggregate	Quarterly and Annually
Reviewed status of Loans/ Inter-Corporate Deposits given, Investments made, guarantees given or securities provided by the Company to any person or body corporate and the utilization of loans and/or advances or investments by the Company in its subsidiaries exceeding ₹ 100 crores	Quarterly
Reviewed report on compliance of Insider Trading Regulations and Systems for Internal Controls for prevention of Insider Trading	Quarterly and Annually
Reviewed complaints under the Whistle Blower Policy of the Company	Quarterly
Reviewed key risks and risk heat map and evaluated adequacy of Risk Management Systems	Quarterly and Annually
Noted Unlisted Material Subsidiaries of the Company in terms of the SEBI Listing Regulations	Annually
Considered and approved related party transactions of acquisition of fellow subsidiaries	Event based

b. Nomination and Remuneration Committee

Constituted since	Chairperson	Total Members as on 31 st March, 2022	Independence as on 31 st March, 2022	Meetings during FY 2021-22
20 th October, 2008	Mr. Darius Pandole	4	75%	4

The NRC fulfills the requirements of:







- NRC Charter;
- Section 178 of the Act;
- Regulation 19 of the SEBI Listing Regulations



The NRC comprises of all Non-Executive Directors with majority being Independent Directors. The Chairman of the Committee is an Independent Director and attended the 14th AGM of the Company.

In addition to the Committee Members, the Managing Director & 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") related matters, remuneration to Senior Management Personnel etc. are being presented to and considered by the NRC.

Committee Composition and Meetings

During the financial year under review, the NRC met four times through electronic mode on 29th April, 2021, 27th July, 2021, 27th October, 2021 and 27th January, 2022. The 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:

Name	Position	% attendance	29 th April, 2021	27 th July, 2021	27 th October, 2021	27 th January, 2022
Mr. Darius Pandole		100%	Yes	Yes	Yes	Yes
Mr. Ajay Mehta		100%	Yes	Yes	Yes	Yes
Mr. Ranu Vohra		100%	Yes	Yes	Yes	Yes
Dr. Anish Shah [#]		100%	NA	Yes	Yes	Yes
Mr. Parag Shah [*]		0%	LOA [§]	NA	NA	NA
Mr. V. S. Parthasarathy [^]		NA	NA	NA	NA	NA
% attendance			75%	100%	100%	100%

 Chairperson  Member

[^]ceased to be Member on 2nd April, 2021

[#]inducted as Member on 29th April, 2021

^{*}ceased to be Member on 29th April, 2021

[§]LOA = Leave of Absence

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Terms of Reference

The terms of reference of the NRC are in line with the regulatory requirements mandated in the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations.

The NRC has approved an annual performance evaluation process, methodology, framework and the criteria for evaluation of performance of the Independent Directors, the Committees of the Board, the Board as a whole and the Chairperson and reviews implementation and compliance thereof on an annual basis. The NRC also reviews succession planning program for an orderly Succession to the Board and the Senior Management.

The terms of reference of the NRC were amended on 27th October, 2021 to incorporate the enhanced role of NRC in line with SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021, so as to include the following:

- For every appointment of an independent director, the Nomination and Remuneration Committee shall 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. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.

The NRC also administers the Company's ESOP Schemes viz. MLL-Key Executive Stock Option Scheme, 2012 and the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 ("RSU Plan 2018") and takes appropriate decisions in terms of the said Schemes.

During the FY 2021-22, the review and recommendations of matters by the NRC were in line with its terms of reference. Matters considered and reviewed by the NRC during the financial year under review is as under:

Activity	Frequency
Noted resolutions passed by circulation by the Committee	Event Based
Noted re-constitution of the Committee	Event Based
Noted enhancement of the terms of reference of the Committee	Event Based
Noted lapse of Restricted Stock Units granted under the RSU Plan 2018	Event Based
Noted resignation/cessations of Directors	Event Based
Recommended payment of Commission to Independent Directors	Annually
Recommended appointment/re-appointment of Directors of the Company	Event based
Recommended appointments and remuneration including increments/performance linked pay/promotions in whatsoever form, to Senior Management Personnel of the Company	Event based and annual
Recommended increments/performance linked pay of Managing Director & CEO	Annually
Recommended change in Company Secretary and Compliance Officer in terms of the Talent Rotation Policy	Event based
Recommended amendment to the RSU Plan 2018 to extent benefits to the employees of the subsidiary company(ies) and align with amendments notified by the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	Event based
Reviewed outcome of Annual Performance Evaluation of the Board, its Committees and Directors	Annually
Approved grant and vesting of Restricted Stock Units under the RSU Plan 2018	Event based
Approved allotment of equity shares on exercise of Restricted Stock Units/Stock options through circular resolutions	Quarterly
Recommended amendment to the Company's Policy on appointment and remuneration of directors and senior management and succession planning	Event based

c. Stakeholders' Relationship Committee

Constituted since	Chairperson	Total Members as on 31 st March, 2022	Independence as on 31 st March, 2022	Meetings during FY 2021-22
25 th July, 2017	Mr. Darius Pandole	3	67%	1






The SRC fulfills the requirements of:

- SRC Charter;
- Section 178 of the Act;
- Regulation 20 of the SEBI Listing Regulations.

The SRC comprises of all Non-Executive Directors with majority being Independent Directors. The Chairman is an Independent Director and was present at the 14th AGM of the Company to address any concerns of the Members.

Committee Composition and Meetings

During the financial year under review, the SRC met once through electronic mode on 22nd October, 2021. 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:

Name	Position	% attendance	22 nd October, 2021
Mr. Darius Pandole		100%	Yes
Mr. Ajay Mehta#		100%	Yes
Mr. Naveen Raju		100%	Yes
Mr. S Durgashankar@		NA	NA
Mr. Parag Shah*		NA	NA
% attendance			100%

 **Chairperson**  **Member**

#inducted as member on 29th April, 2021

*ceased to be Member on 29th April, 2021

@ceased to be Member on 27th July, 2021

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. An update on transfer and transmission requests, if any, received is presented at every SRC and Board meeting.

During the FY 2021-22, the review of matters by the SRC was in line with its terms of reference. Matters considered and reviewed by the SRC during the financial year under review were as under:

Activity	Frequency
Noted re-constitution of the Committee	Event Based
Noted nil requests for Issue of duplicate share certificates	Annually
Noted nil legal cases pending or filed against the Company with respect to any Investor's Grievances or any matter related to the shares of the Company	Annually
Noted Certificate under Regulation 40(9) of the SEBI Listing Regulations issued by Practicing Company Secretary	Annually
Report on Investor Grievances	Annually
Reviewed measures taken by the Company for effective exercise of voting rights by Shareholders	Annually
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	Annually
Reviewed adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent	Annually

Report on Corporate Governance (contd)

Internal audit of Registrar and Share Transfer Agent operations

As mandated by SEBI, Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ("Link Intime"/ "RTA") had carried out the internal audit of their operations through Haribhakti & Co. LLP, an Independent Chartered Accountant firm. As per the report there were no observations against the Company. The report indicated 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 its meeting held during the financial year under review.

PCS Certificate on compliance with Investor Service Requests Norms

As directed by SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 read with circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, Link Intime undertook an audit of their systems and procedures through S. N. Ananthasubramanian & Co., Practicing Company Secretaries (firm registration number: P19910H040400) who have certified that Link Intime has carried out the necessary changes in their systems and procedures and adopted new and adequate systems and processes in accordance with the said Circulars. Link Intime has further confirmed to the Company that the said certificate has been filed with SEBI. The SRC of the Company at its meeting held on 19th April, 2022, took note of due compliance by Link Intime of the said SEBI Circulars.

Investor Complaints

The Company is registered on the SEBI Complaints Redressal System (SCORES).

During the FY 2021-22, the Company received zero complaints and there were no pending complaints as on 31st March, 2022. The Company did not receive any complaints through SEBI SCORES, the RTA, MCA, any other Regulatory Authorities or the Stock Exchanges where the securities of the Company are listed, during the financial year under review.

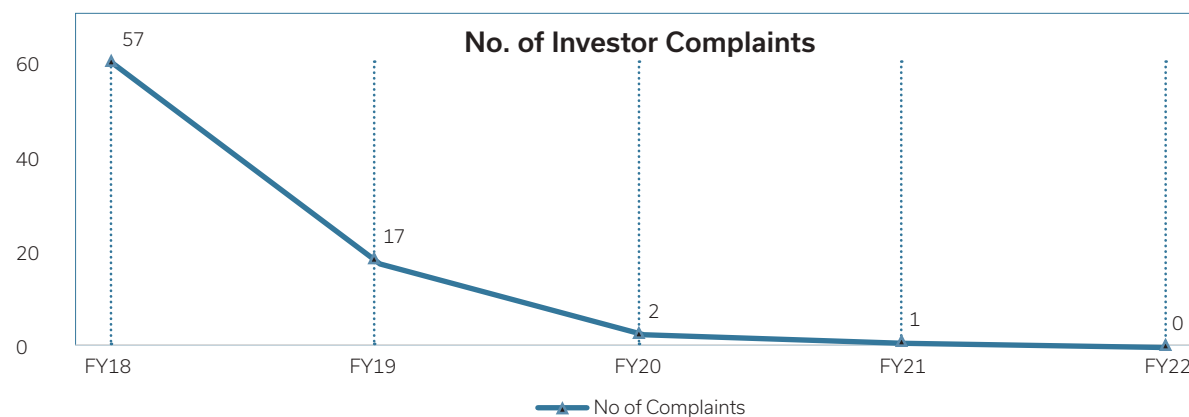
In an endeavour to extend best possible services to our valued shareholders and other investors, the Company tracks its Investor complaints with Link Intime on a regular basis, which helps the Company in reduction/timely redressal of the investor complaints/requests.

The statement of Investor complaints for FY 2021-22 is given hereunder:

Pending as on 31 st March, 2021	Received during the year	Resolved during the year	Pending as on 31 st March, 2022
0	0	0	0

Statement of investor complaints are filed with the Stock Exchanges within prescribed timelines on a quarterly basis and the report thereof is presented and noted by the Board on a quarterly basis and by the SRC at all its meetings.

Trend of Investor Complaints since listing



Compliance officer under the SEBI Listing Regulations

As a part of Mahindra's good people practices of talent movement within the group, Ms. Brijbala Batwal ceased to be the Company Secretary (Key Managerial Personnel) and Compliance Officer of the Company with effect from close of 31st January, 2022 and Ms. Ruchie Khanna was appointed as Company Secretary (Key Managerial Personnel) and Compliance Officer of the Company with effect from 1st February, 2022.

d. Corporate Social Responsibility Committee

Constituted since	Chairperson	Total Members as on 31 st March, 2022	Independence as on 31 st March, 2022	Meetings during FY 2021-22
19 th March, 2014	Mr. Ranu Vohra	4	50%	2







The Corporate Social Responsibility Committee ("CSRC") fulfills the requirements of:

- CSRC Charter;
- Section 135 of the Act.

The Chairman of the CSRC is an Independent Director and was present at the 14th AGM of the Company.

Committee Composition and Meetings

During the financial year under review, the CSRC met twice through electronic mode on 29th April, 2021 and 22nd October, 2021. The necessary quorum was present for all the meetings. Details of the CSRC meetings held and attended during the financial year under review is as under:

Name	Position	% attendance	29 th April, 2021	22 nd October, 2021
Mr. Ranu Vohra		50%	LOA	Yes
Ms. Malvika Sinha [#]		100%	NA	Yes
Mr. Rampraveen Swaminathan		100%	Yes	Yes
Mr. Naveen Raju		100%	Yes	Yes
Mr. S Durgashankar [@]		100%	Yes	NA
Mr. Parag Shah [*]		0%	LOA [§]	NA
% attendance			60%	100%

 **Chairperson**  **Member**

[#]inducted as Member on 29th April, 2021

^{*}ceased to be Member on 29th April, 2021

[@]ceased to be Member on 27th July, 2021

[§]LOA = Leave of Absence

Terms of Reference

The role and terms of reference of the CSRC covers all the areas as contemplated under Section 135 of the Act read with Rules made thereunder as applicable. The role of the CSRC includes formulation and recommending to the Board, a CSR Policy and Annual Action Plan indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act, manner of execution, modalities of utilisation of funds, recommendation of the amount to be incurred on the CSR activities as enumerated in Schedule VII of the Act and referred to in the CSR Policy of the Company, as also to monitor the CSR Policy and its implementation from time to time. The CSRC also oversees the Business Responsibility ("BR") initiatives of the Company in line with the Business Responsibility Policies of the Company.

Mr. Rampraveen Swaminathan, Managing Director & CEO and CSRC Member has been nominated as Director responsible for BR Policies and related matters.

The CSRC 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 at the weblink: <https://mahindralogistics.com/disclosures/>.

During the financial year 2021-22, the review and recommendations of matters by the CSRC was in line with its terms of reference. Matters considered and reviewed by the CSRC during the financial year under review were as under:

Activity	Frequency
Recommended CSR Budget and Annual Action Plan for the financial year 2021-22	Annually
Monitored and reviewed CSR activities undertaken and expenditure incurred by the Company for financial year in terms of the CSR Policy of the Company	Half yearly
Reviewed the Business Responsibility performance and Report for FY 2020-21	Annually
Reviewed actions taken by the management on the suggestions/feedback by the CSRC	Half yearly
Reviewed the annual report on the CSR activities of the Company for the financial year 2020-21	Annually
Noted enhancement in terms of reference approved by the Board	Event based
Noted changes in the constitution of the CSR Committee	Event based
Noted amendments notified by SEBI vide its circular dated 10 th May, 2021 mandating Top 1000 listed Companies to include Business Responsibility Report in a new elaborate Business Responsibility and Sustainability Report effective FY 2022-23	Event Based

Report on Corporate Governance (contd)

e. Risk Management Committee

Constituted since	Chairperson	Total Members as on 31 st March, 2022	Independence as on 31 st March, 2022	Meetings during FY 2021-22
2 nd August, 2018	Ms. Avani Davda	4	75%	2






The RMC fulfills the requirements of:

- RMC Charter;
- Regulation 21 of the SEBI Listing Regulations.

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. Mr. Yogesh Patel, CFO is a permanent invitee to the meetings of the RMC.

Committee Composition and Meetings

During the financial year under review, the RMC met twice through electronic mode on 28th April, 2021 and 22nd October, 2021. The necessary quorum was present for all the meetings and the gap between two meetings did not exceed 180 days. Details of RMC meetings held and attended during the financial year under review is as under:

Name	Position	% attendance	28 th April, 2021	22 nd October, 2021
Ms. Avani Davda		100%	Yes	Yes
Mr. Ranu Vohra		100%	Yes	Yes
Mr. Rampraveen Swaminathan		100%	Yes	Yes
Ms. Malvika Sinha		100%	Yes	Yes
Mr. Parag Shah*		0%	LOA [§]	NA
% attendance			80%	100%

 **Chairperson**  **Member**

*ceased to be Member on 29th April, 2021

§LOA = Leave of Absence

Terms of Reference

The RMC is, inter-alia, authorised to monitor and review the risk assessment, mitigation and risk management plans for the Company and report the existence, adequacy and effectiveness of the above process to the Board on a periodic basis. The Committee also reviews cyber security framework and risks.

The charter and terms of reference of the RMC was amended during the financial year under review to incorporate the composition, meetings and attendance requirements and the defined role of RMC notified by the SEBI Listing Regulations vide its (Second Amendment) Regulations, 2021 which came into force on 5th May, 2021 as under:

1. To formulate a detailed risk management policy which shall include:
 - (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;
7. To co-ordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors;
8. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

9. Carrying out any other functions required to be carried out by the Risk Management Committee in terms of applicable laws or delegated by the Board from time to time.

During the FY 2021-22, the review of matters by the RMC was in line with its terms of reference. Matters considered and reviewed by the RMC during the financial year under review were as under:

Activity	Frequency
Noted resolutions passed by circulation for recommending amendments to the RMC Policy	Event based
Noting of amendment in charter/terms of reference of the RMC	Event based
Reviewed actions taken by the management on the suggestions/feedback provided by the RMC	Half-yearly
Monitored the implementation of Risk Management Policy and adequacy of Risk Management Systems to ensure that appropriate methodology, processes and systems are in place	Half-yearly
Reviewed Risk Heat Map and movements of risks during the year under review;	Half-yearly
Reviewed the Risk Library comprising of the risk universe, risk exposure into four categories - extreme, high, medium and low	Annually
Reviewed the Cyber Security Framework of the Company, cyber security risks and mitigation plan	Annually
Reviewed and recommended amendment to the Risk Management Policy to the Board	Event based
Noted SEBI consultation paper and press release on the applicability and role of the Risk Management Committee and provided recommendations	Event based

Risk Management Framework

During the FY 2021-22, the Risk Management Policy of the Company was amended by the Board basis recommendation of the RMC on 27th July, 2021 to align the same with the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021.

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 AC 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.





f. Investment Committee

Constituted since	Chairperson	Total Members as on 31 st March, 2022	Independence as on 31 st March, 2022	Meetings during FY 2021-22
4 th February, 2020	Mr. Darius Pandole	3	67%	2

The IC of the Board evaluates and oversees proposals relating to potential business acquisitions, investment(s)/divestments, restructuring, advancement of loans and investments in subsidiaries, joint ventures and other group companies or similar transactions which may be contemplated by the Company within the overall authorization and terms and conditions approved by the Board.

Committee Composition and Meetings

During the financial year under review, the IC met twice through electronic mode on 9th November, 2021 and 28th February, 2022. The requisite quorum was present throughout the meetings. The IC is chaired by an Independent Director. Details of the composition of the IC and meetings held and attended during the financial year under review is as under:

Name	Position	% attendance	9 th November, 2021	28 th February, 2022
Mr. Darius Pandole		100%	Yes	Yes
Mr. Ranu Vohra [#]		100%	Yes	Yes
Mr. Rampraveen Swaminathan		100%	Yes	Yes
Mr. Parag Shah [*]		NA	NA	NA
% attendance			100%	100%

 **Chairperson**  **Member**

^{*}ceased to be Member on 29th April, 2021

[#]inducted as Member on 27th October, 2021

Report on Corporate Governance (contd)

During the financial year under review, the terms of reference of the IC were amended and enhanced.

During the FY 2021-22, the review of matters by the IC was in line with its terms of reference. Matters considered and reviewed by the IC during the financial year under review were as under:

Activity	Frequency
Noted re-constitution of the Committee and enhanced terms of reference	Event based
Approved acquisition of Meru Mobility Tech Private Limited, V-Link Automotive Services Private Limited, V-Link Fleet Solutions Private Limited and Meru Travel Solutions Private Limited	Event based
Approved acquisition of ZipZap Logistics Private Limited	Event based

II. REMUNERATION OF DIRECTORS

A. Pecuniary relationship of Non-Executive Directors

Neither the Non-Executive Directors of the Company have any material pecuniary relationships or transactions with the Company which would affect their independence or judgement nor do they have any potential conflict with the interests of the Company at large.

B. Remuneration Policy

The Company has a well-defined Policy for Remuneration of the Directors, Senior Management, KMPs and other employees encompassing inter-alia, the criteria for making payments to Non-Executive Directors, KMPs and other employees ("Remuneration Policy").

The Remuneration Policy is provided in Annexure IV to the Board's Report and forms part of this report. The said policy is also uploaded on the website of the Company and can be accessed from the weblink: <https://mahindralogistics.com/disclosures/>.

C. Remuneration to Directors for financial year 2021-22

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. 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 Managing Director & 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 remuneration paid to Mr. Rampraveen Swaminathan, Managing Director & CEO during FY 2021-22 is as follows:

(Amount ₹ in Lakhs subject to taxes as applicable)

Financial Year	Basic Salary	Commission	Contribution to Funds	Allowances	Perquisites (ESOP exercised)	Performance pay	Perquisites (PF/NPS/Superannuation)	Total
1 st April, 2021 to 31 st March, 2022	118.65	-	14.24	196.43	213.05	60.07	6.74	609.18

RSU Plan 2018			
Particulars	Mr. Rampraveen Swaminathan, Managing Director & 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 th November, 2019	4 th November, 2019	4 th February, 2020
Vesting period	In three annual instalments up to FY 2022-23	In three equal annual instalments up to 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
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 st March, 2022	27,044	13,332	-
No. of RSUs exercised during FY 2021-22	27,044*	13,332**	-

*out of the 27,044 RSUs, 12,380 RSUs were allotted on 11th April, 2022

**Allotted on 11th April, 2022

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.

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.

Commission and sitting fees to Independent Directors

The Independent Directors of the Company are entitled to commission of up to ₹ 10,00,000/- (Rupees Ten Lakhs Only) per annum per Independent Director, effective 1st 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.

During the FY 2021-22, the Independent Directors of the Company were paid commission as stated hereunder:

(Amount in ₹ in Lakhs)	
Independent Directors	Commission (including tax) for FY 2020-21 paid during the financial year under review
Mr. Ajay Mehta	6.60
Ms. Avani Davda	6.60
Mr. Darius Pandole	6.60
Mr. Ranu Vohra	6.60
Ms. Malvika Sinha	4.44
Mr. Dhananjay Mungale	1.15
Total	31.99

Report on Corporate Governance (contd)

Sitting Fees

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, as under:

Forum	Sitting fees per meeting per Independent Director for FY 2021-22
Board of Directors	₹ 1,00,000
Audit Committee, Risk Management Committee, and Nomination and Remuneration Committee	₹ 50,000
Stakeholders' Relationship Committee	₹ 30,000

No sitting fee is paid in respect of CSRC Meetings, as the sitting fee has been waived by the CSRC Members.

The details of sitting fees paid and commission payable to Independent Directors basis number of meetings attended and tenure held for the financial year ended 31st March, 2022 is as under:

(Amount in ₹ in Lakhs subject to taxes as applicable)

Independent Directors	Mr. Ajay Mehta	Ms. Avani Davda	Mr. Darius Pandole	Mr. Ranu Vohra	Ms. Malvika Sinha	Mr. Dhananjay Mungale	Total
Sitting Fees	9.80	8.50	9.80	8.00	8.50	7.00	51.60
Commission	6.60	6.60	6.60	6.60	6.60	6.60	39.60
Total	16.40	15.10	16.40	14.60	15.10	13.60	91.20

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 Directors

In terms of the RSU Plan 2018 and the approval granted by the Members of the Company at their AGMs held on 2nd August, 2018 and 1st August, 2019, the Non-Executive 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 Directors during the FY 2021-22.

III. 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	Day, Date	Time (IST)	Venue	Special resolutions passed thereat	Link of webcast/proceedings
2021 – 14 th AGM through VC with live webcast	Tuesday, 27 th 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"> 1. Re-appointment of Mr. Darius Pandole (DIN: 00727320) as Independent Director of the Company. 2. Re-appointment of Mr. Ranu Vohra (DIN: 00153547) as Independent Director of the Company. 3. Approval for payment of remuneration to the Independent Directors of the Company. 4. 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. 5. 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
2020 – 13 th AGM through VC with live webcast	Thursday, 30 th July, 2020	From 3:30 p.m. to 5:22 p.m.	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018 (Deemed venue)	<ol style="list-style-type: none"> 1. Appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) as Managing Director & CEO of the Company. 	Link
2019 – 12 th AGM	Thursday, 1 st August, 2019	From 3.30 p.m. to 4:30 p.m.	Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018	<ol style="list-style-type: none"> 1. Approval for payment of remuneration to the Non-Executive Non-Independent Directors of the Company. 	Link

No Extraordinary General Meeting of the Members was held during FY 2021-22.

Postal Ballot

During the FY 2021-22, the Company has not passed any resolutions through postal ballot and none of the resolutions proposed to be passed at the ensuing 15th AGM require passing of the resolutions through postal ballot. The details of the previous postal ballots are available on the website, at <https://mahindralogistics.com/shareholder-information/>

IV. 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.

i. 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;
- Press releases;
- Annual reports;
- Newspaper advertisements;
- Earnings calls, Investor meetings and conferences;
- Uploading relevant information on the Company's website;
- General Meetings;
- SMS facility for e-mail updation; and
- Letters and e-mails.

Report on Corporate Governance (contd)

ii. 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 4th 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 along with the extract of newspaper publications.

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.

iii. 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 is filed electronically on BSE Corporate & Listing Centre (BSE Listing Centre) and on NSE Electronic Application Processing System (NEAPS)/NSE Digital Portal, and is also simultaneously uploaded on the website of the Company at: <https://www.mahindralogistics.com>, as applicable.

iv. 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.

Earnings conference calls

An earnings presentation summarising the Company's 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 scheduled quarterly.

Dial-in details of the earnings conference calls made available on Company's website

The Company hosts earnings conference call for the investors/analysts/funds on a quarterly basis after declaration of the financial results, schedule of which is intimated well in advance to the Stock Exchanges and uploaded on the website of the Company. Dial-in details of the earnings conference calls are also uploaded on the website of the Company.

Outcome, Transcripts and recordings

To ensure symmetric dissemination of information and transparency, the Company files the outcome of the investor interactions held. Further the audio recordings and text transcripts of the earnings conference calls is 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-information>.

Silent period

The Company, voluntarily as a good governance practice, observes a 'Silent / Quiet period' for 15 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.

v. Website

The Company's website <https://mahindralogistics.com> is a comprehensive reference on its leadership, management, 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 and updated credit ratings amongst others, policies, information relating to Stock Exchanges, details of Registrar & Share Transfer Agent and frequently asked questions, 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.

V. GENERAL SHAREHOLDER INFORMATION

A. 15th Annual General Meeting

Pursuant to the Circulars issued by the MCA - Circular no. 2/2022 dated 5th May, 2022 read with Circular Nos. 20/2020, 17/2020 and 14/2020, dated 5th May, 2020, 13th April, 2020, and 8th April, 2020 respectively (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, companies are permitted to conduct AGM through video conferencing ("VC") or other audio visual means ("OAVM") for the calendar year 2022.

Accordingly, your Company will be conducting the 15th AGM through VC/OAVM facility.

Day and Date of the AGM	Friday, 29 th July, 2022		
Time of the AGM	3:30 p.m. (IST)		
Mode of convening the AGM	Video conference facility/any other audio-visual means available throughout the AGM		
Deemed venue of meeting	Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai - 400 018		
Link to participate in the AGM	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 by following the procedure mentioned in the Notice of the 15 th AGM and this mode will be available throughout the proceedings of the 15 th AGM		
Electronic voting ("e-voting")	Commencement of Remote e-voting	Conclusion of Remote e-voting	E-voting during the 15 th AGM
	Sunday, 24 th July, 2022, 9:00 a.m. (IST)	Thursday, 28 th July, 2022, 5:00 p.m. (IST)	Friday, 29 th July, 2022, 3.30 p.m. (IST) onwards (on announcement by Chairman)

In addition to conducting the AGM through VC/OAVM, the Company would also be providing live webcast of the proceedings of the AGM. During the live AGM, Members may post their queries in the message box provided on the screen. Members are encouraged to submit questions in advance on the e-mail ID of the Company at cs.mll@mahindra.com. In case of any query and/or help, in respect of attending AGM through VC/OAVM, Members may refer to the Help & Frequently Asked Questions (FAQs) and VC/OAVM user manual available at the download section of www.evoting.nsdl.com or call toll free nos. 1800 1020 990 and 1800 2244 30 or e-mail at evoting@nsdl.co.in for any further clarifications.

A general referencer for Shareholders is given at the end of the Notice of the 15th AGM.

B. CIN Number: L63000MH2007PLC173466

C. Office address:

Registered office	Corporate office (effective 26 th April, 2022)
Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai-400 018	Arena Space, 10 th and 11 th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari - (East), Mumbai - 400 060

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 2021-22

The Board of Directors has recommended a final dividend of ₹ 2.00 per equity share (being 20% on the face value of ₹ 10/- each) for FY 2021-22. The register of members and share transfer books of the Company will be closed for the purpose of declaration of dividend from Saturday, 23rd July, 2022 to Friday, 29th July, 2022 (both days inclusive) and the dividend, if approved by the Members, shall be paid/dispatched on or after Saturday, 30th July, 2022.

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 was amended during the financial year under review to inter alia, provide 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. The Amended Policy is enclosed as Annexure I to the Boards' Report. The same is also placed on the Company's

Report on Corporate Governance (contd)

website and can be accessed from the weblink: <https://mahindralogistics.com/disclosures/>.

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, SMSs to update their PAN, Bank Account details, e-mail address, registered mobile nos. in the records of their Depository Participants/the RTA of the Company.

The Company has also sent out letters 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 the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021.

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-400 001	Exchange Plaza, C-1, "G" Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051
Stock Code/Symbol	540768	MAHLOG
Type of security listed	Equity Shares	
ISIN	INE766P01016	

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 1st April, 2021 to 31st March, 2022 was as under:

Month and Year	NSE		BSE	
	High Price	Low Price	High Price	Low Price
April 2021	590.90	506.05	593.00	506.95
May 2021	567.00	498.05	566.75	499.00
June 2021	611.95	538.20	611.75	540.00
July 2021	806.10	548.85	807.30	549.00
August 2021	821.00	641.80	819.15	641.55
September 2021	778.65	695.80	776.15	695.15
October 2021	790.00	640.35	787.80	641.65
November 2021	814.00	614.30	814.00	605.00
December 2021	729.00	632.00	728.85	633.25
January 2022	744.00	577.00	744.05	578.50
February 2022	590.95	391.10	601.00	395.65
March 2022	516.50	397.00	517.70	397.05

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.

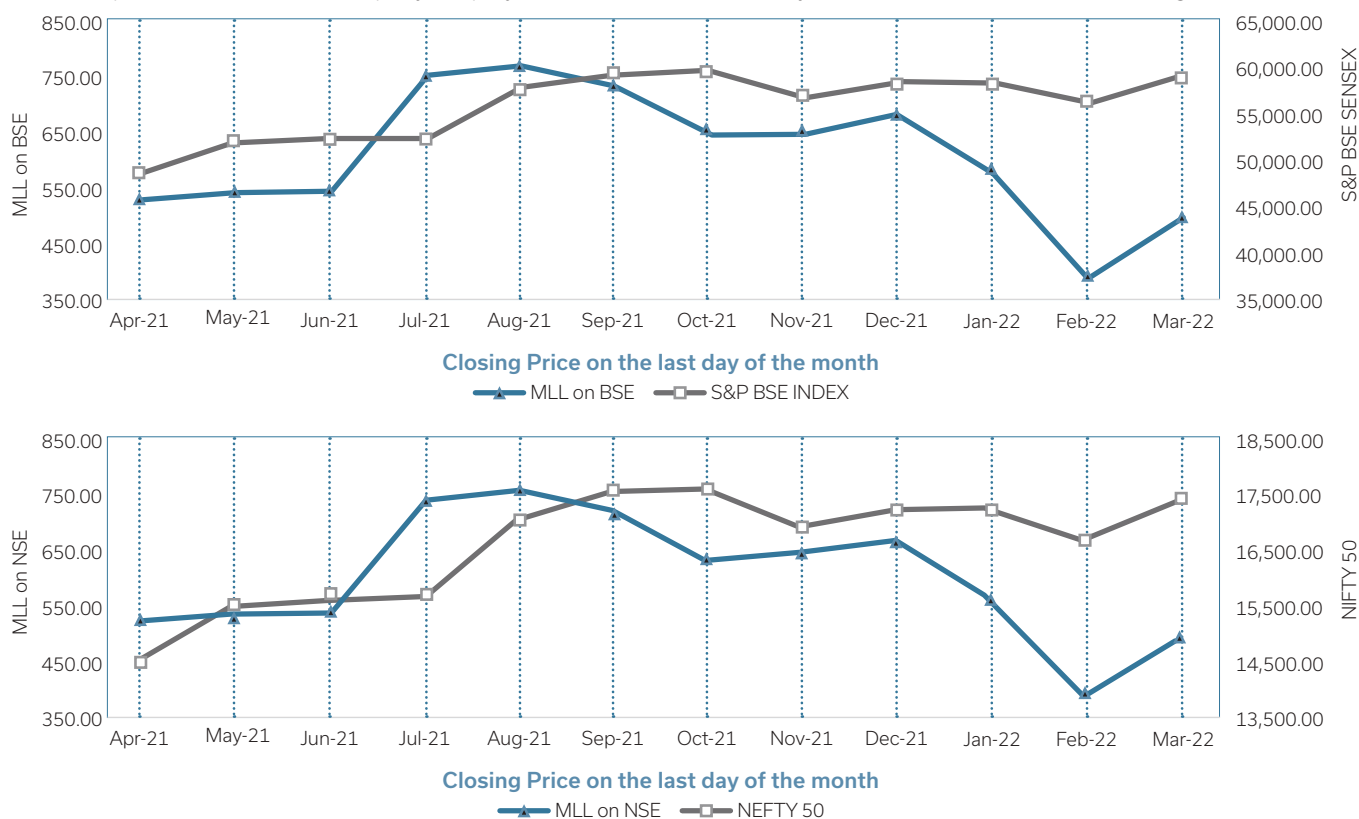
G. Listing of equity shares on Stock Exchanges

The Company's equity shares are listed on BSE Limited and National Stock Exchange of India Limited with effect from 10th 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 and for FY 2022-23.

The equity shares of the Company have not been suspended from trading.

J. Stock Performance

The performance of the Company's equity shares relative to NSE Nifty and BSE Sensex for FY 2021-22 is given below:



K. Registrar and Share Transfer Agent

The Company has appointed Link Intime, as its Registrar and Share Transfer Agent (SEBI Registration No.: INR000004058). Address and contact details of Link Intime are given in the section below.

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.

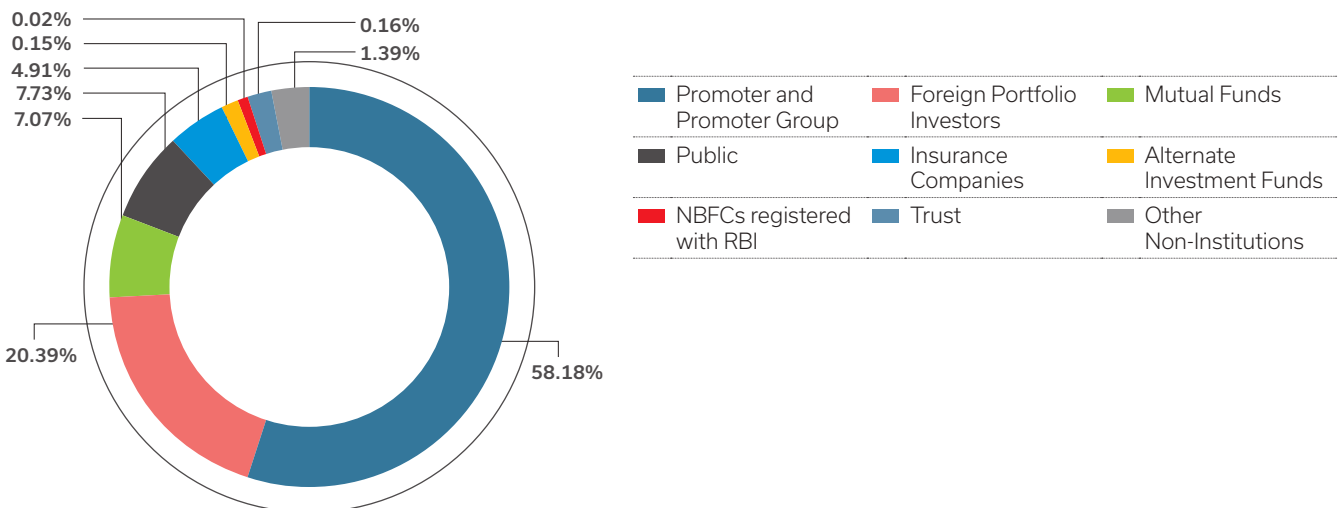
Report on Corporate Governance (contd)

M. Distribution of shareholding as of 31st March, 2022

Number of Shares (Range)	Number of Shareholders*	Number of equity shares held	% of share capital
1 to 500	58,500	25,19,859	3.51
501 to 1000	566	4,27,590	0.60
1001 to 2000	256	3,72,655	0.52
2001 to 3000	79	2,02,825	0.28
3001 to 4000	39	1,39,562	0.19
4001 to 5000	40	1,89,462	0.26
5001 to 10000	72	5,37,970	0.75
10001 and above	137	6,74,81,695	93.89
Total	59,689	7,18,71,618	100.00

*Without PAN based consolidating.

