

Our Ref: MLLSEC/120/2020

3 July 2020

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: Submission of Annual Report for the financial year 2019-20 and Notice of the 13th Annual General Meeting - Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (" the Listing Regulations")

Ref: Notice to Shareholders on information on 13th Annual General Meeting through Video Conference / Other Audio Visual Means vide letter dated 15 June 2020

In compliance with Regulation 34 and other applicable provisions of the Listing Regulations, please find enclosed as under:

1. The Annual Report of Mahindra Logistics Limited ("the Company") for the financial year 2019-20 prepared as per Regulation 34 of the Listing Regulations and other applicable laws;
2. The Notice of the 13th Annual General Meeting ("AGM") of the Company.

The requirements of sending physical copy of the Notice of the 13th AGM and Annual Report 2019-20 to the Members have been dispensed with by the Ministry of Corporate Affairs, vide its Circular No. 20/2020 dated 5 May 2020 read with Circular Nos. 14/2020 dated 8 April 2020 and 17/2020 dated 13 April 2020 and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 (collectively referred to as "Circulars"). Hence in compliance with the abovementioned Circulars, the Company has commenced the dispatch of the Annual Report for the financial year 2019-20 along with the Notice of 13th AGM to its Members electronically through e-mail, in a flipbook version (an e-book where the pages turn on-screen) and a pdf version, today viz. Friday, 3 July 2020.

The flipbook and pdf version of the Annual Report along with Notice of 13th AGM and related documents will also be available on the website of the Company at <https://www.mahindralogistics.com/investor/financial-information>

Kindly take the above on record and acknowledge receipt of the same.

Thanking you,
Yours faithfully,
For **Mahindra Logistics Limited**

Brijbala Batwal
Company Secretary

Enclosures: As above



EARNING TRUST

Mahindra
LOGISTICS

Mahindra Logistics Ltd
Annual Report 2019-20

What's inside?



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Highlights FY 2020

FINANCIAL METRICS (CONSOLIDATED)

₹3,471 CRORE
Revenue

₹172 CRORE
EBITDA

₹55 CRORE
PAT

SOCIAL METRICS

₹2.05 CRORE
CSR spend

1,57,887
Beneficiaries impacted

Earning Trust...

At Mahindra Logistics Limited (MLL), **trust is the force that binds us together** – our go-getters, business associates, customers, investors, and our communities. It is deeply embedded in the way we work, engage with our customers and other stakeholders, and remains one of our overarching purpose principles.

Our approach is to continue to nurture a culture of trust within our ecosystem, while also passing it on to our brand patrons through our industry-leading services and solutions; as well as to the communities through our commitment towards making the world a better place.

We have now entered a new world order, where imagination and innovation will play a more integral role than ever before, underpinned by the foundation of trust.

We aspire to grow our business on the back of our robust value framework, while continuing to **earn stakeholder trust** through:



Earning customer trust by...

Driving operational excellence through skills, process, and technology

Innovative solutions that offer cost efficiency and improved throughput

Distribution solutions that make transportation management seamless and effortless

Successfully delivering on expectations



16% growth
in Warehousing and other
Value added services



26% growth
in E-commerce



33% growth
in Consumer Markets



CORPORATE IDENTITY

Reimagining the face of Indian logistics and mobility

Today, we are one of India's leading third-party logistics (3PL) solutions providers. We provide customised, scalable, innovative and technology enabled solutions to our customers across diverse industries.

We commenced our journey in 2008, as an independent entity, with a focus on transportation needs.

Through our two business segments – Supply Chain Management and Enterprise Mobility – we cater to the myriad needs of over 400 customers across automotive, engineering, consumer goods, pharmaceuticals, telecom, e-commerce, bulk, banking, IT, financial services, and insurance and consulting businesses, while also offering integrated employee transportation solutions to enterprises.

Right 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, being a true end-to-end logistics solutions provider.

Our unique asset-light business model and commitment to innovation are the foundation of every strategic decision we make.

We also integrate technology in our supply chain and invest in advanced technology that facilitates smooth and efficient operations of our business.

Supply Chain Management

- Warehousing
- Transportation
- In-factory logistics
- Value-added services
- Freight forwarding



Enterprise Mobility (Alyte)

- Employee transportation services
- Enterprise OnCall services
- Event transportation services



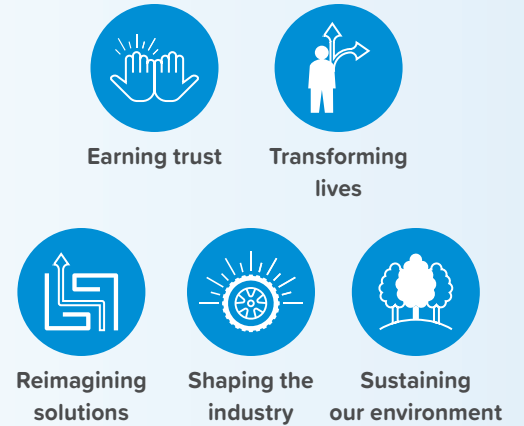
MAHINDRA LOGISTICS STATE-OF-THE-ART BUILT TO SUIT FACILITY AT TAURU ROAD, HARYANA

Our vision

RISE to be a ₹ 10,000 crore Logistics Service Provider by FY2026, delivering exceptional customer experience through differentiated, technology-enabled solutions

Our purpose

ACCELERATING
COMMERCE
EMPOWERING
COMMUNITIES TO
RISE



Our parentage

We are proud to be part of the \$20.7 billion Mahindra Group, which has presence in 100+ countries and a skilled workforce of 200,000+ people. The Mahindra Group operates in 21 key industries, providing insightful and ingenious solutions that are global in their ramifications. Although the Group operates across vast geographies and has diverse business interests, its governing spirit of 'Rise' binds us as one Mahindra.

Our subsidiaries and joint ventures

LORDS FREIGHT (INDIA) PRIVATE LIMITED (LORDS)

LORDS is a subsidiary of Mahindra Logistics. Established in 2011, the Company offers world-class capabilities in air and ocean forwarding, for both imports and exports. Its presence spans nine prominent cities in India, 50+ trade lanes globally and 100+ network partners. LORDS has agents specialising in freight movement in Southeast Asia, Taiwan, South Korea, China and Western Europe, with trade lanes in the US and Africa in the pipeline.

2X2 LOGISTICS PRIVATE LIMITED

Mahindra Logistics partnered with IVC Logistics Limited (IVC) to form a company called 2x2 Logistics Private Limited. IVC is one of the leading vehicle carrier solution providers in India, with over three decades of experience in catering to automobile manufacturers across India.

TRANSTECH LOGISTICS PRIVATE LIMITED

Transtech Logistics (ShipX) is a technology start-up, launched in 2008. It is a Software as a Service (SaaS) based Transport Management Solution (TMS) platform that serves the supply chain automation needs for 3PLs, shippers and transporters. ShipX's solutions provide better visibility and control of operations across the entire network of transportation businesses, including their branches, franchise locations and customer branches.

Our strengths

10+ YEARS

Rich experience in the evolving Indian logistics industry

17,000+

Workforce and third-party associates

400+

Customers

REVISITING AN EVENTFUL YEAR

Resilient performance in a challenging environment

1 Driving growth, expanding relationships

- Sustained growth trajectory over the last year, in Consumer (33%) and E-Commerce (26%) verticals, coupled with new business acquisitions with existing and new customers, helped maintain our momentum
- Recorded a growth of 16% in Warehousing and Value-added services during FY2020. A significant growth was witnessed through value-added services and solutions



CELEBRATING SUCCESS — E-COMMERCE PEAK

3 Operations excellence

- Expanded warehouse space under management to a total of over 16 million sq. ft. in the year
- Launched LIFE initiative for safety during the year. The initiative focuses on driving 8 core safety pillars across the Company's operations
- MLL became the first 3PL company in India to achieve an Integrated management System (IMS) certification. IMS is a combination of three international standards – ISO 9001:2015: Quality Management System, ISO 14001: Environment Management System, & ISO 45001:2018: Occupational health and Safety Management System
- Continued to invest in creating a culture of Continuous improvement. During the year completed 9 MGB (Mahindra Green Belt) and 125 MYB (Mahindra Yellow Belt) high impact projects and achieved over 10,500 kaizens



AUTO OUTBOUND OPERATIONS

2 Enhancing solutions

- Grew freight forwarding business (LORDS) by 18% during FY 2020; Over the years, it has grown to become a significant part of our integrated cross-border solution offering
- Leveraged our domestic and freight forwarding businesses to provide cross-border solutions to several customers across segments
- Created varied distribution solutions, from warehousing to multi-channel delivery to customers, based on our capabilities and technology
- Developed solution capabilities, including omni-channel logistics and distribution, returns processing, cross-border logistics, telecom tower maintenance and spare parts distribution
- Expanded integrated distribution solutions, combining warehousing and multi-modal transport



TRANSPORTATION SOLUTIONS

4 Focused diversity and inclusivity drive

- Under our five-year Diversity & Inclusion (D&I) roadmap, offered career opportunities to women officers from the armed forces, strengthening Udaan – our Second Career Programme for women
- Increased the number of female recruits over the last three years consistently
- Implemented Birth & Beyond policy to help our female colleagues better manage their home, children and work; sought their feedback and made improvements
- Hired 25 differently abled people and deployed them at key operations after conducting sensitisation sessions among our employees



VALUE-ADD OPERATIONS: SORTING, PACKAGING, QC, DRIVEN BY OUR WOMEN WORK FORCE

6 Progressing towards sustainability goals

- Set a goal of reaching carbon neutrality by 2040
- Ensured our business adheres to EP100 doubling energy productivity by 2040
- Continued commitment to Science Based Targets Initiative (SBTi)

5 Engaged employees, empowered communities

- Started an initiative called HOPE (Helping Our People IN Emergencies) to provide financial assistance to our driver partners
- Launched a national helpline for employees and drivers
- Initiated a free emergency cab service under Alyte in eight cities, serving over 3,000 people within 40 days of the lockdown
- Completed training for over 5,400+ drivers and warehousing associates as part of the PMKVY scheme



FREE EMERGENCY CAB SERVICES UNDER ALYTE

7 Resilient performance

- Annual revenue of ₹ 3,471 crore, down by 10% vis à-vis FY 2019, due to automotive industry decline and COVID-19 impact
- PAT of ₹ 55 crore, down by 37% compared to FY 2019
- Undertook cost sensitivity measures across operations
- Continued selective investments for skill and capacity building
- Dividend of 15%, i.e., ₹ 1.50 per share, recommended by the Board

THE LENGTH AND BREADTH OF OUR BUSINESS

Delivering transparency and flexibility in logistics

As India's leading 3PL company, we are constantly raising the bar in providing effective logistics solutions to our customers. We operate in two distinct business segments:

Supply Chain Management

Through our SCM segment, we offer customised and end-to-end logistics solutions and services, including transportation and distribution, warehousing, in-factory logistics and value-added services to our customers. Our aim is to make the journey of all inputs and finished products from origin to end customer, more efficient and reliable, with shortened delivery times and better customer satisfaction.

MAHINDRA LOGISTICS ADVANTAGE



Technology driven

- Transport Management Systems
- Warehouse Management Systems
- Warehouse automations
- Control Tower
- Embedding technology at the edge of all operations



Process led

- Standard Operating Procedures (SOPs), Service Level Agreement (SLA) monitoring and daily Management Information System (MIS) reports



Diverse industry experience

- Leveraging cross industry experience and expertise to provide cost and service advantages to our customers in every industry vertical



Expertise

- A broad set of skills in a diverse set of industries as well as service lines allowing customisation of solutions in any situation



Partner network

- Extensive network of trusted partners and associates for transportation and warehousing assets



Compliance management

- We hold ourselves to very high standards of safety, compliance and corporate governance

16+ MN SQ FT
Warehouse space

10,000+
Vehicles deployed every month

17,000
PIN codes

500+
Client and operating locations

1,450+
Business associates

50+
In-factory and line feed operating locations

300+
Customers

35+
Network hubs

THE LENGTH AND BREADTH OF OUR BUSINESS CONTINUED

OUR OFFERINGS

We offer a comprehensive repertoire of solutions to our customers through our SCM business.



1 Warehousing

We offer our warehousing services to clients as a separate service offering as well as part of our integrated logistics solutions. Our warehousing services primarily include inventory control, storage management and value-added services.

We manage over 16 million square feet of warehousing space, including built-to-suit, dedicated and multi-user warehouses,

across India. We have deployed customised Material Handling Equipment (MHE) as well as extensive automation and are proficient in handling the existing warehouses for clients to optimise their functioning. Our strategically located stockyards across the country consist of large format multi-brand ones in key locations, ensuring flexibility and scalability.



2 Transportation

Through our large fleet of dedicated vehicles, we are well positioned to cater to any transportation requirement across India. Our transportation services primarily comprise:

- In-bound solutions
- Outbound solutions
- Primary and secondary distribution
- Network-based distribution
- Last mile delivery



3 In-factory logistics

Our in-factory logistics services are customised services, which are aligned to the customers' production schedule. We play an important role in our customers' overall supply chain. Through our Stores and Line Feeding (SLF) process, we provide the following services to our customers:

- Sequencing
- Kit creation and building
- Trolley loading
- High-value parts management
- Receipt and physical verification of materials
- Just in Time (JIT) and Just in Sequence (JIS) operations



4 Fulfilment logistics

We understand the need for speed, accuracy and flexibility. Our fulfilment and distribution solutions are created specifically to cater to the needs of customers, who seek best-in-class order fulfilment and time to market. From warehouse management to regional distribution centre operations, secondary and last-mile delivery, we do it all.