N. Shareholding Pattern[^] as on 31st March, 2022



[^] Consolidated on the basis of PAN

Shareholders (other than promoter and promoter group) holding[^] more than 1% as on 31st March, 2022

Akash Bhanshali	1.02%	730,967
First Sentier Investors Icv - Stewart Investors Global Emerging Markets Sustainability Fund	1.14%	819,218
Federated Hermes Investment Funds Plc	1.44%	1,032,266
Tata Aia Life Insurance Co Ltd	1.52%	1,090,289
UTI	1.64%	1,181,796
First Sentier Investors Icv - Stewart Investors Indian Subcontinent Sustainability Fund	2.23%	1,605,750
Goldman Sachs India Limited	2.27%	1,630,031
Steinberg India Emerging Opportunities Fund Limited	2.39%	1,720,000
Aditya Birla Sun Life Insurance Company Limited	2.94%	2,110,069
Kotak Funds - India Midcap Fund	3.29%	2,361,542
Nippon Life India Trustee Ltd	4.06%	2,918,119

[^] 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.

Distribution of shareholding in physical and dematerialised form as of 31st March, 2022 is as under:

Category	No. of Shareholders*	No. of equity shares held	% shareholding
Dematerialized Form	59,688	7,18,71,611	99.99
Physical Form	1	7	0.01
Total	59,689	7,18,71,618	100.00

*Without PAN based consolidation.

As on 31st March, 2022, 99.99% of the issued and paid-up share capital of the Company was held in dematerialised mode. Only 7 equity shares were held in physical form as on 31st March, 2022.

Transfer/transmission of shares only in Demat form

As per SEBI norms, with effect from 1st 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 25th January, 2022 has further mandated securities to be issued pursuant to transmission or transposition requests made by physical shareholders to be processed in dematerialised form only.

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/>

Type of holder	Process to be followed	
Physical	For availing the following investor services, 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 C-101, 1 st Floor, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083	
	Form to register PAN, email address, bank details and other KYC details or changes / updation thereof for securities held in physical mode	Form ISR-1
	Updation of 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 shares/debentures/ bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your DP and follow the process advised by your DP	

Physical Shareholders are earnestly requested to dematerialise their shareholding to avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, and elimination of any possibility of loss of documents and bad deliveries.

Linking of PAN and Aadhaar, updation of KYC and nomination details

SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and BI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 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).

Non-Updation of KYC, linking of PAN and Aadhaar and nomination details on or before 31st March, 2023 will result in freezing of the folio of the physical shareholders by the RTA and the same shall be reverted to normal status only upon receipt of all the KYC and Nomination details/dematerialisation of such holdings.

issued by a Company Secretary in Practice with respect to due compliance of share transfer formalities by Link Intime. The same have been filed with the Stock Exchanges within prescribed timelines.

P. Annual Certificate on Share Transfer

In terms of Regulation 40(9) of the SEBI Listing Regulations, certificates, on annual basis, have been

Q. Reconciliation of Share Capital Audit Report

In terms of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, M/s. Parikh & Associates, Practicing

Report on Corporate Governance (contd)

Company Secretaries (Certificate of Practice No. 1228) 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 and paid-up and issued share capital of the Company tallies with the aggregate of the total number of equity shares held in dematerialised form (held by NSDL and CDSL) and in physical form as on 31st March, 2022.

R. 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 31st March, 2022.

S. 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 15th November, 2018 are not applicable/required.

T. 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.

U. Certificate from Company Secretary in Practice

None of the Directors on the Board of the Company as on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors by SEBI/MCA or any such statutory authority. A certificate from M/s. Makarand Joshi & Co., Practicing Company Secretaries to this effect is annexed at the end of this Report as **Annexure B**.

V. Recommendation of Committees

All the recommendations/submissions made by the Committees of the Board during FY 2021-22 were accepted by the Board of the Company.

W. 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 2021-22. Details of fees for all services availed by the Company from Deloitte for FY 2021-22 is as follows:

(₹ in Lakhs)	
Type of services rendered	FY 2021-22
Statutory Audit	26.00
Limited Review Audit	12.00
Total	38.00

The Company has not availed of any non-prohibitory services from Deloitte. None of the subsidiaries or joint venture associates of the Company have availed of any services from the Statutory Auditors of the Company or any of its network firm/network entity during FY 2021-22.

X. Prevention of Sexual Harassment

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. All employees (permanent, contractual, temporary, trainees) as well as women who visit the premises of the Company for any purpose are covered under this Policy. The Policy is gender neutral. An Internal Complaints Committee ("ICC") has been set up to redress complaints received regarding sexual harassment. During the financial year under review and pursuant to Rule 8(5)(x) of the Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of ICC under the POSH Act.

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 under review, mandatory trainings on POSH were conducted with an improved and interactive virtual approach.

During FY 2021-22, the Company received four complaints in this regard where appropriate action was taken by the ICC. Out of the four complaints, three cases were resolved during the financial year under review and one case pending as on 31st March, 2022, was resolved and closed as on date of this report.

Y. Site/Warehouse Locations as on 26th April 2022:

Zone	Location	Office Address
South	Chennai	Mahindra Logistics Limited, Mahindra Towers #17 & 18, Pattulos Road, Chennai - 600 002.
South	Hyderabad	3 rd Floor, Awfis, Oyster Complex, Greenlands Road, Somajiguda, Begumpet, Hyderabad, Telangana - 500 016.
South	Bangalore	Mahindra Logistics Limited, 4 th floor, Building No. 104, Infantry Techno Park, Infantry Road, Shivajinagar, Bangalore - 560 001.
South	Cochin	Mahindra Logistics Limited, 34/1128A, First Floor, Balakrishna Menon Road, Edappally, Cochin-682 024.
North	Noida	Logix Techno Park, Plot 5, Sector 127, Noida - 201 313.
North	Gurgaon	Mahindra Logistics Limited, 249G, GF, AIHP Tower, Udyog Vihar - IV, Gurugram, Haryana - 122 015.
North	Jaipur	Mahindra Logistics Limited, 1 st Floor, Mahindra Tower, 24-26, Durga Vihar Colony, Tonk Road, Jaipur - 302 018.
East	Kolkata	7 th Floor, Victoria Park, Block GN, Plot No 37/2, Sector - V, Salt Lake, Kolkata - 700 091.
East	Patna	Mahindra & Mahindra Ltd Automotive Sector 3 rd Floor, J. J. Complex, East Boring Canal Road, Patna - 800 001.
West	Pune	Embassy Industrial Park Pvt Ltd., GAT/Survey Nos. 194-198/, Savardari, Chakan Taluka-Khed, Dist. Pune - 410 501.
West	Ahmedabad	Palladium - A1, 11 th Floor, 1101 to 1106, B/H Divya Bhaskar Press, Opp. Vodafone House, Corporate Road, Ahmedabad - 380 015.
West	Mumbai	Mahindra Logistics Limited, Arena Space, 10 th & 11 th Floor, Plot No. 20, JVLR, Nr Majas Depot, Jogeshwari (East), Mumbai - 400 060.
West	Kandivali	Mahindra Logistics Ltd, Mahindra & Mahindra Automotive Sector, Yellow gate, Akurli Road, Kandivali-East, Mumbai-400 101.
West	Kandivali	Mahindra Logistics Ltd, Mahindra & Mahindra Foundry, Akurli Road, Kandivali-East, Mumbai - 400 101.

Z. 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 of the at the contact details of Link Intime given below. Contact details of the Company's Investor Desk is mentioned hereunder.

Contact	E-mail	Address	Telephone	Registrar and Share Transfer Agent
Institutional Investors: Mr. Yogesh Patel Chief Financial Officer & Chief Investor Relations Officer	cfo.mll@mahindra.com	Corporate Office: Arena Space, 10 th & 11 th Floor, Plot No. 20, Jogeshwari Vikhroli Link Road, Near Majas Bus Depot, Jogeshwari - (East), Mumbai - 400 060	+91 22 6836 7900	Link Intime India Private Limited C-101, 1 st Floor, 247 Park, LBS Marg, Vikroli West, Mumbai - 400 083 Tel: +91 22 4918 6000 Fax: +91 22 4918 6060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in
Retail Investors: Ms. Ruchie Khanna Company Secretary and Compliance Officer	cs.mll@mahindra.com	Registered Office: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018		

The Company has not issued any Debentures and hence disclosure regarding debenture trustees is not applicable.

AA. 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 credit ratings assigned and reaffirmed for the fund-based and non-fund based working capital facilities of the Company by ICRA Limited vide letter dated 30th June, 2021 are given hereunder:

Instrument Type	Current Rated Amount (₹ in crores)	Rating Action
Long-term, Fund-based Facilities	48.00	[ICRA]AA (Stable); reaffirmed
Short-term, Non-fund Based Facilities	15.00	[ICRA]A1+(Stable); reaffirmed
Long-term/Short-term, Fund-based/Non-fund Based Facilities	172.00	[ICRA]AA (Stable)/[ICRA]A1+; reaffirmed
Commercial Paper	-	[ICRA]A1+; reaffirmed & withdrawn for ₹ 100 crores
Total	235.00	

Report on Corporate Governance (contd)

There have been no revisions in the aforesaid credit ratings during FY 2021-22.

ICRA had reaffirmed and withdrawn the [ICRA]A1+ rating assigned to the commercial paper programme at the request of the Company as the Company has not issued any Commercial paper during the year and there was no amount outstanding against the commercial paper.

As on 31st March, 2022, the Company has no outstanding borrowing and is not categorised as a Large Corporate in terms of the SEBI Circular - SEBI/HO/DDHS/CIR/P/2018/144 dated 26th November, 2018. Necessary initial and annual disclosures in this regard has been filed with the Stock Exchanges within prescribed timelines.

The Company does not have any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilisation of funds, whether in India or abroad.

VI. 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 listed below including other statutory policies can be accessed on the website of the Company at the weblink: <https://mahindralogistics.com/disclosures/>.

The details of the Key Policies adopted by the Company are mentioned at Annexure VIII of the Board's report and forms part of this Integrated 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. During the financial year under review, the Policy was amended on 9th March, 2022 effective 1st April, 2022 to encapsulate the widened regulatory and approval framework for Related Party Transactions notified by SEBI vide the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021.

B. Disclosures of transactions with Related Parties

During FY 2021-22, there were no materially significant related party transactions that may have potential conflict with the interest of the Company at large.

Details of the related party transactions entered into by the Company during the financial year under review are given in note no. 38 of the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2022.

Half-yearly disclosure of transactions with Related Parties

In compliance with Regulation 23(9) of the SEBI Listing Regulations, half-yearly disclosures of transactions with related parties of the Company on a consolidated basis, 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/corporate-announcement/>

C. Disclosure of accounting treatment in preparation of financial statements

The Company has adopted Indian Accounting Standards ("Ind AS") effective 1st April, 2016.

Accordingly, the Financial Statements of the Company, both on standalone and consolidated basis, are prepared in accordance with Ind AS notified under Sections 129 and 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-information/>.

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 price sensitive information of the Company and in compliance with the 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").

The Company has also adopted a 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 Unpublished Price Sensitive Information ("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 under the Company's Insider Trading Code and the SEBI Insider Trading Regulations. For FY 2021-22 all Designated Persons have affirmed compliance with the Company's Insider Trading Code and the SEBI Insider Trading Regulations.

SEBI vide its circular SEBI/HO/ISD/ISD/CIR/P/2021/617 dated 13th 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.

The Board of the Company has designated Mr. Yogesh Patel, CFO of the Company as the Compliance Officer to administer the Insider Trading Code and ensure implementation of the SEBI Insider Trading Regulations. Mr. Yogesh Patel is also the Chief Investor Relations Officer of the Company for dealing with dissemination of information and disclosure of UPSI.

Structured Digital Database for UPSI

The Company has in place a Structured Digital Database 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 Structured Digital Database is maintained internally by the Company and is not outsourced in accordance with the provisions of the SEBI Insider Trading Regulations.

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, frequently asked questions, 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, SMSs, 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.

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 Managing Director & CEO and the CFO certify and confirm to the Board and the Audit Committee on an annual basis that the systems for 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.

During the FY 2021-22, there were no violations on Insider Trading Policy and the SEBI Listing Regulations observed in the Company.

Report on Corporate Governance (contd)

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 9th September, 2020 and 23rd September, 2020 respectively, PAN and other 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.

The Company has designated NDSL as its Designated Depository in terms of the said SEBI circulars.

E. 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 stakeholders of the Company to report their genuine concerns and provides adequate safeguard against victimization to those who use such mechanism. The Policy makes provision for direct access to the Chairperson of the Audit Committee. 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 taken adequate measures to create awareness amongst its employees on the Code of Conduct and Governance Policies through its dedicated campaigns, educative e-mails, regular face-to-face/virtual sessions and e-module learning and compliance modules.

The Company has a secure, multilingual, independently monitored, third-party ethics portal for all stakeholders to report issues related to Code of Conduct violations and other violations. The platform is provided by a Global service provider - Convercent.

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: mll.vigil@mahindra.com or by letter addressed to –

The Chairman, Audit Committee

C/o Chief Financial 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 complaints received under the Policy and resolution thereof is presented to the Audit Committee of the Company on a quarterly basis. The Managing Director & 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.

F. Subsidiary companies and Policy for determining material subsidiaries

The Company has two subsidiaries as on 31st March, 2022. Both subsidiaries function independently, with an adequately empowered Board and resources. For effective governance, 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 is also periodically presented to the Audit Committee of the Company.

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/disclosures/>.

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 as of 31st March, 2022, Lords Freight (India) Private Limited ("Lords"), became a material subsidiary of the Company effective 1st April, 2022.

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 31st March, 2022. However from a governance view-point Mr. Ajay Mehta, Independent Director of the Company also holds office of Independent Director on the Board of Lords.

G. 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 31st March, 2022. Pursuant to Regulation 31(4) of the Securities and Exchange Board of India (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 that they along with the other Members of the Promoter Group (including Persons Acting in Concert) have not made any encumbrance, directly or indirectly, during the FY 2021-22 in respect of the shares held by them in the Company. The said declaration was noted by the Audit Committee.

H. Annual Secretarial Compliance Report

The Company has undertaken a secretarial audit and secretarial compliance audit of the applicable compliances as per SEBI Regulations and Circulars/

I. 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.

VII. OTHER DISCLOSURES:

A. 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.

Guidelines issued thereunder for the financial year ended 31st March, 2022 from M/s. Makarand M. Joshi & Co., Practicing Company Secretaries and Secretarial Auditor of the Company in compliance with the Regulation 24A of the SEBI Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019.

The Secretarial Audit and Annual Secretarial Compliance Report of the Company for FY 2021-22 are unmodified i.e. they do not contain any qualification, reservation or adverse remark or disclaimer.

The Annual Secretarial Compliance Report for FY 2021-22 has been submitted to the Stock Exchanges within the prescribed statutory timelines and is uploaded on Company's website and can be accessed on the weblink: <https://mahindralogistics.com/disclosures/>. The Secretarial Audit Report is annexed to this Report as **Annexure C**.

Secretarial Audit of Material Unlisted Indian Subsidiary

Lords, a material subsidiary of the Company has carried out Secretarial Audit for FY 2021-22 from M/s. Parikh & Associates, Practicing Company Secretaries (Registration no. - 1129/2021) pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI Listing Regulations. The Secretarial Audit Report of Lords is annexed as **Annexure D** to this Report and is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

A compliance certificate from M/s. Makarand M. Joshi & Co., Practicing Company Secretaries certifying compliance by the conditions of Corporate Governance for the year ended 31st March, 2022 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 E**.

Report on Corporate Governance (contd)

Compliance status of mandatory Corporate Governance requirements for the financial year ended 31st March, 2022 with weblink for policies and other website disclosures is given hereunder:

Regulation No.	Corporate Governance requirement	Compliance Status
16(1)(b) & 25(8)	Criteria of Independence	Yes
17	Board of Directors	Yes
17A	Maximum number of Directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders' Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate governance requirements with respect to subsidiary of the listed entity	Yes
24A	Secretarial Audit and Secretarial Compliance Report	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligations of employees, senior management, KMP, Directors and Promoters	Yes
27	Other Corporate Governance requirements	Yes

Regulation No.	Details on Company's Website	Compliance status	Weblink of Company's Website
46(2)(a)	Details of Business	Yes	https://mahindralogistics.com/about-us/
46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes	https://mahindralogistics.com/wp-content/uploads/2022/04/ID-terms-and-conditions.pdf
46(2)(c)	Composition of various Committees of Board of Directors	Yes	https://mahindralogistics.com/board-of-directors/
46(2)(d)	Code of conduct of Board of Directors and senior management personnel	Yes	https://mahindralogistics.com/wp-content/uploads/2021/05/Code-of-Conduct-for-Directors.pdf https://mahindralogistics.com/wp-content/uploads/2022/03/EE_2021-22_299_PR_MLL_Code-of-Conduct-A5-030322-1.pdf
46(2)(e)	Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes	https://mahindralogistics.com/wp-content/uploads/2021/05/MLL-Whistle-Blower-Policy-F.pdf
46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes	https://mahindralogistics.com/wp-content/uploads/2021/11/MLL-NRC-policy-amendment-27-Oct-2021.pdf
46(2)(g)	Policy on dealing with Related Party Transactions	Yes	https://mahindralogistics.com/wp-content/uploads/2022/03/Policy-for-determining-Material-RPTs_Apr2022_F.pdf
46(2)(h)	Policy for determining 'material' subsidiaries	Yes	https://mahindralogistics.com/wp-content/uploads/2019/12/Policy-for-determining-material-subsiaries.pdf
46(2)(i)	Details of familiarisation programmes imparted to Independent Directors	Yes	https://mahindralogistics.com/wp-content/uploads/2022/04/Familiarization-Programs-conducted-in-FINANCIAL YEAR-2022.pdf
46(2)(j)	Email address for grievance redressal and other relevant details	Yes	https://mahindralogistics.com/wp-content/uploads/2022/04/MLL-investor-contact-details.pdf
46(2)(k)	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
46(2)(l)	Financial Information	Yes	https://mahindralogistics.com/financial-information/
46(2)(m)	Shareholding Pattern	Yes	https://mahindralogistics.com/financial-information/
46(2)(n)	Details of agreements entered into with the media companies and/or their associates	Not applicable	Not applicable
46(2)(o)	Schedule of analyst or institutional investor meet	Yes	https://mahindralogistics.com/investor-information/

Regulation No.	Details on Company's Website	Compliance status	Weblink of Company's Website
46(2)(oa)	Audio/video recordings and transcripts of post earnings/quarterly call	Yes	https://mahindralogistics.com/investor-information/
46(2)(p)	New name and the old name of the listed entity	Not applicable	Not applicable
46(2)(q)	Newspaper Publications as per Regulation 47(1) of the SEBI Listing Regulations	Yes	https://mahindralogistics.com/corporate-announcement/
46(2)(r)	Credit Ratings or revision in credit rating obtained	Yes	https://mahindralogistics.com/financial-information/
46(2)(s)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://mahindralogistics.com/financial-information/
46(2)(t)	Secretarial Compliance Report	Yes	https://mahindralogistics.com/wp-content/uploads/2022/05/Secretarial-Compliance-Report_2021-22_MLL.pdf
46(2)(v)	Contact details of Key Managerial Personnel for determining materiality of an event or information and making disclosures to stock exchange(s) under Regulation 30(5) of the SEBI Listing Regulations	Yes	https://mahindralogistics.com/wp-content/uploads/2022/06/SEintimationupdatationofcontactdetails22062022.pdf
46(2)(w)	Disclosures under sub-regulation (8) of Regulation 30 of the SEBI Listing Regulations	Yes	https://mahindralogistics.com/corporate-announcement/
30 & 46(2)(u)	Materiality Policy	Yes	https://mahindralogistics.com/wp-content/uploads/2021/05/Policy-for-determination-of-materiality-for-disclosure-of-events-or-information.pdf
43A & 46(2)(y)	Dividend Distribution policy	Yes	https://mahindralogistics.com/wp-content/uploads/2021/05/Dividend-Distribution-Policy.pdf
46(2)(z)	Annual Return	Yes	https://mahindralogistics.com/financial-information/

B. 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:** During the financial year under review, there is no audit qualification or observation on the Company's Audited Standalone and Consolidated 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.
- Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:** The Company has separate posts of Chairman and Managing Director & CEO. Dr. Anish Shah is a Non-Executive Chairman and his office is separate from that of Mr. Rampraveen Swaminathan, Managing Director & CEO of the Company. Dr. Anish Shah and Mr. Rampraveen Swaminathan are not related to each other.

C. 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.

D. 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 2021-22.

E. Disclosures with respect to Demat Suspend Account/Unclaimed Suspend Account

i. Unclaimed shares

The Company did not have any outstanding equity shares lying in the demat suspend account/unclaimed suspend account during FY 2021-22 and as on 31st March, 2022.

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 Dividends of previous years or any equity shares on which

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 ended	Date of declaration of Final Dividend	Dividend declared per share	Last date for claiming unpaid and unclaimed dividend	Dividend lying unpaid/unclaimed with the Company (as on 31 st March, 2022)	Corresponding shares (in nos.) (as on 31 st March, 2022)
31 st March, 2021	27th July, 2021	₹ 2.50	30th August, 2028	₹ 29,705.00*	12,146
31 st March, 2020	30th July, 2020	₹ 1.50	30th August, 2027	₹ 29,661.50*	20,293
31 st March, 2019	1st August, 2019	₹ 1.80	4th September, 2026	₹ 31,111.20	17,284
31 st March, 2018	2nd August, 2018	₹ 1.50	5th September, 2025	₹ 32,092.50	21,395

*net of tax deducted at source

Process and FAQs for claiming unpaid/unclaimed dividend

In an endeavor to extend best possible services to our valued Shareholders and other Investors, a process note, application form and list of Frequently Asked Questions for claiming unpaid and unclaimed dividend is uploaded and available on the website of the Company. The same can be accessed on the weblink: <https://mahindralogistics.com/shareholder-information/>

Updation of bank details for remittance of dividend/cash benefits in electronic form

SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 mandated to update bank details of the Shareholders holding shares in demat mode and/or physical form, to enable usage of the electronic mode of remittance i.e., National Automated Clearing House ('NACH') for distributing dividends and other

dividends are unpaid or unclaimed for seven consecutive years or more which have been transferred to IEPF up to 31st March, 2022 or are due to be transferred to IEPF during FY 2022-23 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.

The Shareholder-wise details of the unpaid and unclaimed dividends lying with the Company as on 31st March, 2022 are uploaded and available on the website of the Company at the weblink: <https://mahindralogistics.com/shareholder-information/> and on the website of MCA at www.iepf.gov.in/

cash benefits to the Shareholders. The Circular further states that in cases where either the bank details such as Magnetic Ink Character Recognition ('MICR') and Indian Financial System Code ('IFSC'), amongst others, that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank, Companies or their Registrar and Transfer Agents may use physical payment instruments for making cash payments to the investors. Companies shall mandatorily print the bank account details of the investors on such payment instruments.

Regulation 12 of the SEBI Listing Regulations allows the Company to pay dividend by cheque or 'payable at par' warrants where payment by electronic mode is not possible. Shareholders to note that payment of dividend and other cash benefits through electronic mode has many advantages like prompt credit, elimination of fraudulent encashment/delay in transit amongst others.

Shareholders are requested to opt for any of the above-mentioned electronic modes of payment of dividend and other cash benefits and update their bank details as under:

Type of holder	Process to be followed
Physical	Send written request Form ISR-1 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 C-101, 1 st Floor, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083
Demat	Please contact your DP and follow the process advised by your DP

Non-updation of Bank details on or before 31st March, 2023 will result in freezing of folio's of physical shareholders in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and BI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021.

Place: Mumbai
Date: 26th April, 2022

ANNEXURE A

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 year ended 31st March, 2022.

Place: Mumbai
Date: 26th April, 2022

Rampraveen Swaminathan
Managing Director & CEO

ANNEXURE B

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 04th April, 2022 and Bombay Stock Exchange of India Limited and NSE Limited as on 14th April, 2022 (ii) Verification of Directors Identification Number (DIN) status at the website of Ministry of Corporate Affairs on 04th April, 2022, and (iii) disclosures provided by the Directors to the Company (as enlisted in Table A), we hereby certify that none of the Directors on the Board of the Company as stated below as on 31st March, 2022 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.

Table A

Sr. No.	Name of the Directors	Director Identification Number	Date of appointment in Company
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. Amit Kumar Sinha	09127387	29/04/2021
5.	Mr. Ajay Natvarbhai Mehta	07102804	27/03/2015
6.	Mr. Darius Dinshaw Pandole	00727320	25/07/2017
7.	Mr. Ranu Vohra	00153547	25/07/2017
8.	Ms. Avani Vishal Davda	07504739	06/06/2018
9.	Mr. Dhananjay Narendra Mungale	00007563	29/01/2021
10.	Ms. Malvika Sahni Sinha	08373142	30/07/2020

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 Makarand M. Joshi & Co.
Practicing Company Secretaries

Sd/-

Makarand Joshi

Partner

FCS No. 5533

CP No. 3662

UDIN: F005533D000239591

Place: Mumbai

Date: 29th April, 2022

ANNEXURE C

SECRETARIAL COMPLIANCE REPORT OF MAHINDRA LOGISTICS LIMITED

for the financial year ended 31st March, 2022

To,
The Board of Directors,
Mahindra Logistics Limited,
Mahindra Towers, P. K. Kurne Chowk
Worli, Mumbai – 400018

We, M/s Makarand M. Joshi & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Mahindra Logistics Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the listed entity during the Review Period)
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the listed entity during the Review Period)
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 and the 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)
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) 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 the listed entity;
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder and SEBI circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries. Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	Nil	

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries* either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
Nil				

*the listed entity does not have any material subsidiary

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For Makarand M. Joshi & Co.

Practicing Company Secretaries

Sd/-

Makarand M. Joshi

Partner

FCS No. F5533

CP No. 3662

UDIN: F005533D000213697

Peer review 640/2019

Place: Mumbai

Date: 26th April, 2022

ANNEXURE D

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

(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,

Lords Freight (India) Private Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Lords Freight (India) Private 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. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, generally 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 subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. 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;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the audit period)
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time; (Not applicable to the Company during the audit period)
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
- vi. As represented by the Company, there are no other laws applicable specifically to the Company.
- vii. We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, 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.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

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 no specific event occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For Parikh & Associates

Company Secretaries

Sd/-

Akruti Shah

Partner

ACS No: 43371 CP No: 22955

UDIN: A043371D000177164

PR No.: 1129/2021

Place: Mumbai

Date: 20th April, 2022

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
Lords Freight (India) Private Limited

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 process 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 process 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 procedure 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 Parikh & Associates

Company Secretaries

Sd/-

Akruti Shah

Partner

ACS No: 43371 CP No: 22955

UDIN: A043371D000177164

PR No.: 1129/2021

Place: Mumbai
Date: 20th April, 2022

ANNEXURE E

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members,
Mahindra Logistics Limited
Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai – 400 018

We have examined the compliance of conditions of Corporate Governance by Mahindra Logistics Limited (“the Company”) for the year ended on 31st March, 2022, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“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.

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 aforesaid Regulations of the SEBI Listing Regulations for the financial year ended on 31st March, 2022.

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.

Practicing Company Secretaries

Sd/-

Makarand M. Joshi

Partner

FCS No. F5533

CP No. 3662

UDIN: F005533D000213719

Peer Review No: 640/2019

Place: Mumbai

Date: 26th April, 2022

Business Responsibility Report

SECTION A:

General Information about the Company

1	Corporate Identity Number (CIN) of the Company	: L63000MH2007PLC173466
2	Name of the Company	: Mahindra Logistics Limited (hereinafter referred to as "the Company")
3	Registered address	: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018.
4	Website	: www.mahindralogistics.com
5	E-mail id	: cs.mll@mahindra.com
6	Financial Year reported	: 2021-22
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	: 1. Supply Chain Management (SCM) – 4912, 4923, 5120, 5210. 2. Enterprise Mobility Services (EMS) – 4922.
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	: 1. Goods Transportation 2. Warehouse Management Services 3. Enterprise Mobility Services
9	Total number of locations where business activity is undertaken by the Company	:
	a. Number of International Locations	NIL
	b. Number of National Locations	The Company has a pan-India network comprising of 14 offices, 300+ Customers (SCM), manages 17.5 Mn sq. ft. of contracted warehouse space and 200+ Operating locations (EMS).
10	Markets served by the Company – Local/State/National/International	: National

SECTION B:

Financial Details of the Company (as of 31st March, 2022 on standalone basis)

1	Paid up Capital (₹)	: 71.87 crores
2	Total Turnover (₹)	: 3,631.08 crores
3	Total profit after taxes (₹)	: 24.44 crores
4	Total spending on Corporate Social Responsibility (CSR) in ₹ and as percentage of profit after tax (%)	: During the financial year under review, your Company has spent ₹1.77 crores equivalent to 2.08% of the average net profits of the Company calculated as per Section 198 of the Companies Act, 2013.
5	List of activities in which expenditure in 4 above has been incurred.	Approved CSR Policy, holistically covering the guidelines and thrust areas identified by the Company for undertaking programs, projects and activities to create a significant positive impact on targeted stakeholder groups is in place. The activities on which the CSR expenditure stated in point 4 above has been spent are given below: <ul style="list-style-type: none"> a. Skill Development – Promoting education of girls, youth, children, women, elderly and the differently abled as livelihood enhancement projects. b. Building Communities – Community development activities in pockets of rural, marginalized, and underprivileged communities. c. Sustainability – Tree Plantation, restoration of natural water bodies and various environment awareness programs. d. Disaster Relief and Rehabilitation support for communities affected by natural calamities like floods etc. including Covid-19 pandemic

SECTION C:

Other Details

1	Does the Company have any Subsidiary Company/Companies?	: Yes. The Company has two subsidiaries as of 31 st March, 2022. 1. Lords Freight (India) Private Limited 2. 2x2 Logistics Private Limited
2	Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s):	: Yes. The Company's subsidiaries are governed by their respective governance policies and procedures aligned to the vision of the Company and they do actively participate in selective BR initiatives of the Company. Further, the Company's policies and practices as applicable to all Employees and Directors of the Company also extend to all subsidiary companies.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	: Yes. The Company's commitment to best business practices extends to all its suppliers, contractors and Business Associates (BA's) associated with the Company, regardless of their size or geographical location. The Company's BA's are onboarded keeping in mind their ability to participate and support the BR initiatives of the Company and Environmental, Social & Governance practices of the Company. The Company's dedicated BA lifecycle management team constantly engages with them to extend necessary support by way of creating awareness and adopting sustainable practices. Currently, less than 30% of the BA's participate in the BR initiatives.

SECTION D:

Other Details

1. Details of Director / Directors responsible for BR

a.	Details of Director/Directors responsible for BR for implementation of the BR policy / policies
DIN Number Details	: 01300682
Name	: Mr. Rampraveen Swaminathan
Designation	: Managing Director and CEO
b.	Details of BR Head DIN Number (if applicable) as on 26th April, 2022
Name	: Dr. Richa Gautam
Designation	: General Manager - Sustainability & CSR
Telephone Number	: +91 22 6836 7900
E-mail id	: gautam.richa@mahindra.com

2. Principle-wise (as per NVGs) BR Policy/policies

The Company has in place a Business Responsibility Policy ("BR Policy") addressing the following 9 principles as per the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs), Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the SEBI Circular CIR/CFD/CMD/10/2015 dated 4th November, 2015, duly approved by the Board. The BR Policy is operationalized and supported by various other policies, codes, guidelines and manuals of the Company.

Business Responsibility Report (contd)

a. Details of compliance (Reply in Y/N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for BRR	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y*	Y*	Y@	Y@	Y*	Y*	Y*	Y*	Y@
3	Does the policy conform to any national/international standards? If yes, specify? (50 words)	Y#	Y#	Y#	Y#	Y#	Y#	Y#	Y#	Y#
4	Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	The BR Policies are available on the Company's website and intranet and communicated and shared with relevant external stakeholders wherever deemed fit. Refer Note 1 for further details. The Policies uploaded on the website of the Company can be accessed at the weblink: https://mahindralogistics.com/disclosures/								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the Company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	NA [§]	Y	Y
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The execution of the BR policies is overseen through internal processes, and Management and Board oversight.								

Notes:

*Policies have evolved over a period of time by taking inputs from the concerned internal stakeholders and the Code of Conduct of the Mahindra Group and the Company;

@Policies have evolved from surveys and feedbacks from the concerned stakeholders;

#The policies are in line with applicable laws and national standards, wherever applicable/available. Some policies are also aligned to GRI Standards, an International Sustainability Reporting framework;

§This question is not applicable for the Company.

Note 1:

The Company has several statutory and non-statutory policies including the following, which encompass the nine BR Principles. Principle-wise policy index is given below:

Principle No.	Principle	Reference to the Company's Policies	Website links to access the policies
1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability	<ol style="list-style-type: none"> Code of Conduct for Directors, Senior Management and Employees Whistle Blower Policy Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information Policy for Determination of Materiality of Disclosures Dividend Distribution Policy Code of Conduct for Prevention of Insider Trading in securities of Mahindra Logistics Limited Policy for Dealing with Suppliers and Vendors 	<p>Policies at points 1 to 5 are uploaded on the intranet and the website of the Company.</p> <p>Policies at points 6 to 10 are uploaded on the intranet of the Company</p>

Principle No.	Principle	Reference to the Company's Policies	Website links to access the policies
		8. Policy on prevention of sexual harassment at workplace 9. Policy on Communications 10. Crises Communication Policy	
2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	1. Sustainability Policy 2. Code of Conduct for Senior Management and Employees 3. Policy on dealing with suppliers and vendors 4. Quality Policy 5. Policy of dealing with customers	Policies at points 1 to 2 are uploaded on the intranet and the website of the Company. Policies at points 3 to 5 are uploaded on the intranet of the Company.
3	Businesses should promote the well-being of all employees	1. Code of Conduct for Senior Management and Employees 2. Whistle Blower Policy 3. Environment Health and Safety Policy 4. Policy on prevention of sexual harassment at the workplace 5. Diversity and Inclusion Policy 6. Birth & Beyond Policy (for women employees throughout the maternity continuum) 7. LGBTQ Policy 8. Performance Management Policy 9. Employee Grievance Redressal Policy 10. Equal Opportunity Policy 11. Human Resource Policies	Policies at points 1 and 2 are uploaded on the intranet and the website of the Company. Policies at points 3 to 11 are uploaded on the intranet of the Company.
4	Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised	1. Code of Conduct for Directors, Senior Management and Employees 2. Corporate Social Responsibility Policy 3. Sustainability Policy 4. Company's Purpose Principles 5. Environment Health and Safety Policy 6. Policy on Business Responsibility	Policies at points 1 to 4 are uploaded on the intranet and the website of the Company. Policies at points 5 and 6 are uploaded on the intranet of the Company.
5	Businesses should respect and promote human rights	1. Code of Conduct for Senior Management and Employees 2. Policy on Human Rights in Economic Decision making 3. Equal Opportunity Policy 4. Policy for Dealing with Suppliers and Vendors 5. Diversity and Inclusion Policy	Policy at point 1 is uploaded on the intranet and the website of the Company. Policies at points 2 to 5 are uploaded on the intranet of the Company.
6	Business should respect, protect, and make efforts to restore the environment	1. Sustainability Policy 2. Corporate Social Responsibility Policy 3. Code of Conduct for Directors, Senior Management and Employees 4. Policy for dealing with Suppliers and Vendors	Policies at points 1 to 3 are uploaded on the intranet and the website of the Company. Policy at point 4 is uploaded on the intranet of the Company.
7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner	1. Policy on Representation in Trade and Industry Fora 2. Policy on Communication	Policy is uploaded on the intranet of the Company.

Business Responsibility Report (contd)

Principle No.	Principle	Reference to the Company's Policies	Website links to access the policies
8	Businesses should support inclusive growth and equitable development	<ol style="list-style-type: none"> 1. Corporate Social Responsibility Policy 2. Code of Conduct for Directors, Senior Management and Employees 3. Policy on Human Rights in Economic Decision making 4. Equal Opportunity Policy 5. LGBTQ Policy 6. Diversity and Inclusion Policy 	<p>Policy at point 1 and 2 are uploaded on the intranet and the website of the Company.</p> <p>Policies at point 3 to 5 are uploaded on the intranet of the Company.</p>
9	Businesses should engage with and provide value to their customers and consumers in a responsible manner	<ol style="list-style-type: none"> 1. Policy on dealing with customers 2. Policy on Communication 3. Quality Policy 4. Code of Conduct for Directors, Senior Management and Employees 	<p>Policy at point 1 to 3 are uploaded on the intranet of the Company.</p> <p>Policies at point 4 is uploaded on the website of the Company.</p>

- b. If the answer to the question at serial number 1 against any principle, is 'No', please explain why:**
Not Applicable

Governance related to BR:

- a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year:**

The BR related performance is reviewed by the Board and the Corporate Social Responsibility ("CSR") Committee annually. The Managing Director & CEO of the Company assesses the BR performance with the BR Head on a periodical basis during review meetings. Other supporting councils/departments viz. CSR council, Central safety council, HR department, Disclosure Committee also periodically (monthly/quarterly) review the performance of their respective BR principles.

- b. Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently is it published?**

The Company is aligned to the Sustainability agenda of the Mahindra Group and has been reporting its Sustainability performance annually as a part of the Group Sustainability Report, based on GRI standards, published by the Holding Company viz. Mahindra & Mahindra Limited. The link for viewing this report is <https://www.mahindra.com/investors/reports-and-filings?tab=tabs-5#investor-sustainability>

The Company has also prepared its maiden Integrated Report for financial year 2021-22 in alignment with the IIRC framework and GRI Standards.

SECTION E:

PRINCIPLE-WISE PERFORMANCE

PRINCIPLE:1

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

- 1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/ NGOs/Others?**

The Company continues to stay committed to conducting its business in accordance with applicable laws, rules and regulations and in an ethical, legal, and socially responsible manner with core values of honesty and integrity, commitment, respect and concern for the Environment and Community. We believe that both bribery and corruption are unethical and they hurt our ability to compete effectively on the merits of our services.

To this end, the Company has implemented Code of Conduct, Whistle Blower Policy, the Vendor Code of Conduct and various governance policies which forms the bedrock of all the conduct, binds us uniformly, and defines the principles of ethics, transparency and governance to be followed within the Company, its subsidiaries as well as while dealing with external stakeholders.

Acknowledgement of the provisions to these Codes (Code of conduct for employees and Vendor code of conduct) is a prerequisite for any employment/ association with the Company. The Board of Directors, Senior Management and employees of the Company also annually affirm compliance with the Code of Conduct. While Vendors are expected to self-monitor

and demonstrate their compliance with the Vendor Code of Conduct, the Company has a right to audit or inspect Vendor's facilities to confirm their compliance.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

The Company has different mechanisms in place for receiving and dealing with complaints from various stakeholders like employees, vendors, customers, shareholders, and other stakeholders. During the financial year 2021-22, 16 complaints were received from stakeholders for issues related to Principle 1, 13 of which have been resolved by the Company as of the date of this report.

**PRINCIPLE 2:
BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE**

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The top 3 services provided by the Company and the social or environmental concerns, risks and/or opportunities they address are:

1. Goods Transportation Services	Deploying vehicles having fuel-efficient technologies; Increase Electric vehicle penetration in the last mile delivery operations
2. Warehouse Management Services	Focus on alternative modes of transport - from road transport to rail; Route and Fleet optimization; Warehouse automations; Energy efficient appliances and services
3. Enterprise Mobility Services	Application-based interactions for optimised routes and vehicles; Deploying alternate energy vehicles – Electric vehicles; EV telematics for a connected car tracking and vehicle health monitoring

2. For each such product/service, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

- Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?
- Reduction during usage by consumers (energy, water) has been achieved since the previous year?

During the financial year 2021-22, the Company has considerably added to the count of Electric Vehicles in the transport fleet and Material Handling Equipment for warehouses, while continuing to use third party vehicles for our Goods and Enterprise Mobility business. The Company's endeavour to monitor and reduce Greenhouse Gas (GHG) emission intensity remains, as explained below:

Goods Transportation Services – Replacement of old vehicles with new vehicles complying to the latest regulations e.g. BS VI, reduction of dry runs for vehicles, increase in capacity utilisation of vehicles, deployment of alternative fuel vehicles like CNG and electric vehicles in a phased manner wherever possible and progressive shift to rail transport from road transport. The Company's E-Del service introduced in financial year 2020-21 where electric vehicles were put in place for last mile deliveries in the e-commerce business vertical of the Company witnessed a positive impact.

Warehouse Management Services – Reduced energy consumption by shifting to LED lighting, infrastructure design to facilitate natural lighting and ventilation in certain facilities. Installation of Solar PV set up in WH facilities for increasing the RE component in Energy Mix. New Warehouse facilities to be Indian Green Building Council (IGBC) certified reducing the overall environment footprint of the business.

Enterprise Mobility Services –Deployment of alternative fuel vehicles like CNG and electric vehicles, Use of Dashboard Analytics, Technology Driven and Transparent Operations, Underpinned by Safety and Compliance. Furthered Electric Vehicle Ecosystem and deployed charging infrastructure across locations to support clean and green mobility. With Meru acquisition enabled strategic expansion in Enterprise Mobility & Electric Space.

Under each of the business verticals mentioned above, initiatives for resource efficiencies have been initiated for our own operations as well as the

Business Responsibility Report (contd)

operations of our Business Partners starting from training and awareness programs, for enhancing fuel efficiencies through improved driving skills, reverse load sharing, shifting to alternative fuels, etc.

For the Goods Transport Services, which has the largest share of business of the Company, a Business Partners Management Cell has been set up, to help the BA's understand the advantages of business responsibility and adopt sustainable practices.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The major suppliers for the Company are fleet operators and contractors for providing various administrative and other services. Before on-boarding, the BA's are screened based on the Policy for dealing with Suppliers and Vendors, they also sign a Code of Conduct (CoC) with an agreement to abide by the same. The Policy and CoC covers high quality service standards, compliance with EHS standards/regulations, as well as labour, employee and human rights related regulations. In addition to this, there is a major thrust on sourcing services and manpower from local areas, making the entire sourcing process, sustainable and responsible. The Company's CoC has factored in Sustainability as a key enabler through which the Company is committed to preserve natural resources and bring down its environmental impact and carbon footprint.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company believes in business strategies that promotes its own business as well as generate employment for local communities, thereby creating a win-win situation across all its business verticals. This is done after proper training in various aspects in the following manner:

Under the Goods Transport Services and Enterprise Mobility Services deployment of drivers and driver-cum-owners is done from local communities/ rural areas. All drivers are provided road safety trainings backed by regular health programs and awareness on communicable diseases.

For the Warehouse Management Services, deployment of employees in warehouse/line feed operations is done from the local communities that are close to the sites of operation.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Company operates on an asset-light business model, the assets (vehicles and warehouses) necessary for our operations are owned or provided by a large network of BA's. Being a service industry at the core, our products are customized logistics solutions catered across a diverse set of industries. Despite this, various projects have been initiated for recycling of waste, including:

- End to end management and transportation of unsold stocks of goods, to certified recyclers and authorised players who convert them into usable objects in an environment-friendly way.
- Jointly working with BA's for incorporation of reusable packaging materials, development and use of customized modular trolleys etc. collectively contributing to reduction in waste.
- Recycling of packaging waste.

The percentage of waste recycled is expected to be under 5%.

In addition to the above, the Company conducts awareness programs for BA's on waste recycling and resource conservation to help in preventing environmental pollution as well as cost savings as a result of these initiatives.

PRINCIPLE 3: BUSINESSES SHOULD PROVIDE WELLBEING OF EMPLOYEES

Sr. No	Particulars	As on 31 st March, 2022
1	Total number of employees (Permanent and FTC)	4,152
2	Total number of employees hired on temporary/ third party contractual/ casual basis	18,674*
3	Number of permanent women employees	324
4	Number of permanent employees with disabilities	3
5	Do you have an employee association that is recognized by management?	Yes#
6	What percentage of your permanent employees are members of this recognized employee association?	10.4%

*The reported number is actual third party contractual employees as on 31st March, 2022.

Fixed Term Contract employees have formed a recognized employee association at one location.

In alignment with the organization's vision to be ₹ 10,000 crores Logistics Service Provider by FY 2026, the Company has strengthened its processes, policies, technologies and frameworks to drive engagement and productivity to achieve business impact. It has ensured that talent is accurately identified and developed, career opportunities are provided in line with aspirations, technology is implemented, the organization becomes more diverse and inclusive and future leaders are developed to enable growth. The Company's endeavour is to provide an environment that nurtures, rewards and retains talent, to bring out the best in people. Management's focus is therefore on employee well-being, talent development, grooming future leaders based on succession readiness plans, developing opportunities for career growth and ensuring harmonious industrial relations.

By way of the "Sanjeevani" program, an inclusive work environment has been fostered wherein employer-employee relationships are continuously reinforced through trust and confidence building measures. This program covers varied communication platforms, training, rewards and recognition, celebration of success stories, etc. Policies and process excellence are continuously reiterated by digitizing work processes, to drive efficiency and empowerment.

A clear training matrix has been developed ensuring coverage of all types and levels of employees aligned with their performance expectations. For contractual workers, the Company has focused on providing technical training and skill building to ensure that they are capable to perform their tasks effectively.

Customized engagement surveys take place via MCARES which enables the Company to gain a deeper understanding of employees' expectation and challenges. Through this process it has administered a survey and based on the findings, various strategic interventions are rolled out and the impact of these interventions are measured. The engagement scores coming out of these surveys have seen consistent

improvement in the last few years because of collaborative efforts through action planning, leadership development and running Organisation Development interventions. The Company believes that diversity at the workplace positively impacts work performance and creates a healthy and happy working environment. Employees with diverse cultural backgrounds bring their own unique experiences, perceptions, knowledge and skills, which when harnessed, strengthen the organization's productivity and ability to proactively respond to changing conditions.

For promoting gender diversity, a series of initiatives have been introduced like the Second Career Program for women on a career break wherein they are provided internship opportunities and some are then provided with full time employment based on available opportunities. The organization also has a veteran hiring program or VEER who are provided with opportunities in operations.

All employees have undergone Prevention of Sexual Harassment ("POSH") orientation, through various media programs. An e-learning module on POSH is also in place.

The 'Birth & Beyond' initiative facilitates women employees in managing their motherhood and their career parallelly, which encompasses the creation of a conducive work environment for women employees from – pre-maternity, to initial period of motherhood, by giving them flexibility in work schedules and workloads. Parental leave for male employees promotes gender parity.

The Company has created the Swayam platform to drive health and wellness amongst employees and ensured that new initiatives are created and rolled out proactively so that employees can benefit. The Company conducts a large number of virtual counselling sessions on stress, anxiety, mental wellness, self-belief etc. Sessions on nutrition counselling and financial counselling are also conducted to aide employee wellness.

Business Responsibility Report (contd)

1. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, and sexual harassment in the last financial year and pending, as of the end of the financial year.

Sr. No.	Category	No. of complaints filed during the financial year 2021-22	No. of complaints pending as on end of the financial year 2021-22
1	Child labour/forced labour/ involuntary labour	Nil	Nil
2	Sexual harassment	4	1*
3	Discriminatory employment	Nil	Nil

* Resolved and closed by the Company as of the date of this report.

2. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- (a) Permanent Employees: 97%
- (b) Permanent Women Employees: 93%
- (c) Casual/Temporary/Contractual Employees: 95%
- (d) Employees with Disabilities: 100%

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTEREST OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE THAT ARE DISADVANTAGED, VULNERABLE AND MARGINALISED

1. Has the Company mapped its internal and external stakeholders? Yes/No

Yes, the Company has identified its key stakeholders and categorized them as customers, business associates, employees, investors, regulators and local communities and carries out engagements at regular intervals through general meetings, analyst meets, press releases, training programs, Business Associate meets and community outreach.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders?

Yes, the Company's CSR Programs address both identification of the disadvantaged, vulnerable and marginalized section of stakeholders and implementing activities for their upliftment. These include the rural communities, less-privileged, marginalized youth and women, disaster victims, socially and economically backward groups identified from time to time.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.

After proper need assessment the Company has identified four avenues for the upliftment and wellbeing

of the disadvantaged and vulnerable communities as under:

1. Building communities through various projects to support underprivileged communities in areas of health & safety, children's education, rural development, etc.
2. Disaster Management to provide consistent and timely support by way of relief and rehabilitation initiatives to communities affected by natural calamities, pandemics, etc.
3. Skill Development by enhancing vocational skills especially among girls, youth, women, elderly and differently-abled persons, either through government schemes or directly.
4. Environmental Sustainability in communities through programs for increased usage of renewable energy, waste management, restoration of natural water bodies, enhancement of green cover and biodiversity etc.

Details of each program have been elaborated under Principle 8.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures/Suppliers/ Contractors/ NGOs/Others?

Yes.

We believe in the right of every individual to choose opportunities for growth, and live and work in a way that agrees with them. The Company promotes human rights and complies with all applicable laws regarding the treatment of our people and stakeholders.

Human Rights related aspects for the Company are addressed in the Code of Conduct for Senior Management & Employees and Vendor Code of Conduct, which is also extended to the subsidiaries of the Company. The Company has a separate Policy for Human Rights in Economic Decision Making, and the adherence

to the said policy is part of the agreements/contracts/ Code of Conduct executed with all business partners.

Further as part of the Vendor CoC, Vendors of the Company are at all times expected to uphold the human rights of workers and treat them with dignity and respect as understood by the international community.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

No complaints have been received in the financial year 2021- 22 in connection with Human Rights violations.

**PRINCIPLE 6:
BUSINESS SHOULD RESPECT, PROTECT,
AND MAKE EFFORTS TO RESTORE THE
ENVIRONMENT**

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/ Joint Ventures/ Suppliers/Contractors/NGOs/ others.

Yes, the Company has a Sustainability Policy which covers responsibility to the environment. The Company encourages sustainability initiatives across its subsidiary companies also, which has been ensured by

GHG Emissions:

Total Emissions (TCO₂):

Scope 1 + Scope 2*			Scope 3**		
FY 2021-22	FY 2020-21	FY 2019-20	FY 2021-22	FY 2020-21	FY 2019-20
0.35	0.47	0.27	105	114	137

*Emissions per employee

**Emissions per Mn Kilometers

Energy Consumed:

Total Absolute Energy consumed [In Giga Joules (GJ)]:

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Direct Energy consumed	222	267	287
Indirect Energy consumed	5,163	5,286	3,825
Total Energy consumed	5,385	5,553	4,112

Does the Company identify and assess potential environmental risks? Y/N

Yes. The Company has identified Climate and Environmental Risk as a risk category and is working towards mitigating the risk arising from the use of fossil fuel-based energy in our supply chain.

incorporating environment aspect in the upgraded CoC for the vendors.

2. Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

The Company is conscious of its responsibility towards the environment and has a series of processes for Resource efficiency and GHG Emission reduction, which are identified as part of the key material issues. The Company also continues to stand by its commitment to Science Based Targets Initiative (SBTi) to reduce Scope 1 and 2 GHG Emission by 88% per employee and Scope 3 GHG Emission by 69% per Mn km by the year 2033 from 2018 base and also become Carbon Neutral by the year 2040.

The Company's strategic steps to address global environment issues can be accessed at the weblink: <https://mahindralogistics.com/csr-and-sustainability/>

Based on the baselined GHG emission intensity across the various transportation services of the Company on a standalone basis tracking mechanisms of GHG emissions and energy use, are in place. The status as on 31st March, 2022 was as follows:

3. Does the Company have any project related to Clean Development Mechanism (CDM)? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

The Company does not have any CDM project.

4. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc? Y/N. If yes, please give hyperlink for web page etc.

For the Company, energy efficiency and emission reduction are a material issue. In view of the size and the complexity of the logistics business, a comprehensive Digitisation program has been put in place for efficient capture and management of operational data with focus on energy efficiency. Digitisation program has been initiated for efficient capture and management of operational data with focus on real time information flow, Load & Route optimisation, reduction in dry runs and optimum utilisation of assets. This initiative will also improve customer service and employee efficiency. The Company has taken a very comprehensive approach to encourage energy efficiency in its operations starting with continuous awareness amongst employees, explaining the environment related challenges in business and solutions.

At the operating level, various processes were put in place. Besides this, following specific initiatives have been taken across the services.

Goods Transportation Services:

- Tracking and monitoring GHG emissions in all segments of transportation business.
- Progressive shift to CNG vehicles, and Electric vehicles with 540 vehicles placed so far.
- Shift in the mode of transport from road to rail for finished vehicles.
- Moreover, the Business Partners Management cell has also initiated training and awareness programs, on the advantages and mechanisms for enhancing fuel efficiencies through improved driving skills, reverse load sharing, reverse logistics, shifting to alternative fuels, transition from Road to Rail transport, vehicle scrapping, tyre scrapping, etc. Also, awareness programs (Sandhaan) designed for the spouses of BA's and family members are conducted from time to time.

Warehouse Management Services: Besides implementing energy efficient measures like shifting to LED lighting, infrastructure design to facilitate natural lighting and ventilation in certain facilities, various collaborative efforts have been initiated in water management, installation of Solar panels etc.

Enterprise Mobility Services: Fuel efficiency through training to Drivers-cum Owners, Replacement of old vehicles with new vehicles, reduction of dry runs for vehicles by cross utilisation across customer sites, increase in capacity utilisation of vehicles by effective

route and vehicle optimisation and deployment of alternative fuel vehicles like CNG and electric vehicles in a phased manner, where possible.

5. Are the Emissions/Waste generated by the Company within the permissible limits given by The Central Pollution Control Board of India ("CPCB") / The State Pollution Control Board of India ("SPCB") for the financial year being reported?

Yes.

6. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

The Company has not received any show cause/legal notices from CPCB/SPCB during the financial year 2021-22 and none are pending resolution as of 31st March, 2022.

PRINCIPLE 7: BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Yes. The Company is a member of the Confederation of Indian Industry (CII) and The Indian Institute of Materials Management.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Yes. The Company actively participates in CII's National Committee on Logistics, in India. Through this Committee, important projects are undertaken to drive positive change at the industry level on environmental, social and governance aspects e.g. Standardisation - covering racking, handling, trucking and palletisation, etc.

The Company's authorized officials represent the Company in various industry forums. They understand their responsibility while representing the Company in such associations, and while they engage in constructive dialogues and discussions they refrain from lobbying or influencing public policy with vested interests.

PRINCIPLE 8: BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. Does the Company have specified programs/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes. The Company believes that responsible business practices include being responsible for our business processes, services, engaging in responsible relations with employees, customers and the community. Hence for the Company, Corporate Social Responsibility goes beyond just adhering to statutory and legal compliances and creates social and environmental value. The Company's CSR efforts are directed and focused towards Skill Development, Building Communities, Sustainability and Disaster Relief and Rehabilitation.

The major initiatives undertaken during financial year 2021-22 are:

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 programs not only enhance capabilities but also addresses issues like human dignity and self-respect.

Our activities in both the above-mentioned approaches 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 signages 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.

Skill Development:

Education and Skill development in local communities is critical for the development of the nation. The logistics sector is a large employer in the Indian economy, and education and skill development enable economic and social empowerment in local communities.

With the help of our NGO partners like Trust for Retailers & Retail Associates of India (TRRAIN), Sewa Bharat and I & S Foundation, we focus on promoting education including special education and employment enhancing vocational skills especially among girls, youth children, women, elderly and the differently abled and livelihood enhancement projects, skill development through Pradhan Mantri Kaushal Vikas Yojana, and other government schemes, safety and defensive training, and the like.

Disaster Relief and Rehabilitation

The Company provides consistent and timely disaster management services, including relief and rehabilitation of those affected across India, either by contributing to the Prime Minister's or Chief Minister's Relief Fund or by directly engaging in the rebuilding of communities in keeping with the RISE philosophy of the Group.

The national lockdown announced by the government in the wake of the pandemic impacted a large amount of community. During this tough time, the Company continued to support communities in fighting these challenges and meeting their basic necessities through the distribution of relief material and grocery.

Initiatives undertaken

- **Blood donation camps** were voluntarily set up by our employee to assist the hospitalized patients
- **Medical assistance:** Our people also have assisted the patients with medical assistance right from hospitalizing them and through oxygen cylinder supply.
- **Logistics support for Oxygen cylinder supply:** The Company extended its logistics support through transportation of oxygen cylinders from plant to various hospitals and Covid treatment centres. We were able to transport 50,000+ oxygen cylinders in various states.
- **Ambulance donation:** The Company has donated 3 ambulances to Himachal Pradesh government for Covid relief work.

Sustainability:

Sustaining the environment is among our purpose principles 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 and biodiversity and so on.

The Company continues to receive recognition from external stakeholders for its diligent efforts towards protecting our environment and empowering communities to Rise! On the occasion of the 'International Day of the World's Indigenous Peoples 2021', MLL received a Certificate of Appreciation from Hon. Shree Aditya Thackeray - Minister of Tourism and Environment,

Business Responsibility Report (contd)

Government of Maharashtra, for supporting the Majhi Vasundhara Abhiyan. It is an initiative by Maharashtra Environment and Climate Change Department to mitigate the effects of climate change with citizen's participation. MLL has supported this initiative and created a difference with its efforts to spread awareness on rainwater harvesting and by organizing tree plantation drives in the community. MLL's efforts towards improving farmers' livelihood through plantation of fruit bearing trees were also appreciated.

2. Are the programs/projects undertaken through in-house team/own foundation/ external NGO/ government structures/any other organisation?

The CSR initiatives are undertaken by the Company itself or through any eligible/qualifying implementing partners/agencies, corporate foundations/trusts namely the Mahindra Foundation, The K C Mahindra Education Trust, Tech Mahindra Foundation, Naandi Foundation, Trust for Retailers & Retail Associates of India, Sewa Bharat, any other eligible entity established by the Company or by the Mahindra group singly or along with any other Company.

The Company has a due diligence process while selecting an implementing agency which includes eligibility, track record, reach, etc.

3. Have you done any impact assessment of your initiatives?

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

Details of CSR initiatives of the Company:

Financial Year	Employees participation	Manhours Spent	(in numbers)
			Beneficiaries
2021 - 22	3,353	29,745	1,94,737
2020 - 21	4,665	29,059	1,40,649
2019 - 20	10,655	54,404	1,77,611

For more details kindly refer to the Annual Report on CSR for the financial year 2021-22 is annexed as **Annexure VI** of the Boards' Report and forms part of this Annual Report. These details are also available on the website: <https://mahindralogistics.com/csr-and-sustainability/>.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

In order to ensure successful adoption of all community development initiatives, the following measures are taken:

agency in terms of Rule 8(3)(a) of the Companies (Corporate Social Responsibility) Rules, 2014.

The Company voluntarily conducts internal assessments, situational analysis, need assessment surveys, project visits, or social audits etc. to monitor and evaluate the CSR projects of the Company. Such assessments were carried out during the financial year for the Tembha village adoption project under the Gram Vikas program, the Driver's Welfare Program and Zero Accident Zone Project, Nashik under Samantar, by the external agency - SoulAce. For Project Nanhi Kali, 3rd party assessments are regularly done.

At a group level, the Company's CSR performance is also measured against the objectives set out in "The Mahindra Way" (TMW) assessment. TMW Assessment is a group-wide benchmarking tool for CSR and other activities to assess their processes and results.

4. What is your Company's direct contribution to community development projects- Amount in ₹ and the details of the projects undertaken?

The Company's contribution for the financial year 2021-22 to community development projects amounted to 1.77 crores.

CSR Focus Area	Amount (₹ in crores)
Building Communities	0.29
Skill Development	0.53
Sustainability	0.62
Disaster Management	0.33
	1.77

- For projects relating to community building and skill development, the programs are continuously reviewed and modified based on feedbacks from the beneficiaries and internal assessments.
- In the case of disaster relief projects, all government directed protocols are followed and welfare program, initiatives are continuously reviewed and modified based on needs and feedbacks from the beneficiaries.

All findings from the feedback mechanisms and internal assessments reflect that the development initiatives are successfully adopted by the community.

PRINCIPLE 9:**BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER****1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year.**

Company is firmly focused on offering the best services to its customers and constantly endeavours to identify and address any area of concern and redress any grievance/

All customer complaints are attended to with utmost sincerity. The status of customer complaints during the financial year 2021-22 is as under:

Business Segment	No. of Complaints Received	No. of Complaints Resolved	No. of Complaints pending	% of complaints pending
Supply Chain Management	281	278	3	1.0%
Enterprise Mobility Services	46	46	0	0.0%
Total	327	324	3	0.9%

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./ Remarks (additional information)

Since the Company is not into manufacturing of products the aspects pertaining to product labelling are not applicable to its service offerings directly.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No such cases are registered against the Company.

4. Did your Company carry out any consumer survey/consumer satisfaction trends?

Yes. We focus on improving outcomes and our sights are set on achieving new growth parameters every day.

The Company monitors customer satisfaction through a Customer Satisfaction Survey (CSAT) on an annual

complaint that may arise, on priority. All the customer complaints are captured in the system by way of three different channels of communication (voice, e-mail and outbound calling). It is tracked till a satisfactory resolution is given to the customer within stipulated time period.

Customer feedback and complaints can be address through e-mails to enquiries-ml@mahindra.com, basupport@mahindra.com and the Company's website - www.mahindralogistics.com

basis through a third-party independent agency with an objective to understand the voice of customers on rational as well as emotional measures.

The survey, which is in its 4th year was telephonically conducted, covering a mix of both decision makers and operational contacts at the customer organizations. The Survey covers different aspects such as quality and timeliness of services offered, customer engagement, sales process, billing process, problem occurrence and resolution etc.

During the financial year 2021-22, the survey was upgraded to include competition mapping and service level wise feedback from the increasing population of the customers. Customer feedback and satisfaction index with the services offered by the Company are recorded in the form of CSAT Score, and this feedback is utilized to create new action plans for the improvement of the Company's services, better action planning. The count as well as the CSAT Score for financial year 2021-22 has shown improvement over the previous reporting year.

Customer Satisfaction Score	
FY 2021-22	FY 2020-21
3.78	3.74

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 31st March 2022, 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 then ended, and a summary of significant 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, 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 specified under section 143(10) of the Act (SAs). 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 matters described below to be the key audit matters to be communicated in our report.

Sr. No. Key Audit Matter	Auditor's Response
<p>1. Completeness of revenue recognized for Supply Chain Management: The Company engages external fleet owners for providing onward transportation services to the customers. The Company recognizes 'Revenue' from rendering of services upon:</p> <ol style="list-style-type: none"> 1. Receiving of actual invoice from vendor along with customer acknowledged Proof of Delivery (POD) of completed services; OR 2. An estimate of 'Trips' that would have been completed using the 'Expected Lead Time' (ELT) <p>Determining completion of performance obligation and recording 'Revenue' using the ELT method at the reporting date requires management to exercise significant judgments. Given the involvement of significant judgments around estimations of ELT in the recognition of 'Revenue' with respect to Supply Chain business, it is considered to be a key audit matter. (Refer Significant Accounting Policy 3(a).iv and note no. 10 and 22 to the financial statements)</p>	<p>We have performed following procedures:</p> <ul style="list-style-type: none"> ⊕ Obtained an understanding of the significant management judgement in estimating the ELT in the recognition of revenue at the reporting date with respect to the Supply Chain business. ⊕ Tested the design and implementation of internal controls on judgements exercised over the determination of ELT in the recognition of revenue at the reporting date with respect to the Supply Chain business as well as their operating effectiveness of the aforesaid controls. ⊕ To assess the reasonableness of the ELT determined by the management in recognition of revenue as at the reporting period for the Supply Chain business: <ol style="list-style-type: none"> i. reviewing the parameters used to determine the basis of ELT, and ii. tested 'Unbilled Revenue' for an interim period against actual POD's received subsequently; ⊕ Tested samples of relevant direct costs to ensure that all expenses have been booked corresponding to revenue.

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 Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report, but does not include the standalone financial statements and our auditor's report thereon.
- ⊕ 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 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.
- ⊕ If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility 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 Ind AS and other accounting principles generally accepted in India. 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 standalone financial statement 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 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those 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 control 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 system 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.

Independent Auditor's Report (contd)

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 control 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

1. As required by Section 143(3) of the Act, based on our audit we report 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.
 - b. 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.
 - c. 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.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the

directors is disqualified as on 31st March 2022 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 over financial reporting 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 over financial reporting.
- 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 Company to its 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:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its 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 notes 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 notes to 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 mis-statement.
- 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 17 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
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)
(Membership No. 102637)
(UDIN: 22102637AHUIWS4266)

Place: Mumbai
Date: 26th April 2022

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 Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Mahindra Logistics Limited ("the Company") as of 31st March 2022 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 based on the internal control over financial reporting 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 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 over financial reporting 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. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the criteria for internal financial control over financial reporting 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)

(Membership No. 102637)

(UDIN: 22102637AHUIWS4266)

Place: Mumbai

Date: 26th April 2022

Independent Auditor's Report (contd)

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 31st March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) Inventory :

- a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

- b) According to the information and explanations given to us, at any point of time of the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets of the Company. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (book debt statements) filed by the Company with one bank till the date of this report are in agreement with unaudited books of account of the Company of the respective quarters.

(iii) Loans, Investments etc :

- (a) The Company has granted loan or advance in the nature of loan, during the year, the details of which are given below:

Particulars	Loans Amount (₹ in Cr.)
A. Aggregate amount granted / provided during the year:	
- Subsidiary	2.00
B. Balance outstanding as at balance sheet date in respect of above cases:	
- Subsidiary	NIL

The Company has not provided any guarantee or security to any other entity during the year.

- (b) The terms and conditions of the grant of all the above-mentioned loan, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest. The Company has not made any investment, provided any guarantee or security to any other entity during the year.
- (c) In respect of loan granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loan granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loan granted to settle the overdues of existing loan given to the same parties.

- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loan either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.

(iv) Section 185 and 186 :

The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees, and securities provided, as 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 :

Having regard to the nature of the Company's business / activities, reporting under clause (vi) of the Order is not applicable.

(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 been 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 31st March 2022 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 31st March 2022 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	High Court, State of Telangana at Hyderabad	2015-16 to 2017-18	12.24
Service Tax Laws	Service Tax	Commissioner Customs, Central Excise and Service Tax, Nagpur	2008-09	1.07
Service Tax Laws	Service Tax	Commissioner Customs, Central Excise and Service Tax, Nagpur	2009-10	2.12
Income Tax	Income Tax	High Court, Bombay	2017-18	3.19

[^]Net of ₹ 7.14 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, associates, or joint ventures

Independent Auditor's Report (contd)

- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies.

(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 March 2022 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 6 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.