We also manage OTIF (On Time In Full) and do not allow a stock-out situation to affect sales, all at market-leading costs. This would not be possible without the best technology and talent in the industry today.



5 Freight forwarding

We offer freight forwarding services through our subsidiary Lords Freight (India) Private Limited (LORDS). On the back of our capabilities in international freight forwarding, along with LORDS' strong global partnerships, and expertise in air and ocean forwarding for imports and exports, we offer the following services to our customers:

- Air freight and ocean freight operations
- Exports and Imports

- Full Container Load (FCL) and Less than Container Load (LCL) services
- Charter operations
- Project Management Office (PMO) support in critical implementations
- Project logistics and ODC cargo
- Integrated cross-border solutions combining domestic and international operations

TECHNOLOGY WE DEPLOY

Technology has always been a key enabler for us to deliver high service standards to our customers. We have embedded technology in all of our operations with an aim to increase both productivity and efficiency through:

- Transport Management Solutions (TMS) system
- Warehouse Management Solutions (WMS) system
- Warehouse automation
- Intelligent warehouse operating systems
- Solution, design, network optimisation and layout optimisation software
- Automated KPIs and reporting and MIS dashboards
- Control Tower
- Fully controlled network operations
- App based delivery technology
- Integration with customers systems and technology

INDUSTRIES WE SERVE

INDUSTRIES	DIFFERENCE WE BROUGHT
 <p>Auto and Engineering</p>	<p>We offer fully integrated solutions spanning inbound, in-factory and outbound logistics for two of the largest sectors in manufacturing. We provide efficiencies derived from bespoke solutions design, customised technology and specialised skill building. We optimise cost, quality and speed for some of the largest OEMs in these sectors.</p>
 <p>Consumer</p>	<p>The FMCG and Consumer Durables sectors as well as large retailers seek to optimise distribution systems and networks. We offer integrated solutions from design to delivery, manage warehousing and distribution centres, secondary and last mile transportation while optimising time to market and inventory - this is what sets us apart. A whole suite of multi-channel and direct-to-market offerings are enabled using best-in-class technology.</p>
 <p>Pharma</p>	<p>Unique supply chains need bespoke solutions that span borders while maintaining product quality and the strictest regulatory compliances. That's just what we are able to do for the pharmaceuticals industry. With our abilities to design and manage both cross-border as well as domestic supply chains across the pharma spectrum, we have created value in both temperature-controlled and ambient logistics solutions. Our proprietary control tower systems and processes enable the highest standards of visibility, traceability and compliance.</p>
 <p>Telecom</p>	<p>We offer a broad base of solutions that helps network operators of large telecom firms in India to run smoothly. From storage, distributions and returns, to highly specialised and technical offerings such as maintenance, network expansion and critical parts delivery, we do it all for the telecom industry. Our pan-India reach and unique sector experience makes us the preferred partner in the telecom industry.</p>
 <p>E-commerce</p>	<p>Understanding scalability, flexibility, focus on customer experience and leveraging the right technology has made us one of the largest partners of the e-commerce industry. Be it storage and processing, automation and robotics, transportation and last-mile deliveries, we provide end-to-end solutions with the highest levels of performance and reach, creating an unmatched blend of capabilities and offerings for the industry.</p>
 <p>Commodities</p>	<p>We apply a blend of network redesign, the best in telematics and transportation management systems where cost optimisation and maximising efficiency matter the most. These, coupled with control tower operations, unlock significant total logistics cost benefits to a wide range of industries.</p>

THE LENGTH AND BREADTH OF OUR BUSINESS CONTINUED

Enterprise Mobility (Alyte)

Our Enterprise Mobility business, also called as 'Alyte', provides technology-enabled and customised solutions for the daily pick-up and drop requirements of enterprises – IT, ITeS, business process outsourcing, financial services, consulting and manufacturing industries. We offer our services in the major cities of Delhi, Jaipur, Patna, Ahmedabad, Mumbai, Pune, Kolkata, Hyderabad, Bangalore, Chennai, Cochin and Coimbatore.

We have a fleet of small and mid-sized vehicles, sports utility vehicles, Electric Vehicles (EVs) and buses, all provided by our business associates. Our flexible and scalable asset-light model enables us to integrate resources and provide a one-stop solution to the transport needs of enterprises.

MAHINDRA LOGISTICS ADVANTAGE



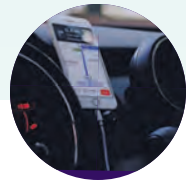
Largest pan-India player

With multi-service, multi-city presence



Focus on safety and compliance

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



Tech enablement and 100% transparency

To allow smooth functioning and tracking of vehicles



24x7 monitoring

Of our vehicle fleet through Control Tower Operations (CTO)



Use of dashboard analytics

To analyse vehicle performance and track the fleet

SOLUTIONS WE OFFER

Through our EM business, we offer a range of end-to-end fully integrated mobility services for employees of large enterprises.

1 Employee transportation services

Our suite of employee transportation services ensures ease and comfort in the daily commute of employees. It includes:

- End-to-end managed services, right from rostering and route allocation to automated MIS and billing
- Fleet for small and large group movement
- Shuttle services and nodal pick-up and drop
- Real-time tracking for enhanced safety and compliance

2 Enterprise OnCall services

Our chauffeur-driven car rental services combine reliability and responsiveness with our technology – right from booking to payment. Our services include:

- Well-maintained vehicles
- Vehicles with trained and groomed chauffeurs
- Mobile-based app for the entire process – from booking to billing
- 24X7 customer care
- Flexible packages based on need
- Personal travel provision for employees of enterprises partnering with Mahindra Logistics

3 Event transportation services

At Mahindra Logistics, we ensure that people reach their event or occasion comfortably, without any hassle. They can travel with us across India in a charter bus, luxury coach, minibus, luxury and premium car, according to their requirement and preference. Our services include:

- Transportation management
- Compliant and clean vehicles
- Sufficient leg room
- Standard vehicles with luxury options

GREEN FLEET

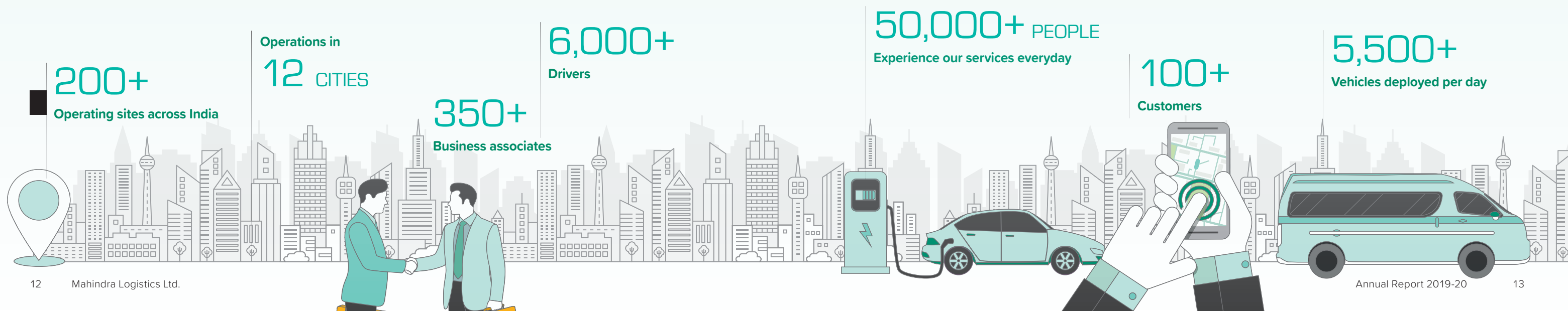
India is pushing towards making 30% of all its vehicles electric by 2030. Supporting India in this initiative, Mahindra Logistics pioneered in EV technology with the help of an experienced team.

A clean alternative to traditional vehicles, EVs reduce GHG emissions and carbon footprint, while also offering the advantages of government subsidies and rebates.

We have deployed 50+ EVs in our fleet until March 31, 2020.

TECHNOLOGY WE DEPLOY

- Application-based interactions for optimised routes and vehicles
- Route planning and optimisation engine
- Control Tower Operations (CTO) for tracking all vehicles and passengers, round the clock
- EV telematics for a connected car – tracking and vehicle health monitoring
- Use of a mobile app to track, charge, manage AC controls, and lock/unlock doors in EVs



Guiding with prudence

Our diverse leadership team, comprising our Board of Directors and Management Team, are the stewards of the Company. They steer business affairs, determine the Company's long-term strategy, assess opportunities and identify risks, all with a single goal in mind – to earn customer trust.

Left to right

- | | |
|---|--|
| <p>1. Mr. Ranu Vohra
Independent Director</p> <p>C M M</p> <p>2. Mr. Parag Shah
Non-Executive Director</p> <p>M M M M</p> <p>3. Mr. Ajay Mehta
Independent Director</p> <p>C M</p> <p>4. Mr. V. S. Parthasarathy
Chairman and Non-Executive Director</p> <p>M</p> | <p>5. Ms. Avani Davda
Independent Director</p> <p>C M</p> <p>6. Mr. Rampraveen Swaminathan
Managing Director & CEO</p> <p>M</p> <p>7. Mr. Darius Pandole
Independent Director</p> <p>C C M</p> <p>8. Mr. S. Durgashankar
Non-Executive Director</p> <p>M M M</p> |
|---|--|

- M Committee Membership
- C Committee Chairpersonship
- Audit Committee
- Risk Management Committee
- Stakeholders' Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee



BOARD OF DIRECTORS CONTINUED

Mr. V. S. Parthasarathy
Chairman and Non-Executive Director

Mr. V. S. Parthasarathy, Chairman of the Board is a much awarded professional, a thought leader and a votary of transformational changes with over three decades of experience.

With effect from April 1, 2020, Mr. Parthasarathy was appointed as the President of the newly created Mobility Services Sector of the Mahindra Group. He is a Member of the Group Executive Board of Mahindra Group, and on the Board of listed Mahindra Group companies viz. Tech Mahindra Limited, Mahindra & Mahindra Financial Services Limited, Mahindra Holidays and Resorts India Limited, CIE Automotive S.A. Spain as well as other entities including Smartshift Logistics, Meru Travel Solutions, Mahindra First Choice Services, etc.

Mr. Parthasarathy began his career with Modi Xerox as a Management Trainee. Before joining M&M in 2000, he was the Associate Director at Xerox.

Mr. Parthasarathy's journey at M&M began with an HR stint, where he brought about organisational transformation – performance management system, policy deployment, strategic planning – and journeyed through the Deming Prize. He later spearheaded functions like Finance, M&A, IT and International Business, prior to being the Group CFO and Group CIO at M&M Ltd. until March 31, 2020. His areas of expertise include organisational transformation, leadership, strategic planning, finance, international operations, etc.

He is a well-recognised speaker in the fields of finance and IT. He was awarded with the Lifetime Achievement awards for both his CFO and CIO roles. He is also the recipient of the Business World - Yes Bank Hall of Fame Award, Best CFO of India Award by IMA, Corporate Excellence Awards and Digital Icon of India Award by HPE.

Mr. Parthasarathy is the President of the Bombay Chamber of Commerce & Industry (BCCI) and Chairman of the FICCI CFO Council. He runs for Nanhi Kali (the Girl Child Education NGO) at Mumbai Marathon as a Change Legend.

He holds a bachelor's degree in Commerce, is a Fellow Member of the Institute of Chartered Accountants of India, and a Member of the Institute of Chartered Accountants of England and Wales. He is an alumnus of Harvard's Advanced Management Program (2011).

Mr. Rampraveen Swaminathan
Managing Director & CEO

Mr. Rampraveen Swaminathan has two decades of global business leadership experience spanning 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 serves as a Non-Executive Director on the Board of LORDS Freight (India) Private Limited, a subsidiary of the Company. He is also an Independent Director on the Board of Dodla Dairy Limited.

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. Parag Shah
Non-Executive Director

Mr. Parag Shah has an experience of over two decades in building new businesses, startups, turn-arounds, joint ventures and mergers and acquisitions across the Mahindra Group. Currently, he is the Managing Partner and Co-Head of Mahindra Partners Division of M&M.

Prior to his current assignment, he was involved in new business development and strategy for the Mahindra Group. He was also Chief Executive Officer of Officemart India.com Ltd., a consulting & e-commerce company within the Group. Before joining the Mahindra Group in 1999, Mr. Parag Shah was Managing Director of Systems Marketing India Pvt. Ltd., a private business with interests in Manufacturing, Investment Banking and Trading. He is a Director on several Mahindra Group companies including Mahindra Intertrade, Mahindra Susten, Mahindra Vehicle Manufacturers and also serves as an Independent Director on Board of HDFC Asset Management Company Limited. His areas of expertise include private equity, venture capital, investment management, strategy and planning etc.

He was also a founder Director of 'Executives Without Borders', an NGO based in USA. He was recognised by the Economic Times and Spencer Stuart as India's Top 40 Business Leaders under the age of 40 years.

He is also affiliated with various non-governmental organisations such as Sabarkanta Relief Samiti and S&G Charitable Trust. He has also been a member of FICCI - Solar Energy Task Force Committee, the India Israel forum and CII National Committee on Private Equity & Venture Capital.

He holds a bachelors Degree in Computer Engineering from the Illinois Institute of Technology with special electives in Psychology and Manufacturing Technology. He is also a graduate of the General Management Program from the Harvard Business School.

Mr. S. Durgashankar
Non-Executive Director

Mr. Durgashankar, a Chartered Accountant by profession, is the President – Group M&A, Corporate Accounts and Group Secretarial, and Member of the Group Executive Board at Mahindra & Mahindra Limited. He is also the Chairman of Mahindra Integrated Business Solutions Private Limited, the Service Centre arm of Mahindra & Mahindra Limited. In his experience of over three decades, he has handled a wide spectrum of corporate finance assignments at senior levels and has rich M&A experience. At Mahindra & Mahindra Limited, Mr. Durgashankar has also headed Treasury and Investor Relations and was instrumental in setting up the M&A division. Prior to his current assignment, he was the CFO of Mahindra Satyam and was responsible for the company becoming current with respect to its Indian GAAP reporting requirements. He is a member of the Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Mahindra Logistics Board. He was appointed on the Board of the Company effective May 7, 2019.

Mr. Durgashankar is an Alumni of the Harvard Business School where he attended the Advanced Management Program. He is also a speaker at many forums on varied topics in M&A and Finance. He was the recipient of CFO 100 Awards in 2010, 2013 and 2014, for his contribution to the field of corporate finance in the area of M&A. He was also the recipient of CFO India League of Excellence Award in March 2015.

Ms. Avani Davda
Independent Director

Prior to her current role, Ms. Davda was the Managing Director of Godrej Natures Basket from May 2016 to November 2019. She was also the Chief Executive Officer of Tata Starbucks Private Limited, the 50/50 joint venture between Starbucks Coffee Company and Tata Global Beverages Limited (TGBL). She was appointed on the Board of Mahindra Logistics on

June 6, 2018 and is the Chairperson of the Risk Management Committee and a member of the Audit Committee of the Board.

Ms. Davda holds a master's degree in Management Studies from NMIMS and a bachelor's degree in Commerce with Honors (Advertising & Media) from H.R. College, University of Mumbai. She was nominated as a Young Global Leader in 2014 by the World Economic Forum, Geneva, Switzerland. She also featured in Fortune US's annual global list of '40 under 40 leaders' in 2013 and Fortune and Food & Wine's list of '25 Most Innovative Women in Food and Drink' in 2014.

Mr. Ajay Mehta
Independent Director

Mr. Mehta is an Independent Director in Mahindra Logistics and was appointed on the Board of the Company on March 27, 2015. He is the Chairman of the Audit Committee and a member of the Nomination & Remuneration Committee of the Board. He 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. He 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. 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

Mr. 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, he 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. He was appointed on the Mahindra Logistics Board effective July 25, 2017 and is a member of the Audit Committee and Chairman of the Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Board.

Mr. 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

Mr. Vohra has 19 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 Aventus Capital Private Limited. Prior to co-founding Aventus, he worked with a communications equity associate, Tampa (US) based technology and media investment bank and also with Hinduja Finance Corporation Limited. He was appointed on the Board of the Company effective July 25, 2017. He is a member of the Nomination & Remuneration Committee and Risk Management Committee, and also chairs the Corporate Social Responsibility Committee of the Board.

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

Leading with experience

Left to right (seated)

1. **Mr. Sushil Rathi**
Chief Operating Officer –
Transportation & Procurement &
Chief Executive – LORDS
2. **Ms. Rama Malik**
Vice President – Consumer Business

3. **Ms. Brijbala Batwal**
Company Secretary
4. **Mr. Lovinder Saggu**
Head – Auto Outbound

Left to right (standing)

1. **Mr. Huafreed Nasarwanji**
Vice President - SCM Sales &
Marketing
2. **Mr. Kamal Kapoor**
Vice President – Transportation &
Procurement

3. **Mr. Prasanna Pahade**
Vice President – M&M Business

4. **Mr. Vibhu Manya**
Senior Vice President – Enterprise
Mobility

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

6. **Mr. Ankur Singhai**
Head – Ecommerce

7. **Mr. Rajesh Shetty**
Vice President – Operations
Excellence

8. **Mr. Mehernosh Mehta**
Vice President – Human Resources

9. **Mr. Yogesh Patel**
Chief Financial Officer

10. **Mr. Vishal Barnabas**
Head – Auto & Engineering



Enterprise Mobility (Alyte)

During the lockdown due to the global COVID-19 pandemic:

We completed more than **1 million miles** in **3 months** safely by providing transportation services to corporates for their travel to work

Provided free emergency cab services in 8 cities to senior citizens, pregnant women, and others who were in need of transportation in these challenging times



Over **3,000 trips** across **8 cities** in **40 days** through our free emergency cab services



More than **50,000 trips** (1 million + miles) completed safely under employee transportation services



Deployed **EVs** at various customer locations; aim to make **30%** of our Alyte fleet electric over the next 5 years



CHAIRMAN'S STATEMENT

Trust drives us forward



V. S. PARTHASARATHY

Dear stakeholders,

I wish you all the very best of health and well-being.

Since the inception of Mahindra Logistics, the unwavering trust of our stakeholders has been at the very core of our success. Our vision has been to build a company that delivers true end-to-end logistics solutions that enable customers to transform their supply chains.

We are determined to continue delivering by further strengthening our foundation of absolute trust.

Trust is an intangible, yet powerful multiplier of tangible value for all our stakeholders. In fact, if we look back at our history and the traditional form of entrepreneurship that has evolved in our country over centuries, we will find that the tenet of trusteeship has always been there. Its social and economic importance was first advocated by Mahatma Gandhi in the twentieth century, and holds relevance even today. Trusteeship is the natural progression of being the 'custodian of trust' and value creator for all stakeholders.

Trust runs deep in whatever we do, in any economic or business landscape.

If we look at the macro picture, we find that India's long-term economic fundamentals continue to be strong. However, the primary focus in the post COVID-19 era will be more on localisation, niche specialisation, upskilling indigenous talent and providing more firepower to our 'Make in India' initiative, with technology as the basic enabler. We must be 'self-reliant' as individuals, businesses, communities, states and as a nation. Further, we will focus on the consumer, and pharma and e-commerce segments, which are showing green shoots of growth, while also investing in new growth avenues.

EXCITING TRENDS

There are clearly four major emerging trends in our sector. First, we foresee an increased focus on multi-model networks and systems, which we believe will gain traction. Second, we see encouraging growth in the medium - to long-term demand for best-in-class warehousing-based services. Third, an omnichannel distribution network will emerge, and finally we will witness an increase in multi-category

players. Against this backdrop, we believe MLL's role and responsibility in the logistics chain – which runs on the wheels of reliability and trust – has increased manifold.

Our enterprise mobility business is a 'sunrise segment' that we are extremely optimistic about. Our growing pan-India technology-enabled portfolio in this business ranges from employee mobility, on-demand services, special portfolio services and carbon-neutral solutions. As the only organised, national player in this space, our customers' needs are met with the very best in technology, fleet, processes and, of course, trust. During the recent nation-wide lockdown, we launched free emergency cab services across major cities to support those in need of emergency transportation. Your Company provided a dedicated fleet of vehicles across India, including Electric Vehicles (EVs) for this cause, catering to single mothers, differently abled individuals, senior citizens, and others who were in urgent need.

REMARKABLE RESILIENCE

During the year, our performance was impacted by volatility in fuel prices, coupled with a downturn in the manufacturing, auto-and-farm as well as commodity sectors, where we have significant exposure. Our continued focus on the consumer, pharma and e-commerce segments, which are showing green shoots of growth, ensured that we are still investing in key growth sectors.

Despite challenges, we are constantly strengthening our capabilities and relationships with customers and the wider stakeholder fraternity with a focus on long-term value creation. FY 2020 saw us perform with resilience, despite hardships in the operating environment.

Our revenue for the year stood at ₹ 3,471 crores and PAT at ₹ 55 crores.



READ MORE ABOUT OUR FINANCIALS ON PAGE 26

LAUNCH OF MLL 2.0

Adaptability is the key in today's dynamic business environment. This belief inspired us to launch the new organisational structure – MLL 2.0, in December 2019. It is structured on our understanding of customer orientation, growing capabilities and a diverse solution mix. Through MLL 2.0, we aim to:

- Align our corporate culture and talent with our business strategy
- Improve our response time and enhance business efficiency
- Empower our people to achieve the Company's goals

MLL 2.0 will help us continue being the preferred logistics partner for our customers, while also focusing on efficient allocation of capital, rationalising cost and leveraging technology to build a value-accretive business.

RISE AS A TEAM

How do we build enhanced trust in the external world? The answer is by being customer-centric and citizen-centric. Customers are the crux of our business and of Mahindra Group as a whole, and we leave no stone unturned in fostering their trust. They inspire us to remain resilient during periods of momentous transformation, continue with our technology-driven innovation and step up our service excellence. It is, therefore, our responsibility to create long-term value for them.

CHAIRMAN'S STATEMENT CONTINUED

Through our technology-enabled state-of-the-art Control Tower Operations (CTO), we keep a watchful eye on our fleet of vehicles, which not only ensures timely delivery, but also provides 24X7 support to our customers. Further, using the CTO's tracking and analytics benefits, customers can monitor the vehicles remotely. It is through such proactive steps that we uphold customer trust and drive customer centricity across our operations. 'Every citizen is your potential customer', is our approach, and we rise together on the strength of mutual respect and trust.

The same principles are applied internally to our people and business associates. Through various career development programmes, we empower our talent pool to evolve personally and professionally, while encouraging them to perform to the best of their abilities.

We fuel the ambitions and passion of our people and have launched various platforms to motivate our employees and foster trust among them. Encouraging them to volunteer for various community projects and emphasising the community impacts of our business operations ensures their holistic development. Our people also displayed their steadfast commitment towards the Company and society by going the extra mile to deliver essential services to customers during the global pandemic. Our driver partners, stockyard and warehouse employees, supervisors and managers across India have worked tirelessly to ensure the availability of essential goods to tens of thousands of citizens. Their commitment and discipline are reflections of their trust and faith in your Company.



READ MORE ABOUT
PEOPLE PRACTICES ON PAGE 40

As we operate with a highly flexible and scalable asset-light strategy, we rely on our large and expanding network of partners for seamless and reliable operations.

We work as a traditional joint family, where the basic ingredient, again, is trust.

We also believe that the way we treat, cooperate and coordinate with our business associates speaks volumes about our brand, especially when we are all working in stressful circumstances.



I am also happy to share that we launched the HOPE (Helping Our People during Emergencies) initiative to support our driver partners during the nation-wide lockdown.

We offer essential support such as health insurance cover, government schemes enrolment and loan guaranteeing models. We trained 5,465 drivers and third-party employees on driving and warehousing under the Pradhan Mantri Kaushal Vikas Yojana (PMKVY).

UNWAVERING ESG FOCUS

One of our Purpose principles is sustaining the environment for greater stakeholder engagement and trust, and we are aligning our business practices accordingly.

As India strives to achieve the target of making 30% of all vehicles in India electric by 2030, we believe 'the future is electric'.

We have already deployed over 50 EVs across the country. We have received highly positive response from our driver partners due to driving ease and significant cost savings. Our EVs are rapidly becoming the preferred mode of transportation.

Becoming carbon-neutral by 2040 is our promise, and we pledge to all our stakeholders to strengthen the trust that they have reposed in us.

As a conscientious corporate, our priority continues to be the safety of our customers, employees, partners, and members of the community. To stringently adhere to government norms, we have initiated several practices including work-from-home, social distancing, sanitisation and digital communication. We have also launched programmes to support our ecosystem through measures such as a driver helpline, emergency cab services and other relief programmes.

Further, I am glad to bring to your attention that your Company has achieved the Integrated Management System (IMS) certification. IMS is a combination of three International Standards – ISO 9001:2015 (Quality Management System),

ISO 14001:2015 (Environment Management System) and ISO 45001:2018 (Occupational Safety & Health Management System) – and is globally recognised.

This certification is a first-of-its-kind in the logistics industry, and will help us optimise our processes and resources, reduce operating costs, and improve our overall performance. The audit was conducted by TUV Rhineland, an international certification body.

We have a strong and diverse Board and governance continues to be a key focus area for us. Our committees are helmed by Independent Directors to provide guidance and effective oversight. We will continue to introspect and innovate further for raising the standards of our governance.



READ MORE ABOUT OUR
BOARD OF DIRECTORS ON PAGE 14

We are grateful to our investors and shareholders, who help us strengthen our governance parameters by sharing their observation and insights and reposing their trust in our vision and capabilities.

TECHNOLOGY, THE ENABLER

Technology, trust and teamwork play a crucial role in how we operate and create value. We have designed a comprehensive suite of solutions ranging from supply chain management to people mobility with a profoundly customer-focused approach. Our Control Tower Operations, Warehouse Management System (WMS), Transport Management System (TMS) and enterprise purchase control systems ensure high visibility, efficiency and responsiveness in our supply chain management.



We also use advanced technology for environment control, material handling, productivity enhancement, utilisation of energy sources and ergonomic equipment design. In Enterprise Mobility, we offer GPS-enabled vehicles, app-enabled services, tech-enabled booking to billing process, direct payment options, real-time tracking of vehicles for safety and end-to-end visibility.

WAY FORWARD

We strongly believe that logistics and safer mobility services will play a critical role in helping India achieve its goal of a \$5 trillion economy.

Growth in the consumer, pharma and e-commerce segments, as well as our focus on tapping new growth areas will open several doors of opportunities for us in the near future. We are already one of the largest organisations in India, moving both goods and people, and we will continue to redefine our brand impact by drawing on synergies from the Mahindra Group and leveraging advanced emerging technologies.