(xviii) 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 are 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 Raje
(Partner)
(Membership No. 102637)
(UDIN: 22102637AHUIWS4266)

Place: Mumbai
Date: 26th April 2022

Standalone Balance Sheet

as at 31st March, 2022

₹ in Crores

Particulars	Note No.	As at 31 st March, 2022	As at 31 st March, 2021
Assets			
I Non-current assets			
(a) Property, Plant and Equipment	4	463.38	328.63
(b) Net Investment in Lease		46.11	18.75
(c) Capital Work-in-Progress	5	0.43	2.07
(d) Intangible Assets	6	10.34	17.16
(e) Intangible assets under development	7	13.39	0.99
(f) Financial Assets			
(i) Investments	9	21.41	21.41
(ii) Other Financial Assets	11	37.53	34.49
(g) Deferred Tax Assets (Net)	12	21.42	19.25
(h) Income Tax Assets (Net)	15	73.77	27.86
(i) Other Assets	13	13.00	14.18
Sub-total		700.78	484.79
II Current assets			
(a) Inventories	8	1.43	-
(b) Financial Assets			
(i) Investments	9	116.08	55.07
(ii) Trade Receivables	10	405.67	408.25
(iii) Cash and Cash Equivalents	14 A	131.05	197.14
(iv) Bank Balances other than (iii) above	14 B	0.01	0.01
(v) Other Financial Assets	11	397.84	337.92
(c) Other Assets	13	95.99	103.40
Sub-total		1,148.07	1,101.79
Total assets		1,848.85	1,586.58
Equity and liabilities			
Equity			
(a) Equity Share Capital	16	71.87	71.67
(b) Share Application Money		0.06	0.04
(c) Other Equity	17	502.93	493.56
Sub-total		574.86	565.27
Liabilities			
I Non-current liabilities			
(a) Financial Liabilities			
Lease liabilities	36	267.02	179.52
(b) Provisions	20	14.90	14.48
Sub-total		281.92	194.00
II Current liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	36	94.38	60.21
(ii) Trade Payables			
a) Due to Micro and Small Enterprises	18	34.75	12.07
b) Other than Micro and Small Enterprises	18	801.32	707.40
(iii) Other Financial Liabilities	19	16.92	5.81
(b) Provisions	20	4.09	3.46
(c) Current Tax Liabilities (net)	15	8.26	8.26
(d) Other Liabilities	21	32.35	30.10
Sub-total		992.07	827.31
Total equity and liabilities		1,848.85	1,586.58

The accompanying notes 1 to 42 are an integral part of the Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP

Chartered Accountants

Kedar Raje

Partner

Place: Mumbai

Date: 26th April, 2022

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For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman

DIN: 02719429

Yogesh Patel

Chief Financial Officer

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

Ruchie Khanna

Company Secretary

Mahindra Logistics Limited

Standalone Statement of Profit and Loss

for the year ended 31st March, 2022

₹ in Crores

Particulars	Note No.	Year ended 31 st March, 2022	Year ended 31 st March, 2021
I Revenue from Operations	22	3,631.08	2,959.11
II Other Income	23	9.56	15.50
III Total Income (I + II)		3,640.64	2,974.61
IV Expenses			
(a) Cost of materials consumed	24	9.81	-
(b) Changes in inventories of finished goods	25	(0.45)	-
(c) Operating Expenses	26	3,085.79	2,494.56
(d) Employee benefits expense	27	282.20	280.43
(e) Finance costs	28	26.04	17.11
(f) Depreciation and amortisation expense	4&6	130.41	82.75
(g) Other expenses	29	74.15	63.12
Total Expenses		3,607.95	2,937.97
V Profit before exceptional items and tax (III - IV)		32.69	36.64
VI Exceptional items (net)	30	-	4.00
VII Profit before tax (V - VI)		32.69	32.64
VIII Tax Expense			
(1) Current tax	31	10.42	9.56
(2) Deferred tax	31	(2.17)	(0.91)
Total Tax Expense		8.25	8.65
IX Profit After Tax (VII - VIII)		24.44	23.99
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of the defined benefit plans		(1.03)	0.09
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.26	(0.02)
Total Other Comprehensive Income		(0.77)	0.07
XI Total comprehensive income for the year (IX + X)		23.67	24.06
XII Earnings per equity share (face value ₹10/- per share)			
(1) Basic (in ₹)	32	3.40	3.35
(2) Diluted (in ₹)	32	3.39	3.33

The accompanying notes 1 to 42 are an integral part of the Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP

Chartered Accountants

Kedar Raje

Partner

Place: Mumbai

Date: 26th April, 2022

For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman

DIN: 02719429

Yogesh Patel

Chief Financial Officer

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

Ruchie Khanna

Company Secretary

Standalone Statement of Changes in Equity

for the year ended 31st March, 2022

(A) Equity Share Capital

₹ in Crores		
Particulars	Number of shares	Equity share capital
Balance as at 1st April, 2020	7,15,37,256	71.54
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	7,15,37,256	71.54
Changes in equity share capital during the year:		
Exercise of Employee Stock Options & RSUs	1,33,084	0.13
Balance as at 31st March, 2021	7,16,70,340	71.67
Balance as at 1st April, 2021	7,16,70,340	71.67
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	7,16,70,340	71.67
Changes in equity share capital during the year:		
Exercise of Employee Stock Options & RSUs	2,01,278	0.20
Balance as at 31st March, 2022	7,18,71,618	71.87

(B) Other Equity

₹ in Crores				
Particulars	Reserves & Surplus			Total
	Securities premium	Equity-settled employee benefits reserve	Retained earnings	
Balance as at 1st April, 2020	105.52	14.68	353.57	473.77
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	105.52	14.68	353.57	473.77
- Addition to Securities premium	7.09	-	-	7.09
- Addition to equity settled employee benefit reserve	-	6.47	-	6.47
- Deletion to equity settled employee benefit reserve	-	(7.09)	-	(7.09)
- Dividend paid on Equity Shares (including tax thereon)	-	-	(10.74)	(10.74)
Total Comprehensive income for the year				
- Profit for the year	-	-	23.99	23.99
- Actuarial gain/(loss) transferred to retained earnings	-	-	0.07	0.07
Balance as at 31st March, 2021	112.61	14.06	366.89	493.56

Standalone Statement of Changes in Equity

for the year ended 31st March, 2022

₹ in Crores

Particulars	Reserves & Surplus			Total
	Securities premium	Equity-settled employee benefits reserve	Retained earnings	
Balance as at 1st April, 2021	112.61	14.06	366.89	493.56
Changes in accounting policy or prior period errors				
Restated balance at the beginning of the current reporting period	112.61	14.06	366.89	493.56
- Addition to Securities premium	7.55	-	-	7.55
- Addition to equity settled employee benefit reserve	-	3.34	-	3.34
- Deletion to equity settled employee benefit reserve	-	(7.25)	-	(7.25)
- Dividend paid on Equity Shares (including tax thereon)	-	-	(17.94)	(17.94)
Total Comprehensive income for the year				
- Profit for the year	-	-	24.44	24.44
- Actuarial gain/(loss) transferred to retained earnings	-	-	(0.77)	(0.77)
Balance as at 31st March, 2022	120.16	10.15	372.62	502.93

The accompanying notes 1 to 42 are an integral part of the Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP

Chartered Accountants

Kedar Raje

Partner

Place: Mumbai

Date: 26th April, 2022

For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman

DIN: 02719429

Yogesh Patel

Chief Financial Officer

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

Ruchie Khanna

Company Secretary

Standalone Statement of Cash Flows

for the year ended 31st March, 2022

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
A. Cash flows from operating activities:		
Profit before tax for the year	32.69	32.64
Adjustments for:		
Loss on disposal of property, plant and equipment	0.07	0.45
Provision for expected credit loss recognised on trade receivables	1.30	0.88
Bad debts/advances written off	0.92	2.57
Provision for doubtful advances	0.12	0.10
Depreciation and amortisation expense	130.41	82.75
Provision for Impairment of Investment in Joint Venture	-	4.00
Finance Charges	26.04	17.11
Unrealised gain on reversal of Right of Use Assets	(0.32)	(2.09)
Unrealised gain on sub-lease arrangement	(2.70)	-
Interest Income	(2.60)	(4.83)
Rental Income on Sub-Lease	6.39	3.35
Finance Income on net investment in lease	(2.52)	(1.63)
Profit on sale of mutual funds	(1.27)	(0.29)
Share based payment expenses	3.34	6.47
	159.18	108.84
Operating profit before working capital changes	191.87	141.48
Changes in:		
Trade and other receivables	(60.01)	(67.80)
Inventories	(1.43)	-
Trade and other payables and provisions	129.94	156.38
	68.50	88.58
Cash generated from operations	260.37	230.06
Income taxes net of refund/ (paid)	(56.07)	50.52
Net cash flow generated from operating activities	204.30	280.58
B. Cash flows from investing activities:		
Payment to acquire current investments	(1,213.01)	(713.00)
Proceeds from sale of current investments	1,153.27	658.22
Investment in subsidiary	-	(4.00)
Inter Corporate Deposit received back/(given)	-	15.00
Interest Income	1.11	4.57
Payment to acquire property, plant and equipment & other intangible assets including CWIP	(105.51)	(68.46)
Proceeds from disposal of property, plant and equipment	14.35	2.18
Net cash flow used in investing activities	(149.79)	(105.49)

Standalone Statement of Cash Flows

for the year ended 31st March, 2022

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
C. Cash flows from financing activities:		
Issue of Share Capital	0.16	0.13
Share premium received	0.30	-
Share Application Money received	0.06	0.04
Proceeds from borrowings	-	110.52
Repayment of borrowings	-	(110.52)
Interest Paid	(0.25)	(1.32)
Repayment of lease obligations	(102.93)	(65.34)
Dividend Paid	(17.94)	(10.74)
Net cash used in financing activities	(120.60)	(77.23)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(66.09)	97.86
Cash and cash equivalents at the beginning of the year	197.14	99.28
Cash and cash equivalents at the end of the year	131.05	197.14
Components of cash and cash equivalents		
Cash / Cheques on hand	0.66	0.57
With Banks - on Current account/Balance in Cash Credit Accounts	130.39	196.57
	131.05	197.14

Notes :

- The above Cash Flow Statement has been prepared under the Indirect Method set out in 'Ind AS 7- Statement of Cash Flows'.
- Figures in bracket indicates cash outflow.

The accompanying notes 1 to 42 are an integral part of the Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP

Chartered Accountants

Kedar Raje

Partner

Place: Mumbai

Date: 26th April, 2022

For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman

DIN: 02719429

Yogesh Patel

Chief Financial Officer

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

Ruchie Khanna

Company Secretary

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

1. Corporate information

Mahindra Logistics Limited is a public limited company incorporated on 24th August 2007 under the Companies Act, 1956. 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.

The Financial Statements for the year ended 31st March 2022 are approved for issue in accordance with a resolution of the directors on 26th April 2022.

2. Significant accounting policies

2.1. Statement of compliance

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 separate Financial Statements.

2.2. Basis of preparation and presentation

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 (INR) and denominated in crores.

The principal accounting policies are set out below.

2.3. 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.

2.4. 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.

2.5. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

2.5.1. Rendering of services

Incomes from logistics services rendered are recognised on the completion of the services as per the terms of contract. Revenue is recognized at the fair value of consideration received or receivable, to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

2.5.2. 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 company 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 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.

2.5.3. Sale of products - Cultivator

The Company recognizes revenue from contracts with customers related to sale of goods, when the Company satisfies performance obligation. Performance obligation are satisfied at the point of time when the customer obtains control of the goods. The control of goods is transferred to the customer depending upon the incoterms.

Control is considered to be transferred to customer when customer has ability to direct the use of such goods and obtain substantially all the benefits from it and has the primary responsibility when on selling the goods and it bears the risks of obsolescence and loss in relation to the goods."

2.6. Leasing

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.

This policy is applied to contracts entered into, or modified, on or after 1st 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 amortised cost 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.

It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

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

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

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'.

As a lessee

Operating leases

For transition, the Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right of use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. Single discount rate to a portfolio of leases with similar characteristics.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

2.7. Foreign currencies

i. Initial recognition

In preparing the Financial Statements of the company, transactions in currencies other than the entity's functional currency of Indian Rupees (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

ii. Conversion

a. 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.

b. 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.

iii. Exchange differences

The Company accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

a. Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

b. 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.

2.8. 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.

2.9. Employee benefits

2.9.1. Retirement benefit costs and termination benefits

i. Defined Contribution Plan:

Company's contributions paid/payable during the year to the Superannuation Fund, ESIC, 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

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

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:

- 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.

2.9.2. 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.

2.10. 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. 27.

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.

2.11. 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

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

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.

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.

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 Companies Act, 2013 on a pro-rata basis except in the case of:

- i. Certain items of Plant & Machinery individually costing more than Rs. 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. Certain items of Plant & Machinery individually costing less than Rs. 5,000 shall be depreciated over a period of 1 year.
- iii. Mobile Phones (included in Office Equipment) in 2 years.
- iv. Motor Cars (included in Vehicles) in 3 to 5 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 softwares added during the year are amortised over a period of 36 months.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

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 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.

A contingent asset is disclosed where an inflow of economic benefits is probable.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

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. 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 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 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 2.17.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.18.2. 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,

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

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.

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

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

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.

2.19. 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 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.

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.

2.20. Segment Accounting:

The CEO 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

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

on profit or loss and is measured consistently with profit or loss in Financial Statements

2.20.1. 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 service.
- ii. **Enterprise Mobility Services** - People transportation service

2.20.2. Accounting of Operating Segments

Accounting policies adopted for segment reporting are in line with the accounting policies of the Company. 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".

2.21. 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 2.11 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) Estimated Lead Time for determining completion of performance obligation

The company also determines completion of performance obligation with respect to transportation service based on Estimated Lead Time (ELT) to deliver based on standard past performance and to that extent it involves management judgments for estimating delivery time to destination.

(v) 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

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

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.

(vi) Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19)

Based on assessment and on the basis of available information of the impact of COVID-19, the Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of current assets after considering internal and external sources of information as at the date of approval of these financial statements. The actuals may differ from the estimates considered in these financial statements.

(vii) 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 and has taken into account estimates of possible effect from the pandemic relating to COVID-19.

(viii) Revenue from Contracts with Customers

The Company has evaluated the impact of COVID-19 resulting from (i) the possible constraints to continue its operations and revisions in costs to fulfill the pending obligations (ii) onerous obligations (iii) penalties, if any, relating to breaches of

agreements and (iv) termination or deferment of contracts by customers. The Company has concluded that the impact of COVID-19 is not material based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

3 (b). Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below:

Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 4 - Property, Plant and Equipment

As at 31st March, 2022

₹ in Crores

Description of Assets	Land - Freehold	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Right of Use Assets	Total
A. Cost							
Balance as at 1 st April, 2021	1.91	75.29	44.90	60.30	8.07	292.61	483.08
a) Additions	-	33.42	19.01	32.84	9.71	185.37	280.35
b) Less: Disposals	-	(4.01)	(1.76)	(13.83)	-	(8.59)	(28.19)
Balance as at 31st March, 2022	1.91	104.70	62.15	79.31	17.78	469.39	735.24
B. Accumulated depreciation/ amortisation							
Balance as at 1 st April, 2021	-	23.88	26.20	19.40	0.47	84.50	154.45
a) Depreciation/amortisation expense for the year	-	12.63	9.12	10.27	3.39	87.14	122.55
b) Less: Disposals	-	(1.46)	(1.41)	(2.30)	-	0.03	(5.14)
Balance as at 31 st March, 2022	-	35.05	33.91	27.37	3.86	171.67	271.86
C. Net carrying amount as at 31st March 2022 (A-B)	1.91	69.65	28.24	51.94	13.92	297.72	463.38

As at 31st March, 2021

₹ in Crores

Description of Assets	Land - Freehold*	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Right of Use Assets	Total
A. Cost							
Balance as at 1 st April, 2020	-	62.39	34.12	34.47	1.47	175.84	308.29
b) Additions	1.91	21.45	11.56	27.32	7.64	144.13	214.01
c) Less: Disposals / adjustments	-	(8.55)	(0.78)	(1.49)	(1.04)	(27.36)	(39.22)
Balance as at 31st March, 2021	1.91	75.29	44.90	60.30	8.07	292.61	483.08
B. Accumulated depreciation/ amortisation							
Balance as at 1 st April, 2020	-	22.16	20.34	13.64	0.68	42.55	99.37
a) Depreciation/amortisation expense for the year	-	8.63	6.54	6.85	0.35	54.82	77.19
c) Less: Disposals / adjustments	-	(6.91)	(0.68)	(1.09)	(0.56)	(12.87)	(22.11)
Balance as at 31 st March, 2021	-	23.88	26.20	19.40	0.47	84.50	154.45
C. Net carrying amount as at 31st March 2021 (A-B)	1.91	51.41	18.70	40.90	7.60	208.11	328.63

*During financial year 2020-2021, the Company has reclassified Land held for sale to Property, Plant and Equipment.

Note:

The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

₹ in Crores

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Contracts remaining to be executed on capital account	8.99	20.32

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 5 - Capital Work-in Progress

(i) Capital Work-in-Progress Ageing Schedule

As at 31st March, 2022

₹ in 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	0.34	-	-	0.09	0.43

As at 31st March, 2021

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	1.98	-	0.04	0.05	2.07

(ii) Projectwise break-up of Capital Work-in-Progress

As at 31st March, 2022

₹ in Crores

Particulars	Amt in Capital Work-in-Progress for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 Years
Projects in Progress:				
Supply Chain Management	0.43	-	-	-

As at 31st March, 2021

Particulars	Amt in Capital Work-in-Progress for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 Years
Projects in Progress:				
Supply Chain Management	2.07	-	-	-

Note No. 6 - Intangible Assets

₹ in Crores

Computer Software	As at 31 st March, 2022	As at 31 st March, 2021
A. Cost		
a) Balance as at 1 st April	37.02	15.28
b) Additions	1.04	21.74
Balance at the end of the year	38.06	37.02
B. Accumulated amortisation		
a) Balance as at 1 st April	19.86	14.30
b) Amortisation expense for the year	7.86	5.56
Balance at the end of the year	27.72	19.86
C. Net carrying amount as at the end of the year (A-B)	10.34	17.16

Notes:

During the previous year, the management has reassessed accounting for amortisation of intangibles which are over a period of three years. Based on the assessment carried out by the management going forward certain intangibles will be amortised over a period of thirty six months. Due to change in the estimate of amortisation of intangibles, a lower charge of amortisation of ₹ 2.29 Crores for the year ended 31st March 2021 has been recognised.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
Contracts remaining to be executed on capital account	2.06	1.26

Note No. 7 - Intangible assets under development

(i) Intangible assets under development Ageing Schedule

As at 31st March, 2022

Particulars	Amt in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	12.40	0.06	0.93	-	13.39

As at 31st March, 2021

Particulars	Amt in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	0.06	0.93	-	-	0.99

(ii) Projectwise break-up

As at 31st March, 2022

Particulars	Amt in Capital Work-in-Progress for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 Years
Projects in Progress:				
Supply Chain Management	13.39	-	-	-

As at 31st March, 2021

Particulars	Amt in Capital Work-in-Progress for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 Years
Projects in Progress:				
Supply Chain Management	-	0.99	-	-

Note No. 8 - Inventories (lower of cost or net realisable value)

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
Raw Materials and Bought-out Components	0.98	-
Finished goods - Cultivators	0.45	-
Total	1.43	-

Notes:

The mode of valuation of inventory has been stated in note 2.4 of significant accounting policy

The cost of inventories recognised as expenses during the year was ₹ 9.36 Crs (March 31, 2021 Nil)

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 9 - Investments

₹ in Crores

Particulars	As at 31 st March, 2022			As at 31 st March, 2021		
	Quantity	Amount	Amount	Quantity	Amount	Amount
		Current	Non Current		Current	Non Current
I. Cost						
Unquoted Investments (fully paid)						
(A) Investments in Equity Instruments of Subsidiaries						
i) Equity Shares of 2x2 Logistics Private Limited of ₹ 10 each fully paid up	49,55,500	-	4.96	49,55,500	-	4.96
ii) Equity Shares of LORDS Freight India Private Limited of ₹ 10 each fully paid up	23,40,009	-	16.45	19,59,039	-	16.45
(B) Investments in Equity Instruments of Joint Venture						
i) Equity Shares of Transtech Logistics Private Limited of ₹ 10 each fully paid up	100	-	0.01	100	-	0.01
ii) 0.01% Compulsory Convertible Preference Shares ("CCPS") of Transtech Logistics Private Limited of ₹ 50 each fully paid up	65,988	-	3.99	65,988	-	3.99
Total Unquoted Investments		-	25.41		-	25.41
Total Investments carried at cost [I]		-	25.41		-	25.41
II. Fair Value through Profit and Loss (FVTPL)						
A. Quoted Investments (fully paid)						
Investments in Mutual Funds		116.08	-		55.07	-
Total Quoted Investments		116.08	-		55.07	-
Total Investments carried at FVTPL [II]		116.08	-		55.07	-
Of the above, investments designated at FVTPL		-	-		-	-
Of the above, investments held for trading - Carried at FVTPL		116.08	-		55.07	-
Other investments carried at FVTPL		-	-		-	-
Total Investments (I) + (II)		116.08	25.41		55.07	25.41
Impairment in value of investment in Joint Venture		-	4.00		-	4.00
Total Impairment Value of Investments (III)		-	4.00		-	4.00
Total Investments Carrying Value (I) + (II) - (III)		116.08	21.41		55.07	21.41
Other disclosures						
Aggregate amount of quoted investments		116.08	-		55.07	-
Aggregate amount of Market value of investments		116.08	-		55.07	-
Aggregate amount of unquoted investments		-	21.41		-	21.41
Aggregate amount of impairment in value of investments		-	4.00		-	4.00

₹ in Crores

Name of Investees	Principal Place of Business	Ownership Interest	
		As at 31 st March, 2022	As at 31 st March, 2021
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%	39.79%

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 10 - Trade receivables

₹ in Crores

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(i) Trade Receivables considered good - Unsecured	405.67	408.25
(ii) Trade Receivable which have significant increase in credit risk	-	-
(iii) Undisputed Trade Receivable -Credit Impaired	2.39	3.84
(iv) Disputed Trade Receivable -Credit Impaired	14.43	11.68
	422.49	423.77
Less: Allowance for Expected Credit Losses	(16.82)	(15.52)
Total	405.67	408.25

Trade Receivable ageing as at March, 2022

₹ in 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	
(i) Undisputed Trade Receivable -Considered Good	228.88	143.55	24.68	3.87	3.74	0.95	405.67
(ii) Undisputed Trade Receivable -which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable -Credit Impaired	-	-	0.45	0.86	0.67	0.41	2.39
(iv) Disputed Trade Receivable -Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable -which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable -Credit Impaired	-	-	1.48	5.70	3.70	3.55	14.43
Total Trade Receivables							422.49
Less: Allowance for Expected Credit Losses							(16.82)
Total							405.67

Trade Receivable ageing as at March, 2021

₹ in 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	
(i) Undisputed Trade Receivable -Considered Good	184.59	178.77	24.45	15.48	3.78	1.18	408.25
(ii) Undisputed Trade Receivable -which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable -Credit Impaired	-	0.93	0.68	1.53	0.41	0.29	3.84
(iv) Disputed Trade Receivable -Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable -which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable -Credit Impaired	-	0.53	2.91	4.20	1.49	2.55	11.68
Total Trade Receivables							423.77
Less: Allowance for Expected Credit Losses							(15.52)
Total							408.25

Notes:

- Refer Note 33 (III) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.
- 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.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

iii) Trade Receivables are hypothecated to Banks against working capital facility.

Note No. 11 - Other financial assets

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
Financial assets at amortised cost - considered good				
a) Security Deposits				
i. Unsecured, considered good	23.16	32.56	12.50	25.28
ii. Doubtful	-	-	0.77	-
Less: Allowance for Losses	-	-	(0.77)	-
Total	23.16	32.56	12.50	25.28
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	0.06	-	0.06	-
ii. Accrued Sales	373.59	4.38	322.50	8.84
iii. Equity Shares of Zoroastrian Cooperative Bank Ltd	-	-	-	0.01
iv. National Savings Certificate*	-	0.02	-	0.02
v. Other Receivables	1.03	0.56	2.86	0.33
Total	374.68	4.96	325.42	9.20
Total (a+b+c)	397.84	37.53	337.92	34.49

*Includes encumbered securities which is restricted on their use or sale of the securities.

Accrued Sales ageing from transaction date:

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
less than 6 Months	357.95	4.38	280.90	8.84
6 Months to 1 year	7.07	-	33.46	-
1 to 2 Year	7.39	-	7.38	-
2 to 3 Years	1.18	-	0.76	-
More than 3 Years	-	-	-	-
Total	373.59	4.38	322.50	8.84

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 12 - Deferred Tax Assets

Movement in deferred tax balances

Particulars	Year ended 31 st March, 2022				Year ended 31 st March, 2021			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance	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	0.79	-	-	0.79
b) Mutual Funds	0.01	-	-	0.01	-	0.01	-	0.01
Total	0.80	-	-	0.80	0.79	0.01	-	0.80
B. Tax effect of items constituting deferred tax assets								
a) Allowances on Property, Plant and Equipment and Intangible Assets	2.37	0.40	-	2.77	3.47	(1.10)	-	2.37
b) Provision for employee benefits	4.51	0.30	-	4.81	4.55	(0.04)	-	4.51
c) Provisions and allowances for credit losses	5.61	0.35	-	5.96	4.35	1.26	-	5.61
d) Share based payments	3.51	(1.07)	-	2.44	3.66	(0.15)	-	3.51
e) Leases	3.24	1.18	-	4.42	2.79	0.45	-	3.24
f) Others	0.81	1.01	-	1.82	0.31	0.50	-	0.81
Total	20.05	2.17	-	22.22	19.13	0.92	-	20.05
Net Tax Asset/(Liabilities) (B-A)	19.25	2.17	-	21.42	18.34	0.91	-	19.25

Note No. 13 - Other Assets

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
A. Capital advances				
a) For Capital work in progress	-	4.60	-	5.62
b) For Intangible asset	-	0.01	-	0.21
Total (A)	-	4.61	-	5.83
B. Advances other than capital advances				
a) Advances to suppliers - considered good	44.14	-	70.07	-
b) Advances to suppliers - considered doubtful	2.88	-	1.99	-
c) Balances with government authorities (other than income taxes)	47.73	8.21	29.73	8.19
d) Prepaid Expenses	3.02	0.18	2.53	0.16
e) Advances to employees (refer note below)	1.10	-	1.07	-
Total (B)	98.87	8.39	105.39	8.35
Total (A+B)	98.87	13.00	105.39	14.18
Less: Allowances for credit losses	(2.88)	-	(1.99)	-
Total (C)	(2.88)	-	(1.99)	-
Total (A+B+C)	95.99	13.00	103.40	14.18

Note:

Advances given to employees are as per the Company's policy and are not required to be disclosed u/s 186(4) of Companies Act, 2013.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 14 - Cash and Bank balances

₹ in Crores

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
A. Cash and cash equivalents		
a) Balances with banks	52.39	99.57
b) Cheques, drafts on hand	-	0.03
c) Bank deposits with original maturity of less than 3 months	78.00	97.00
d) Cash on hand	0.66	0.54
Total	131.05	197.14
B. Other Bank Balances		
Earmarked balances with banks - unpaid dividend accounts	0.01	0.01
Total	0.01	0.01

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 period ranged between 5.50 % to 7.20 %.

Note No. 15 - Income Tax Assets & Liabilities (Net)

₹ in Crores

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Non Current Income Tax Assets (Net)		
Advance Income Tax/TDS Receivable (Net)	73.77	27.86
Total	73.77	27.86
Current Tax Liabilities (net)		
Current Tax Liabilities (net)	8.26	8.26
Total	8.26	8.26

Note No. 16 - Equity Share Capital

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	No. of shares	Amount	No. of shares	Amount
A. Authorised:				
Equity shares of ₹ 10 each with voting rights	10,50,00,000	105.00	10,50,00,000	105.00
Total	10,50,00,000	105.00	10,50,00,000	105.00
B. Issued, Subscribed and Fully Paid:				
Equity shares of ₹ 10 each with voting rights	7,18,71,618	71.87	7,16,70,340	71.67
Total	7,18,71,618	71.87	7,16,70,340	71.67

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year.

₹ in Crores

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Equity Shares with Voting rights				
Year ended 31st March 2022				
No. of Shares	7,16,70,340	2,01,278	-	7,18,71,618
Amount	71.67	0.20	-	71.87
Year ended 31st March 2021				
No. of Shares	7,15,37,256	1,33,084	-	7,16,70,340
Amount	71.54	0.13	-	71.67

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

(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

₹ in Crores

Name of shareholder	As at 31 st March, 2022	As at 31 st March, 2021
a) Holding Company		
- Mahindra & Mahindra Limited	4,18,12,157	4,18,12,157
b) Subsidiaries of Holding Company		
- Mahindra Engineering and Chemical Products Limited	100	100

(iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 st March, 2022		As at 31 st March, 2021	
	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	4,18,12,157	58.18%	4,18,12,157	58.34%

(v) Shareholding of Promoters/Promoter Group:

Shares held by promoters as at 31st March, 2022

Promoter name	No. of Shares	% of total shares	% Change during the year
1 Mahindra & Mahindra Limited (M&M)	4,18,12,157	58.18%	-0.16%
2 Mahindra Engineering And Chemical Products Limited	100	0.00%	0.00%
Total	4,18,12,257	58.18%	-0.16%

Shares held by promoters as at 31st March, 2021

Promoter name	No. of Shares	% of total shares	% Change during the year
1 Mahindra & Mahindra Limited (M&M)	4,18,12,157	58.34%	-0.11%
2 Mahindra Engineering And Chemical Products Limited	100	0.00%	0.00%
Total	4,18,12,257	58.34%	-0.11%

Notes:

- Above list certified by Share transfer Agent
- For details of shares reserved for issuance under options, please refer note no 24.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 17 - Other Equity

₹ in Crores

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Securities premium	120.16	112.61
Equity-settled employee benefits reserve	10.15	14.06
Retained earnings	372.62	366.89
Total	502.93	493.56

Movement in Reserves

₹ in Crores

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(A) Securities Premium		
Balance as at the beginning of the year	112.61	105.52
Add: Additions during the year	7.55	7.09
Balance as at the end of the year	120.16	112.61
(B) Equity-settled Employee benefits reserve		
Balance as at the beginning of the year	14.06	14.68
Add: Additions during the year	3.34	6.47
Less: Deletion during the year	(7.25)	(7.09)
Balance as at the end of the year	10.15	14.06
(C) Retained Earnings		
Balance as at the beginning of the year	366.89	353.57
Add: Profit for the year	24.44	23.99
Add: Actuarial gain/(loss) for the year	(0.77)	0.07
Less: Dividend paid on Equity Shares (including tax thereon)	(17.94)	(10.74)
Balance as at the end of the year	372.62	366.89

Nature and purpose of other reserves:

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 Company in accordance with the Companies Act, 2013.

Note:

In respect of the current year, the directors propose that a dividend of ₹ 2.00 per share be paid on equity shares on 31st March, 2022. This equity dividend is subject to approval by shareholders at the annual general meeting and has not been included as a liability in these consolidated financial statements. The proposed equity dividend is payable to all shareholders on the register of members on 31st March, 2022. The total estimated equity dividend to be paid is ₹ 14.37 crores. The payment of this dividend will not have any tax consequences for the Company.

In the month of July- 2021, a dividend of ₹ 2.50 per share (total dividend ₹ 17.94 Crores) was paid to holders of fully paid equity shares.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 18 - Trade Payables

₹ in Crores

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
a) Total outstanding dues of micro enterprises and small enterprises	34.75	12.07
b) Total outstanding dues other than micro enterprises and small enterprises:		
- Trade payable - Other than Micro and small enterprises (includes Outstanding dues of Medium enterprises)	801.32	707.40
- Acceptances	-	-
Total Trade Payables	836.07	719.47

Trade Payables ageing as at 31st March, 2022

₹ in 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	34.72	-	-	0.03	34.75
(ii) Others	749.30	51.37	-	0.65	801.32
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

Trade Payables ageing as at 31st March, 2021

₹ in 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	12.03	-	-	0.04	12.07
(ii) Others	705.57	-	1.61	0.22	707.40
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

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.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

₹ in Crores

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
a) Dues remaining unpaid		
- Principal	34.73	12.01
- Interest on the above	0.02	0.06
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	1.41	3.71
- Interest paid in terms of section 16 of the Act	0.06	0.07
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	0.02	0.06
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	0.02	0.06

Note No. 19 - Other Financial Liabilities

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
Other Financial Liabilities Measured at Amortised Cost				
(a) Security Deposits	5.11	-	1.23	-
(b) Other liabilities				
- Creditors for capital supplies/services	3.71	-	3.67	-
- Deferred Revenue	8.09	-	0.91	-
- Unclaimed Dividend	0.01	-	-	-
Total	16.92	-	5.81	-

Note No. 20 - Provisions

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
Provision for employee benefits				
Provision for Compensated absences	4.09	14.90	3.46	14.48
Total	4.09	14.90	3.46	14.48

Note No. 21 - Other Liabilities

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
A. Advances received from customers	0.63	-	8.45	-
B. Statutory dues				
a) Taxes Payable	24.48	-	15.95	-
b) Employee Liabilities	2.15	-	2.04	-
C. Post-employment Benefit -Gratuity Liability	5.09	-	3.66	-
Total	32.35	-	30.10	-

Note:

For disclosures related to employee benefits, refer note 34.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 22 - Revenue from Operations

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Revenue from rendering of services	3,621.00	2,959.11
b) Other operating revenue	10.08	-
Total	3,631.08	2,959.11

The company has evaluated the impact of COVID-19 resulting from :

- the possibility of constraints to render the services which may require revision of estimations of costs to complete the contract because of additional efforts;
- onerous obligations;
- penalties relating to breaches of service level agreements, and
- termination or deferment of contracts by customers.

The company has concluded that the impact of COVID-19 is not material based on these estimates. Due to the nature of the pandemic, the company continues to monitor developments to identify significant uncertainties relating to revenue in future periods.

A. Country-wise break up of Revenue Year ended 31st March, 2022

Country	₹ in Crores				
	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
India	3,631.08	-	3,631.08	9.56	3,640.64
Total	3,631.08	-	3,631.08	9.56	3,640.64

Year ended 31st March, 2021

Country	₹ in Crores				
	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
India	2,959.11	-	2,959.11	15.50	2,974.61
Total	2,959.11	-	2,959.11	15.50	2,974.61

B. Reconciliation of revenue from contract with customer

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue from contract with customer as per the contract price	3,689.27	3,044.97
Adjustments made to contract price on account of :-		
Less: Sales Returns / Reversals	58.19	85.86
Revenue from contract with customer as per the Statement of Profit and Loss	3,631.08	2,959.11

C. Break-up of Provision for Expected Credit Losses recognised in P&L

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Expected Credit loss recognised during the year on trade receivables	16.82	15.52
Total	16.82	15.52

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

D. Movement of Contract Assets and Contract Liabilities

Movement of Contract Assets

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Opening Balance	331.34	229.80
Additions during the year	369.80	327.47
Reclassification Adjustments:		
- Reclass of opening balances of contract assets to trade receivables	(323.17)	(225.93)
Closing Balance	377.97	331.34

Movement of Contract Liabilities

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Opening Balance	8.45	0.25
Additions during the year	0.63	8.45
Reclassification Adjustments: -		
- Reclass of opening balances of contract liabilities to revenue	(8.45)	(0.25)
Closing Balance	0.63	8.45

Note No. 23 - Other Income

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Interest Income		
i. Financial assets carried at amortised cost	2.60	4.83
ii. Finance Income on Net investment in Lease	2.52	1.63
iii. Other assets	-	8.08
b) Miscellaneous Income		
i. Net gain arising on financial assets carried at FVTPL	1.27	0.29
ii. Net gain arising on financial liabilities carried at amortised cost	-	-
iii. Other income	3.17	0.67
Total	9.56	15.50

Note No. 24 - Cost of materials consumed

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Opening inventory of Raw Materials	-	-
Add: Purchases	10.79	-
	10.79	-
Less: Closing inventory	0.98	-
Total Cost of materials consumed	9.81	-

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 25 - Changes in inventories of finished goods

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Opening inventories:		
Finished goods	-	-
	-	-
Less: Closing inventories:		
Finished goods - Cultivators	0.45	-
	0.45	-
Net increase in inventories	(0.45)	-

Note No. 26 - Operating Expenses

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Freight & Other Related Expenses	2,525.33	2,057.26
Labour & Other Related Expenses	404.12	322.72
Rent	60.62	41.98
Warehouse & Other Related Expenses	56.35	47.83
Hire & Service Charges	19.22	10.62
Power & Fuel	14.03	10.30
Repairs Machinery	5.35	2.99
Repairs Building	0.77	0.86
Total	3,085.79	2,494.56

Note No. 27 - Employee Benefits Expense

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Salaries and wages, including bonus	241.56	234.12
b) Contribution to provident and other funds	11.38	12.60
c) Gratuity	4.08	3.75
d) Share based payment expenses	3.34	6.47
e) Staff welfare expenses	21.84	23.49
Total	282.20	280.43

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").