READ MORE ABOUT
STRATEGIC PRIORITIES ON
PAGE 28

As I join MLL as the Non-Executive Director and Chairman of the Board, I look forward to serving your Company with focus and foresight. In our eventful journey, our former Chairman, Mr. Zoooben Bhiwandiwalla, has played a critical role in shaping our growth roadmap and setting high standards of corporate governance in the organisation. On behalf of the Board and the entire leadership team, I express our sincere gratitude for his guidance and support. I would like to thank Pirojshaw Sarkari (Phil), our former CEO, for being instrumental in growing our Company to a position of industry dominance in less than a decade. I also congratulate Mr. Rampraveen Swaminathan, who has recently joined us as the Managing Director & CEO, and wish him all the best for embarking on the journey of transformation ahead.

It is said that 'Without trust, you have nothing. With it, you can do great things'.

Your Company has been fostering a culture of trust within, while also transferring it to its customers through services and solutions, as well as to communities through its commitment towards making the world a better place.

With your trust and support, I believe MLL stands at the point of inflection, which will catapult us to newer heights. With us as your trusted partners, I believe the path, while challenging, will be very enriching for all our stakeholders.

Warm regards,
V. S. Parthasarathy

KEY PERFORMANCE INDICATORS

A firm resolve to deliver growth

Profit and loss metrics

Gross Turnover

₹ in crore

CAGR **13.88%**

Operating EBITDA

(EBITDA Excluding other income)

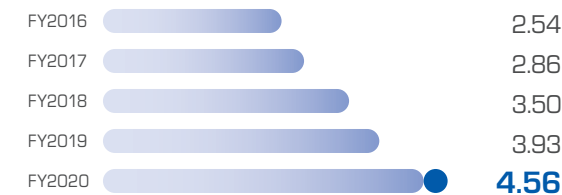
₹ in crore

CAGR **31.76%**

* Company has adopted Ind AS 116 w.e.f. April 1, 2019, hence operating EBITDA numbers for FY2020 are after considering impact of Ind AS 116.

Operating EBITDA margin

%



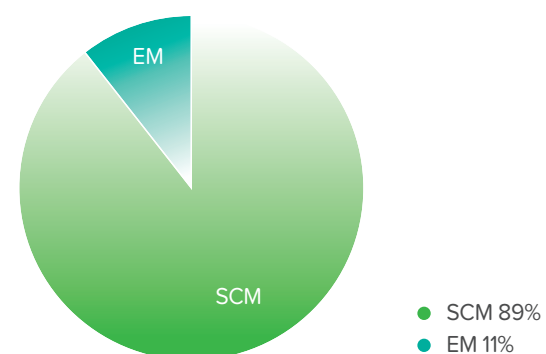
Profit after Tax (PAT)

₹ in crore

CAGR **11.20%**

Segment-wise revenue

%



Balance sheet metrics

Net fixed assets

(excluding ROU)

(Net Tangible Assets (excluding ROU)+Net Intangible Assets)

₹ in crore



*ROU refers to Right of Use asset recognised post adoption of Ind AS 116

Net fixed assets

(Including ROU)

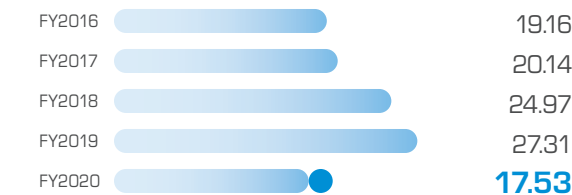
(Net Tangible Assets (Including ROU)+Net Intangible Assets)

₹ in crore



Return on Capital Employed

%



Net debt to equity ratio

in times



Shareholder metrics

Basic Earnings Per Share (EPS)

₹



Dividend Per Share (DPS)

₹



Staying relevant and responsible

It is our endeavour to create enduring value for our stakeholders while ensuring that our success is inclusive and has a positive impact on the communities. Our strategic priorities have set a clear path for us to tread on, emphasising value creation for our customers and driving consistent, profitable performance in the years to come.



KEY ENABLERS FOR FY2020 AND FY2021

An asset-light business model that allows flexibility and scalability in operations and high capital efficiency

Customised technology-driven solutions

Extensive network of trusted partners and associates who support us with varied transportation and warehousing assets

Presence across diverse industry verticals with long-standing client relationships

Experienced team with strong functional experience, further enhanced by continuous skill building and by leveraging best practices

Pan-India presence with extensive reach

STRATEGIC PRIORITIES

- Expand portfolio of our offerings across diverse sectors enabling us to design and deliver end-to-end integrated solutions
- Expand our presence in express logistics and build strong operating capabilities
- Enhance focus on freight forwarding through our subsidiary, LORDS, and increase scale and global presence
- Provide integrated and differentiated solutions focused on end market value chains such as integrated fulfilment and distribution, returns processing, reverse logistics, omni-channel fulfilment, cross-border logistics and other value-added services
- Build operational excellence by transforming and constantly improving our design and delivery capabilities, including developing uniquely customised operating systems and constantly expanding our network
- Strong focus on digitisation and innovation by leveraging technology to create integrated business systems
- Build productivity-linked standardised environment to improve and maximise the performance level across operating locations and cross leverage know-how
- Expand services from Internal Combustion Engine (ICE) to Electric Vehicles (EVs); our long-term goal is to have 30% of our total fleet as EVs
- Launch new services such as Enterprise OnCall business by building an optimal mix of dedicated fleets and developing DCO (Driver Cum Owners) fleets
- Launch B2B2C subscription-based services for daily office commute, wherein the end user can self-book, roster and schedule a ride between workplace and home
- Develop an integrated tech platform in Enterprise Mobility (EM) to support asset optimisation, contracting, invoicing, network visibility and other offerings

Silver lining on the horizon

The India's logistics industry is likely to grow at 12-13% CAGR between 2020 and 2025. The reasons for optimism comprise several factors such as digital advancement and evolving consumer preferences due to e-commerce and government reforms, which are expected to drive growth and transform the industry.

At Mahindra Logistics, we are prepared to make the most of the emerging opportunities and stay ahead in the marathon.

TRENDS

INTERNET OF THINGS (IOT)

In the digital era, IoT is transforming supply chain and logistics across industries. Through IoT, companies can use connected workflows and technologies to manage warehouses and transportation. It allows people and organisations to adapt to rapidly changing logistics sector and the evolving customer demands.

ROBOTICS AND AUTOMATION

Several logistics companies are using automation and robotics as they are affordable, run zero-defect processes and boost productivity. The Indian logistics industry is already utilising innovations such as Automated Guided Vehicles (AGVs), automated storage and retrieval system, pick to light sorting system, digitally guided picking and auto sorters. Moreover, according to the Global Customer Report 2019, there has been an 18% y-o-y increase in the testing of warehouse robotics.

BLOCKCHAIN

Blockchain ensures safe business operations for logistics and transportation companies since it disallows any malicious or unethical practices. It reduces processing times for goods at custom checkpoints, while providing updated, secure and authentic data to companies.

OUR FUTURE-READY SOLUTIONS

- Warehouse Management System (WMS), which automates receiving, put away, picking, and shipping in warehouses and supports inventory cycle count planning and execution
- Transport Management System (TMS), which enables collaborative logistics management with customers and business associates
- Opened state-of-art temperature controlled warehouse for pharma

Some of the technologies implemented:

- AGV deployment at in-plant stores
- Fully Automated Sort Centre
- Auto logs and temperature controlled warehouses
- IOT enabled material handling at warehouses
- Energy monitoring systems

- Use blockchain to authenticate businesses of auto components and spare part suppliers for the automotive division

TRENDS

ALTERNATE DELIVERY MODELS

Several companies faced the challenge of delivering goods to the end consumer in a cost-effective manner. They started looking for supply chain partners who can provide better reach, faster delivery and inventory optimisation in warehouses. Today, alternate delivery models are used by several companies to match customer expectations.

GREEN LOGISTICS

Embedding sustainability in their business is crucial for logistics companies as transportation of goods leads to carbon emissions, resulting in environmental degradation. Thus, green mobility services came into being, which not only reduced environmental impact, but also improved profitability.

MULTI-MODAL LOGISTICS

Multi-modal transportation efficiently uses multiple means of transportation, thus optimising deadlines and cutting costs. It also makes better use of available infrastructure.

CROSS-BORDER CONSOLIDATION

Cross-border consolidation strategies are crucial for companies for consignment pick-up from the place of origin, consolidation, custom clearance, deconsolidation and last-mile delivery. Logistics companies involved in such deliveries must have a strong network of partners internationally, a network of multiple partners locally, expertise in handling such projects and efficiency in managing the entire supply chain.

SHARED MOBILITY AND EV ADOPTION

According to a new study by Frost & Sullivan, the Strategic Assessment of Shared Mobility Market in India, 2019, the shared mobility services market is expected to further grow at a CAGR of 9.7% between 2019 and 2025 to reach 4.7 million.

EVs help organisations reduce their carbon footprint. We are, therefore, increasingly deploying EVs in our fleet on a pilot basis.

OUR FUTURE-READY SOLUTIONS

- Integrated delivery solutions across storage and distribution
- Multi-channel delivery capabilities leading up to end-to-end management of omni-channel logistics
- Innovations based on local store networks
- App based technology to control deliveries

- Measured our carbon footprint
- Reduce the age of our fleet to less than eight years
- Train and create awareness among drivers about regular vehicle maintenance

- Policy emphasis on transportation through rail, inland waterways and sea
- Direct Freight Corridors (DFCs) commencing from 2021
- Continue work with asset-lead players

- Work with a network of transport providers to manage sea, air and road (within the country and across borders) transportation
- Deliver services through our fleet of tractor trailers, specially modified trucks and trailers to handle Over Dimensional Cargo (ODC)
- Offer FTL and PTL for domestic consignments and FCL and LCL for international consignments
- Provide custom clearance for international assignments

- Provide customised corporate employee mobility services to several companies
- Deploy EVs at many customer locations across cities

Safeguarding the business, securing trust

Given the dynamic and evolving nature of the industry Mahindra Logistics operates in, we take strategic decisions in pursuit of business growth and competitiveness. We have set up a robust risk management framework designed to help us achieve our objectives, while protecting the business against risks in the long term.

On the back of our comprehensive risk management process, we are in good stead to understand and anticipate the operating challenges that could affect our ability to create value and are prepared to address them. At every step of the way, our endeavour is to safeguard the business, while continuing to secure customer trust.

RISK MANAGEMENT POLICY

We have developed and implemented a robust risk management policy, which is reviewed and approved by the Board. The policy outlines the risk management structure and helps identify and assess risks and their potential impact. The policy also guides the reporting of existing and new risks in a structured manner, while drawing up a response and mitigation plan for identified threats.

RISK MANAGEMENT COMMITTEE

Considering our growing operational scale and the terms of the SEBI Listing Regulations, the Board constituted the Risk Management Committee, comprising Board members and Senior Executives of Mahindra Logistics.

The Committee is, inter alia, chartered to periodically review risk assessment, mitigation and management plans and report its existence, adequacy and effectiveness to the Board. The Chief Financial Officer maintains oversight over the committee and reports to the Board, the Audit Committee and the Risk Management Committee, who are collectively responsible for monitoring risks.

FOSTERING A CULTURE TO IDENTIFY RISKS

We believe in well-assessed and regularly reviewed risk management practices. To ensure we safeguard the business and continue upholding customer trust, the executive management is committed to strengthening the risk management policy by embedding a culture that encourages staff to identify risks and opportunities and respond to them effectively.

RISK IDENTIFICATION AND MANAGEMENT FRAMEWORK

To draw effective mitigation plans, the risks identified are categorised based on their nature:

- Non-financial risks involving people, compliance and governance
- Reputation, brand and related risks
- Impact of breakthrough innovations, disruptive business models and changing customer behaviour

We identify and handle risks by gauging their potential impact to the Company's objective and achievement factors. The risk identification process includes:

- Using a quantitative and qualitative scale is used to assess risk levels on a periodic basis. This risk exposure metric is defined for each risk and is monitored against actuals
- Studying risk reconciliations and trends during the financial year is studied and reported on regularly
- Drawing lead and lag indicators and mitigation strategies
- Formulating the response strategy within the management team

The key risks to achieving our business goals in FY 2020, their categories and the respective mitigation measures are mentioned below:

	RISKS	MITIGATION MEASURES
Internal	<p>Execution challenges due to:</p> <ul style="list-style-type: none"> • Inadequate technology adoption • Underutilisation of capacity • Working capital requirement 	<ul style="list-style-type: none"> • Investments in integrated technology-based solutions and transport consolidation solutions • Upscaling of employee skills to serve customer needs with accuracy • Dependable banking relationships and processes to monitor cash flows
Partner-related	<ul style="list-style-type: none"> • Availability of relevant supplies • Vendor base dependence • Labour and union unrest and other industrial relation issues • Compliance with laws 	<ul style="list-style-type: none"> • Invest in being infra-ready in our warehousing offerings and developing a strong partner ecosystem • Strong controls on resource/asset deployment against volume forecast • Effective life-cycle management of the wide business associate and partner base • Engagement programmes for workforce across site operations • Robust legal/contractual framework, ensuring terms on partner compliance • Culture of adherence
Customer risks	<ul style="list-style-type: none"> • Customer concentration • Reduction in client satisfaction 	<ul style="list-style-type: none"> • Focus on widening the customer base by the sales strategy and key account management teams • Increased levels of customer intimacy and interactions, including at CXO levels • Timebound redressal mechanism to customer needs and robust Customer Relationship Management (CRM) processes
Industry risks	<ul style="list-style-type: none"> • Increased competition from asset-heavy industry participants • New-age, technology-led start-ups • Fragmented market • International competition 	<ul style="list-style-type: none"> • Ensuring right penetration and volume mix alongside high-margin deals • Cutting-edge value-added service offering in addition to traditional models • Focus on partnering sector growth • Study industry best practices and adopt them suitably to our delivery model for growth
Macro environment risks	<ul style="list-style-type: none"> • Sudden amendments to government policies • Economic landscape • Safety at sites 	<ul style="list-style-type: none"> • Closely watching government policies across industries and strategising to mitigate potential impact • Diversification across sectors to beat economic fluctuations • Robust corporate governance framework and a strong internal control mechanism • Uniform health and safety processes to monitor developments and forecast potential situations

STAKEHOLDER ENGAGEMENT

Building evergreen relationships of trust

At Mahindra Logistics, we conduct business in a way that respects the interests of all our stakeholders — shareholders and investors, employees, business associates, vendors, customers, local communities and regulators – and is responsive towards their needs. We identify the priorities concerns and expectations of our stakeholders and continue building and upholding their trust through regular, meaningful engagement.

Here’s a glimpse of our stakeholder groups and our modes of engagement with them.



EMPLOYEE ENGAGEMENT



BUSINESS ASSOCIATES AWARDS



WOMEN BUSINESS ASSOCIATES TRAINING



DRIVER ENGAGEMENT

STAKEHOLDERS MODES OF ENGAGEMENT OBJECTIVES



Shareholders and investors

- Quarterly calls, financial reports and presentations
- Annual General Meeting (AGM)
- Annual Reports
- Business Responsibility Report (BRR)
- Regular announcements and filings with stock exchanges

- Business performance review
- Improved Return on Investment (ROI)
- Effective financial and non-financial risk controls
- Fair business practices
- Transparency of business plans to investors



Employees

- The iCoach programme
- Sanjeevani platform for full-time contractual and third-party employees

- Create a coaching centre
- Appoint internally certified coaches

ACE programme

- Training on structured learning on topics such as operations management, value stream mapping, financial management and people management

Sandhaan – Leadership development programme

- Talent attraction and retention
- Strengthening of the ability to manage teams and ensure result orientation with execution excellence

Disha and Unnati – Programmes for mid-level and entry-level employees

- Functional and soft skill development
- Functional capability building

STAKEHOLDERS MODES OF ENGAGEMENT OBJECTIVES

Diversity and Inclusion (D&I) initiatives such as Udaan, Birth and Beyond Policy and She Survey

- Inclusion of D&I in the organisation

AXLERATE

- Build capacity

Mahindra CARES (MCARES)– Engagement survey

- Promote holistic development of employee
- MCARES stands for Mahindra Career Alignment, Recognition, Empowerment and Strive

Swayam – Health and wellness programme

- Drive health and wellness across various levers such as financial wellness, physical fitness, personal counselling, nutrition counselling, and sports and yoga

Logiguest – White paper competition

- Promote engagement with students / future talent and give them opportunities to work on real-life cases and solutions thereof



Business Associates (BAs)

Business Associates (BA) Development Programme

- Inculcate good practices and develop them, focus on new business opportunities, rewards and recognitions, etc.

Coffee with CEO

- The CEO meets the Best BAs of the cluster and discusses current business scenarios and ideas

STAKEHOLDER ENGAGEMENT CONTINUED

STAKEHOLDERS	MODES OF ENGAGEMENT	OBJECTIVES
	Mann Ki Baat with COO	<ul style="list-style-type: none"> Platform to BAs for sharing their suggestions and ideas regarding any major problems faced during operations or new business opportunities with the senior management
	Chai Pe Charcha (cluster wise)	<ul style="list-style-type: none"> A meet and greet session with the BAs (local level) to recognise their efforts and discuss any issues, while the Mahindra Logistics team shares updates from their end; the local ops team also participates in this event
	BA Helpdesk (basupport@Mahindra.com)	<ul style="list-style-type: none"> A platform where BAs log in with their commercial and operational issues
	BA Employee Training (Cluster wise)	<ul style="list-style-type: none"> Training by professional trainers (Hero Mind Mine) grooming, email and telephone etiquettes, team management, etc.
	BA Council	<ul style="list-style-type: none"> Addresses BAs' challenges and improves ops performance, while focusing on best practices, stories, CSR and work environment of drivers; it also includes sessions by external speakers
	BA Annual Award	<ul style="list-style-type: none"> Annual event in appreciation of the best performance by BAs in various categories
	Celebrations (Driver's Day and Children's Day)	<ul style="list-style-type: none"> Boost the morale of drivers and encourage their performance
 Customers	<ul style="list-style-type: none"> Periodic reviews Customer satisfaction surveys Launch and Go Live events Specific initiatives Customer events and activations 	<ul style="list-style-type: none"> Deeper 'customer connect' at multiple levels Tighter project monitoring and control Increased after-sales support Regular monitoring of project KPIs
 Local communities	<ul style="list-style-type: none"> Nanhi Kali Project Samantar – A holistic driver welfare programme 	<ul style="list-style-type: none"> Educational and material support to underprivileged girls from poor urban, remote rural and conflict-afflicted communities across India Designed to improve the working conditions of the driver community

STAKEHOLDERS	MODES OF ENGAGEMENT	OBJECTIVES
	Certification programme for drivers under the Pradhan Mantri Kaushal Vikas Yojana (PMKVY)	<ul style="list-style-type: none"> Focused on providing driving skills, warehousing skills and training to the youth Prior competencies of candidates assessed On successful completion, they receive a monetary reward, marksheet and government certificate
	Gram Vikas	<ul style="list-style-type: none"> Village adoption programme with holistic interventions over a period of three years, to spur economic, infrastructure and human development The programme covers aspects of health and sanitation, malnutrition, education, youth development, women's empowerment, support to the farmer community and infrastructure development
	Mahindra ESOPs (Employee Social Option Programs)	<ul style="list-style-type: none"> Employees undertake projects such as health camps at the communities, tree plantations, blood donation, HIV awareness for drivers and the Swachh Bharat Abhiyan
	Zero Accident Project	<ul style="list-style-type: none"> Our endeavour is to gradually reduce fatality and major injuries, to zero on the Nashik – Bhiwandi Expressway (160 km distance)
 Government and other bodies	<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, environment and social
 Media	<ul style="list-style-type: none"> Regular press meets Media briefing and interaction 	<ul style="list-style-type: none"> Regular media updates Sharing critical information

Towards carbon neutrality

We are an asset-light company and deploy the assets of our business associates to deliver services to our customers. We are cognisant of the impact of GHG emissions on the environment and have instituted various initiatives for enhancing fuel efficiency and monitoring and reducing GHG emission intensity across the network of assets utilised by us.

Our goal is to be carbon neutral by 2040



We have laid out certain strategic steps to achieve our goal:



Ensure our business adheres to EP100 doubling energy productivity by 2040 (EP100 is a global collaborative initiative on energy productivity led by The Climate Group)



Ensure our business adheres to RE10 by 2040 (RE10 is a global corporate leadership initiative bringing together influential businesses committed to 100% renewable electricity, led by The Climate Group)



Continue our commitment to Science Based Targets Initiative (SBTi), an initiative intended to increase corporate ambition on climate action by mobilising companies to set GHG emission reduction targets



Undertake tree plantation programmes to offset the remaining carbon footprint

We have recently set out on our journey towards carbon neutrality and hope to cover significant ground in the upcoming years.



Fostering a trust-based culture

Mahindra Logistics is a people-driven organisation with 18,500+ workforce and third-party associates, and it is our inherent belief and conviction that people are our greatest asset. We ensure that our relationship with our employees is fair, just and transparent. We are committed to continue reinforcing employee trust and maintaining a respectful and encouraging work environment.

INCULCATING A CULTURE OF GROWTH

At Mahindra Logistics, we foster an engaging atmosphere for the personal and professional development of our employees. We encourage our people to focus on meritocracy and embrace

change. The interests of our customers are our priority and we undertake various training programmes to ensure our employees meet customer requirements. We expect our employees to uphold the highest standards of integrity and approach their work with a passion to excel. Further, we encourage teamwork as we believe that when inspired minds come together, great ideas are born.

To maintain our high-performance culture, we lay strong focus on recruiting, retaining and investing in the best technical, professional and managerial talent across our business. We foster an open and transparent work environment. We have set up a structured employee feedback framework through which we review the performance of each employee regularly; and also offer them competitive performance-based rewards. In addition, we conduct surveys of their satisfaction and engagement to better understand any loopholes that we need to address and also bolster employee morale.

BUILDING EMPLOYEE TRUST THROUGH VARIOUS PLATFORMS AND INITIATIVES

Our employees represent an integral part of the process of driving change in the organisation. We therefore endeavour to build and uphold their trust through a wide range of platforms and initiatives.

The iCoach programme

Through the iCoach programme, launched for senior leaders, internally certified coaches train employees with potential to equip them with the right skills to overcome challenges and achieve their goals.

35 COACHES

55 TRAINEES



The ACE programme

The Achieving Excellence (ACE) programme trains employees on topics such as operations management, value stream mapping, financial management and people management. After the training, the employees are given transformation projects to implement their learnings and create business impact.

16 EMPLOYEES

Participated in the third batch of ACE 2019-20

Sandhaan

Based on the premise of 'Happy employees create happy customers', Sandhaan is a programme designed for account delivery managers who manage teams at locations. It is a leadership development programme conducted in three phases. The programme builds the leadership and customer servicing capabilities of these managers. They are then provided a platform to share their learnings with their colleagues and then drive business impact projects by creating 'Moments of Truth' for customers – called 'Sandhaan Moments of Truth' – 60 days after the completion of the programme.

The presentations are evaluated by a jury and a few best ones are showcased to the senior leadership team. The first phase focused on leadership skills and the second on customer service excellence. The third phase was launched this year by developing an in-house case study after understanding the development areas and opportunities that existed to strengthen customer experience and managerial skills.

240+ ACCOUNT DELIVERY MANAGERS

Participated in the third phase of Sandhaan

140+ BUSINESS IMPACT PROJECTS

Submitted by the account delivery managers

Diversity and inclusion

We believe diversity is fundamental to maintaining our ability to innovate. Through our five-year Diversity and Inclusion (D&I) roadmap, we have provided career opportunities to women officers from the armed forces and strengthened our Second Career Programme for women called Udaan. We inducted employees for an e-learning programme on the Prevention of Sexual Harassment (POSH) Act.

We firmly believe in work-life balance and implemented the Birth & Beyond policy to enable women employees to balance their responsibilities at home and work. The policy focused on creating a conducive work environment for women employees through pre-maternity, maternity and post maternity (early motherhood) periods, by giving them flexibility in work schedules and workloads. Further, to identify opportunities based on feedback from women employees, we launched the She Survey. We analysed the feedback and made several improvements to our policies and processes.

We have also hired Persons with Disabilities (PwDs) and deployed them at key operations after conducting sensitisation sessions among our employees.

1,643 EMPLOYEES

Employees attended sessions on D&I

29 WOMEN EMPLOYEES

Benefitted from the Birth & Beyond policy

25 PWDS Hired

Note: The above information is as of March 31, 2020



The Sanjeevani platform

The Sanjeevani platform focuses on inclusive participation, capability building, and communication and welfare among employees, especially among fixed-term and third-party contractual employees. The initiatives are planned meticulously across locations. We rolled out the purpose dissemination to third-party contractual employees and launched an e-learning programme for fixed-term contractual employees to enhance their knowledge of English.

1,000+

FIXED-TERM CONTRACTUAL EMPLOYEES

12,000+

THIRD-PARTY CONTRACTUAL EMPLOYEES

Benefitted from the Sanjeevani platform

Mahindra Cares (MCARES)

MCARES is Mahindra Logistics' engagement survey for its on-roll employees. It focuses on capability building, hygiene action planning, communication, Organisation Development (OD) projects for functions or business units with low scores, leadership development and talent management. We also launched a separate survey for our contractual employees.

Engaging employees, empowering communities

We believe that while the growth and success of our business if our priority, we can reach our greater goals only if we cater to the needs of the communities where we operate. We empower communities to rise – through building the livelihood of our driver partners, uplifting the basic necessities of villages, and creating awareness on hygiene and safety.

We strive to walk the extra mile to build societies with equitable development.

Take a look at the community development initiatives we undertook in FY 2020:

DRIVER WELFARE

On September 17, 2019, we celebrated Drivers' Day with great enthusiasm with our drivers across India. We conducted activities such as health and safety awareness, health check-ups, safety oath and distribution of driver insurance, which were followed by cake cutting, games and quiz, music and dance, and delicious snacks. We also distributed scholarships to our drivers' children.

2800+
DRIVERS

Participated in Drivers' Day 2019

PROJECT SAMANTAR

Samantar is a holistic driver welfare programme designed to improve the working conditions of the driver community. The Driver Welfare Forums, comprising our business associates field experts and NGOs, do a need assessment to ensure that the project will help the drivers. The project has been structured to address three major challenges faced by the drivers:

1 Lack of proper facilities

We provided facilities such as rest-rooms, en-route sanitation, drinking water and medical check-ups and also ensured they spent time with their families during festivals.

2 Lack of dignity and respect:

We launched various awareness programmes to educate all employees and security personnel to treat drivers with respect. We also encourage drivers to discuss issues and challenges with senior personnel through programmes such as Chai Pe Charcha.

3 Poor skills:

We conducting various skill development programmes for our drivers, such as:

- Awareness campaigns on importance of wearing seat belts, and following road signage and personal hygiene
- Safety training
- Defensive driving training
- Vehicle maintenance
- Mobile friendliness

We continued certifying drivers and third-party employees under the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) on driving skills and warehousing skills, where their prior competencies are assessed and on successful completion, candidates receive a monetary reward, mark sheet and government certificate.