Notes to the Standalone Financial Statement for the year ended 31st March, 2022

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, the NRC granted Restricted Stock Units ("RSUs") to the eligible employees of the Company and its subsidiary company in accordance with the RSU Plan 2018 approved by the Shareholders vide special resolutions dated 2 August 2018 and 27 July 2021 with vesting conditions as summarised hereunder:

29 April 2021 - 4,000 RSUs - single vesting on or after completion of one year from the date of grant;

27 October 2021 - 33,860 RSUs - single vesting on or after completion of one year from the date of grant;

27 January 2022 - 3,025 RSUs - single vesting on or after completion of one year from the date of grant;

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 the KESOS Scheme 2012 during the year under review and all the options vested under the said scheme have been exercised in full.

The Personnel Cost mentioned above includes ₹ 0.91 crores for the year towards the said grants.

iv) Information in respect of options outstanding:

As at 31st March, 2022

Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
i. Restricted Stock Units	3,025	27/1/2022	26/1/2024	10.00	659.54
ii. Restricted Stock Units	31,765	27/10/2021	26/10/2023	10.00	656.20
iii. Restricted Stock Units	4,000	29/4/2021	29/4/2023	10.00	539.45
iv. Restricted Stock Units	1,388	29/7/2020	29/7/2022	10.00	279.95
v. Restricted Stock Units	13,881	29/7/2020	30/6/2023	10.00	278.98
vi. Restricted Stock Units	2,00,000	30/7/2020	30/6/2025	10.00	273.47
vii. Restricted Stock Units	6,666	4/11/2019	17/7/2022	10.00	365.31
viii. Restricted Stock Units	6,668	4/11/2019	17/7/2023	10.00	364.26
ix. Restricted Stock Units	9,868	4/11/2019	30/6/2023	10.00	366.06
x. Restricted Stock Units	20,302	4/11/2019	30/6/2023	10.00	365.36
xi. Restricted Stock Units	27,191	4/11/2019	30/6/2023	10.00	364.31
xii. Restricted Stock Units	9,952	1/11/2018	30/6/2023	10.00	538.29
xiii. Restricted Stock Units	29,196	1/11/2018	30/6/2023	10.00	537.73
xiv. Restricted Stock Units	32,542	1/11/2018	30/6/2023	10.00	536.82
xv. Restricted Stock Units	66,337	1/11/2018	30/6/2023	10.00	536.01

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

As at 31st March, 2021

Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
i. Restricted Stock Units	20,550	29/7/2020	29/7/2022	10.00	279.95
ii. Restricted Stock Units	20,537	29/7/2020	30/6/2023	10.00	278.98
iii. Restricted Stock Units	2,00,000	30/7/2020	30/6/2025	10.00	273.47
iv. Restricted Stock Units	8,460	4/2/2020	4/2/2022	10.00	391.74
v. Restricted Stock Units	28,200	1/2/2020	2/2/2022	10.00	365.80
vi. Restricted Stock Units	6,666	4/11/2019	4/11/2021	10.00	366.06
vii. Restricted Stock Units	6,666	4/11/2019	17/7/2022	10.00	365.31
viii. Restricted Stock Units	6,668	4/11/2019	17/7/2023	10.00	364.26
ix. Restricted Stock Units	21,748	4/11/2019	30/6/2023	10.00	366.06
x. Restricted Stock Units	29,651	4/11/2019	30/6/2023	10.00	365.36
xi. Restricted Stock Units	29,653	4/11/2019	30/6/2023	10.00	364.31
xii. Restricted Stock Units	17,088	1/11/2018	30/6/2023	10.00	538.29
xiii. Restricted Stock Units	72,464	1/11/2018	30/6/2023	10.00	537.73
xiv. Restricted Stock Units	94,886	1/11/2018	30/6/2023	10.00	536.82
xv. Restricted Stock Units	94,858	1/11/2018	30/6/2023	10.00	536.01
xvi. Option 6	39,444	10/7/2017	10/7/2022	87.28	44.96

v) Movement in Share Options

Particulars	Year ended 31 st March, 2022		Year ended 31 st March, 2021	
	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	6,97,539	14.37	7,09,238	14.30
b) Granted during the year	40,885	10.00	2,56,483	10.00
c) Forfeited during the year	74,365	10.00	1,35,098	10.00
d) Exercised during the year	2,01,278	25.14	1,33,084	10.00
e) Expired during the year	-	-	-	-
f) Outstanding at the end of the year	4,62,781	10.00	6,97,539	14.37
g) Exercisable at the end of the year	4,62,781	10.00	6,97,539	14.37
h) Remaining contractual life (no of days)		1,187		1,187

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	27/1/2022	27/10/2021	29/4/2021	29/7/2020	29/7/2020
	RSU (i)	RSU (ii)	RSU (iii)	RSU (iv)	RSU (v)
Share price at grant date	672.20	668.95	551.85	292.35	292.35
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	42.00%	40.57%	43.81%	20.94%	20.94%
Expected life / Option Life (weighted-average)	2.00	2.00	2.00	2.00	2.92
Expected dividends yield	0.27%	0.27%	0.29%	0.55%	0.55%
Risk-free interest rate (based on government bonds)	5.14%	4.70%	4.12%	4.07%	4.65%

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Particulars/Grant Date	30/7/2020	4/11/2019	4/11/2019	4/11/2019	4/11/2019
	RSU (vi)	RSU (vii)	RSU (viii)	RSU (ix)	RSU (x)
Share price at grant date	288.90	378.25	378.25	378.25	378.25
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	21.03%	29.09%	29.09%	29.09%	29.09%
Expected life / Option Life (weighted-average)	4.92	2.70	3.70	2.00	2.65
Expected dividends yield	0.55%	0.44%	0.44%	0.44%	0.44%
Risk-free interest rate (based on government bonds)	5.16%	5.96%	6.25%	5.83%	5.95%

Particulars/Grant Date	4/11/2019	1/11/2018	1/11/2018	1/11/2018	1/11/2018
	RSU (xi)	RSU (xii)	RSU (xiii)	RSU (xiv)	RSU (xv)
Share price at grant date	378.25	549.85	549.85	549.85	549.85
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	29.09%	34.30%	34.30%	34.30%	34.30%
Expected life / Option Life (weighted-average)	3.65	2.00	2.66	3.66	4.66
Expected dividends yield	0.44%	0.27%	0.27%	0.27%	0.27%
Risk-free interest rate (based on government bonds)	6.24%	7.74%	7.71%	7.63%	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.

Note No. 28 - Finance Cost

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Interest expense on financial instruments designated at amortised cost	0.25	1.32
b) Interest on Lease Liability	25.79	15.79
Total	26.04	17.11

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 29 - Other Expenses

		₹ in Crores	
Particulars		Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Rent including lease rentals		0.08	1.68
b) Legal and Other professional costs		27.11	19.86
c) Hire and Service Charges		2.24	1.62
d) Travelling and Conveyance Expenses		9.28	5.73
e) Provision for expected credit loss on trade receivables		1.30	0.88
f) Provision for doubtful advances		0.12	0.10
g) Power and Fuel		0.58	0.64
h) Expenditure on Corporate Social Responsibility (CSR) (refer note below)		1.77	2.17
i) Advertisement		1.56	0.98
j) Net loss on sale of property, plant and equipments		0.07	0.45
k) Repairs and maintenance:			
i) Buildings	0.25		0.17
ii) Machinery	0.20		0.46
iii) Others	5.17		5.54
		5.62	6.17
l) Auditors remuneration and out-of-pocket expenses			
i) As Auditors	0.43		0.28
ii) For Other services & reimbursement of expenses	-		0.01
		0.43	0.29
m) Other expenses			
i) Miscellaneous Expenses		23.07	19.98
ii) Loss arising on derecognition of financial assets- Bad debts/advances written off		0.92	2.57
		23.99	22.55
Total		74.15	63.12

Note:

Expenditure incurred on Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013 ₹ 1.77 crores (2021 : ₹ 2.17 crores).

		₹ in Crores	
Particulars		Year ended 31 st March, 2022	Year ended 31 st March, 2021
(i) amount required to be spent by the company during the year,		1.70	2.16
(ii) amount of expenditure incurred,		1.77	2.17
(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		0.29	0.23
b) Disaster Management		0.12	0.35
c) Nanhi Kali		0.88	1.08
d) Skill Development		0.26	0.09
e) Sustainability		0.22	0.43
(vii) details of related party transactions, e.g., contribution to a trust controlled by the company in relation		NA	NA
(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 31st March, 2022

Note No. 30 - Exceptional Items

The Company classifies items of income and expense within profit or loss from ordinary activities as exceptional items when they are of such size, nature or incidence that their disclosure is relevant to explain the performance for the period.

Exceptional Items (net) recognised in profit or loss:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Impairment loss on certain long term investments	-	4.00
Total	-	4.00

The Company has long-term investments in subsidiaries and joint venture which are measured at cost less impairment or at fair value through profit or loss. The management assesses the performance of these entities including the future projections and relevant economic and market conditions in which they operate to identify if there is any indicator of impairment in the carrying value of the investments. In case indicators of impairment exist, the impairment loss is measured by estimating the recoverable amounts based on the higher of (i) 'fair value less cost of disposal' determined using market price information, where available, and (ii) 'value-in-use' estimates determined using discounted cash flow projections, where available. The fair value less costs of disposal is determined using the market approach and is categorised as Level 3 - unobservable inputs for the asset or liability. The future cash flow projections are specific to the entity based on its business plan and may not be the same as those of market participants. The future cash flows consider key assumptions such as volume projections, margins, terminal growth rates, etc. with due consideration for the potential risks given the current economic environment in which the entity operates. The discount rates used are pre-tax rates based on weighted average cost of capital and reflects market's assessment of the risks specific to the asset as well as time value of money. The recoverable amount estimates are based on judgments, estimates, assumptions and market data as on reporting date and ignore subsequent changes in the economic and market conditions.

During the year ended 31st March 2021, the performance of Joint venture with the relevant economic and market indicator resulted indicator of impairment of investment. Accordingly, Company determined the recoverable value of the investment is lower than carrying value and recorded a provision of Impairment of ₹ 4.00 Cr. The value- in- use calculation is determined using discount rate at 18% and terminal growth rate at 3%.

Note No. 31 - Current Tax and Deferred Tax

(a) Income Tax recognised in Profit & Loss

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
A. Current Tax:		
a) In respect of current year	10.55	9.58
b) In respect of prior years	(0.13)	(0.02)
Total	10.42	9.56
B. Deferred Tax:		
a) In respect of current year	(2.17)	(0.91)
b) In respect change in tax rate	-	-
Total	(2.17)	(0.91)
Total (A+B)	8.25	8.65

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

(b) Income tax recognised in Other Comprehensive Income

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
A. Current Tax:		
Remeasurement of defined benefit obligations	0.26	(0.02)
Total	0.26	(0.02)
B. Deferred Tax:		
Total	-	-
Classification of income tax recognised in Other Comprehensive Income		
Income taxes related to items that will not be reclassified to profit or loss	0.26	(0.02)
Income taxes related to items that will be reclassified to profit or loss	-	-
Total	0.26	(0.02)

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Profit Before tax	32.69	32.64
Applicable Income tax rate #	25.17%	25.17%
Expected Income tax expense	8.23	8.22
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	0.20	0.59
Effect of deduction under Income tax (u/s 80JJAA/80G)	(0.05)	(0.14)
Effect of net additional / (reversal) of provision in respect of prior years	(0.13)	(0.02)
Reported income tax expense	8.25	8.65

Note:

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.

Note No. 32 - Earnings Per Share

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
A. Basic Earnings Per Share (in ₹) (face value ₹ 10/- per share)	3.40	3.35
B. Diluted Earnings Per Share (in ₹) (face value ₹ 10/- per share)	3.39	3.33

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	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Profit for the year attributable to owners of the Company	24.44	23.99
Profit for the year used in the calculation of basic earnings per share	24.44	23.99
Weighted average number of equity shares	7,18,00,652	7,16,14,233
Earnings per share from continuing operations - Basic (in ₹)	3.40	3.35

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

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	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Profit for the year used in the calculation of basic earnings per share	24.44	23.99
b) Add: adjustments on account of dilutive potential equity shares	-	-
Profit for the year used in the calculation of diluted earnings per share	24.44	23.99

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	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Weighted average number of equity shares used in the calculation of Basic EPS	7,18,00,652	7,16,14,233
Add: Dilutive impact of potential Equity Shares on account of ESOPs & RSUs	3,71,082	4,26,481
Weighted average number of equity shares used in the calculation of Diluted EPS	7,21,71,734	7,20,40,714
Earnings per share from continuing operations - Diluted (in ₹)	3.39	3.33

Note No. 33 - Financial Instruments

I. Capital Management Policy

- 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.
- For the purpose of Company's capital management, capital includes issued share capital, equity and all other equity reserves. 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.
- The following table shows the components of capital:

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
Equity	574.86	565.27
Total	574.86	565.27

Note:

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 31st March, 2022

II. Categories of financial assets and financial liabilities

₹ in Crores

Particulars	As at 31 st March, 2022			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Trade Receivables	-	-	-	-
b) Other Financial Assets	37.53	-	-	37.53
Total	37.53	-	-	37.53
B. Current Assets				
a) Investments	-	116.08	-	116.08
b) Trade Receivables	405.67	-	-	405.67
c) Cash and Bank Balances	131.06	-	-	131.06
d) Loans	-	-	-	-
e) Other Financial Assets	397.84	-	-	397.84
Total	934.57	116.08	-	1,050.65
C. Non-current Liabilities				
a) Lease liabilities	267.02	-	-	267.02
Total	267.02	-	-	267.02
D. Current Liabilities				
a) Lease liabilities	94.38	-	-	94.38
b) Trade Payables	836.07	-	-	836.07
c) Other Financial Liabilities	16.92	-	-	16.92
Total	947.37	-	-	947.37

₹ in Crores

Particulars	As at 31 st March, 2022			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Trade Receivables	-	-	-	-
b) Other Financial Assets	34.49	-	-	34.49
Total	34.49	-	-	34.49
B. Current Assets				
a) Investments	-	55.07	-	55.07
b) Trade Receivables	408.25	-	-	408.25
c) Cash and Bank Balances	197.15	-	-	197.15
d) Loans	-	-	-	-
e) Other Financial Assets	337.92	-	-	337.92
Total	943.32	55.07	-	998.39
C. Non-current Liabilities				
a) Lease liabilities	179.52	-	-	179.52
Total	179.52	-	-	179.52
D. Current Liabilities				
a) Lease liabilities	60.21	-	-	60.21
b) Trade Payables	719.47	-	-	719.47
c) Other Financial Liabilities	5.81	-	-	5.81
Total	785.49	-	-	785.49

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

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 customers of the Company, the Company does not have significant credit risk exposure to any single customer and 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 in 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 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 expected credit losses for trade receivables for different ageing periods are as follows:**

₹ in Crores

Particulars	As at 31 st March, 2022			
	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	228.88	143.55	50.06	422.49
b) Loss allowance provision				(16.82)

₹ in Crores

Particulars	As at 31 st March, 2021			
	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	184.59	180.23	58.95	423.77
b) Loss allowance provision				(15.52)

(vii) Reconciliation of loss allowance provision for Trade Receivables

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Balance as at beginning of the year	15.52	14.64
b) Impairment losses recognised in the year based on lifetime expected credit losses		
- On receivables originated during the year	1.87	5.67
- Other receivables	2.24	0.96
c) Impairment losses reversed / written back	(2.81)	(5.75)
d) Balance at end of the year	16.82	15.52

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

- (viii) During the year, the Company has made write off of ₹ 0.49 crores (Previous year ₹ 2.38 crores) of trade receivables and ₹ 0.29 Crores (Previous year ₹ 0.14 Crores) of deposits given. These trade receivables and deposits are not subject to enforcement activity.

Investment in Mutual Funds

The Company has ₹ 116.08 crores investments as at 31st March, 2022 (Previous year ₹ 55.07 crores) in growth oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31st March, 2022, the Company holds cash and cash equivalents of ₹ 130.40 crores (As at 31st March, 2021 ₹ 196.61 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:

₹ in Crores

Particulars	As at 31 st March, 2022			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
A) Non-derivative financial liabilities				
a) Lease liabilities	120.38	175.46	85.95	55.98
b) Trade Payables	836.07	-	-	-
c) Security Deposits	5.11	-	-	-
d) Creditors for capital supplies	3.71	-	-	-
e) Deferred Revenue	8.09			
Total	973.36	175.46	85.95	55.98

₹ in Crores

Particulars	As at 31 st March, 2021			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
A) Non-derivative financial liabilities				
a) Lease liabilities	77.56	113.31	51.14	55.87
b) Trade Payables	719.47	-	-	-
c) Security Deposits	1.23	-	-	-
d) Creditors for capital supplies	3.67	-	-	-
e) Deferred Revenue	0.91	-	-	-
Total	802.84	113.31	51.14	55.87

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 tables include both interest and principal cash flows.

The contractual maturity is based on the earliest date on which the Company may be required to pay.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

(iii) Financing arrangements

The Company has access to following undrawn borrowing facilities at the end of the reporting year:

₹ in Crores

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
a) Secured Cash credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	72.00	80.00
- Expiring beyond one year	-	-
b) Unsecured Cash credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	128.00	150.00
c) Bank Guarantees*		
- Expiring within one year	8.70	3.44
- Expiring beyond one year	1.10	7.70

* These limits are as a sub-limit of secured cash credit facility.

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

₹ in Crores

Particulars	As at 31 st March, 2022			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
Trade Receivables	405.67	-	-	-
Security Deposits	23.16	20.27	6.88	12.37
Loan to related parties	-	-	-	-
Others	374.68	4.97	-	-
Total	803.51	25.24	6.88	12.37

₹ in Crores

Particulars	As at 31 st March, 2021			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
Trade Receivables	408.25	-	-	-
Security Deposits	13.27	15.33	5.35	7.61
Loan to Related party	-	-	-	-
Others	325.42	9.21	-	-
Total	746.94	24.54	5.35	7.61

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.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

C) Market Risk Management

The Company does not have significant market risk at the respective reporting dates.

Note No. 34 - Fair Value Measurement

a) Fair Valuation Techniques and Inputs used - recurring items

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 st March, 2022	As at 31 st March, 2021				
A) Financial assets						
Investments						
Mutual fund investments	116.08	55.07	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:

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets				
a) Financial assets carried at Amortised Cost				
i) Loans to related parties	-	-	-	-
ii) Trade and other receivables	405.67	405.67	408.25	408.25
iii) Deposits given	55.72	55.72	37.78	37.78
iv) Cash and cash equivalents	131.05	131.05	197.14	197.14
v) Bank Balances Other than iv above	0.01	0.01	0.01	-
vi) Others	379.65	379.65	334.63	334.63
Total	972.10	972.10	977.81	977.80
B) Financial liabilities				
a) Financial liabilities held at Amortised cost				
i) Lease Liabilities	361.40	361.40	239.73	239.73
ii) Deposits received	5.11	5.11	1.23	1.23
iii) Trade and other payables	836.08	836.08	719.47	719.47
iv) Creditors for capital supplies	3.71	3.71	3.67	3.67
v) Deferred Revenue	8.09	8.09	0.91	0.91
Total	1,214.39	1,214.39	965.01	965.01

Note No. 35 - Segment information

- i) The management of the Company has chosen to organise the Company on the basis of nature of services. No operating segments have been aggregated in arriving at the reportable segments of the Company.
- ii) Specifically, the Company's reportable segments and the type of product or service from which they derive income are:
 - a) Supply Chain Management (SCM) - Goods transportation service, including warehouse management service.
 - b) Enterprise Mobility Services - People transportation service
- iii) The CEO 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 the Standalone Financial Statement

for the year ended 31st March, 2022

iv) The segmental disclosures are as follows :-

As at 31st March, 2022

₹ in Crores

Particulars	SCM	Enterprise Mobility Services	Total Segments	Elimination	Total
Revenue					
I. External customers	3,486.73	144.35	3,631.08	-	3,631.08
II. Intersegment revenue	-	-	-	-	-
Total revenue	3,486.73	144.35	3,631.08	-	3,631.08
Results					
I. Segment Result	206.33	5.58	211.91	-	211.91
Less:					
Finance Costs					(0.90)
Unallocated corporate income net of unallocated expenses					(178.32)
Profit before tax					32.69
Income Taxes					(8.25)
Profit after tax					24.44
Other information					
Segment Assets	1,346.94	50.00	1,396.94	-	1,396.94
Unallocated Corporate Assets					451.91
Total Assets					1,848.85
Segment Liabilities	1,150.79	6.95	1,157.74	-	1,157.74
Unallocated Corporate Liabilities					116.25
Total Liabilities					1,273.99
Capital Expenditure	83.69	0.44	84.13	-	84.13
Depreciation and Amortisation expense	114.26	5.88	120.14	-	120.14

As at 31st March, 2021

₹ in Crores

Particulars	SCM	Enterprise Mobility Services	Total Segments	Elimination	Total
Revenue					
I. External customers	2,840.03	119.08	2,959.11	-	2,959.11
II. Intersegment revenue	-	-	-	-	-
Total revenue	2,840.03	119.08	2,959.11	-	2,959.11
Results					
I. Segment Result	196.30	3.07	199.37	-	199.37
Less:					
Finance Costs					(2.31)
Unallocated corporate income net of unallocated expenses					(164.42)
Profit before tax					32.64
Income Taxes					(8.65)
Profit after tax					23.99
Other information					
Segment Assets	1,142.07	65.84	1,207.91	-	1,207.91
Unallocated Corporate Assets					378.67
Total Assets					1,586.58
Segment Liabilities	886.67	18.37	905.04	-	905.04
Unallocated Corporate Liabilities					116.27
Total Liabilities					1,021.31
Capital Expenditure	59.71	0.89	60.60	-	60.60
Depreciation and Amortisation expense	69.59	3.84	73.43	-	73.43

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Other disclosures:

a) Unallocable Expenditure/Assets:

- (i) 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 an entity basis.
- (ii) Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on an entity basis.
- (iii) The accounting policies of the reportable segments are the same as the Company's accounting Policies described in Note 2.20.

There is no difference between segment profit as reviewed by CEO and the profit before tax as appearing in the financial statements.

v) Geographic information

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue from external customers		
India	3,631.08	2,959.11
Outside India	-	-
Revenue from operations as per statement of profit or loss	3,631.08	2,959.11

vi) Segment Assets

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
India	1,396.94	1,207.91
Outside India	-	-
Total	1,396.94	1,207.91

vii) Capital Expenditure

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
India	84.13	60.60
Outside India	-	-
Total	84.13	60.60

viii) Revenue from major products and services :-

The following is an analysis of the Company's revenue from continuing operations from its major products and services:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Transportation	2,690.32	2,185.12
Warehousing & other related activities	796.41	654.91
Enterprise Mobility Services	144.35	119.08
Total	3,631.08	2,959.11

The revenues of the Company from holding company and group of customers under common control of the holding company amounts to 53.03% (Previous year: 53.85%) for the year ended 31st March, 2022 of its total revenues.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 36 - Leases

Operating Lease

Following are the changes in the carrying value of right of use assets:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Balance as at 1 st April	208.11	133.29
Additions	185.37	144.13
Disposals	(8.62)	(14.49)
Amortisation expense for the year	(87.14)	(54.82)
Balance as at 31st March	297.72	208.11

The following is the movement in lease liabilities:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Balance as at 1 st April	239.73	164.85
Additions	207.72	141.16
Finance cost accrued during the period	25.79	15.79
Deletions	(8.91)	(16.73)
Payment of lease liabilities	(102.93)	(65.34)
Balance as at 31st March	361.40	239.73

The following is the break-up of current and non-current lease liabilities:

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
Non-current lease liabilities	267.02	179.52
Current lease liabilities	94.38	60.21
Total	361.40	239.73

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	₹ in Crores	
	2022	2021
Less than one year	120.38	77.56
One to Three years	175.46	113.31
Three to five years	85.95	51.14
More than five years	55.98	55.87
Total undiscounted lease liabilities at Balance sheet date	437.78	297.88

Rental expense recorded for short-term leases was ₹ 60.70 crore (Previous Year: ₹ 43.66 Crores) for the year ended 31st March, 2022.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

The following is the movement in the net investment in sublease of ROU asset during the year:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Balance as at 1 st April	18.75	20.47
Additions	31.23	-
Finance Income on net investment in sublease in ROU	2.52	1.63
Deletions	-	-
Rental Income on net investment in sublease in ROU	(6.39)	(3.35)
Balance as at 31st March	46.11	18.75

The table below provides details regarding the contractual maturities of net investment in sublease of ROU asset on an undiscounted basis:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Less than one year	11.38	3.49
One to Three years	23.39	6.64
Three to five years	16.84	6.70
More than five years	4.63	8.18
Total	56.24	25.01

Leases not yet commenced to which Company is committed amounts to ₹ 9.95 crores for a lease term up to 10 years.

Note No. 37 - Employee benefits

a) Defined Contribution Plan

The Company's contribution to Provident Fund, superannuation Fund and other funds aggregating ₹ 11.38 crore (2021: ₹ 12.60 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).

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

(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 st March, 2022	As at 31 st March, 2021
a) Discount rate(s)	6.80%	6.40%
b) Expected rate(s) of salary increase	7.00%	7.00%
c) Mortality rate during employment	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

d) Defined benefit plans – as per actuarial valuation

₹ in Crores

Particulars	Funded Plan - Gratuity	
	As at 31 st March, 2022	As at 31 st March, 2021
I. Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:		
a) Current Service Cost	3.84	3.49
b) Past service cost and (gains)/losses from settlements	-	-
c) Net interest expense	0.24	0.26
Components of defined benefit costs recognised in profit or loss	4.08	3.75
Remeasurement on the net defined benefit liability		
a) Return on plan assets (excluding amount included in net interest expense)	0.01	0.04
b) Actuarial (gains)/loss arising from changes in financial assumptions	(0.67)	0.87
c) Actuarial (gains)/loss arising from changes in demographic assumptions	-	-
d) Actuarial (gains)/loss arising from experience adjustments	1.69	(1.00)
Components of defined benefit costs recognised in Other Comprehensive Income	1.03	(0.09)
Total	5.11	3.66
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March		
a) Present value of defined benefit obligation	(23.11)	(21.22)
b) Fair value of plan assets	18.02	17.56
c) Surplus/(Deficit)	(5.09)	(3.66)
d) Current portion of the above	(5.09)	(3.66)
e) Non current portion of the above	-	-
III. Change in the obligation during the year ended 31st March		
a) Present value of defined benefit obligation at the beginning of the year	21.22	20.37
b) Add/(Less) on account of Scheme of Arrangement/Business		
c) Transfer	0.04	-
d) Expenses Recognised in Profit and Loss Account		
- Current Service Cost	3.84	3.49
- Past Service Cost	-	-
- Interest Expense (Income)	1.36	1.34

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

₹ in Crores

Particulars	Funded Plan - Gratuity	
	As at 31 st March, 2022	As at 31 st March, 2021
e) Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from:		
i. Financial Assumptions	(0.67)	0.87
ii. Demographic Assumptions	-	-
iii. Experience Adjustments	1.69	(1.00)
f) Benefit payments	(4.37)	(3.85)
g) Present value of defined benefit obligation at the end of the year	23.11	21.22
IV. Change in fair value of assets during the year ended 31st March		
i) Fair value of plan assets at the beginning of the year	17.56	16.41
ii) Expenses Recognised in Profit and Loss Account		
- Expected return on plan assets	1.12	1.08
iii) Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actual Return on plan assets in excess of the expected return	(0.01)	(0.04)
iv) Contributions by employer (including benefit payments recoverable)	3.72	3.96
v) Benefit payments	(4.37)	(3.85)
vi) Fair value of plan assets at the end of the year	18.02	17.56
V. The Major categories of plan assets		
- Insurance Funds	18.02	17.56
VI. Actuarial assumptions		
a) Discount rate	6.80%	6.40%
b) Expected rate of return on plan assets	6.80%	6.40%
c) Attrition rate	12.00%	12.00%

e) **The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:**

Principal assumption	Changes in assumption	Impact on defined benefit obligation			
		As at 31 st March, 2022		As at 31 st March, 2021	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
a) Discount rate	1.00%	21.57	24.87	19.76	22.89
b) Salary growth rate	1.00%	24.81	21.58	22.81	19.78
c) Rate of employee turnover	1.00%	23.00	23.23	21.07	21.39

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 31st March, 2022 is 7 years

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

f) Maturity profile of defined benefit obligation:

The tables include both discounted value as well as unwinding of interest.

Particulars	2022	2021
Within 1 year	2.79	2.29
1-2 years	2.68	2.43
2-3 years	2.64	2.35
3-4 years	2.66	2.35
4-5 years	2.42	2.30
5-10 years	10.40	9.35
More than 10 years	18.36	16.57

g) Plan Assets

The fair value of Company's plan asset by category are as follows:

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Asset category:		
Deposits with Insurance companies	18.02	17.56
	100%	100%

h) Experience Adjustments:

Particulars	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2021	As at 31 st March, 2021	As at 31 st March, 2021
	Gratuity				
1. Defined Benefit Obligation	(23.11)	(21.22)	(20.37)	(16.51)	(13.76)
2. Fair value of plan assets	18.02	17.56	16.41	13.00	9.87
3. Surplus/(Deficit)	(5.09)	(3.66)	(3.96)	(3.51)	(3.89)
4. Experience adjustment on plan liabilities [(Gain)/Loss]	1.69	(1.00)	0.77	(0.02)	1.50
5. Experience adjustment on plan assets [Gain/(Loss)]	(0.01)	(0.04)	0.16	0.05	0.22

- 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.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Note No. 38 - 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	Lords Freight (India) Private Limited
2	2X2 Logistics Private Limited

(b) Other parties with whom transactions have taken place during the year:

(i) Joint Venture

1	Transtech Logistics Private Limited
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(ii) Fellow Subsidiaries

1	Gromax Agri Equipment Limited
2	Mahindra Auto Steel Private Limited
3	Mahindra Defence Systems Limited
4	Mahindra Electric Mobility Limited
5	Mahindra Epc Irrigation Limited
6	Mahindra Fruits Private Limited
7	Mahindra Heavy Engines Limited
8	Mahindra Holidays & Resorts India Limited
9	Mahindra Integrated Business Solutions Private Limited
10	Mahindra Marine Private Limited
11	Mahindra Mstc Recycling Private Limited
12	Mahindra Steel Service Centre Limited
13	Mahindra Susten Private Limited
14	Mahindra Two Wheelers Limited
15	Meru Mobility Tech Private Limited
16	Mahindra Rural Housing Finance Limited
17	NBS International Limited

(iii) Other Related Parties

a) Joint Venture of Holding Company

1	Classic Legends Private Limited
2	Mahindra Tsubaki Conveyor Systems Private Limited
3	Mahindra World City (Jaipur) Limited

b) Associate of Holding Company

1	Brainbees Solutions Private Limited
2	Tech Mahindra Limited
3	Swaraj Engine Limited

c) Subsidiary of Associate of Holding Company

1	Mahindra CIE Automotive Limited
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d) Subsidiary of Joint Venture of Holding Company

1	Mahindra Industrial Park Chennai Limited
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e) Associates of Fellow subsidiaries

1	Medwell Ventures Private Limited
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(iv) Key Management Personnel (KMP)

1	Rampraveen Swaminathan
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Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

ii) Details of transaction between the Company and its related parties are disclosed below:

Particulars	Holding Company	Subsidiaries	Fellow subsidiaries	Joint Ventures	Other related parties
Nature of transactions with Related Parties					
a) Purchase of property and other assets	0.75	-	-	-	-
	1.16	-	-	-	-
b) Rendering of services	1,856.85	0.02	30.90	-	37.01
	1,449.52	(0.25)	114.56	-	29.23
c) Receiving of services	2.28	20.22	0.35	1.13	0.23
	1.48	29.18	3.37	1.13	0.27
d) Reimbursements made to parties	11.13	-	-	-	-
	11.54	-	-	-	-
e) Reimbursements received from parties	0.05	1.02	0.01	-	-
	-	0.66	-	-	-
f) Loans/Deposits given	-	2.00	-	-	-
	-	2.00	-	-	-
g) Loans/Deposits refunded back	-	2.00	-	-	-
	-	2.00	(15.00)	-	-
h) Interest Income on inter-corporate deposits	-	0.02	-	-	-
	-	0.03	0.52	-	-
i) Bad & doubtful debts recognised in respect of dues from related parties	0.13	-	-	-	-
	-	-	-	-	-
Balances Outstanding with Related Parties					
a) Trade payables	6.67	-	0.02	0.10	0.01
	13.10	-	0.15	-	0.07
b) Trade receivables	117.24	0.65	5.18	-	4.75
	99.26	0.87	19.50	-	4.49
c) Advances Given	-	0.73	-	-	-
	-	3.64	-	-	-
d) Deposit taken	0.03	-	-	-	-
	-	-	-	-	-
e) Provision of bad & doubtful debts related to amount due from related parties	2.20	-	-	-	0.29
	2.29	-	0.03	-	0.29

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.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Particulars	Holding Company	Subsidiaries	Fellow subsidiaries	Joint Ventures	Other related parties
Nature of transactions with Related Parties					
a) Purchase of property and other assets					
Mahindra & Mahindra Limited	0.75	-	-	-	-
	1.16	-	-	-	-
b) Rendering of services					
Gromax Agri Equipment Limited	-	-	6.66	-	-
	-	-	-	-	-
Mahindra & Mahindra Limited	1,856.85	-	-	-	-
	1,449.52	-	-	-	-
Mahindra Vehicle Manufacturers Ltd.*	-	-	-	-	-
	-	-	85.82	-	-
Mahindra Two Wheelers Limited	-	-	5.56	-	-
	-	-	-	-	-
Mahindra Electric Mobility Limited	-	-	6.68	-	-
	-	-	-	-	-
Classic Legends Private Limited	-	-	-	-	19.81
	-	-	-	-	14.31
Tech Mahindra Ltd.	-	-	-	-	5.88
	-	-	-	-	4.74
Mahindra CIE Automotive Ltd	-	-	-	-	10.77
	-	-	-	-	8.21
Lords Freight (India) Private Limited	-	0.01	-	-	-
	-	(0.25)	-	-	-
Mahindra Heavy Engines Limited	-	-	11.16	-	-
	-	-	12.62	-	-
2X2 Logistics Private Limited	-	0.01	-	-	-
	-	-	-	-	-
c) Receiving of services					
Mahindra & Mahindra Limited	2.28	-	-	-	-
	1.48	-	-	-	-
Mahindra Engineering and Chemical Products Limited*	-	-	-	-	-
	-	-	2.09	-	-
Meru Mobility Tech Private Limited	-	-	0.18	-	-
	-	-	-	-	-
NBS International Limited	-	-	0.95	-	-
	-	-	0.95	-	-
Medwell Ventures Private Limited	-	-	-	-	-
	-	-	-	-	0.07
Mahindra World City (Jaipur) Limited	-	-	-	-	0.23
	-	-	-	-	0.20
Mahindra Integrated Business Solutions Pvt Ltd	-	-	0.15	-	-
	-	-	-	-	-
2X2 Logistics Private Limited	-	20.22	-	-	-
	-	29.18	-	-	-
Transtech Logistics Pvt Ltd	-	-	-	1.13	-
	-	-	-	1.13	-

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

Particulars	Holding Company	Subsidiaries	Fellow subsidiaries	Joint Ventures	Other related parties
d) Reimbursements made to parties					
Mahindra & Mahindra Limited	11.13	-	-	-	-
	11.54	-	-	-	-
e) Reimbursements received from parties					
Mahindra & Mahindra Limited	0.05	-	-	-	-
	-	-	-	-	-
Meru Mobility Tech Private Limited	-	-	0.01	-	-
	-	-	-	-	-
Lords Freight (India) Private Limited	-	1.02	-	-	-
	-	0.44	-	-	-
2X2 Logistics Private Limited	-	-	-	-	-
	-	0.22	-	-	-
f) Loans/Deposits given					
Lords Freight (India) Private Limited	-	2.00	-	-	-
	-	2.00	-	-	-
g) Loans/Deposits refunded back					
Lords Freight (India) Private Limited	-	2.00	-	-	-
	-	2.00	-	-	-
h) Interest Income on inter-corporate deposits					
Mahindra Rural Housing Finance Limited	-	-	-	-	-
	-	-	0.52	-	-
Lords Freight (India) Private Limited	-	0.02	-	-	-
	-	0.03	-	-	-
i) Bad & doubtful debts recognised in respect of dues from related parties					
Mahindra & Mahindra Limited	0.13	-	-	-	-
	-	-	-	-	-

* now merged with Mahindra & Mahindra Limited

iii) Compensation of key managerial personnel

The remuneration of key managerial personnel during the year was as follows:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Short-term employee benefits	3.96	3.05
Issue of ESOP Shares during the year	2.13	-

The remuneration of 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 31st March, 2022

Note No. 39 - Ratios

S No.	Particulars	Numerator	Denominator	31 st March, 2022	31 st March, 2021	% variance
1	Current Ratio	Current Assets	Current Liabilities	1.16	1.33	-12.78%
2	Debt-equity Ratio	NA	NA	NA	NA	NA
3	Debt service coverage Ratio	NA	NA	NA	NA	NA
4	Return on equity Ratio	Profit After Tax	Average Shareholder's Equity	4.29%	4.32%	-0.69%
5	Inventory Turnover Ratio	Sales	Closing Inventory	14.10	NA	NA
6	Trade receivables turnover ratio	Net Credit Sales	Average Trade Receivables & Accrued Sales	4.77	4.10	16.34%
7	Trade payables turnover ratio	Purchases of Services & Other Expenses	Average Trade payables	4.06	3.96	2.53%
8	Net capital turnover ratio	Revenue from Operations	Working Capital	23.28	10.78	115.96% #
9	Net profit ratio	Net Profit	Revenue from Operations	0.67%	0.81%	-17.28%
10	Return on capital employed	Earnings Before Interest & Tax	Capital Employed*	10.22%	9.51%	7.47%
11	Return on investment	NA	NA	NA	NA	NA

* Equity Share Capital

Revenue growth along with higher efficiency on working capital improvement has resulted in an improvement in the ratio.