5,400+
DRIVERS AND WAREHOUSING
ASSOCIATES
Benefited from PMKVY Training

280+ CHILDREN
Were provided scholarship
worth ₹ 17.81 lakh

26,260+
DRIVERS

Benefited from the health clinic
set up in Nashik

ZERO ACCIDENT PROJECT

We launched the Zero Accident Project in 2018 with the vision to reduce the fatality rate and bring it to zero on the Nashik-Bhiwandi Expressway.

9% & 35%
Reduction in fatality and major
injury rate over FY19



VILLAGE ADOPTION PROGRAMME

Through Gram Vikas Yojana, we adopted the Tembha village in 2017. With a population of 5,100, 70% of which is tribal, Tembha had multiple social issues and the villagers had suffered for years from the lack of necessities. Since then, we have undertaken various activities to empower the villagers and uplift the village. In the last fiscal, we initiated various developmental activities in the village.

- We had identified 18 hamlets facing water shortage in the village during summer. Between FY 2019 and FY 2020, we successfully completed the water supply project in 15 hamlets, by pumping the backwater from Vaitarna dam to the hamlets and also through the Brihanmumbai Municipal Corporation (BMC) water supply pipelines passing by some hamlets. We also built the Vanrai dam to reduce water scarcity.

600+ HOUSEHOLDS
Benefitted through our water
supply project

- For better access to education, we undertook the renovation of schools and Anganwadis, promoted girls' education, provided schools with stationary, offered vocational trainings, conducted competitive sports programmes and distributed clothes. We also built a school at Bhopada.

60+ STUDENTS
Were impacted by our initiatives
at Bhopada

- We conducted periodic health and eye check-up camps across Tembha.

40+ VILLAGERS
Underwent free cataract
operation

- We conducted dental awareness camps for children and distributed toothbrushes and toothpastes to them. Further, we undertook various educational sessions for the villagers on prevention of skin diseases through regular bathing and use of soaps. We counselled them on the importance of sanitation and using toilets.

60% REDUCTION
In skin diseases

84% VILLAGERS
Started using toilets

500+ GIRLS
Received free sanitary pads

As of March 31, 2020, we have made Tembha a self-sufficient village and we hope the villagers will also endeavour to keep it that way.

COMMUNITY INITIATIVES IN VARIOUS PARTS OF INDIA

With the help of local CSR Champions, we were able to do some great work in various parts of India:

- Aids awareness session for drivers at Zaheerabad, Kandivali and Nashik
- Bike rally for Road Safety Awareness drive by our Nashik team
- Road safety sessions at Washi and Kurund under the Zero Accident Zone project
- Defensive driver trainings and tea with drivers at Zaheerabad, Bengaluru and Kandivali
- Blood donation camp at Chakan, Vapi and medical camp for drivers and drivers' birthday celebrations in Bengaluru

- Participation by the Nasik team in the Nirbhaya Half Marathon organised by Nasik city police for International Women's Day 2020
- Save the Wildlife awareness programme at Shahapur, Swachh Bharat Abhiyaan at Rudrapur and cricket tournaments at Nagpur, Trivandrum and Kolkata



MAHINDRA ESOPs

We encourage employees to volunteer through our Mahindra ESOPs (Employee Social Option Programmes). Through this platform, employees have undertaken various projects such as volunteering in health camps at the communities, tree plantations, blood donation and HIV awareness for drivers, and the Swachh Bharat Mission.

3,581 EMPLOYEES
Volunteered through ESOPs

16,131 MAN-HOURS
Contributed by employees through
ESOPs

CONTRIBUTION TO THE NANHI KALI PROJECT

Nanhi Kali provides educational and material support to underprivileged girls from poor urban, remote rural and conflict-afflicted communities across India. The interventions in every community are planned by setting up a Village Education Committee, which is sensitised on the importance of educating the girl child. One of the important matrices monitored is school attendance.

2,350+ GIRLS
Supported through Mahindra
Logistics contribution to Nanhi Kali

Earning community trust by...

Empowering them to rise

Uplifting and developing villages

Providing education and job opportunities to women

Training and taking care of the basic needs of drivers



500 Driver partners
were provided financial support under hope initiative

HOPE



5400+ people
trained under PMKVY



2,356 girls
supported through our contribution to the Nanhi Kali project



67% growth in
ESOPs activities



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CORPORATE INFORMATION

BOARD OF DIRECTORS

- Mr. V. S. Parthasarathy, Chairman & Non-Executive Director
- Mr. Rampraveen Swaminathan, Managing Director & CEO
- Mr. Parag Shah, Non-Executive Director
- Mr. S. Durgashankar, Non-Executive Director
- Ms. Avani Davda, Independent Director
- Mr. Ajay Mehta, Independent Director
- Mr. Darius Pandole, Independent Director
- Mr. Ranu Vohra, Independent Director

CHIEF FINANCIAL OFFICER

- Mr. Yogesh Patel

COMPANY SECRETARY

- Ms. Brijbala Batwal

COMMITTEES

Audit Committee

- Mr. Ajay Mehta - Chairperson
- Mr. S. Durgashankar
- Mr. Darius Pandole
- Ms. Avani Davda

Risk Management Committee

- Ms. Avani Davda - Chairperson
- Mr. Rampraveen Swaminathan
- Mr. Parag Shah
- Mr. Ranu Vohra
- Mr. Yogesh Patel

Stakeholders' Relationship Committee

- Mr. Darius Pandole - Chairperson
- Mr. Parag Shah
- Mr. S. Durgashankar

Nomination and Remuneration Committee

- Mr. Darius Pandole - Chairperson
- Mr. V. S. Parthasarathy
- Mr. Parag Shah
- Mr. Ajay Mehta
- Mr. Ranu Vohra

Corporate Social Responsibility Committee

- Mr. Ranu Vohra - Chairperson
- Mr. Parag Shah
- Mr. S. Durgashankar

BANKERS

- HDFC Bank Limited
- The Zoroastrian Co-operative Bank Ltd.
- State Bank of India
- Kotak Mahindra Bank Limited
- Axis Bank Limited

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 6195
- Website: www.linkintime.co.in
- E-mail: rnt.helpdesk@linkintime.co.in

BOARD'S REPORT

Dear Shareholders,

The Board of Directors of Mahindra Logistics Limited ("the Company" or "your Company") is pleased to present their Thirteenth Annual Report on the business and operations of the Company along with the Audited Financial Statements of the Company for the financial year ended March 31, 2020 ("financial year under review" or "financial year 2019-20").

A. FINANCIAL SUMMARY AND OPERATIONAL HIGHLIGHTS

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Income				
Revenue from Operations	3,260.90	3,665.51	3,471.14	3,851.34
Other Income	13.29	7.27	13.98	7.63
Total Income	3,274.19	3,672.78	3,485.12	3,858.97
Expenses				
Employee Benefit Expenses	291.14	250.59	306.66	263.77
Operating Expenses	2,756.70	3,219.99	2,934.16	3,372.40
Other Expenses	65.28	57.03	72.05	63.93
Depreciation and Amortisation Expenses	65.95	14.69	73.43	21.95
Finance Costs	14.43	0.16	17.63	3.48
Total Expenses	3,193.50	3,542.46	3,403.93	3,725.53
Profit before Tax	80.69	130.32	81.19	133.44
Provision for Tax	25.55	45.88	25.74	46.79
Profit after Tax	55.14	84.44	55.45	86.65
Share of loss of Joint venture	-	-	(0.61)	(0.25)
Non – controlling interests	-	-	(0.28)	0.76
Profit after Tax, post share of loss of Joint venture and Non – controlling interests	55.14	84.44	55.12	85.64
Other comprehensive income				
Re-measurements of the defined benefit plans – Gains/ (Losses)	0.46	0.10	0.43	-
Income tax relating to items that will not be reclassified to profit or loss	(0.12)	(0.03)	(0.11)	-
Total other comprehensive income	0.34	0.07	0.32	-
Total comprehensive income	55.48	84.51	55.16	86.40
Attributable to				
(a) Shareholders of the Company	55.48	84.51	55.44	85.64
(b) Non – Controlling Interests	-	-	(0.28)	0.76
Balance of Profit from earlier years	319.42	247.77	318.80	248.47
Dividend Paid	(15.50)	(12.86)	(15.50)	(12.86)
Balance carried forward to Reserves	353.57	319.42	352.91	318.80
Net worth	545.31	498.84	544.65	498.22

Standalone Performance

During the financial year under review, the Company's revenue from operations was ₹3,260.90 crores as compared to ₹3,665.51 crores for the previous year. The profit after tax stood at ₹55.14 crores for the financial year under review as against ₹84.44 crores for the financial year 2018-19. The total comprehensive income for the financial year under review was lower by 34.35% as compared to the previous year and amounted to ₹55.48 crores (after accounting of deferred tax expense of ₹1.36 crores) as

compared to ₹84.51 crores in the previous year (after accounting of deferred tax income of ₹4.70 crores).

The Company continues to drive productivity improvement and optimisation through structured cost-optimisation initiatives, efficiency improvement plans and digitisation projects, which have resulted in the desired optimisation. The process efficiencies and product innovations that drive in all areas, enable the Company to maintain profitable growth in the prevalent economic scenario. We remain focused on delivering value through customised solutions, operational excellence and enhanced digitisation.

Segment Performance

The Company operates two business segments (i) Supply Chain Management and (ii) Enterprise Mobility Services (People Transport Solutions). During the year under review, the revenue from the Supply Chain Management segment was lower by 11.79% whereas the Enterprise Mobility Services segment was lower by 4.63% in comparison to the previous year.

Performance highlights of the Company's Segments during the financial year under review are as stated below:

Supply Chain Management ("SCM")

The SCM segment revenue stood at ₹2,893.29 crores for the financial year under review as compared to ₹3,280.04 crores for the previous year.

At a consolidated level, the warehousing and value-added services revenue continued to grow strongly with revenue from non-Mahindra warehousing and value-added services recording a year-on-year growth of 24% during the financial year under review.

Enterprise Mobility Services ("EMS")

The EMS segment of your Company reported a total revenue of ₹367.61 crores for the financial year 2019-20 as compared to ₹385.47 crores for the previous year.

The Company rolled out "Alyte", a nationwide brand for its mobility service. "Alyte" is an integrated service platform which will support multiple offerings like employee transport management, customer and network management and will utilise a common asset pool to drive efficiency.

Consolidated Performance

The consolidated revenue from operations for the financial year under review was ₹3,471.14 crores as compared to ₹3,851.34 crores in the previous year, a decrease of 9.87% year-on-year.

The consolidated EBITDA for the financial year under review stood at ₹172.25 crores, recording an increase of 8.42% over the previous year of ₹158.87 crores. The EBITDA for the financial year under review was higher since the Company adopted Ind AS 116 for accounting of leases from April 1, 2019. The consolidated PAT decreased by 36.01%, from ₹86.65 crores for the previous financial year to ₹55.45 crores for the financial year under review.

The non-Mahindra Group consolidated supply chain revenue grew by 0.76% year-on-year to ₹1,374.10 crores for the financial year under review in comparison to ₹1,363.69 crores for the previous year.

Accounting Method

The above figures are extracted from the Annual Audited Consolidated and Standalone Financial Statements 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 April 1, 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.

Publication of the Financial Statements and Results

The Audited 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 available on the Company's website at <https://www.mahindralogistics.com/investor/financial-information>

The Company publishes its Unaudited Consolidated and Standalone Financial Results which are subjected to limited review on a quarterly basis. The Audited Consolidated and Standalone Financial Results are published on an annual basis.

Change in the nature of the business

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

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 2019-20 till the date of this report.

Impact of Coronavirus Pandemic

The global coronavirus ("COVID-19") pandemic has caused significant economic and social disruption worldwide. In view of the nationwide lockdown announced by the Government of India from March 25, 2020 to control the spread of COVID-19, the Company's business operations were temporarily disrupted. The Company has resumed its operations in a phased manner as per government

BOARD'S REPORT CONTINUED

directives. As permissions on resumption were granted gradually to different industries and geographies, we witnessed an uptick in demand from our customers across various segments.

The Company has ensured safety and sanitisation measures across its service locations and is following increased protocols to ensure all involved are safe and secure. The Company is gradually ramping up capacities across its business verticals. The head office in Mumbai and all other offices spread across the country remained closed following directives from the respective Governments and the Company initiated Work from Home since mid-March 2020. We have also launched programs to support our ecosystem through measures such as driver helpline, emergency cab services and other relief programs. We anticipate that COVID-19 could have a significant impact on the Company's performance.

B DIVIDEND FOR FINANCIAL YEAR 2019-20

The Board of Directors is pleased to recommend a final dividend of ₹1.50/- per equity share of the face value of ₹10/- each (being 15% on face value) for the financial year 2019-20, payable to those Members whose names appear

Financial year	Date of declaration of Dividend	Amount of Dividend declared per equity share	Total amount of Dividend paid (excluding tax)	Amount of 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
2018-19	August 1, 2019	₹1.80	₹12.86 crores	₹31,746.60	17,637 shares	September 4, 2026
2017-18	August 2, 2018	₹1.50	₹10.67 crores	₹32,673.00	21,782 shares	September 5, 2025

There is no unpaid and unclaimed dividend for financial years prior to the financial year 2017-18.

A Shareholder-wise statement of the unpaid and unclaimed dividend lying with the Company as on March 31, 2020 is uploaded on the Company's website and can be accessed from the weblink: <https://www.mahindralogistics.com/investor/shareholder-information>

Taxation on Dividend

In accordance with the provisions of the Finance Act, 2020, effective April 1, 2020 Dividend is taxable in the hands of the Shareholders and accordingly, the Company shall be liable to deduct withholding tax ("TDS") as per the rates applicable to each category of Shareholder as on Friday, July 24, 2020. No withholding tax is applicable to resident individual Shareholders having valid PAN and whose dividend payable is less than ₹5,000/- per financial year. Further, no withholding tax is applicable in cases of resident Insurance Companies and resident Mutual Funds.

in the Register of Members and list of beneficial owners as on close of business hours on Friday, July 24, 2020.

The Register of Members and Share Transfer books of the Company will remain closed from Saturday, July 25, 2020 to Thursday, July 30, 2020 (both days inclusive) for the purpose of payment of the said final dividend.

The equity dividend outgo for the financial year 2019-20, if declared, would result in cash outflow of ₹10.73 crores (as against ₹15.50 crores for the financial year 2018-19).

The Dividend payout is in accordance with the Dividend Distribution Policy of the Company.

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

Unpaid and Unclaimed Dividend

The Company has declared and paid the final dividend for both the financial years post listing of the Company's equity shares on the stock exchanges on November 10, 2017, viz. financial year 2017-18 and financial year 2018-19. The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as on March 31, 2020 is given hereunder:

Request to submit information and documents

In order to receive the relevant information and documents from Shareholders to determine the rate of tax deduction as applicable to them, we request all Shareholders to verify the correctness of their respective residential status and category of holding and update the same with their respective Depository Participant or with the Registrar and Share Transfer Agent of the Company – Link Intime India Private Limited ("Link Intime") on or before Friday, July 24, 2020.

Web-portal for submission of tax exemption forms

The Company has enabled a Shareholder web-portal for submission of tax exemption forms/requested documents. Shareholders can submit their tax exemption forms and supporting documents directly on the portal for purposes of tax deduction at source by clicking the below link and selecting "Mahindra Logistics Limited" in the Company dropdown. <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

Alternatively, Shareholders can write to the Company Secretary of the Company at cs.mll@mahindra.com

Frequently Asked Questions on taxation of dividends and their answers on the Company's website

For convenience of Shareholders, the Company has uploaded a request letter and list of frequently asked questions on taxation of dividends and their answers, applicable tax rates and documents to be submitted, on the website of the Company which can be accessed from the below link: https://www.mahindralogistics.com/media/pdf_files/taxationon-dac8be9e98f4278.pdf

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

There is no unpaid and unclaimed Dividend of earlier years which has been transferred up to March 31, 2020 or is due to be transferred to the IEPF during the financial year 2020-21 in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), as amended from time to time.

Further no shares on which dividend has not been paid or claimed for seven (7) consecutive years or more has been transferred up to March 31, 2020 or is due to be transferred to the IEPF during the financial year 2020-21 in terms of the applicable provisions of the Act read with the IEPF Rules, as amended from time to time.

Transfer to reserves for the purpose of declaration of dividend

The Board of your Company has decided not to transfer any amount to the General Reserves for the purpose of declaration of dividend for the financial year 2019-20.

Dividend Distribution Policy

The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations. The Policy is enclosed herewith as **Annexure I** and forms part of this Annual Report.

The Dividend Distribution Policy is also placed on the Company's website and can be accessed from the weblink: https://www.mahindralogistics.com/media/pdf_files/DIVIDEND-DISTRIBUTION-POLICY.pdf

During the financial year under review, there were no amendments in the Dividend Distribution Policy of the Company.

C. SUBSIDIARIES AND JOINT VENTURE Subsidiary Companies

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

As on date of this report, the Company has two (2) Indian unlisted subsidiaries viz. Lords Freight (India) Private Limited and 2x2 Logistics Private Limited. During the financial year under review, there were no additions/deletions in the number of subsidiaries of the Company. Both the Company's subsidiaries are non-material as on March 31, 2020 in terms of the SEBI Listing Regulations.

Operational and performance highlights of the Company's subsidiary companies for the financial year 2019-20 is given hereunder:

I. Lords Freight (India) Private Limited ("Lords")

Lords provides international freight forwarding services for exports and imports, customs brokerage operations, project cargo services and charters. During the financial year 2019-20, Lords recorded a gross income of ₹205.14 crores as against ₹174.38 crores in the previous year, registering a growth of 17.64%. The Net Profit after Tax increased by 61.70% and stood at ₹1.52 crores for the financial year under review as against ₹0.94 crores for the previous year.

As on March 31, 2020, the Company holds 82.92% stake in Lords.

II. 2x2 Logistics Private Limited ("2x2")

2x2 specialises in offering automotive outbound logistics solutions to four-wheeler and two-wheeler industries. During the financial year 2019-20, 2x2 recorded gross income of ₹47.66 crores for the financial year under review as against gross income of ₹59.24 crores in the previous year, registering a decrease of 19.55%. For the financial year under review, 2x2 recorded a loss of ₹1.21 crores as compared to a net profit of ₹1.27 crores for the previous year.

The Company holds 55% stake in 2x2 as on March 31, 2020.

Joint Venture

Transtech Logistics Private Limited ("Transtech")

Transtech is engaged in the business of providing Transport Management Solutions ("TMS") to Third Party Logistics Companies ("3PLs"), Shippers and Transporters on a 'Software as a Service' model (SaaS)

under the brand name "ShipX". For the financial year 2019-20, Transtech recorded gross income of ₹1.72 crores as against ₹1.04 crores in the previous year, an increase of 65.38%. The Company holds 39.79% stake in Transtech as on March 31, 2020.

Performance and contribution of each 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 and the salient features of their Financial Statements and their contribution to overall performance of the Company as required under Section 129(3) of the Act read with the rules framed thereunder, is provided in Form AOC-1 and forms part of this Annual Report.

Associate Company

As on March 31, 2020, the Company has no associate companies.

Policy on Material Subsidiaries

The Board of Directors of the Company has, in accordance with the SEBI Listing Regulations, approved and adopted a Policy for determining material subsidiaries and the said policy as uploaded on the website of the Company can be accessed at the weblink: https://www.mahindralogistics.com/media/pdf_files/MATERIAL-SUBSIDIARY-POLICY.pdf

During the financial year under review, there were no amendments in the Policy of Material Subsidiaries.

Material Subsidiaries

In terms of the criteria laid down in the Company's Policy on Material Subsidiaries and the SEBI Listing Regulations, as amended, the Company does not have any Material Subsidiary as on date March 31, 2020.

D. AWARDS AND RECOGNITIONS

During the financial year under review, the Company was felicitated with many prestigious awards for excellence in its areas of business, and an illustrative list is given below:

- Award for Brand Excellence in Supply Chain & Logistics Sector at "STAR OF THE INDUSTRY AWARDS" by ET Now;
- 3 Silver Awards at LAKSHYA OJAC organised by NITIE for 3 projects in operations management, supply chain management and industrial engineering category;

- CII SCALE Awards 2019 for Overall Excellence in Logistics & Supply Chain;
- Gold Award in the 'Inspectrum Leader of the Year' for its practices in Diversity & Inclusion;
- Nagpur team won Gold Award at the Grow Care India Safety Awards 2019 at New Delhi for the 2nd consecutive year;
- Silver award at the 10th Chapter on Quality Concepts at Bhilai for our best practices in creating safety awareness through trainings, identification of hazards and assessment & control of risks, contingency preparedness and response;
- Bronze award for the Company's Annual Report for financial year 2018-19 at LACP's (League of American Communications Professionals) 2018 Vision Awards Annual Report Competition for best practices in reporting under 'Transportation' category.

Your Company also received several certificates of appreciations and continues to be recognised by its customers for our dedication to work and commitment to delivering results.

E. INVESTOR RELATIONS

Your Company continuously strives for excellence in its Investor Relations engagement with international and domestic investors through structured earnings conference-calls and periodic investors/analyst interactions, viz. one-on-one/group meetings and conference/telephonic calls, video conferencing, site visits, 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

Your Company interacted with over 100 Indian and overseas analysts/investors/funds during the financial year under review. Your Company believes in building a relationship of mutual understanding with its investors/analysts and ensures uniform dissemination of Information and that material information about the Company is available to all the investors/analysts and Shareholders, by uploading such information on the Company's website and on the website of the Stock Exchanges where equity shares of the Company are listed. As a key milestone in this continuing endeavor, your Company created its first ever reader-friendly flipbook Annual Report in 2018-19 to enhance the digital reading comfort of its Members.

Advance intimation of interactions scheduled with investors, fund managers, analysts and outcome of the said interactions are promptly 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.

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. Dial-in details of the earnings conference calls are also uploaded on the website of the Company.

To ensure symmetric dissemination of information and transparency, the Company uploads the audio and text transcripts of the earnings conference calls on the website of the Company. The same can be accessed from the weblink: <https://www.mahindralogistics.com/investor/financial-information>

Silent period

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

F. INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations. Such controls have been assessed 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 results of such assessments carried out by Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls were observed. Regular audits and review processes ensure that such

systems are reinforced on an ongoing basis. The Code of Conduct for Senior Management and Employees of the Company (the Code of Conduct) commits Management to financial and accounting policies, systems and processes. The Corporate Governance Policies and the Code of Conduct stand widely communicated across the Company.

Your 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. Your 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 systems, controls, standard operating procedures are reviewed by the management and audited by the Internal Auditor and their findings and recommendations are reviewed by the Audit Committee, which ensures implementation.

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.

Pursuant to Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, and based on the representation received and after due enquiry, your Directors confirm that they have laid down internal financial controls with reference to the Financial Statements and these controls are adequate. Based on the results of such assessments carried out by Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls were observed. Your 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 your Company's operations and financial reporting objectives.

To further reassure the working of our Internal Financial Controls, the Company had carried out an audit and testing of its Internal Processes and Controls through an independent auditor and no significant deficiency or material weakness in internal financial controls were identified as part of the audit.

G. CREDIT RATING

Your Company continues to enjoy a strong credit rating which denotes a high degree of safety regarding timely servicing of its financial obligations. On December 27, 2019, ICRA Limited re-affirmed its credit ratings assigned to the Fund-based and Non-fund based working capital facilities of the Company as given hereunder:

Rating	Facility
[ICRA] AA (stable); Reaffirmed	Long-term, Fund-based facilities of ₹50 crores
[ICRA] A1+; Reaffirmed	Short-term, Non-fund-based facilities of ₹15 crores

As on March 31, 2020, the Company has no outstanding long-term borrowing and is not categorised as a Large Corporate in terms of the SEBI Circular - SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018. Necessary disclosures in this regard have been filed with the stock exchanges within prescribed timelines.

H. 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 financial year 2019-20.

I. 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 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 each omnibus approval granted, is placed for review of the Audit Committee and the Board on a quarterly basis.

Policy on materiality of and on dealing with Related Party Transactions

The Board of Directors of your Company has, in compliance with the SEBI Listing Regulations, approved a Policy on materiality of and on dealing with Related Party Transactions. The Policy as approved by the Board is uploaded on the Company's website and can be accessed at the weblink: https://www.mahindralogistics.com/media/pdf_files/RELATED-PARTY-TRANSACTION-POLICY.pdf. During the financial year under review, there were no amendments in the said policy.

Material Related Party Transactions

Your 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 Mahindra & Mahindra Limited ("M&M"), the Holding Company and 'Promoter' of the Company in terms of approval granted by the Shareholders at the 12th Annual General Meeting held on August 1, 2019. 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 Annual Report. The same are also given in note no. 34 of the Audited Standalone Financial Statements of the Company for the year ended March 31, 2020.

Apart from above, no person or entity belonging to the promoter group holds 10% or more shareholding in the Company.

J. AUDITORS' AND THEIR REPORTS

Statutory Auditor

The Members of the Company had, at their 10th Annual General Meeting ("AGM") held on August 14, 2017, appointed Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) ("Deloitte") as the Statutory Auditor of the Company to hold office for a term of five (5) years commencing from the conclusion of the 10th AGM up to the conclusion of 15th AGM of the Company to be held in the year 2022. Consequent to the amendments to the Act, ratification of the appointment of the statutory auditor at every AGM is no longer required.

Deloitte holds a valid peer review certificate and have confirmed that they are not disqualified from continuing as the Statutory Auditor of the Company.

Unmodified Statutory Auditor Reports

The Statutory Auditors' Reports on the Standalone and Consolidated Financial Statements for the financial year 2019-20 form part of this Annual Report and are unmodified i.e. they do not contain any qualification, reservation or adverse remark.

Modification in terms of appointment of Deloitte

In compliance with the SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, the Board of Directors, basis recommendation and approval of the Audit Committee, modified the terms of appointment and engagement of Deloitte, the Statutory Auditor of the Company so as to incorporate matters mentioned at 6A and 6B of the said circular as part of their terms of engagement.

M/s. Makarand M. Joshi & Co., Practicing Company Secretary (Certificate of Practice No. 3662) have also verified and certified compliance by the Company of the said SEBI Circular in the Annual Secretarial Compliance Report for the financial year 2019-20 issued by them in terms of SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and annexed to the Report on Corporate Governance.

Secretarial Auditor

M/s. Sandeep P. Parekh & Co., Practicing Company Secretaries (Certificate of Practice No. 7693) ceased to be the Secretarial Auditor of the Company. The Board of the Company in compliance with Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 appointed M/s. Makarand M. Joshi & Co., Practicing Company Secretary (Certificate of Practice Number: 3662) 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 and other certifications as may be required under the SEBI Listing Regulations for the financial years 2019-20 and 2020-21.

Annual Secretarial Compliance Report

The Company has obtained an Annual Secretarial Compliance Report for the financial year ended March 31, 2020 from M/s. Makarand M. Joshi & Co. in compliance with the Regulation 24A of the SEBI Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019. The said Report for the financial year ended March 31, 2020 has been submitted to the Stock Exchanges within the prescribed statutory timelines and annexed to the Report on Corporate Governance.