Note No. 40 - Contingent Liabilities and Commitments

A Contingent Liabilities

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Contingent liabilities (to the extent not provided for)		
Claims against the Company not acknowledged as debt		
a) VAT	19.40	19.40
b) Service Tax	3.36	3.19
c) Income Tax	3.19	-
d) Other Matters	7.43	6.90

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.

B Commitments

The Company has provided financial support letter to 2X2 Logistics Limited its subsidiary, to meet any shortfall in its ability to meet its liability and obligation as they fall due during the period until March 2022

Note No. 41 - 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.
- The Company did not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Notes to the Standalone Financial Statement

for the year ended 31st March, 2022

- 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).

Note No. 42

Previous year numbers have been regrouped wherever necessary.

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 profit in its joint venture, which comprise the Consolidated Balance Sheet as at 31st March 2022, 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 then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated Ind AS financial statements").

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 and joint venture 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2022, and their consolidated profit, their consolidated total comprehensive income, 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 specified under section 143 (10) of the Act (SAs). 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 and its 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 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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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 matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Completeness of revenue recognized for Supply Chain Management:</p> <p>The Company engages external fleet owners for providing onward transportation services to the customers. The Company recognizes 'Revenue' from rendering of services upon:</p> <ol style="list-style-type: none"> 1. Receiving of actual invoice from vendor along with customer acknowledged Proof of Delivery (POD) of completed services; OR 2. An estimate of 'Trips' that would have been completed using the 'Expected Lead Time' (ELT) <p>Determining completion of performance obligation and recording 'Revenue' using the ELT method at the reporting date requires management to exercise significant judgments. Given the involvement of significant judgments around estimations of ELT in the recognition of 'Revenue' with respect to Supply Chain business, it is considered to be a key audit matter.</p> <p>(Refer Significant Accounting Policy 3(a).iv and note no. 10 and 23 to the financial statements)</p>	<p>We have performed following procedures:</p> <ul style="list-style-type: none"> ➤ Obtained an understanding of the significant management judgement in estimating the ELT in the recognition of revenue at the reporting date with respect to the Supply Chain business. ➤ Tested the design and implementation of internal controls on judgements exercised over the determination of ELT in the recognition of revenue at the reporting date with respect to the Supply Chain business as well as their operating effectiveness of the aforesaid controls. ➤ To assess the reasonableness of the ELT determined by the management in recognition of revenue as at the reporting period for the Supply Chain business: <ol style="list-style-type: none"> i. reviewing the parameters used to determine the basis of ELT, and ii. tested 'Unbilled Revenue' for an interim period against actual POD's received subsequently; ➤ Tested samples of relevant direct costs to ensure that all expenses have been booked corresponding to revenue.

Independent Auditor's Report (contd)

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.
- ✦ 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, compare with the financial statements of the subsidiaries and joint venture 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 and joint venture, is traced from their financial statements audited by other auditors.
- ✦ If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent 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 consolidated financial statements 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 joint venture in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its joint venture 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, which have been used for the purpose of preparation of the consolidated

financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its joint venture 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 intends 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 and of its joint venture are also responsible for overseeing the financial reporting process of the Group and of its joint venture.

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 judgment 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 control 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 Company has adequate internal financial controls system 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 and its joint venture 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 and its joint venture 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 and its joint venture 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 other entities included in the consolidated financial statements, which have been audited by the 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 Company 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 control 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

We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 100.62 cr as at 31st March 2022, total revenues of ₹ 474.11 cr and net cash inflows amounting to ₹ 0.47 cr 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 profit of ₹ 0.01 cr for the year ended 31st March 2022, as considered in the consolidated financial statements, in respect of 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, and joint venture, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, and joint venture is based solely on the reports of the other auditors.

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 statements 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, and joint venture 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 relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other

Independent Auditor's Report (contd)

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.
- e) On the basis of the written representations received from the directors of the Parent Company as on 31st March 2022 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies and joint venture company incorporated in India, none of the directors of the Group companies, and its joint venture company incorporated in India is disqualified as on 31st March 2022 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 over financial reporting 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 company, subsidiary companies, and joint venture company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting 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 Company to its 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:
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its joint venture
 - ii) the Group and its joint venture did not have any material foreseeable losses on long-term contracts including derivative contracts
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent Company,

and its subsidiary companies and joint venture company incorporated in India.

- iv) (a) The respective Managements of the Parent Company and its subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint venture respectively that, to the best of their knowledge and belief, as disclosed in the notes 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 Company or any of such subsidiaries and joint venture 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 Parent Company or any of such subsidiaries and joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- iv) (b) The respective Managements of the Parent Company and its subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the notes to consolidated financial statements, no funds have been received by the Parent Company or any of such subsidiaries and joint venture from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiaries and joint venture 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.

- iv) (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 and joint venture 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 mis-statement.
- v) The final dividend proposed in the previous year, declared and paid by the Parent Company during the year is in accordance with section 123 of the Act, as applicable.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by the auditors of the subsidiaries and joint venture included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, provided to us by the Management of the Company and based on the identification of matters of qualifications or adverse remarks in their CARO reports by the respective component auditors, where CARO is applicable, and provided to us, we report that the auditors of such companies have not reported any qualifications or adverse remarks in their CARO report.

As stated in note 17 to the financial statements, the Board of Directors of the Parent Company have proposed final dividend for the year which is subject to the approval of the members at the

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Kedar Raje
(Partner)
(Membership No. 102637)
(UDIN: 22102637AHUJBB4558)

Place: Mumbai
Date: 26th April 2022

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 Over Financial Reporting 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 of and for the year ended 31st March 2022, we have audited the internal financial controls over financial reporting of Mahindra Logistics Limited (hereinafter referred to as "Parent") and its subsidiary company, 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, and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 over financial reporting of the Parent, and its subsidiary company, 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. 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 company, 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 system over financial reporting of the Parent, and its subsidiary company, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 over financial reporting 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 authorizations of management and directors of the company;

and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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, and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the criteria for internal financial control over financial reporting 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 over financial reporting insofar as it relates to subsidiary company, which is company incorporated in India, is based solely on the corresponding reports of the auditors of such company 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: 22102637AHUJBB4558)

Place: Mumbai
Date: 26th April 2022

Consolidated Balance Sheet

as at 31st March, 2022

₹ in Crores

Particulars	Note No.	As at 31 st March, 2022	As at 31 st March, 2021
Assets			
I Non-current assets			
(a) Property, Plant and Equipment	4	470.69	339.20
(b) Net Investment in Lease		46.11	18.75
(c) Capital Work-in-Progress	5	0.43	2.07
(d) Goodwill on consolidation		4.33	4.33
(e) Intangible Assets	6	10.37	17.19
(f) Intangible assets under development	7	13.39	0.99
(g) Financial Assets			
(i) Other Financial Assets	11	37.53	34.50
(h) Deferred Tax Assets (Net)	12	26.85	22.05
(i) Income Tax Assets (Net)	15	76.17	29.37
(j) Other Assets	13	13.00	14.18
Sub-total		698.87	482.63
II Current assets			
(a) Inventories	8	1.43	-
(b) Financial Assets			
(i) Investments	9	116.08	55.07
(ii) Trade Receivables	10	479.42	485.60
(iii) Cash and Cash Equivalents	14 A	132.14	197.76
(iv) Bank Balances other than (iii) above	14 B	0.01	0.01
(v) Other Financial Assets	11	403.12	354.17
(c) Other Assets	13	99.92	111.69
Sub-total		1,232.12	1,204.30
Total assets		1,930.99	1,686.93
Equity and liabilities			
Equity			
(a) Equity Share Capital	16	71.87	71.67
(b) Share Application Money		0.06	0.04
(c) Other Equity	17	518.44	496.35
Equity attributable to owners		590.37	568.06
Equity attributable to non-controlling interests		0.28	2.77
Sub-total		590.65	570.83
Liabilities			
I Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	0.01	0.90
(ii) Lease Liabilities	37	267.32	179.52
(b) Provisions	20	16.45	15.89
Sub-total		283.78	196.31
II Current liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	18	37.54	28.29
(ii) Trade Payables	37	94.60	60.77
(iii) Trade Payables			
a) Due to Micro and Small Enterprises	22	35.34	14.06
b) Other than Micro and Small Enterprises	22	823.45	752.02
(iv) Other Financial Liabilities	19	17.84	14.89
(b) Provisions	20	6.34	6.06
(c) Current Tax Liabilities (net)	15	8.26	8.26
(d) Other Liabilities	21	33.19	35.44
Sub-total		1,056.56	919.79
Total equity and liabilities		1,930.99	1,686.93

The accompanying notes 1 to 43 are an integral part of the Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP

Chartered Accountants

Kedar Rajee

Partner

Place: Mumbai

Date: 26th April, 2022

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For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman

DIN: 02719429

Yogesh Patel

Chief Financial Officer

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

Ruchie Khanna

Company Secretary

Mahindra Logistics Limited

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2022

₹ in Crores

Particulars	Note No.	Year ended 31 st March, 2022	Year ended 31 st March, 2021
I Revenue from Operations	23	4,083.03	3,263.72
II Other Income	24	12.19	17.47
III Total Income (I + II)		4,095.22	3,281.19
IV Expenses			
(a) Cost of materials consumed	25	9.81	-
(b) Changes in inventories of finished goods	26	(0.45)	-
(c) Operating Expenses	27	3,494.53	2,764.30
(d) Employee benefits expense	28	300.00	296.46
(e) Finance costs	29	29.52	20.09
(f) Depreciation and amortisation expense	4&6	134.51	89.65
(g) Other expenses	30	81.48	68.74
Total Expenses		4,049.40	3,239.24
V Profit before exceptional items and tax (III - IV)		45.82	41.95
VI Exceptional items (net)	31	-	2.75
VII Profit before tax (V - VI)		45.82	39.20
VIII Tax Expense			
(1) Current tax	32	16.07	12.10
(2) Deferred tax	32	(4.82)	(2.08)
Total Tax Expense		11.25	10.02
IX Profit After Tax (VII - VIII)		34.57	29.18
X Share of Profit/(Loss) of Joint Venture		0.01	(0.39)
XI Profit for the year		34.58	28.79
XII Profit for the year attributable to:			
Owners of the company		37.07	30.00
Non Controlling Interests		(2.49)	(1.21)
XIII Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of the defined benefit plans		(0.90)	0.07
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.22	(0.01)
Total Other comprehensive income		(0.68)	0.06
XIV Other comprehensive income for the year attributable to:			
Owners of the company		(0.68)	0.06
Non Controlling Interests		-	-
Total comprehensive income for the year (XI + XIII)		33.90	28.85
XV Total comprehensive income for the year attributable to:			
Owners of the company		36.39	30.06
Non Controlling Interests		(2.49)	(1.21)
XVI Earnings per equity share (face value ₹ 10/- per share)			
(1) Basic (in ₹)	33	5.16	4.19
(2) Diluted (in ₹)	33	5.14	4.16

The accompanying notes 1 to 43 are an integral part of the Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP

Chartered Accountants

Kedar Raje

Partner

Place: Mumbai

Date: 26th April, 2022

For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman

DIN: 02719429

Yogesh Patel

Chief Financial Officer

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

Ruchie Khanna

Company Secretary

Consolidated Statement of Changes in Equity

for the year ended 31st March, 2022

(A) Equity Share Capital

₹ in Crores

Particulars	Number of shares	Equity share capital
Balance as at 1st April, 2020	7,15,37,256	71.54
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	7,15,37,256	71.54
Changes in equity share capital during the year:		
Exercise of Employee Stock Options & RSU's	1,33,084	0.13
Balance as at 31st March, 2021	7,16,70,340	71.67
Balance as at 1st April, 2021	7,16,70,340	71.67
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	7,16,70,340	71.67
Changes in equity share capital during the year		
Exercise of Employee Stock Options & RSU's	2,01,278	0.20
Balance as at 31st March, 2022	7,18,71,618	71.87

(B) Other Equity

Particulars	Reserves & Surplus			Total	Non-Controlling Interest	Total Other Equity
	Securities premium	Equity-settled employee benefits reserve	Retained earnings			
Balance as at 1st April, 2020	105.52	14.68	352.91	473.11	5.43	478.54
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	105.52	14.68	352.91	473.11	5.43	478.54
- Addition to Securities premium	7.09	-	-	7.09	-	7.09
- Addition to equity settled employee benefit reserve	-	6.47	-	6.47	-	6.47
- Deletion to equity settled employee benefit reserve	-	(7.09)	-	(7.09)	-	(7.09)
- Dividend paid on Equity Shares (including tax thereon)	-	-	(10.74)	(10.74)	-	(10.74)
- Additional Purchase - Lords	-	-	(2.55)	(2.55)	(1.45)	(4.00)
Total Comprehensive income for the year						
- Profit for the year	-	-	30.00	30.00	(1.21)	28.79
- Actuarial gain/(loss) transferred to retained earnings	-	-	0.06	0.06	-	0.06
Balance as at 31st March, 2021	112.61	14.06	369.68	496.35	2.77	499.12

Consolidated Statement of Changes in Equity

for the year ended 31st March, 2022

Particulars	Reserves & Surplus			Total	Non-Controlling Interest	Total Other Equity
	Securities premium	Equity-settled employee benefits reserve	Retained earnings			
Balance as at 1st April, 2021	112.61	14.06	369.68	496.35	2.77	499.12
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	112.61	14.06	369.68	496.35	2.77	499.12
- Addition to Securities premium	7.55	-	-	7.55	-	7.55
- Addition to equity settled employee benefit reserve	-	3.34	-	3.34	-	3.34
- Deletion to equity settled employee benefit reserve	-	(7.25)	-	(7.25)	-	(7.25)
- Dividend paid on Equity Shares (including tax thereon)	-	-	(17.94)	(17.94)	-	(17.94)
- Additional Purchase - Lords	-	-	-	-	-	-
Total Comprehensive income for the year						
- Profit for the year	-	-	37.07	37.07	(2.49)	34.58
- Actuarial gain/(loss) transferred to retained earnings	-	-	-0.68	(0.68)	-	(0.68)
Balance as at 31st March, 2022	120.16	10.15	388.13	518.44	0.28	518.72

The accompanying notes 1 to 43 are an integral part of the Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP

Chartered Accountants

Kedar Raje

Partner

Place: Mumbai

Date: 26th April, 2022

For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman

DIN: 02719429

Yogesh Patel

Chief Financial Officer

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

Ruchie Khanna

Company Secretary

Consolidated Statement of Cash Flows

for the year ended 31st March, 2022

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
A. Cash flows from operating activities:		
Profit before tax for the year	45.82	39.20
Adjustments for:		
Loss on disposal of property, plant and equipment	0.09	0.46
Provision for expected credit loss recognised on trade receivables	2.60	1.62
Bad debts/advances written off	1.57	3.65
Provision for doubtful advances	0.12	0.10
Depreciation and amortisation expense	134.51	89.65
Provision for Impairment of Investment in Joint Venture	-	2.75
Finance Charges	29.52	20.09
Unrealised gain on reversal of Right of Use Assets	(0.32)	(2.09)
Unrealised gain on sub-lease arrangement	(2.70)	-
Interest Income	(2.75)	(4.96)
Rental Income on Sub-Lease	6.39	3.35
Finance income on net investment in lease	(2.52)	(1.63)
Profit on sale of mutual funds	(1.27)	(0.29)
Share based payment expenses	3.34	6.47
	168.58	119.17
Operating profit before working capital changes	214.40	158.37
Changes in:		
Trade and other receivables	(43.02)	(86.90)
Inventories	(1.43)	-
Trade and other payables and provisions	93.33	170.73
	48.88	83.83
Cash generated from operations	263.28	242.20
Income taxes net of refund/ (paid)	(62.65)	51.49
Net cash flow generated from operating activities	200.63	293.69
B. Cash flows from investing activities		
Payment to acquire current investments	(1,213.01)	(713.00)
Proceeds from sale of current investments	1,153.27	658.22
Investment in Subsidiary	-	(4.00)
Inter Corporate Deposit received back/(given)	-	15.00
Interest income	1.26	4.78
Payment to acquire property, plant and equipment & other intangible assets including CWIP	(105.65)	(71.15)
Proceeds from disposal of property, plant and equipment	14.36	2.18
Net cash generated from/(used in) investing activities	(149.77)	(107.97)

Consolidated Statement of Cash Flows

for the year ended 31st March, 2022

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
C. Cash flows from financing activities		
Issue of Share Capital	0.16	0.13
Share premium received	0.30	-
Share application money received	0.06	0.04
Proceeds from borrowings	8.36	112.20
Repayment of borrowings	-	(118.90)
Interest paid	(3.63)	(4.22)
Repayment of finance lease obligations	(103.79)	(66.00)
Dividend paid	(17.94)	(10.74)
Net cash used in financing activities	(116.48)	(87.49)
Net Increase / (decrease) in cash and cash equivalents (A+B+C)	(65.62)	98.23
Cash and cash equivalents at the beginning of the year	197.76	99.53
Cash and cash equivalents at the end of the year	132.14	197.76
Components of cash and cash equivalents		
Cash / Cheques on hand	0.67	0.79
With Banks - on Current account/ Fixed Deposit/Balance in Cash Credit Accounts	131.47	196.97
	132.14	197.76

Notes :

- The above Cash Flow Statement has been prepared under the Indirect Method set out in IND AS 7 - Statement of Cash flows.
- Figures in bracket indicates cash out flow.

The accompanying notes 1 to 43 are an integral part of the Financial Statements.

In terms of our report attached

For Deloitte Haskins & Sells LLP

Chartered Accountants

Kedar Raje

Partner

Place: Mumbai

Date: 26th April, 2022

For and on behalf of the Board of Directors

Mahindra Logistics Limited

Anish Shah

Chairman

DIN: 02719429

Yogesh Patel

Chief Financial Officer

Rampraveen Swaminathan

Managing Director & CEO

DIN: 01300682

Ruchie Khanna

Company Secretary

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

1. Corporate information

Mahindra Logistics Limited is a public limited company incorporated in India on 24th August, 2007 under the Companies Act, 1956. The address of its registered office are disclosed in the introduction to the Annual Report. The Group is a domestic 3PL service provider mainly engaged in transportation warehousing, supply chain management, international freight forwarding and people logistics services.

The Consolidated financial statements for the year ended 31st March, 2022 were approved for issue in accordance with a resolution of the directors on 26th April, 2022.

2. Significant 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 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 such as 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(INR) 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

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

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.

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

Revenue is measured at the fair value of the consideration received or receivable.

2.6.1 Rendering of services

Incomes from logistics services rendered are recognised on the completion of the services as per the terms of contract. Revenue is recognized at the fair value of consideration received or receivable, to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

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.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

2.6.3 Sale of products - Cultivator

The Company recognizes revenue from contracts with customers related to sale of goods, when the Company satisfies performance obligation. Performance obligation are satisfied at the point of time when the customer obtains control of the goods. The control of goods is transferred to the customer depending upon the incoterms.

Control is considered to be transferred to customer when customer has ability to direct the use of such goods and obtain substantially all the benefits from it and has the primary responsibility when on selling the goods and it bears the risks of obsolescence and loss in relation to the goods."

2.7. Leasing

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 contracts entered into, or modified, on or after 1st 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 amortised cost 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.

It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

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'.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

As a lessee

Operating leases

For transition, the Group has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Group has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right of use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. Single discount rate to a portfolio of leases with similar characteristics.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

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

- a. 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.
- b. 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:

- a. Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.
- b. 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

i. Defined Contribution Plan :

Group's contributions paid/payable during the year to the Superannuation Fund, ESIC, Provident Fund and Labour Welfare Fund are recognised in the Consolidated Statement of Profit and Loss.

ii. 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:

- a. service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

- b. net interest expense or income; and
- c. 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 28.

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. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.12.1. 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.

2.12.2. 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.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

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.

2.12.3. 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.

2.13. 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 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 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. Certain items of Plant & Machinery 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. Certain items of Plant & Machinery individually costing less than Rs. 5,000 shall be depreciated over a period of 1 year.
- iii. Mobile Phones (included in office equipment) in 2 years.
- iv. Motor Cars (included in Vehicles) in 3 to 5 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.
- 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.

2.14. Intangible assets

2.14.1. 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.

2.14.2. 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.

2.14.3. 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,

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

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.

2.15. 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.

2.16. 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.

2.17. 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.

2.18. 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. 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

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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.

2.19. 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.

2.19.1. 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 2.18.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.19.2. 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.

2.19.3. 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.

2.19.4. 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-

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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.

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.

2.19.5. 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.

2.19.6. 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

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financial assets are recognised in other comprehensive income.

2.20. Financial liabilities and equity instruments

2.20.1. 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.

2.20.2. 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.

2.20.3. 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 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.

2.20.4. Financial liabilities

All financial liabilities are subsequently measured at amortised cost.

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.

2.21. Segment Accounting:

The CEO 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.

2.21.1. 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.

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2.21.2. 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".

2.22. 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.

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 2.12 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) Estimated Lead Time for determining completion of performance

The Group also determines completion of performance obligation with respect to transportation service based on Estimated Lead Time (ELT) to deliver based on standard past performance and to that extent it involves management judgments for estimating delivery time to destination.

(v) 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.

(vi) Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

Based on assessment and on the basis of available information of the impact of

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COVID-19, the Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of current assets after considering internal and external sources of information as at the date of approval of these financial statements. The actuals may differ from the estimates considered in these financial statements.

(vii) 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 and has taken into account estimates of possible effect from the pandemic relating to COVID-19.

(viii) Revenue from Contracts with Customers

The Group has evaluated the impact of COVID-19 resulting from (i) the possible constraints to continue its operations and revisions in costs to fulfill the pending obligations (ii) onerous obligations (iii) penalties, if any, relating to breaches of agreements and (iv) termination or deferment of contracts by customers. The Group has concluded that the impact of COVID-19 is not material based on these estimates. Due to the nature of the pandemic, the Group will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

3 (b). Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below:

Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Group has evaluated the amendment and the impact is not expected to be material.

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Note No. 4 - Property, Plant and Equipment

As at 31st March, 2022

₹ in Crores

Description of Assets	Freehold Land	Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Right of Use Assets	Total
A. Cost							
Balance as at 1 st April, 2021	1.91	75.32	45.97	60.70	51.66	293.89	529.45
a) Additions	-	33.42	19.13	32.84	9.71	186.30	281.40
b) Less: Disposals / adjustments	-	(4.01)	(2.15)	(13.88)	-	(8.83)	(28.87)
Balance as at 31st March, 2022	1.91	104.73	62.95	79.66	61.37	471.36	781.98
B. Accumulated depreciation/ amortisation							
Balance as at 1 st April, 2021	-	23.91	27.08	19.67	34.34	85.25	190.25
a) Depreciation/amortisation expense for the year	-	12.64	9.23	10.30	6.58	87.90	126.65
b) Less: Disposals / adjustments	-	(1.47)	(1.79)	(2.34)	-	(0.01)	(5.61)
Balance as at 31 st March, 2022	-	35.08	34.52	27.63	40.92	173.14	311.29
C. Net carrying amount as at 31st March, 2022 (A-B)	1.91	69.65	28.43	52.03	20.45	298.22	470.69

As at 31st March, 2021

₹ in Crores

Description of Assets	Freehold Land*	Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Right of Use Assets	Total
A. Cost							
Balance as at 1 st April, 2020	-	62.42	35.10	34.90	45.06	176.60	354.08
a) Impact of adoption of Ind AS 116	-	-	-	-	-	-	-
a) Additions	1.91	21.45	11.65	27.32	7.64	145.01	214.98
b) Less: Disposals / adjustments	-	(8.55)	(0.78)	(1.52)	(1.04)	(27.72)	(39.61)
Balance as at 31st March, 2021	1.91	75.32	45.97	60.70	51.66	293.89	529.45
B. Accumulated depreciation/ amortisation							
Balance as at 1 st April, 2020	-	22.18	21.07	13.89	28.56	42.78	128.48
a) Depreciation/amortisation expense for the year	-	8.64	6.69	6.89	6.34	55.51	84.07
b) Less: Disposals / adjustments	-	(6.91)	(0.68)	(1.11)	(0.56)	(13.04)	(22.30)
Balance as at 31 st March, 2021	-	23.91	27.08	19.67	34.34	85.25	190.25
C. Net carrying amount as at 31st March, 2021 (A-B)	1.91	51.41	18.89	41.03	17.32	208.64	339.20

*During financial year 2020-2021, the Company has reclassified Land held for sale to Property, Plant and Equipment.

Note:

- The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March 2022 is ₹ 8.99 crores (as at 31st March 2021, ₹ 20.32 crores).
- As at 31st March, 2022 Vehicles with the carrying amount of ₹ 1.71 crores have been pledged to secure borrowings of the Group. Refer note 18. (as at 31st March 2021, ₹ 6.41 crores)

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for the year ended 31st March, 2022

Note No. 5 - Capital Work-in Progress

(i) Capital Work-in-Progress Ageing Schedule

As at 31st March, 2022

₹ in 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	0.34	-	-	0.09	0.43

As at 31st March, 2021

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	1.98	-	0.04	0.05	2.07

(ii) Projectwise break-up of Capital Work-in-Progress

As at 31st March, 2022

₹ in Crores

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 Years
Projects in Progress:				
Supply Chain Management	0.43	-	-	-

As at 31st March, 2021

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 Years
Projects in Progress:				
Supply Chain Management	2.07	-	-	-

Note No. 6 - Intangible Assets

As at 31st March, 2022

₹ in Crores

Description of Assets	Computer Software
A. Cost	
a) Balance as at 1 st April, 2021	37.20
b) Additions	1.04
Balance as at 31st March, 2022	38.24
B. Accumulated amortisation	
a) Balance as at 1 st April, 2021	20.01
b) Amortisation expense for the year	7.86
Balance as at 31st March, 2022	27.87
C. Net carrying amount as at 31st March, 2022 (A-B)	10.37

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for the year ended 31st March, 2022

As at 31st March, 2021

Description of Assets	₹ in Crores
A. Cost	
a) Balance as at 1 st April, 2020	15.46
b) Additions	21.74
Balance as at 31st March, 2021	37.20
B. Accumulated amortisation	
a) Balance as at 1 st April, 2020	14.43
b) Amortisation expense for the year	5.58
Balance as at 31st March, 2021	20.01
C. Net carrying amount as at 31st March, 2021 (A-B)	17.19

Notes:

During the previous year, the management has reassessed accounting for amortisation of intangibles which are over a period of three years. Based on the assessment carried out by the management going forward certain intangibles will be amortised over a period of thirty six months. Due to change in the estimate of amortisation of intangibles, a lower charge of amortisation of ₹ 2.29 Crores for the period ended 31st March 2021 has been recognised.

The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March, 2022 is ₹ 2.06 crores (as at 31st March, 2021 ₹ 1.26 crores)

Note No. 7 - Intangible assets under development

(i) Intangible assets under development Ageing Schedule

As at 31st March, 2022

Particulars	Amt in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	12.40	0.06	0.93	-	13.39

As at 31st March, 2021

Particulars	Amt in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	
Projects in Progress	0.06	0.93	-	-	0.99

(ii) Projectwise break-up

As at 31st March, 2022

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 Years
Projects in Progress:				
Supply Chain Management	13.39	-	-	-

As at 31st March, 2021

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 Years
Projects in Progress:				
Supply Chain Management	-	0.99	-	-

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Note No. 8 - Inventories (lower of cost or net realisable value)

₹ in Crores

Particulars	As at	
	31 st March, 2022	31 st March, 2021
Raw Materials and Bought-out Components	0.98	-
Finished goods - Cultivators	0.45	-
Total Inventories	1.43	-

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 ₹ 9.36 Crs (March 31, 2021 Nil)

Note No. 9 - Investments

₹ in Crores

Particulars	As at 31 st March, 2022			As at 31 st March, 2021		
	Quantity	Amount	Amount	Quantity	Amount	Amount
		Current	Non Current		Current	Non Current
I. COST						
Unquoted Investments (fully paid)						
Investments in Equity Instruments of Joint Venture						
i) Equity Shares of Transtech Logistics Private Limited of ₹ 10 each fully paid up	100	-	0.01	100	-	0.01
ii) 0.01% Compulsory Convertible Preference Shares ("CCPS") of Transtech Logistics Private Limited of ₹ 50 each fully paid up	65,988	-	3.99	65,988	-	3.99
iii) Share of Loss of Joint Venture	-	-	(1.25)	-	-	(1.25)
Total Unquoted Investments		-	2.75		-	2.75
Total investments carried at cost [I]		-	2.75		-	2.75
II. Fair value through profit and loss (FVTPL)						
A. Quoted Investments (fully paid)						
Investments in Mutual Funds	-	116.08	-	-	55.07	-
Total Quoted Investments	-	116.08	-	-	55.07	-
Total investments carried at FVTPL [II]		116.08	-		55.07	-
Of the above, investments designated at FVTPL	-	-	-	-	-	-
Of the above, investments held for trading- carried at FVTPL	-	116.08	-	-	55.07	-
Other investments carried at FVTPL	-	-	-	-	-	-
Total investments		116.08	2.75		55.07	2.75
Impairment in value of investment in Joint Venture			2.75			2.75
Total impairment value of investments (III)		-	2.75		-	2.75
Total investments carrying value (I) + (II) - (III)		116.08	-		55.07	-
Other disclosures						
Aggregate amount of quoted investments	-	116.08	-	-	55.07	-
Aggregate amount of Market value of investments	-	116.08	-	-	55.07	-
Aggregate amount of unquoted investments	-	-	-	-	-	-
Aggregate amount of impairment in value of investments	-	-	2.75	-	-	2.75

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Note No. 10 - Trade receivables

₹ in Crores

Particulars	As at	As at
	31 st March, 2022	31 st March, 2021
	Current	Current
(i) Trade Receivables considered good - Unsecured	479.42	485.60
(ii) Trade Receivable which have significant increase in credit risk	-	-
(iii) Undisputed Trade Receivable -Credit Impaired	6.82	6.97
(iv) Disputed Trade Receivable -Credit Impaired	14.43	11.68
	500.67	504.25
Less: Allowance for Credit Losses	(21.25)	(18.65)
Total	479.42	485.60

Trade Receivable ageing as at March, 2022

₹ in 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	
(i) Undisputed Trade Receivable -Considered Good	299.77	142.32	27.86	2.17	5.88	1.42	479.42
(ii) Undisputed Trade Receivable -which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable -Credit Impaired	-	1.23	0.72	3.77	0.69	0.41	6.82
(iv) Disputed Trade Receivable -Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable -which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable -Credit Impaired	-	-	1.48	5.70	3.70	3.55	14.43
Total Trade Receivables							500.67
Less: Allowance for Expected Credit Losses							(21.25)
Total							479.42

Trade Receivable ageing as at March, 2021

₹ in 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	
(i) Undisputed Trade Receivable -Considered Good	235.42	196.68	27.96	20.23	4.01	1.30	485.60
(ii) Undisputed Trade Receivable -which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivable -Credit Impaired	-	1.68	1.95	2.62	0.42	0.30	6.97
(iv) Disputed Trade Receivable -Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivable -which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivable -Credit Impaired	-	0.53	2.91	4.20	1.49	2.55	11.68
Total Trade Receivables							504.25
Less: Allowance for Expected Credit Losses							(18.65)
Total							485.60

Notes:

- i) Refer Note 34 (iii) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

- ii) 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.
- iii) Trade Receivables are hypothecated to Banks against working capital facility.

Note No. 11 - Other financial assets

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
Financial assets at amortised cost - considered good				
a) Security Deposits				
i. Unsecured, considered good	24.35	32.56	13.67	25.28
ii. Doubtful	-	-	0.77	-
Less: Allowance for Losses	-	-	(0.77)	-
Total	24.35	32.56	13.67	25.28
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	0.06	-	0.06	-
ii. Accrued Sales	377.67	4.38	328.38	8.84
iii. National Saving Certificates *	-	0.02	-	0.02
iv. Equity Shares in Zoroastrian Cooperative Bank Limited	-	-	-	0.02
v. Other Receivables	1.04	0.56	12.06	0.33
Total	378.77	4.96	340.50	9.21
Total (a+b+c)	403.12	37.53	354.17	34.50

*Includes encumbered securities which is restricted on their use or sale of the securities.

Accrued Sales ageing from transaction date:

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
less than 6 Months	361.84	4.38	285.76	8.84
6 Months to 1 year	7.11	-	33.95	-
1 to 2 Year	7.47	-	7.77	-
2 to 3 Years	1.25	-	0.90	-
More than 3 Years	-	-	-	-
Total	377.67	4.38	328.38	8.84

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 12 - Deferred Tax Assets

Movement in deferred tax balances

Year ended 31st March, 2022

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) Allowances on Property, Plant and Equipment and Intangible Assets	0.76	(0.30)	-	0.46
c) Mutual Funds	0.01	-	-	0.01
Total	1.56	(0.30)	-	1.26
B. Tax effect of items constituting deferred tax assets				
a) Allowances on Property, Plant and Equipment and Intangible Assets	2.44	0.40	-	2.84
b) Provision for employee benefits	4.93	0.36	(0.02)	5.27
c) Provisions and allowances for credit losses	6.40	0.68	-	7.08
d) Share based payments	3.51	(1.07)	-	2.44
e) Income tax Loss	1.71	1.96	-	3.67
f) Minimum Alternate Tax Credit	0.57	-	-	0.57
g) Leases	3.24	1.18	-	4.42
h) Others	0.81	1.01	-	1.82
Total	23.61	4.52	(0.02)	28.11
Net Tax Asset/(Liabilities) (B-A)	22.05	4.82	(0.02)	26.85

Year ended 31st March, 2021

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) Allowances on Property, Plant and Equipment and Intangible Assets	1.59	(0.83)	-	0.76
c) Mutual Funds	-	0.01	-	0.01
Total	2.38	(0.82)	-	1.56
B. Tax effect of items constituting deferred tax assets				
a) Allowances on Property, Plant and Equipment and Intangible Assets	3.53	(1.09)	-	2.44
b) Provision for employee benefits	4.92	-	0.01	4.93
c) Provisions and allowances for credit losses	5.02	1.38	-	6.40
d) Share based payments	3.66	(0.15)	-	3.51
e) Income tax Loss	1.54	0.17	-	1.71
f) Minimum Alternate Tax Credit	0.57	-	-	0.57
g) Leases	2.80	0.45	-	3.25
h) Others	0.31	0.49	-	0.80
Total	22.35	1.25	0.01	23.61
Net Tax Asset/(Liabilities) (B-A)	19.97	2.07	0.01	22.05

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 13 - Other Assets

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
A. Capital advances				
a) For Capital work in progress	-	4.60	-	5.62
b) For intangible asset	-	0.01	-	0.21
Total (A)	-	4.61	-	5.83
B. Advances other than capital advances				
a) Advances to suppliers - considered good	44.21	-	70.14	-
b) Advances to suppliers - considered doubtful	2.88	-	1.99	-
c) Balances with government authorities (service tax, VAT, GST etc)	47.73	8.21	29.73	8.19
d) Prepaid Expenses	3.67	0.18	3.06	0.16
e) Advances to employees (refer note below)	1.10	-	1.08	-
f) other receivables	3.21	-	7.54	-
Total (B)	102.80	8.39	113.54	8.35
C. Consumables Tyres	-	-	0.14	-
Total (A+B+C)	102.80	13.00	113.68	14.18
Less: Allowances for credit losses	(2.88)	-	(1.99)	-
Total (D)	(2.88)	-	(1.99)	-
Total (A+B+C+D)	99.92	13.00	111.69	14.18

Note:

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.

Note No. 14 - Cash and Bank balances

₹ in Crores

Particulars	As at	As at
	31 st March, 2022	31 st March, 2021
A. Cash and cash equivalents		
a) Balances with banks	53.47	99.97
b) Cheques, drafts on hand	-	0.03
c) Cash on hand	0.67	0.76
d) Bank deposits with original maturity of less than 3 months	78.00	97.00
Total	132.14	197.76
B. Other Bank Balances		
Earmarked balances with banks - unpaid dividend accounts	0.01	0.01
Total	0.01	0.01

Note:

- i) 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 5.5 % to 8.4 % p.a.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 15 - Income Tax Assets & Liabilities (Net)

₹ in Crores

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
Non Current Income Tax Assets (Net)		
Advance Income Tax/TDS Receivable (Net)	76.17	29.37
Total	76.17	29.37
Current Tax Liabilities (net)		
Current Tax Liabilities (net)	8.26	8.26
Total	8.26	8.26

Note No. 16 - Equity Share Capital

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	No. of shares	Amount	No. of shares	Amount
A. Authorised:				
Equity shares of ₹ 10 each with voting rights	10,50,00,000	105.00	10,50,00,000	105.00
Total	10,50,00,000	105.00	10,50,00,000	105.00
B. Issued, Subscribed and Fully Paid:				
Equity shares of ₹ 10 each with voting rights	7,18,71,618	71.87	7,16,70,340	71.67
Total	7,18,71,618	71.87	7,16,70,340	71.67

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year.

₹ in Crores

Particulars	Opening Balance	Fresh Issue	Other Changes	Closing Balance
A. Equity Shares with Voting rights				
Year ended 31st March 2022				
No. of Shares	7,16,70,340	2,01,278	-	7,18,71,618
Amount	71.67	0.20	-	71.87
Year ended 31st March 2021				
No. of Shares	7,15,37,256	1,33,084	-	7,16,70,340
Amount	71.54	0.13	-	71.67

(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

₹ in Crores

Name of shareholder	As at 31 st March, 2022	As at 31 st March, 2021
a) Holding Company		
- Mahindra & Mahindra Limited	4,18,12,157	4,18,12,157
b) Subsidiaries of Holding Company		
- Mahindra Engineering and Chemical Products Limited	100	100

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

(iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 st March, 2022		As at 31 st March, 2021	
	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	4,18,12,157	58.18%	4,18,12,157	58.34%

(v) Shareholding of Promoters/Promoter Group:

Shares held by promoters as at 31st March, 2022

Promoter name	No. of Shares	% of total shares	% Change during the year
1 Mahindra & Mahindra Limited (M&M)	4,18,12,157	58.18%	-0.16%
2 Mahindra Engineering And Chemical Products Limited	100	0.00%	0.00%
Total	4,18,12,257	58.18%	-0.16%

Shares held by promoters as at 31st March, 2021

Promoter name	No. of Shares	% of total shares	% Change during the year
1 Mahindra & Mahindra Limited (M&M)	4,18,12,157	58.34%	-0.11%
2 Mahindra Engineering And Chemical Products Limited	100	0.00%	0.00%
Total	4,18,12,257	58.34%	-0.11%

Notes:

- Above list certified by Share transfer Agent
- For details of shares reserved for issuance under options, please refer note no 28.

Note No. 17 - Other Equity

₹ in Crores

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Securities premium	120.16	112.61
Retained earnings	388.13	369.68
Equity-settled employee benefits reserve	10.15	14.06
Equity attributable to owners	518.44	496.35
Non-Controlling Interest	0.28	2.77
Total	518.72	499.12

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Movement in Reserves

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
(A) Retained Earnings		
Balance as at the beginning of the year	369.68	352.91
Add: Profit for the year	37.07	30.00
Add: Actuarial gain for the year	(0.68)	0.06
Less: Dividend paid on Equity Shares (including tax thereon)	(17.94)	(10.74)
Less: Impact on transition to IND AS 116	-	(2.55)
Balance as at the end of the year	388.13	369.68
(B) Securities Premium		
Balance as at the beginning of the year	112.61	105.52
Add: Additions during the year	7.55	7.09
Balance as at the end of the year	120.16	112.61
(C) Equity-settled Employee benefits reserve		
Balance as at the beginning of the year	14.06	14.68
Add: Additions during the year	3.34	6.47
Less: Deletion during the year	(7.25)	(7.09)
Balance as at the end of the year	10.15	14.06

Nature and purpose of other reserves:

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.

Note:

In respect of the current year, the directors propose that a dividend of ₹ 2.00 per share be paid on equity shares on 31st march, 2022. This equity dividend is subject to approval by shareholders at the annual general meeting and has not been included as a liability in these consolidated financial statements. The proposed equity dividend is payable to all shareholders on the register of members on 31st March, 2022. The total estimated equity dividend to be paid is ₹ 14.37 crores. The payment of this dividend will not have any tax consequences for the Company.

In the month of July- 2021, a dividend of ₹ 2.50 per share (total dividend ₹ 17.94 Crores) was paid to holders of fully paid equity shares.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 18 - Borrowings

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
A. Secured Borrowings				
(a) Loans repayable on demand				
(1) from Banks	26.02	-	17.82	-
(b) Term Loan				
(1) from Banks	-	0.01	-	0.90
(2) Current maturities of long term debt	-	-	2.76	-
Total Secured Borrowings	26.02	0.01	20.58	0.90
B. Unsecured Borrowings				
(1) from Banks	11.52	-	7.71	-
Total Unsecured Borrowings	11.52	-	7.71	-
Total Borrowings	37.54	0.01	28.29	0.90

Note:

- Secured borrowing for working capital from banks is in the nature of Cash Credit facility against trade receivables.
- Working capital facilities has been availed at the rate of interest ranging from 5.75% to 7.65% p.a.
- Unsecured borrowing for working capital from banks is in the nature of overdraft facility.
- Term Loan has been secured by way of hypothecation of the related vehicle and to be paid in 57 equal monthly instalments.
- Term Loan has been availed at the rate of interest ranging from 8.15 % p.a to 8.40 % p.a.

Note No. 19 - Other Financial Liabilities

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
Other Financial Liabilities Measured at Amortised Cost				
(a) Security Deposits	5.11	-	1.23	-
(b) Other Liabilities	-			
- Creditors for Capital Supplies/Services	3.71	-	3.67	-
- Deferred Revenue	8.09	-	0.91	-
- Unclaimed Dividend	0.01	-	0.01	-
- Other Liabilities	0.92	-	9.07	-
Total	17.84	-	14.89	-

Note No. 20 - Provisions

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
Provision for employee benefits				
a) Provision for Compensated absences	6.27	15.73	6.03	15.24
b) Post- Employment Benefit -Gratuity Liability	0.07	0.72	0.03	0.65
Total	6.34	16.45	6.06	15.89

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 38 on Employee Benefits.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 21 - Other Liabilities

₹ in Crores

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Current	Non-Current	Current	Non-Current
A. Advances received from customers	1.36	-	12.09	-
B. Statutory dues				
a) Taxes Payable	24.46	-	17.52	-
b) Employee Liabilities	2.28	-	2.17	-
C. Post- Employment Benefit -Gratuity Liability	5.09	-	3.66	-
Total	33.19	-	35.44	-

Note:

For disclosures related to employee benefits, refer note 38.

Note No. 22 - Trade Payables

₹ in Crores

Particulars	As at	As at
	31 st March, 2022	31 st March, 2021
a) Total outstanding dues of micro enterprises and small enterprises	35.34	14.06
b) Total outstanding dues other than micro enterprises and small enterprises:		
- Trade payable - Other than Micro and small enterprises (includes Outstanding dues of Medium enterprises)	823.45	752.02
- Acceptances	-	-
Total	858.79	766.08

Trade Payables ageing as at 31st March, 2022

₹ in 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	35.31	-	-	0.03	35.34
(ii) Others	770.98	51.60	0.15	0.72	823.45
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

Trade Payables ageing as at 31st March, 2021

₹ in 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	14.02	-	-	0.04	14.06
(ii) Others	747.44	2.53	1.83	0.22	752.02
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

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.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

₹ in Crores

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
a) Dues remaining unpaid		
- Principal	35.32	14.00
- Interest on the above	0.02	0.06
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	1.41	3.71
- Interest paid in terms of section 16 of the Act	0.06	0.07
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	0.02	0.06
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	0.02	0.06

Note No. 23 - Revenue from Operations

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Revenue from rendering of services	4,072.95	3,263.72
b) Other operating revenue	10.08	-
Total	4,083.03	3,263.72

The Group has evaluated the impact of COVID-19 resulting from

- the possibility of constraints to render the services which may require revision of estimations of costs to complete the contract because of additional efforts;
- onerous obligations;
- penalties relating to breaches of service level agreements, and
- termination or deferment of contracts by customers.

The Group has concluded that the impact of COVID-19 is not material based on these estimates. Due to the nature of the pandemic, the Group continues to monitor developments to identify significant uncertainties relating to revenue in future periods.

A. Country-wise break up of Revenue Year ended 31st March, 2022

₹ in Crores

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
India	3,915.93	-	3,915.93	12.19	3,928.12
Australia	2.79	-	2.79	-	2.79
Bangladesh	2.35	-	2.35	-	2.35
Brazil	5.74	-	5.74	-	5.74
Canada	1.57	-	1.57	-	1.57
China	0.93	-	0.93	-	0.93
Belgium	1.24	-	1.24	-	1.24
Czech Republic	0.76	-	0.76	-	0.76
Denmark	0.34	-	0.34	-	0.34
France	3.15	-	3.15	-	3.15

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

₹ in Crores

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Germany	6.82	-	6.82	-	6.82
Ghana	0.87	-	0.87	-	0.87
Hong Kong	0.06	-	0.06	-	0.06
Indonesia	2.26	-	2.26	-	2.26
Israel	3.31	-	3.31	-	3.31
Italy	8.90	-	8.90	-	8.90
Chile	2.20	-	2.20	-	2.20
Kenya	0.73	-	0.73	-	0.73
Kuwait	0.17	-	0.17	-	0.17
Malaysia	0.36	-	0.36	-	0.36
Nepal	0.05	-	0.05	-	0.05
Netherlands	13.32	-	13.32	-	13.32
Philippines	0.62	-	0.62	-	0.62
Romania	0.68	-	0.68	-	0.68
Qatar	0.13	-	0.13	-	0.13
Saudi Arabia	0.42	-	0.42	-	0.42
Singapore	0.66	-	0.66	-	0.66
Slovakia	0.02	-	0.02	-	0.02
Spain	0.74	-	0.74	-	0.74
Sri Lanka	4.05	-	4.05	-	4.05
Tunisia	0.08	-	0.08	-	0.08
Switzerland	0.33	-	0.33	-	0.33
Zambia	0.06	-	0.06	-	0.06
Thailand	0.58	-	0.58	-	0.58
Turkey	1.38	-	1.38	-	1.38
Uae	1.72	-	1.72	-	1.72
United Kingdom	8.68	-	8.68	-	8.68
United States Of America	51.60	-	51.60	-	51.60
Vietnam	0.70	-	0.70	-	0.70
Afghanistan	0.10	-	0.10	-	0.10
Albania	0.09	-	0.09	-	0.09
Algeria	0.32	-	0.32	-	0.32
Angola	0.14	-	0.14	-	0.14
Argentina	0.41	-	0.41	-	0.41
Austria	1.45	-	1.45	-	1.45
Bahrain	0.11	-	0.11	-	0.11
Benin	0.09	-	0.09	-	0.09
Botswana	0.07	-	0.07	-	0.07
Brunei Daruss.	0.01	-	0.01	-	0.01
Bulgaria	0.01	-	0.01	-	0.01
Burma	0.93	-	0.93	-	0.93
Burundi	0.07	-	0.07	-	0.07
Cameroon	0.04	-	0.04	-	0.04
Colombia	0.56	-	0.56	-	0.56
Cote d'Ivoire	0.38	-	0.38	-	0.38

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

₹ in Crores

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Croatia	0.43	-	0.43	-	0.43
Dem. Rep. Congo	0.09	-	0.09	-	0.09
Djibouti	0.02	-	0.02	-	0.02
Dominican Rep.	0.10	-	0.10	-	0.10
Egypt	0.62	-	0.62	-	0.62
Fiji	0.03	-	0.03	-	0.03
Finland	0.15	-	0.15	-	0.15
Gambia	0.05	-	0.05	-	0.05
Georgia	0.88	-	0.88	-	0.88
Greece	0.60	-	0.60	-	0.60
Guadeloupe	0.04	-	0.04	-	0.04
Guatemala	1.91	-	1.91	-	1.91
Honduras	0.01	-	0.01	-	0.01
Hungary	0.47	-	0.47	-	0.47
Iran	0.17	-	0.17	-	0.17
Iraq	0.01	-	0.01	-	0.01
Ireland	0.70	-	0.70	-	0.70
Japan	1.06	-	1.06	-	1.06
Jordan	2.34	-	2.34	-	2.34
Lebanon	0.05	-	0.05	-	0.05
Lithuania	0.06	-	0.06	-	0.06
Malawi	0.01	-	0.01	-	0.01
Maldives	0.06	-	0.06	-	0.06
Mali	0.01	-	0.01	-	0.01
Malta	0.06	-	0.06	-	0.06
Mauritania	0.50	-	0.50	-	0.50
Mauritius	0.71	-	0.71	-	0.71
Mexico	5.24	-	5.24	-	5.24
Morocco	0.11	-	0.11	-	0.11
Mozambique	0.03	-	0.03	-	0.03
Niger	0.01	-	0.01	-	0.01
Nigeria	2.59	-	2.59	-	2.59
Oman	0.08	-	0.08	-	0.08
Paraguay	0.05	-	0.05	-	0.05
Peru	0.04	-	0.04	-	0.04
Poland	0.28	-	0.28	-	0.28
Portugal	0.05	-	0.05	-	0.05
Russian Fed.	1.57	-	1.57	-	1.57
Rwanda	0.02	-	0.02	-	0.02
Senegal	0.76	-	0.76	-	0.76
Seychelles	0.08	-	0.08	-	0.08
Slovenia	0.03	-	0.03	-	0.03
Somalia	0.19	-	0.19	-	0.19
South Africa	0.72	-	0.72	-	0.72
South Korea	0.15	-	0.15	-	0.15

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

₹ in Crores

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Sudan	2.37	-	2.37	-	2.37
Sweden	2.50	-	2.50	-	2.50
Taiwan	0.01	-	0.01	-	0.01
Tanzania	0.16	-	0.16	-	0.16
Uganda	0.04	-	0.04	-	0.04
Ukraine	0.24	-	0.24	-	0.24
Uzbekistan	2.16	-	2.16	-	2.16
Yemen	1.24	-	1.24	-	1.24
Burkina Faso	0.02	-	0.02	-	0.02
Zimbabwe	0.07	-	0.07	-	0.07
Total	4,083.03	-	4,083.03	12.19	4,095.22

Year ended 31st March, 2021

₹ in Crores

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
India	3,253.22	-	3,253.22	17.47	3,270.69
Australia	0.41	-	0.41	-	0.41
Canada	0.11	-	0.11	-	0.11
China	0.41	-	0.41	-	0.41
BELGIUM	0.03	-	0.03	-	0.03
Czech Republic	0.01	-	0.01	-	0.01
Denmark	0.02	-	0.02	-	0.02
Germany	0.08	-	0.08	-	0.08
Hong Kong	0.87	-	0.87	-	0.87
Indonesia	0.11	-	0.11	-	0.11
Italy	0.68	-	0.68	-	0.68
Chile	0.04	-	0.04	-	0.04
Korea (South)	0.86	-	0.86	-	0.86
Kuwait	0.01	-	0.01	-	0.01
Costa Rica	0.01	-	0.01	-	0.01
Netherlands	0.02	-	0.02	-	0.02
Romania	0.03	-	0.03	-	0.03
Saudi Arabia	0.01	-	0.01	-	0.01
Singapore	0.09	-	0.09	-	0.09
Spain	0.28	-	0.28	-	0.28
Sri Lanka	0.18	-	0.18	-	0.18
Tunisia	0.08	-	0.08	-	0.08
Switzerland	0.10	-	0.10	-	0.10
Zambia	0.04	-	0.04	-	0.04
Turkey	0.02	-	0.02	-	0.02
UAE	1.74	-	1.74	-	1.74

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

₹ in Crores

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
United Kingdom	0.32	-	0.32	-	0.32
United States Of America	3.93	-	3.93	-	3.93
Vietnam	0.01	-	0.01	-	0.01
Total	3,263.72	-	3,263.72	17.47	3,281.19

B. Reconciliation of revenue from contract with customer

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue from contract with customer as per the contract price	4,142.56	3,353.26
Adjustments made to contract price on account of :-		
a) Sales Returns / Reversals / adjustments	59.53	89.54
Revenue from contract with customer as per the Statement of Profit and Loss	4,083.03	3,263.72

C. Break-up of Provision for Expected Credit Losses recognised in P&L

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Expected Credit loss recognised during the year on trade receivables	21.25	18.65
Total	21.25	18.65

D. Movement of Contract Assets and Contract Liabilities

Movement of Contract Assets

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Opening Balance	337.22	235.40
Additions during the year	382.05	337.22
Reclassification Adjustments:		
- Reclass of opening balances of contract assets to trade receivables	(337.22)	(235.40)
Closing Balance	382.05	337.22

Movement of Contract Liabilities

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Opening Balance	12.09	0.27
Additions during the year	1.36	12.09
Reclassification Adjustments: -		
- Reclass of opening balances of contract liabilities to revenue	(12.09)	(0.27)
Closing Balance	1.36	12.09

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 24 - Other Income

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Interest Income		
i. Financial assets carried at amortised cost	2.60	4.83
ii. Finance Income on Net investment in Lease	2.52	1.63
iii. Other assets	0.15	8.21
b) Miscellaneous Income		
i. Net gain arising on financial assets carried at FVTPL	1.27	0.29
ii. Net gain arising on financial liabilities carried at amortised cost	0.00	0.00
iii. Gain on exchange fluctuation	2.44	1.69
iv. Other income	3.21	0.82
Total	12.19	17.47

Note No. 25 - Cost of materials consumed

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Opening inventory of Raw Materials	-	-
Add: Purchases	10.79	-
	10.79	-
Less: Closing inventory	0.98	-
Total Cost of materials consumed	9.81	-

Note No. 26 - Changes in inventories of finished goods

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Opening inventories:		
Finished goods	-	-
	-	-
Less: Closing inventories:		
Finished goods - Cultivators	0.45	-
	0.45	-
Net increase in inventories	(0.45)	-

Note No. 27 - Operating Expenses

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Freight & Other Related Expenses	2,922.97	2,309.95
Labour & Other Related Expenses	405.71	324.56
Rent	60.86	42.18
Warehouse & Other Related Expenses	56.35	47.83
Hire & Service Charges	19.22	10.62
Power & Fuel	21.45	23.23
Repairs Machinery	7.20	5.07
Repairs Building	0.77	0.86
Total	3,494.53	2,764.30

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 28 - Employee Benefits Expense

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Salaries and wages, including bonus	257.81	249.06
b) Contribution to provident and other funds	12.12	13.22
c) Gratuity	4.35	3.98
d) Share based payment expenses	3.34	6.47
e) Staff welfare expenses	22.38	23.73
Total	300.00	296.46

Notes:

- 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.
- 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, the NRC granted Restricted Stock Units (“RSUs”) to the eligible employees of the Company and its subsidiary company in accordance with the RSU Plan 2018 approved by the Shareholders vide special resolutions dated 2 August 2018 and 27 July 2021 with vesting conditions as summarised hereunder:

29 April 2021 - 4,000 RSUs – single vesting on or after completion of one year from the date of grant;

27 October 2021 - 33,860 RSUs - single vesting on or after completion of one year from the date of grant;

27 January 2022 - 3,025 RSUs - single vesting on or after completion of one year from the date of grant;

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 the KESOS Scheme 2012 during the year under review and all the options vested under the said scheme have been exercised in full.

The Personnel Cost mentioned above includes ₹ 0.91 crores for the year towards the said grants.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

iv) Information in respect of options outstanding: As at 31st March, 2022

Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
i. Restricted Stock Units	3,025	27/01/2022	26/01/2024	10.00	659.54
ii. Restricted Stock Units	31,765	27/10/2021	26/10/2023	10.00	656.20
iii. Restricted Stock Units	4,000	29/04/2021	29/04/2023	10.00	539.45
iv. Restricted Stock Units	1,388	29/07/2020	29/07/2022	10.00	279.95
v. Restricted Stock Units	13,881	29/07/2020	30/06/2023	10.00	278.98
vi. Restricted Stock Units	2,00,000	30/07/2020	30/06/2025	10.00	273.47
vii. Restricted Stock Units	6,666	04/11/2019	17/07/2022	10.00	365.31
viii. Restricted Stock Units	6,668	04/11/2019	17/07/2023	10.00	364.26
ix. Restricted Stock Units	9,868	04/11/2019	30/06/2023	10.00	366.06
x. Restricted Stock Units	20,302	04/11/2019	30/06/2023	10.00	365.36
xi. Restricted Stock Units	27,191	04/11/2019	30/06/2023	10.00	364.31
xii. Restricted Stock Units	9,952	01/11/2018	30/06/2023	10.00	538.29
xiii. Restricted Stock Units	29,196	01/11/2018	30/06/2023	10.00	537.73
xiv. Restricted Stock Units	32,542	01/11/2018	30/06/2023	10.00	536.82
xv. Restricted Stock Units	66,337	01/11/2018	30/06/2023	10.00	536.01

As at 31st March, 2021

Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
i. Restricted Stock Units	20,550	29/07/2020	29/07/2022	10.00	279.95
ii. Restricted Stock Units	20,537	29/07/2020	30/06/2023	10.00	278.98
iii. Restricted Stock Units	2,00,000	30/07/2020	30/06/2025	10.00	273.47
iv. Restricted Stock Units	8,460	04/02/2020	04/02/2022	10.00	391.74
v. Restricted Stock Units	28,200	01/02/2020	02/02/2022	10.00	365.80
vi. Restricted Stock Units	6,666	04/11/2019	04/11/2021	10.00	366.06
vii. Restricted Stock Units	6,666	04/11/2019	17/07/2022	10.00	365.31
viii. Restricted Stock Units	6,668	04/11/2019	17/07/2023	10.00	364.26
ix. Restricted Stock Units	21,748	04/11/2019	30/06/2023	10.00	366.06
x. Restricted Stock Units	29,651	04/11/2019	30/06/2023	10.00	365.36
xi. Restricted Stock Units	29,653	04/11/2019	30/06/2023	10.00	364.31
xii. Restricted Stock Units	17,088	01/11/2018	30/06/2023	10.00	538.29
xiii. Restricted Stock Units	72,464	01/11/2018	30/06/2023	10.00	537.73
xiv. Restricted Stock Units	94,886	01/11/2018	30/06/2023	10.00	536.82
xv. Restricted Stock Units	94,858	01/11/2018	30/06/2023	10.00	536.01
xvi. Option 6	39,444	10/07/2017	10/07/2022	87.28	44.96

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

v) Movement in Share Options

Particulars	Year ended 31 st March, 2022		Year ended 31 st March, 2021	
	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	6,97,539	14.37	7,09,238	14.30
b) Granted during the year	40,885	10.00	2,56,483	10.00
c) Forfeited during the year	74,365	10.00	1,35,098	10.00
d) Exercised during the year	2,01,278	25.14	1,33,084	10.00
e) Expired during the year	-	-	-	-
f) Outstanding at the end of the year	4,62,781	10.00	6,97,539	14.37
g) Exercisable at the end of the year	4,62,781	10.00	6,97,539	14.37
h) Remaining contractual life (no. of days)		1,187		1,187

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	27/01/2022	27/10/2021	29/04/2021	29/07/2020	29/07/2020
	RSU (i)	RSU (ii)	RSU (iii)	RSU (iv)	RSU (v)
Share price at grant date	672.20	668.95	551.85	292.35	292.35
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	42.00%	40.57%	43.81%	20.94%	20.94%
Expected life / Option Life (weighted-average)	2.00	2.00	2.00	2.00	2.92
Expected dividends yield	0.27%	0.27%	0.29%	0.55%	0.55%
Risk-free interest rate (based on government bonds)	5.14%	4.70%	4.12%	4.07%	4.65%

Particulars/Grant Date	30/07/2020	04/11/2019	04/11/2019	04/11/2019	04/11/2019
	RSU (vi)	RSU (vii)	RSU (viii)	RSU (ix)	RSU (x)
Share price at grant date	288.90	378.25	378.25	378.25	378.25
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	21.03%	29.09%	29.09%	29.09%	29.09%
Expected life / Option Life (weighted-average)	4.92	2.70	3.70	2.00	2.65
Expected dividends yield	0.55%	0.44%	0.44%	0.44%	0.44%
Risk-free interest rate (based on government bonds)	5.16%	5.96%	6.25%	5.83%	5.95%

Particulars/Grant Date	04/11/2019	01/11/2018	01/11/2018	01/11/2018	01/11/2018
	RSU (xi)	RSU (xii)	RSU (xiii)	RSU (xiv)	RSU (xv)
Share price at grant date	378.25	549.85	549.85	549.85	549.85
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	29.09%	34.30%	34.30%	34.30%	34.30%
Expected life / Option Life (weighted-average)	3.65	2.00	2.66	3.66	4.66
Expected dividends yield	0.44%	0.27%	0.27%	0.27%	0.27%
Risk-free interest rate (based on government bonds)	6.24%	7.74%	7.71%	7.63%	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.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 29 - Finance Cost

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Interest expense on financial instruments designated at amortised cost	3.63	4.22
b) Interest expense on lease liability	25.89	15.87
Total	29.52	20.09

Note No. 30 - Other Expenses

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Rent including lease rentals	0.46	2.08
b) Legal and Other professional costs	27.96	20.74
c) Hire and service charges	2.24	1.62
d) Travelling and Conveyance expense	10.06	6.13
e) Provision for expected credit loss on trade and other receivables	2.60	1.62
f) Provision for doubtful advance	0.12	0.10
g) Power and Fuel	0.66	0.69
h) Expenditure on Corporate Social Responsibility (CSR)	1.85	2.17
i) Advertisement	1.56	0.98
j) Net loss on sale of property, plant and equipments	0.09	0.46
k) Repairs and Maintenance:	6.91	6.59
i) Buildings	0.25	0.17
ii) Machinery	1.25	0.73
iii) Others	5.41	5.69
l) Auditors remuneration and out-of-pocket expense	0.48	0.37
i) As Auditors	0.47	0.35
ii) For Other services & Reimbursement of expenses	0.01	0.02
m) Other expenses	26.49	25.19
i) Miscellaneous Expenses	24.92	21.54
ii) Loss arising on derecognition of financial assets- Bad debts/advances written off	1.57	3.65
Total	81.48	68.74

Note:

Expenditure incurred on Corporate Social Responsibility(CSR) under section 135 of the Companies Act, 2013 ₹ 1.85 crores (2021: ₹ 2.17 crores).

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
(i) amount required to be spent by the company during the year,	1.78	2.16
(ii) amount of expenditure incurred,	1.85	2.17
(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	0.29	0.23
b) Disaster Management	0.12	0.35
c) Nanhi Kali	0.88	1.08
d) Skill Development	0.26	0.09
e) Sustainability	0.30	0.43

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
(vii) details of related party transactions, e.g., contribution to a trust controlled by the company in relation	NA	NA
(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

Note No. 31 - Exceptional Items

The Group classifies items of income and expense within profit or loss from ordinary activities as exceptional items when they are of such size, nature or incidence that their disclosure is relevant to explain the performance for the period.

Exceptional Items (net) recognised in profit or loss:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Impairment loss on certain long term investments	-	2.75
Total	-	2.75

The Company has long-term investments in subsidiaries and joint venture which are measured at cost less impairment or at fair value through profit or loss. The management assesses the performance of these entities including the future projections and relevant economic and market conditions in which they operate to identify if there is any indicator of impairment in the carrying value of the investments. In case indicators of impairment exist, the impairment loss is measured by estimating the recoverable amounts based on the higher of (i) 'fair value less cost of disposal' determined using market price information, where available, and (ii) 'value-in-use' estimates determined using discounted cash flow projections, where available. The fair value less costs of disposal is determined using the market approach and is categorised as Level 3 – unobservable inputs for the asset or liability. The future cash flow projections are specific to the entity based on its business plan and may not be the same as those of market participants. The future cash flows consider key assumptions such as volume projections, margins, terminal growth rates, etc. with due consideration for the potential risks given the current economic environment in which the entity operates. The discount rates used are pre-tax rates based on weighted average cost of capital and reflects market's assessment of the risks specific to the asset as well as time value of money. The recoverable amount estimates are based on judgments, estimates, assumptions and market data as on reporting date and ignore subsequent changes in the economic and market conditions.

During the year ended 31st March 2021, the performance of Joint venture with the relevant economic and market indicator resulted indicator of impairment of investment. Accordingly, Company determined the recoverable value of the investment is lower than carrying value and recorded a provision of Impairment of ₹ 2.75 Cr. The value- in- use calculation use discount rate at 18% and terminal growth rate at 3%

Note No. 32 - Current Tax and Deferred Tax

(a) Income Tax recognised in Profit & Loss

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
A. Current Tax:		
a) In respect of current year	16.20	12.12
b) In respect of prior years	(0.13)	(0.02)
Total	16.07	12.10
B. Deferred Tax:		
a) In respect of current year	(4.82)	(2.08)
b) In respect change in tax rate	-	-
Total	(4.82)	(2.08)
Total (A+B)	11.25	10.02

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

(b) Income tax recognised in Other Comprehensive Income

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
A. Current Tax:		
Remeasurement of defined benefit obligations	0.24	(0.02)
Total	0.24	(0.02)
B. Deferred Tax:		
Total	(0.02)	-
Classification of income tax recognised in other comprehensive income		
Income taxes related to items that will not be reclassified to profit or loss	0.22	(0.02)
Total	0.22	(0.02)

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Profit Before tax	45.82	41.95
Applicable Income tax rate #	25.17%	25.17%
Expected Income tax expense	11.31	9.46
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)	-	0.13
Effect of expenses/provisions not deductible in determining taxable profit	0.12	0.59
Effect of deduction under Income tax (u/s 80G)	(0.05)	(0.14)
Effect of net additional / (reversal) of provision in respect of prior years	(0.13)	(0.02)
Income tax expense recognised In profit or loss	11.25	10.02

Note:

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.

Note No. 33 - Earnings Per Share

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
A. Basic Earnings Per Share (in ₹) (face value ₹ 10/- per share)	5.16	4.19
B. Diluted Earnings Per Share (in ₹) (face value ₹ 10/- per share)	5.14	4.16

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	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Profit for the year attributable to owners of the group	37.07	30.00
Profit for the year used in the calculation of basic earnings per share	37.07	30.00
Weighted average number of equity shares	7,18,00,652	7,16,14,233
Earnings per share from continuing operations - Basic (in ₹)	5.16	4.19

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

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	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Profit for the year used in the calculation of basic earnings per share	37.07	30.00
b) Add: adjustments on account of dilutive potential equity shares	-	-
Profit for the year used in the calculation of diluted earnings per share	37.07	30.00

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	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Weighted average number of equity shares used in the calculation of Basic EPS	7,18,00,652	7,16,14,233
b) Add: Dilutive impact of potential equity shares on account of ESOPs and RSUs	3,71,082	4,26,481
Weighted average number of equity shares used in the calculation of Diluted EPS	7,21,71,734	7,20,40,714
Earnings per share from continuing operations - Diluted (in ₹)	5.14	4.16

Note No. 34 - Financial Instruments

i) Capital Management Policy

- a) 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.
- b) 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.
- c) The following table shows the components of capital:

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
Equity	590.37	568.06
Borrowings	37.55	29.19
Capital	627.92	597.25

Note:

The above capital management disclosures are based on the information provided internally to key management personnel.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

ii) Categories of financial assets and financial liabilities

₹ in Crores

Particulars	As at 31 st March, 2022			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Other Financial Assets	37.53	-	-	37.53
Total	37.53	-	-	37.53
B. Current Assets				
a) Investments	-	116.08	-	116.08
b) Trade Receivables	479.42	-	-	479.42
c) Cash and Bank Balances	132.15	-	-	132.15
d) Other Financial Assets	403.12	-	-	403.12
Total	1,014.69	116.08	-	1,130.77
C. Non-current Liabilities				
a) Borrowings	0.01	-	-	0.01
b) Lease Liabilities	267.32	-	-	267.32
Total	267.33	-	-	267.33
D. Current Liabilities				
a) Borrowings	37.54	-	-	37.54
b) Lease Liabilities	94.60	-	-	94.60
c) Trade Payables	858.79	-	-	858.79
d) Other Financial Liabilities	17.84	-	-	17.84
Total	1,008.77	-	-	1,008.77

₹ in Crores

Particulars	As at 31 st March, 2021			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Other Financial Assets	34.50	-	-	34.50
Total	34.50	-	-	34.50
B. Current Assets				
a) Investments	-	55.07	-	55.07
b) Trade Receivables	485.60	-	-	485.60
c) Cash and Bank Balances	197.77	-	-	197.77
d) Other Financial Assets	354.17	-	-	354.17
Total	1,037.54	55.07	-	1,092.61
C. Non-current Liabilities				
a) Borrowings	0.90	-	-	0.90
b) Lease Liabilities	179.52	-	-	179.52
Total	180.42	-	-	180.42
D. Current Liabilities				
a) Borrowings	28.29	-	-	28.29
b) Lease Liabilities	60.77	-	-	60.77
c) Trade Payables	766.08	-	-	766.08
d) Other Financial Liabilities	14.89	-	-	14.89
Total	870.03	-	-	870.03

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

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

- (i) 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.
- (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 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.
- (iv) 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.
- (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:**

₹ in Crores

Particulars	As at 31 st March, 2022			
	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	299.77	143.55	57.35	500.67
b) Loss allowance provision				(21.25)

₹ in Crores

Particulars	As at 31 st March, 2021			
	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	235.42	198.89	69.94	504.25
b) Loss allowance provision				(18.65)

(vii) Reconciliation of loss allowance provision for Trade Receivables

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Balance as at beginning of the year	18.65	17.03
b) Impairment losses recognised in the year based on lifetime expected credit losses		
- On receivables originated in the year	3.82	7.49
- Other receivables	2.24	0.96
c) Impairment losses reversed / written back	(3.46)	(6.83)
d) Balance at end of the year	21.25	18.65

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

(viii) During the year, the Group has written off ₹ 1.14 crores (Previous year ₹ 3.46 crores) of trade receivables and 0.29 crores (Previous year ₹ 0.14 crores) deposits given. These trade receivables and deposits are not subject to enforcement activity.

Investment in Mutual Funds

The Group has ₹ 116.08 crores investments as at 31st March, 2022 (₹ 55.07 crores as at 31st March, 2021) in growth oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31st March, 2022, the Group holds cash and cash equivalents of ₹ 132.15 crores (As at 31st March, 2021 ₹ 197.77 crores). The cash and cash equivalents are held with banks with good credit rating.

b) Liquidity risk management

(i) 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.

(ii) Maturities of financial liabilities

Table showing maturity profile of financial liabilities

Particulars	As at 31 st March, 2022			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
A) Non-derivative financial liabilities				
Year ended 31st March, 2022				
a) Trade Payables	858.79	-	-	-
b) Borrowings	37.54	0.01	-	-
c) Lease Liabilities	120.63	175.80	85.95	55.98
d) Security Deposits	5.11	-	-	-
e) Other Financial liabilities	12.73	-	-	-
Total	1,034.80	175.81	85.95	55.98
Year ended 31st March, 2021				
a) Trade Payables	766.08	-	-	-
b) Borrowings	28.29	0.90	-	-
c) Lease Liabilities	78.12	113.31	51.14	55.87
d) Security Deposits	1.23	-	-	-
e) Other Financial liabilities	13.66	-	-	-
Total	887.38	114.21	51.14	55.87

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.

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for the year ended 31st March, 2022

(iii) Financing arrangements

The Group has access to following undrawn borrowing facilities at the end of the reporting year:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
a) Secured Cash Credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	95.98	90.18
b) Unsecured Cash Credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	128.00	150.00
c) Bank Guarantees*		
- Expiring within one year	8.70	3.44
- Expiring beyond one year	1.10	7.70
b) Unsecured Bank Overdraft facility		
- Expiring within one year	0.94	0.29

* These limits are as a sub-limit of secured cash credit facility.

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	₹ in Crores			
	As at 31 st March, 2022			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
Year ended 31st March, 2022				
a) Trade Receivables	479.42	-	-	-
b) Security Deposits	24.35	20.27	6.88	12.37
c) Others	378.77	4.97	-	-
Total	882.54	25.24	6.88	12.37
Year ended 31st March, 2021				
a) Trade Receivables	485.60	-	-	-
b) Security Deposits	14.44	15.33	5.35	7.61
c) Others	340.50	9.22	-	-
Total	840.54	24.55	5.35	7.61

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.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

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.

The Unhedged & carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting year are as follows:

Particulars	Currency	Absolute amount	
		Year ended 31 st March, 2022	Year ended 31 st March, 2021
Trade Receivables	USD	3,80,516	8,95,345
	EUR	14,638	7,947
	CAD	31	31
	SGD	-	3,447
	GBP	10	103
	HKD	-	7,486
Trade Payables	USD	11,67,767	41,26,635
	HKD	1,18,215	12,18,632
	EUR	2,13,043	3,12,480
	GBP	48,542	51,211
	SGD	31,675	5,642
	CAD	4,420	51,824
	CHF	499	4,103
	AUD	11,820	8,911
	DKK	5,462	9,955
	JPY	22,57,184	75,680
	NZD	-	1,061
SEK	-	16,655	

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	Effect on profit before tax	Effect on pre-tax equity
Year ended 31 st March, 2022	USD	+10%	0.60	0.60
	USD	-10%	(0.60)	(0.60)
	HKD	+10%	0.01	0.01
	HKD	-10%	(0.01)	(0.01)
	EUR	+10%	0.17	0.17
	EUR	-10%	(0.17)	(0.17)
	GBP	+10%	0.05	0.05
	GBP	-10%	(0.05)	(0.05)
Year ended 31 st March, 2021	USD	+10%	2.36	2.36
	USD	-10%	(2.36)	(2.36)
	HKD	+10%	0.11	0.11
	HKD	-10%	(0.11)	(0.11)
	EUR	+10%	0.26	0.26
	EUR	-10%	(0.26)	(0.26)
	GBP	+10%	0.05	0.05
	GBP	-10%	(0.05)	(0.05)

Notes accompanying Consolidated Financial Statement

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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 st March, 2022	Cash Credit	Floating	6.70%	26.02	1.00%	(0.26)	1.00%	0.26
Year ended 31 st March, 2022	Bank Overdraft	Floating	7.25%	11.52	1.00%	(0.12)	1.00%	0.12
Year ended 31 st March, 2021	Cash Credit	Floating	7.93%	17.82	1.00%	(0.18)	1.00%	0.18
Year ended 31 st March, 2021	Bank Overdraft	Floating	7.25%	7.71	1.00%	(0.08)	1.00%	0.08

Note No. 35 - Fair Value Measurement

a) Fair Valuation Techniques and Inputs used - recurring items

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 st March, 2022	As at 31 st March, 2021				
A) Financial assets						
Investments						
Mutual fund investments	116.08	55.07	Level 1	Quoted Market Prices	NA	NA
Total financial assets	116.08	55.07				

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	As at 31 st March, 2022		As at 31 st March, 2021	
	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets				
a) Financial assets carried at Amortised Cost				
i) Trade receivables	479.42	479.42	485.60	485.60
ii) Deposits given	56.91	56.91	38.95	38.95
iii) Cash and cash equivalents	132.14	132.14	197.76	197.76
iv) Bank Balances other than (iv) above	0.01	0.01	0.01	-
v) Others	383.74	383.74	349.72	349.72
Total	1,052.22	1,052.22	1,072.04	1,072.03
B) Financial liabilities				
a) Financial liabilities held at Amortised cost				
i) Borrowings	37.55	37.55	29.19	29.05
ii) Lease Liabilities	361.92	361.92	240.29	240.29
iii) Deposits received	5.11	5.11	1.23	1.23
iv) Trade and other payables	858.79	858.79	766.08	766.08
v) Other financial liabilities	12.73	12.73	13.66	13.66
Total	1,276.10	1,276.10	1,050.45	1,050.31

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 36 - Segment information

- i) 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.
- ii) Specifically, the Group's reportable segments and the type of product or service from which they derive income are:
 - a) Supply Chain Management(SCM) - Goods Transportation service, including warehouse management service and freight forwarding activity etc.
 - b) Enterprise Mobility Services - People Transportation service
- iii) The CEO monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment.

iv) The Segmental Disclosures are as follows :-

Year ended 31st March, 2022

₹ in Crores

Particulars	SCM	Enterprise Mobility Services	Total Segments	Elimination	Total
Revenue					
I. External customers	3,938.68	144.35	4,083.03	-	4,083.03
II. Intersegment revenue	-	-	-	-	-
Total revenue	3,938.68	144.35	4,083.03	-	4,083.03
Results					
I. Segment Result	243.48	5.58	249.06	-	249.06
Less:					
Finance Costs					(4.38)
Unallocated corporate income net of unallocated expenses					(198.86)
Profit before tax					45.82
Income Taxes					(11.25)
Profit after tax					34.57
Other information					
Segment Assets	1,446.16	50.00	1,496.16	-	1,496.16
Unallocated Corporate Assets	-	-	-	-	434.83
Total Assets	1,446.16	50.00	1,496.16	-	1,930.99
Segment Liabilities	1,217.14	6.95	1,224.09	-	1,224.09
Unallocated Corporate Liabilities	-	-	-	-	116.25
Total Liabilities	1,217.14	6.95	1,224.09	-	1,340.34
Capital Expenditure	83.83	0.44	84.27	-	84.27
Depreciation and Amortisation expense	118.36	5.88	124.24	-	124.24

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Year ended 31st March, 2021

₹ in Crores

Particulars	SCM	Enterprise Mobility Services	Total Segments	Elimination	Total
Revenue					
I. External customers	3,144.64	119.08	3,263.72	-	3,263.72
II. Intersegment revenue	-	-	-	-	-
Total revenue	3,144.64	119.08	3,263.72	-	3,263.72
Results					
I. Segment Result	222.35	3.07	225.42	-	225.42
Less:					
Finance Costs					(5.29)
Unallocated corporate income net of unallocated expenses					(180.93)
Profit before tax					39.20
Income Taxes					(10.02)
Profit after tax					29.18
Other information					
Segment Assets	1,259.50	65.84	1,325.34	-	1,325.34
Unallocated Corporate Assets	-	-	-	-	361.59
Total Assets	1,259.50	65.84	1,325.34	-	1,686.93
Segment Liabilities	981.46	18.37	999.83	-	999.83
Unallocated Corporate Liabilities	-	-	-	-	116.27
Total Liabilities	981.46	18.37	999.83	-	1,116.10
Capital Expenditure	62.44	0.89	63.33	-	63.33
Depreciation and Amortisation expense	76.49	3.84	80.33	-	80.33

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.
- The accounting policies of the reportable segments are the same as the Group's accounting Policies described in Note 2.21.

There is no difference between segment profit as reviewed by CEO and the profit before tax as appearing in the financial statements.

v) Geographic information

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Revenue from external customers		
India	3,915.93	3,253.22
Outside India	167.10	10.50
Total revenue per statement of profit or loss	4,083.03	3,263.72

vi) Segment Assets

₹ in Crores

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
India	1,493.10	1,318.70
Outside India	3.06	6.64
Total	1,496.16	1,325.34

Notes accompanying Consolidated Financial Statement

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vii) Capital Expenditure

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
India	84.27	63.33
Outside India	-	-
Total	84.27	63.33

viii) Revenue from major products and services :-

The following is an analysis of the Group's revenue from continuing operations from its major products and services:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Transportation	3,142.27	2,489.73
Warehousing & other related activities	796.41	654.91
Enterprise Mobility Services	144.35	119.08
Total	4,083.03	3,263.72

The revenues of the Group from holding company and group of customers under common control of the holding company amounts to around 47.86% (Previous year: 49.15%) of its total revenues during the year ended 31st March 2022.

Note No. 37 - Leases

Operating Lease

Following are the changes in the carrying value of right of use assets:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Balance as at 1 st April,	208.64	133.82
Impact of adoption of Ind AS 116	-	-
Additions	186.30	145.01
Disposals	(8.82)	(14.68)
Amortisation expense for the year	(87.90)	(55.51)
Balance as at 31st March	298.22	208.64

The following is the movement in lease liabilities:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Lease liabilities recognised at 1 st April	240.29	165.41
Additions	208.64	142.04
Finance cost accrued during the period	25.89	15.87
Deletions	(9.11)	(17.55)
Modifications/other adjustments		0.52
Payment of lease liabilities	(103.79)	(66.00)
Balance as at 31st March	361.92	240.29

Notes accompanying Consolidated Financial Statement for the year ended 31st March, 2022

The following is the break-up of current and non-current lease liabilities :

Particulars	₹ in Crores	
	As at 31 st March, 2022	As at 31 st March, 2021
Non-current lease liabilities	267.32	179.52
Current lease liabilities	94.60	60.77
Total	361.92	240.29

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	₹ in Crores	
	2022	2021
Less than one year	120.63	78.12
One to Three years	175.80	113.31
Three to five years	85.95	51.14
More than five years	55.98	55.87
Total undiscounted lease liabilities at Balance sheet date	438.36	298.44

Rental expense recorded for short-term leases was ₹ 61.32 crore (previous year ₹ 44.26) for the year ended 31st March, 2022

The following is the movement in the net investment in sublease of ROU asset:

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Net investment in sublease in ROU recognised at 1 st April	18.75	20.47
Additions	31.23	-
Finance Income on net investment in sublease in ROU	2.52	1.63
Deletions	-	-
Rental Income on net investment in sublease in ROU	(6.39)	(3.35)
Balance as at 31st March	46.11	18.75

The table below provides details regarding the contractual maturities of net investment in sublease of ROU asset:

Particulars	₹ in Crores	
	2022	2021
Less than one year	11.38	3.49
One to Three years	23.39	6.64
Three to five years	16.84	6.70
More than five years	4.63	8.18
Total	56.24	25.01

Leases not yet commenced to which Company Group is committed amounts to ₹ 9.95 crores for a lease term up to 10 years.

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for the year ended 31st March, 2022

Note No. 38 - Employee benefits

a) Defined Contribution Plan

The Group's contribution to Provident Fund, superannuation Fund and other funds aggregating ₹ 12.12 crores (2021: ₹ 13.22 crores) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

b) Defined Benefit Plans:

Gratuity

a) The Group 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 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	
	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
a) Discount rate(s)	6.80%	6.40%	6.80%	6.35%-6.40%
b) Expected rate(s) of salary increase	7.00%	7.00%	6% to 7%	7% to 8%
c) Average Longevity	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

d) Defined benefit plans – as per actuarial valuation

₹ in Crores

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
I. Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:				
a) Service Cost	-	-	-	-
b) Current Service Cost	3.84	3.49	0.22	0.20
c) Past service cost and (gains)/losses from settlements	-	-	-	-
d) Net interest expense	0.24	0.26	0.05	0.03
Components of defined benefit costs recognised in profit or loss	4.08	3.75	0.27	0.23
a) Remeasurement on the net defined benefit liability	-	-	-	-
b) Return on plan assets (excluding amount included in net interest expense)	0.01	0.04	-	-
c) Actuarial gains and loss arising from changes in demographic assumptions	-	-	-	-
d) Actuarial gains and loss arising from changes in financial assumptions	(0.67)	0.87	(0.04)	0.01
e) Actuarial gains and loss arising from experience adjustments	1.69	(1.00)	(0.09)	0.01
Components of defined benefit costs recognised in other comprehensive income	1.03	(0.09)	(0.13)	0.02
Total	5.11	3.66	0.14	0.25
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March				
a) Present value of defined benefit obligation	(23.11)	(21.22)	(0.81)	(0.66)
b) Fair value of plan assets	18.02	17.56	-	-
c) Surplus/(Deficit)	(5.09)	(3.66)	(0.81)	(0.66)
d) Current portion of the above	(5.09)	(3.66)	(0.07)	(0.03)
e) Non current portion of the above	-	-	(0.74)	(0.63)
III. Change in the obligation during the year ended 31st March				
a) Present value of defined benefit obligation at the beginning of the year	21.22	20.37	0.67	0.56
b) Add/(Less) on account of Scheme of Arrangement/Business	-	-	-	-
c) Transfer	0.04	-	-	-
d) Expenses Recognised in Profit and Loss Account				
- Current Service Cost	3.84	3.49	0.22	0.20
- Past Service Cost	-	-	-	-
- Interest Expense (Income)	1.36	1.34	0.05	0.03
e) Recognised in Other Comprehensive Income				
Remeasurement gains / (losses)				
i. Demographic Assumptions	-	-	-	-
ii. Financial Assumptions	(0.67)	0.87	(0.04)	0.01
iii. Experience Adjustments	1.69	(1.00)	(0.09)	0.01

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

₹ in Crores

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
f) Benefit payments	(4.37)	(3.85)	-	(0.15)
g) Present value of defined benefit obligation at the end of the year	23.11	21.22	0.81	0.66
IV. Change in fair value of assets during the year ended 31st March				
i) Fair value of plan assets at the beginning of the year	17.56	16.41	-	-
ii) Expenses Recognised in Profit and Loss Account				
- Expected return on plan assets	1.12	1.08	-	-
iii) Recognised in Other Comprehensive Income				
- Remeasurement gains / (losses)	-	-	-	-
- Actual Return on plan assets in excess of the expected return	(0.01)	(0.04)	-	-
iv) Contributions by employer (including benefit payments recoverable)	3.72	3.96	-	-
v) Benefit payments	(4.37)	(3.85)	-	-
vi) Fair value of plan assets at the end of the year	18.02	17.56	-	-
V. The Major categories of plan assets				
- Insurance Funds	18.02	17.56	-	-
VI. Actuarial assumptions				
a) Discount rate	6.80%	6.40%	6.80%	6.35%-6.40%
b) Expected rate of return on plan assets	6.80%	6.40%		
c) Attrition rate	12.00%	12.00%	11% to 12.00%	11% to 12.00%

e) The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Principal assumption	Changes in assumption	Impact on defined benefit obligation			
		As at 31 st March, 2022		As at 31 st March, 2021	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
a) Discount rate	1.00%	22.31	25.72	20.33	23.56
b) Salary growth rate	1.00%	25.66	22.32	23.48	20.35
c) Rate of employee turnover	1.00%	23.76	24.06	21.63	22.08

- 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.
- 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 31st March, 2022 is 7 years.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

f) Plan Assets

The fair value of Group's plan asset of Funded Gratuity Plan by category are as follows:

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Asset category:		
Deposits with Insurance companies	18.02	17.56
Allocation	100%	100%

g) Maturity profile of defined benefit obligation:

The tables shown below include both discounted value as well as unwinding of interest.

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Within 1 year	3.75	2.33
1-2 years	2.68	2.43
2-3 years	7.00	2.64
3-4 years	2.66	2.35
4-5 years	2.42	2.30
5-10 years	13.75	9.68
More than 10 years	25.31	16.64

h) Experience Adjustments :

Particulars	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2020	As at 31 st March, 2019	As at 31 st March, 2018
1. Defined Benefit Obligation	(23.92)	(21.88)	(20.90)	(16.86)	(14.00)
2. Fair value of plan assets	18.02	17.56	16.41	13.00	9.87
3. Surplus/(Deficit)	(5.90)	(4.32)	(4.49)	(3.86)	(4.13)
4. Experience adjustment on plan liabilities [(Gain)/Loss]	1.60	(0.99)	0.74	0.07	1.49
5. Experience adjustment on plan assets [Gain/(Loss)]	(0.01)	(0.04)	0.16	0.05	0.22

- 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.

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 39 - Related Party Transactions

i) List of Related Parties:

(a) Holding Company

Mahindra & Mahindra Limited

(b) Other parties with whom transactions have taken place during the year:

(i) Joint Venture

1 Transtech Logistics Private Limited

(ii) Fellow Subsidiaries

1 Mahindra Integrated Business Solutions Private Limited

2 Mahindra EPC Irrigation Limited

3 Mahindra Auto Steel Private Limited

4 Mahindra Defence Systems Limited

5 Mahindra Susten Private Limited

6 Gromax Agri Equipment Limited

7 Mahindra Holidays & Resorts India Limited

8 Mahindra MSTC Recycling Private Limited

9 Mahindra Heavy Engines Limited

10 Mahindra Electric Mobility Limited

11 Mahindra Steel Service Centre Limited

12 Mahindra Two Wheelers Limited

13 Mahindra Fruits Private Limited

14 NBS International Limited

15 Mahindra Marine Private Limited

16 Mahindra Rural Housing Finance Limited

17 Meru Mobility Tech Private Limited

(iii) Other Related Parties

a) Joint Venture of Holding Company

1 Classic Legends Private Limited

2 Mahindra Tsubaki Conveyor Systems Private Limited

3 Mahindra World City (Jaipur) Limited

b) Associate of Holding Company

1 Brainbees Solutions Private Limited

2 Tech Mahindra Limited

3 Swaraj Engine Limited

c) Subsidiary of Associate of Holding Company

1 Mahindra CIE Automotive Limited

d) Subsidiary of Joint Venture of Holding Company

1 Mahindra Industrial Park Chennai Limited

e) Associates of Fellow subsidiaries

1 Medwell Ventures Private Limited

(iv) Key Management Personnel (KMP)

1 Rampraveen Swaminathan

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

ii) Details of transaction between the Company and its related parties are disclosed below:

Particulars	Year	Holding Company	Fellow Subsidiary	Other related parties	Joint Venture
Nature of transactions with Related Parties					
a) Purchase of PPE and other assets	31-Mar-22	0.75	-	-	-
	31-Mar-21	1.16	-	-	-
b) Rendering of services	31-Mar-22	1,885.04	32.63	37.31	-
	31-Mar-21	1,454.28	120.03	29.28	-
c) Receiving of services	31-Mar-22	2.99	0.35	0.23	1.13
	31-Mar-21	2.09	3.37	0.27	1.13
d) Reimbursements made to parties	31-Mar-22	11.15	-	-	-
	31-Mar-21	11.56	0.01	-	-
e) Reimbursements received from parties	31-Mar-22	0.05	0.01	-	-
	31-Mar-21	-	-	-	-
f) Loans/Deposits given (Received back)	31-Mar-22	-	-	-	-
	31-Mar-21	-	(15.00)	-	-
g) Interest Income on inter-corporate deposits	31-Mar-22	-	-	-	-
	31-Mar-21	-	0.52	-	-
h) Bad & doubtful debts recognised in respect of dues from related parties	31-Mar-22	0.13	-	-	-
	31-Mar-21	-	-	-	-
Balances Outstanding with Related Parties					
a) Trade payables	31-Mar-22	6.93	0.02	0.01	0.10
	31-Mar-21	13.01	0.15	0.07	-
b) Trade receivables	31-Mar-22	122.32	5.56	4.77	-
	31-Mar-21	101.72	19.77	4.49	-
c) Deposit taken	31-Mar-22	0.03	-	-	-
	31-Mar-21	-	-	-	-
d) Provision of bad & doubtful debts related to amount due from related parties	31-Mar-22	2.20	-	0.29	-
	31-Mar-21	2.29	0.03	0.29	-

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.

iii) Compensation of key managerial personnel

The remuneration key managerial personnel during the year was as follows:

Particulars	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Short-term employee benefits	3.96	3.05
Issue of ESOPs during the year	2.13	-

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 accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

iv) Significant related parties transactions are as under:

Particulars	Year	Holding Company	Fellow Subsidiary	Other related parties	Joint Venture
a) Purchase of PPE and other assets					
Mahindra & Mahindra Limited	31-Mar-22	0.75	-	-	-
	31-Mar-21	1.16	-	-	-
b) Rendering of services					
Mahindra & Mahindra Limited	31-Mar-22	1,885.04	-	-	-
	31-Mar-21	1,454.28	-	-	-
Mahindra Vehicle Manufacturers Ltd.	31-Mar-22	-	-	-	-
	31-Mar-21	-	85.82	-	-
Mahindra Heavy Engines Limited	31-Mar-22	-	11.16	-	-
	31-Mar-21	-	12.62	-	-
Classic Legends Private Limited	31-Mar-22	-	-	19.81	-
	31-Mar-21	-	-	14.31	-
Mahindra CIE Automotive Ltd.	31-Mar-22	-	-	10.77	-
	31-Mar-21	-	-	8.21	-
Tech Mahindra Ltd.	31-Mar-22	-	-	5.88	-
	31-Mar-21	-	-	4.74	-
Gromax Agri Equipment Limited	31-Mar-22	-	6.66	-	-
	31-Mar-21	-	-	-	-
Mahindra Electric Mobility Limited	31-Mar-22	-	6.68	-	-
	31-Mar-21	-	-	-	-
Mahindra Two Wheelers Limited	31-Mar-22	-	5.56	-	-
	31-Mar-21	-	-	-	-
c) Receiving of services					
Mahindra & Mahindra Limited	31-Mar-22	2.99	-	-	-
	31-Mar-21	2.09	-	-	-
Mahindra Engineering and Chemical Products Limited	31-Mar-22	-	-	-	-
	31-Mar-21	-	2.09	-	-
Mahindra Integrated Business Solutions Pvt Limited	31-Mar-22	-	0.15	-	-
	31-Mar-21	-	-	-	-
Mahindra World City (Jaipur) Limited	31-Mar-22	-	-	0.23	-
	31-Mar-21	-	-	0.20	-
NBS International Limited	31-Mar-22	-	-	-	-
	31-Mar-21	-	0.95	-	-
Medwell Ventures Private Limited	31-Mar-22	-	-	-	-
	31-Mar-21	-	-	0.07	-
Meru Mobility Tech Private Limited	31-Mar-22	-	0.18	-	-
	31-Mar-21	-	-	-	-
Transtech Logistics Pvt Ltd	31-Mar-22	-	-	-	1.13
	31-Mar-21	-	-	-	1.13
d) Reimbursements made to parties					
Mahindra & Mahindra Limited	31-Mar-22	11.15	-	-	-
	31-Mar-21	11.56	-	-	-
Mahindra Engineering and Chemical Products Limited	31-Mar-22	-	-	-	-
	31-Mar-21	-	0.01	-	-

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Particulars	Year	Holding Company	Fellow Subsidiary	Other related parties	Joint Venture
e) Reimbursements received from parties					
Mahindra & Mahindra Limited	31-Mar-22	0.05	-	-	-
	31-Mar-21	-	-	-	-
Meru Mobility Tech Private Limited	31-Mar-22	-	0.01	-	-
	31-Mar-21	-	-	-	-
f) Loans/ Deposits Given / (Received back)					
Mahindra Rural Housing Finance Limited	31-Mar-22	-	-	-	-
	31-Mar-21	-	(15.00)	-	-
g) Interest Income on inter-corporate deposits					
Mahindra Rural Housing Finance Limited	31-Mar-22	-	-	-	-
	31-Mar-21	-	0.52	-	-
h) Bad & doubtful debts recognised in respect of dues from related parties					
Mahindra & Mahindra Limited	31-Mar-22	0.13	-	-	-
	31-Mar-21	-	-	-	-

* now merged with Mahindra & Mahindra Limited

Note No. 40 - Contingent Liabilities and Commitments

A Contingent Liabilities

Particulars	₹ in Crores	
	Year ended 31 st March, 2022	Year ended 31 st March, 2021
Contingent liabilities (to the extent not provided for)		
Claims against the Group not acknowledged as debt		
a) VAT	19.40	19.40
b) Service Tax	3.36	3.19
c) Income Tax	3.19	-
d) Other Matters	7.43	6.90

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.

B Commitments

The Company has provided financial support letter to 2X2 Logistics Limited its subsidiary, to meet any shortfall in its ability to meet its liability and obligation as they fall due during the period until March 2022

Note No. 41 - 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.
- The Company did not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 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).

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Note No. 42 - 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 st March, 2022	As at 31 st March, 2021	
Lords Freight (India) Private Limited	Freight Forwarding via sea and air	Mumbai	99.05%	99.05%	N
2 X 2 Logistics Private Limited	Transportation services	Mumbai	55.00%	55.00%	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 rights held by non controlling interests	
		As at 31 st March, 2022	As at 31 st March, 2021
Lords Freight (India) Private Limited	Mumbai, India	0.95%	0.95%
2 X 2 Logistics Private Limited	Mumbai, India	45%	45%

Name of the Subsidiary	Profit / (Loss) allocated to non controlling interest		Accumulated non Controlling Interest	
	31 st March, 2022	31 st March, 2021	31 st March, 2022	31 st March, 2021
Lords Freight (India) Private Limited	0.15	(0.04)	-	(0.15)
2 X 2 Logistics Private Limited	(2.65)	(1.17)	0.27	2.92

(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	Lords Freight (India) Private Limited		2 X 2 Logistics Private Limited	
	31 st March, 2022	31 st March, 2021	31 st March, 2022	31 st March, 2021
Current Assets	81.13	92.55	4.30	14.47
Non Current Assets	3.24	2.10	11.93	12.82
Current Liabilities	50.40	77.20	14.62	19.82
Non Current Liabilities	1.75	1.31	0.11	1.00
Equity Interest Attributable to the owners	15.92	6.57	(3.22)	(1.43)
Non Controlling Interest	0.15	(0.04)	(2.65)	(1.17)
Revenue	452.65	299.42	24.10	36.62
Expenses	436.66	292.87	29.98	39.23
Profit / (Loss) for the year	15.99	6.55	(5.88)	(2.61)
Profit / (Loss) attributable to the owners of the Company	15.84	6.59	(3.23)	(1.44)
Profit / (Loss) attributable to the non controlling interest	0.15	(0.04)	(2.65)	(1.17)
Profit / (Loss) for the year	15.99	6.55	(5.88)	(2.61)
Other Comprehensive Income attributable to the owners of the Company	0.08	(0.02)	0.01	0.01
Other Comprehensive Income Profit / (Loss) attributable to the non controlling interest	-	-	-	-
Other Comprehensive Income	0.08	(0.02)	0.01	0.01

Notes accompanying Consolidated Financial Statement

for the year ended 31st March, 2022

Particulars	Lords Freight (India) Private Limited		2 X 2 Logistics Private Limited	
	31 st March, 2022	31 st March, 2021	31 st March, 2022	31 st March, 2021
Total Other Comprehensive Income attributable to the owners of the Company	15.92	6.57	(3.22)	(1.43)
Total Other Comprehensive Income Profit / (Loss) attributable to the non controlling interest	0.15	(0.04)	(2.65)	(1.17)
Total Other Comprehensive Income	16.07	6.53	(5.87)	(2.60)
Dividends paid to non controlling interest	-	-	-	-
Net Cash Flow from operating activities	(4.06)	5.87	(0.39)	4.86
Net Cash Flow from investing activities	(0.11)	(0.09)	0.03	0.01
Net Cash Flow from financing activities	4.96	(5.53)	0.03	(4.74)
Net Cash inflow/ (outflow)	0.79	0.25	(0.33)	0.13

Additional Information as required by Schedule III to the Companies Act, 2013:

₹ in Crores

Name of Entity in the Group	Net Assets		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	Total Comprehensive Income	Amount
Parent								
Mahindra Logistics Limited	92.61%	574.86	70.69%	24.44	113.23%	(0.77)	69.84%	23.67
Subsidiaries								
Indian								
a) LORDS Freight (India) Private Limited	7.76%	48.14	45.82%	15.84	-11.76%	0.08	46.98%	15.92
b) 2 X 2 Logistics Private Limited	-0.42%	(2.62)	-9.34%	(3.23)	-1.47%	0.01	-9.50%	(3.22)
Minority Interests in all Subsidiaries	0.05%	0.28	-7.17%	(2.48)	0.00%	-	-7.32%	(2.48)
Total	100.00%	620.66	100.00%	34.57	100.00%	(0.68)	100.00%	33.89

Note No. 43

Previous year numbers are regrouped reclassified wherever necessary

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

(₹ in crores)

Sl. No.	Particulars	Subsidiary 1	Subsidiary 2
1.	Name of the subsidiary	2 X 2 Logistics Private Limited	LORDS Freight (India) Private Limited
2.	The date since when subsidiary was acquired (dd/mm/yyyy)	22/10/2012	07/08/2014
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable
4.	Reporting currency	INR	INR
5.	Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable
6.	Share capital	9.01	2.36
7.	Reserves & surplus	(8.41)	29.86
8.	Total assets	16.24	84.37
9.	Total Liabilities	15.64	52.15
10.	Investments	Nil	Nil
11.	Total Turnover	23.98	450.13
12.	Profit/(loss) before taxation	(8.15)	21.26
13.	Provision for taxation	(2.27)	5.27
14.	Profit / (loss) after taxation	(5.88)	15.99
15.	Proposed Dividend	Nil	Nil
16.	Extent of shareholding (in percentage)	55.00%	99.05%

Notes:

- Names of subsidiaries which are yet to commence operations: Not Applicable;
- Names of subsidiaries which have been liquidated or sold during the year: Not Applicable;
- Reporting period for both subsidiaries is 1st April, 2021 to 31st March, 2022

Part B: Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

(₹ in crores)

Sl. No	Particulars	Joint Venture
1.	Name of associates/Joint Ventures	Transtech Logistics Limited
2.	Latest audited Balance Sheet Date	31 st March, 2022
3.	Date of which the Associate or Joint Venture was associated or acquired (dd/mm/yyyy)	5/10/2018
4.	Shares of Associate/Joint Ventures held by the Company on the year end	
	i. Number of shares	66,088
	ii. Amount of Investment in Associates/Joint Venture	4.00
	iii. Extend of Holding (in percentage)	39.79%
5.	Description of how there is significant influence	By virtue of shareholding
6.	Reason why the associate/joint venture is not consolidated	NA
7.	Net worth attributable to shareholding as per latest audited Balance Sheet	-
8.	Profit/(Loss)for the year	
	i. Considered in Consolidation	0.01
	ii. Not Considered in Consolidation	0.02

- 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: Not Applicable

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

Rampraveen Swaminathan

Managing Director & CEO
DIN 01300682

Yogesh Patel

Chief Financial Officer

Ruchie Khanna

Company Secretary

Place: Mumbai

Date: 26th April 2022



Mahindra Logistics Limited

Mahindra Tower,
P. K. Kurne chowk,
Worli Mumbai - 400018
Maharashtra, INDIA