Unmodified Secretarial Audit Report and Annual Secretarial Compliance Report

The Secretarial Audit Report and the Annual Secretarial Compliance Report 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 March 31, 2020 is annexed to this Board Report as **Annexure III** and form part of this Annual Report.

The Annual Secretarial Compliance Report in compliance with Regulation 24A of the SEBI Listing Regulations is annexed to the Report on Corporate Governance and forms part of this report.

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 of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the Company's processes. The Internal Auditor reports directly to the Chairman of the Audit Committee. The Internal Audit function develops an audit plan for the Company, which covers, *inter-alia*, corporate, core business operations, as well as support functions. The internal audit approach verifies compliance with the operational and system related procedures and controls. The Audit Committee reviews the annual internal audit plan. 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.

Mr. Mario Nazareth, Internal Auditor of the Company superannuated and retired from his services from M&M, Holding Company of the Company and consequently he ceased to be the Internal Auditor of the Company from the close of business hours on March 31, 2020.

The Board at its meeting held on February 4, 2020 in compliance with the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014 and basis the recommendation of the Audit Committee, appointed Mr. K. N. Vaidyanathan as the Internal Auditor of the Company with effect from April 1, 2020.

Cost Audit

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 Companies (Cost Records and Audit) Rules, 2014 framed thereunder, are not applicable to the Company and hence such accounts and records are not required to be maintained by the Company.

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.

K. PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES AND SECURITIES

Particulars of loans given and the purpose for which the loan is proposed to be utilised by the recipient pursuant to Section 186 of the Act are given under note nos. 6 and 34 annexed to Audited Standalone Financial Statements for the year ended March 31, 2020 and the same form part of this report.

During the financial year under review, the Company has not made any additional investments by way of subscription, purchase or otherwise to the securities of any other body corporate or provided any guarantees and securities in connection with any loans given.

L. PUBLIC DEPOSITS AND LOANS/ADVANCES

Your Company has not accepted any deposits from the public or its employees, during the financial year under review and no amount of principle or interest was outstanding as of the year ended March 31, 2020. There were no other deposits falling under Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 at the beginning of the year, during the year and at the end of the year. Hence there are no deposits which are not in compliance with the requirements of Chapter V of the Act. The Company has not accepted any loans from its Directors during the financial year under review.

During the financial year under review, no loans/advances have been received from Holding Company of the Company, no loans/advances have been made to subsidiary companies or companies/firms in which directors are interested 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.

M. EMPLOYEES**Key Managerial Personnel ("KMP")**

As on March 31, 2020, the following persons have been designated as Key Managerial Personnel 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. Brijbala Batwal, Company Secretary.

Changes in Key Managerial Personnel

During the financial year under review, Mr. Pirojshaw Sarkari, the erstwhile Chief Executive Officer and KMP of the Company resigned from the Company with effect from close of business hours of September 30, 2019, consequent to him taking up a significant leadership role within the Mahindra Group as part of the group's leadership rotation and talent development process.

Mr. Pirojshaw Sarkari was associated with the Company since 2010 and played a significant role in growing the Company into a position of industry leadership. The Board places on record its sincere appreciation for the valuable contributions made by Mr. Pirojshaw Sarkari during his long-standing tenure with the Company.

The Board of Directors at its Meeting held on July 10, 2019, on recommendation of the Nomination and Remuneration Committee ("NRC") appointed Mr. Rampraveen Swaminathan as the Chief Executive Officer and KMP of the Company with effect from October 1, 2019. Mr. Rampraveen Swaminathan was thereafter, basis recommendation of the NRC, inducted as the Managing Director by the Board of the Company on February 4, 2020 and re-designated as the Managing Director & CEO for a period of five (5) years with effect from February 4, 2020 to February 3, 2025 (both days inclusive), liable to retire by rotation. The Board recommends his appointment and terms of remuneration for the approval of Members.

Employee Stock Option Schemes

Employee Stock Options have been 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 create long-term wealth in the hands of employees.

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) Regulations, 2014 ("the SEBI SBEB 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").

Both schemes of the Company are in compliance with the provisions of the SEBI SBEB Regulations and there were no changes made to the said schemes during the financial year under review.

During the financial year under review, the NRC of the Board granted 1,80,313 Restricted Stock Units ("RSUs") to the eligible employees and Non-Executive Directors of the Company and its Holding Company viz. M&M, in accordance with the RSU Plan 2018 approved by the Shareholders at the 11th AGM of the Company, held on August 2, 2018.

During the financial year under review no employee / Non-Executive Director 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 to employees / Non-Executive Directors under the KESOS Scheme 2012 during the financial year under review.

A certificate from the Statutory Auditor of the Company viz. Deloitte certifying that both the above mentioned schemes have been implemented in accordance with the SEBI SBEB 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 in relation to the KESOS Scheme 2012 and the RSU Plan 2018, as required under Regulation 14 of the SEBI SBEB Regulations read with the SEBI Circular CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 has been uploaded on the website of the Company and can be accessed at the weblink: <https://www.mahindralogistics.com/investor/financial-information>

The said information is also provided in the note no. 24 of the Notes to the Audited Standalone Financial Statements.

Particulars of Employees and related disclosures

Your Company had 9 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 said financial year.

Disclosures with respect to the remuneration of the Directors, the KMP 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://www.mahindralogistics.com/investor/financial-information> and any Member interested in obtaining a copy of the same may write to the Company Secretary of the Company.

N. EMPLOYEE RELATIONS

As a leading 3PL Solutions provider, the Company is a people driven organisation with more than 17,000+ employees (on-rolls and off-rolls) spread over 450 client and operating locations across India. Our inherent belief and conviction is 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 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 and empowerment are evident.

Your 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:

- **iCoach programme** for senior leaders where internally certified Coaches coach employees with potential so that they are equipped with the right skills to overcome challenges and achieve their goals, thus successfully enabling the creation of a coaching culture across the organisation;
- **Sandhaan**, a programme for Account Delivery Managers on leadership skills and customer service excellence, participants share their learnings with their colleagues and then drive business impact projects by creating 'Moments of Truth' for customers called 'Sandhaan Moments of Truth';

- **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;
- **Sanjeevani**, a platform for harmonious work relations has had 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 (D&I) campaign;
- **Swayam**, a Health and wellness platform for physical and emotional well-being of employees.

As a result of the above approach, the overall Employee Relations scenario continues to be positive and healthy across all our locations.

A detailed note on HR initiatives of the Company is included in section titled Management Discussion and Analysis, which is a part of this Annual Report.

O. ENVIRONMENT, HEALTH AND SAFETY

The Company, being a leading 3PL Solutions provider recognises its employees, partners and business associates 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.

Preventing and reducing workplace accidents is a key focus for your Company and is emphasised at all levels through constant communications, programmes and trainings.

The EHS policy is supported by safety management programs 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, Fire Fighting, Emergency Preparedness and Forklift driving. The Company has also initiated ACE learning programs which includes safety practices and best practices related to EHS.

Your Company has established a dedicated safety team to oversee the implementation of a comprehensive driver

safety culture at a PAN India level. During the year, your Company has trained over 5,400 drivers and warehouse operators under the Pradhan Mantri Kaushal Vikas Yojana.

To promote and sustain a strong safety culture, your Company organises various events like National Road Safety Week, National Safety Week, World Environment Day and Drivers' Day. A Safety Pledge is also taken at offices and at work locations.

Your 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 are rolled out PAN India on a regular basis for awareness and 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, Eye check-up camps for drivers and blood donation camps.

During the year under review in line with the Company's commitment to safety standards and performance and prevention of accidents and injuries at work and life, the Company launched a safety initiative called LIFE – Life Impacting Injuries and Fatalities Elimination, a multi-stage program through which the Company plans to further improvise its safety capabilities across the all sites and locations PAN India. LIFE mainly drives eight (8) safety standards viz. Behavioral Based Safety, Standardisation of Personal Protective Equipment (PPE's), Implementation of Electrical Safety Management standard, Implementation of LOCK OUT TAG OUT (LOTO) Procedure, Implementation of Hazard Identification and Risk Assessment (HIRA), Permit To Work System at site, Contractor Management, Safety at Enterprise Mobility Service across the sites.

The Company also adopts sustainable practices in all its operations with competitive advantage in the long run. Our sustainability policy vision is to become logistic leader by implementing sustainable business practices which helps to maximise benefit to the environment and the community. Various sustainability projects such as introduction of CNG vehicles in SCM business, reduction of emission by using rail mode for transportation, using electric vehicle for short distance were undertaken during the financial year under review.

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. We support local communities for

significant operation by taking care of the environment by adopting new technologies like new power sources such as Solar energy, adopting LED light, water saving initiatives at location.

Your Company is certified for Integrated Management System (IMS) a certification for ISO 9001:2015 Quality, ISO 45001:2018 for safety and ISO 14001:2015 for Environment from TUV certification body. The Company is also a registered member of the National Safety Council.

P. QUALITY

We believe in adopting an integrated approach to drive excellence in everything we do. At the organisational level, your 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 your 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 your Company and also across different companies in the Group. Your 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 & Task achieving approach, 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:

Your Company continued its quality and improvement initiatives across the organisation. Your Company successfully implemented 10000+ Kaizens, 50+ quality circles, 120+ yellow belt projects and 7+ Lean VSM projects in the financial year 2019-20. Improvement projects are around KPI improvements, cost savings etc. category. The Company has also focused heavily on the capability building programs across the Company as per the needs of the employees and feedback from the customers. Over 2000 employees were trained on Daily Work Management and Standardisation (DWMS), 5S, Task Achieving Quality

Control story, Mahindra Yellow Belt, Mahindra Green Belt, Plan-Do-Check-Act, Total Productive Management, Diagnostics Assessment approach & tools for warehouse, line feeding, Transportation etc.

During the financial year under review, the Company launched a revamped Business Excellence Annual Awards structure, where selected locations across businesses and service lines are assessed through a comprehensive Diagnostics Assessment checklist (Functional + Continuous Improvement approach assessment). Basis the assessments, initiatives are planned for further improvements through the PDCA approach. Best performing locations and teams are assessed as per set criteria and rewarded for their efforts.

Quality has always been an integral part of the Company and our objective is to inspire and enable all employees to embrace the quality culture as part of their routine work. In line with the same in November 2019, your Company celebrated Quality Month at Pan India level with a theme on "Quality starts with I & U" with focus on spreading awareness about Quality tools and techniques through various fun filled activities and Quality Gyan. Various competitions like Poster, 5S at workplace, Minute to win it, DWMS, Wonder of Waste, BOB (Best of best locations) were organised during the month. Participation from locations across PAN India levels was seen. The Quality month celebration helped in spreading a quality culture across all locations.

IMS certification

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. We have well established rigorous processes and systems in place to ensure quality, team performance and productivity, efficiency, safety, quick decision making, etc. As a result of our continuous efforts, your Company became the 1st 3PL Company in India to have successfully completed IMS certification in 2019-20.

IMS is a combination of three (3) International Standards: ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environment Management System) and ISO 45001:2018 (Occupational Safety & Health Management System), recognised worldwide. These standards and processes further enable the Company in optimising our processes and resources, reducing operating costs and improving overall performance, in turn living by our purpose & purpose principles.

Q. BOARD & COMMITTEES

Board

As on March 31, 2020, the Board of your Company consists of eight (8) Directors comprising of a Managing Director (Executive Director), three (3) Non-Executive Non-Independent Directors, and four (4) (i.e. 50%) Independent Directors.

Appointment of Directors

During the financial year under review, the Board of the Company, on recommendations of the NRC, *inter-alia*, approved the following appointments on the Board of Directors of the Company, subject to approval of Shareholders of the Company.

Mr. V. S. Parthasarathy, Chairman and Non-Executive Director

The Board of Directors of the Company, based on the recommendation of the NRC, appointed Mr. V. S. Parthasarathy (DIN:00125299) as an Additional Non-Executive (Non-Independent) Director, liable to retire by rotation and the Chairman of the Board of the Company with effect from March 25, 2020. Mr. V. S. Parthasarathy holds office as an Additional Director up to the date of the ensuing AGM of the Company.

The Company has received the requisite notice from a Member in writing proposing his appointment as a Non-Executive Director of the Company.

Brief Profile

Mr. V. S. Parthasarathy, Chairman of the Board is a much awarded professional, a thought leader and a votary of transformational changes with over 3 decades of experience.

With effect from April 1, 2020, Mr. Parthasarathy was appointed as the President of the newly created Mobility Services Sector of the Mahindra Group. He is a Member of the Group Executive Board of Mahindra Group, and on the Board of listed Mahindra Group companies viz. Tech Mahindra Limited, Mahindra & Mahindra Financial Services Limited, Mahindra Holidays and Resorts India Limited, CIE Automotive S.A. Spain as well as other entities including Smartshift Logistics, Meru Travel Solutions, Mahindra First Choice Services, etc.

Mr. Parthasarathy began his career with Modi Xerox as a Management Trainee. Before joining M&M in 2000, he was the Associate Director at Xerox. Mr. Parthasarathy's journey at M&M began with an HR stint where he brought about organisational transformation – performance management system, policy deployment, strategic planning – and

journeyed through Deming Prize. He later spearheaded functions like Finance, M&A, IT and International Business, prior to being the Group CFO and the Group CIO at M&M until March 31, 2020. His areas of expertise include organisational transformation, leadership, strategic planning, finance, international operations, etc.

He is a well-recognised speaker in the fields of finance and IT. He was awarded with the Lifetime Achievement awards for both his CFO and CIO roles. He is also the recipient of the BusinessWorld - Yes Bank Hall of Fame Award, Best CFO of India Award by IMA, Corporate Excellence Awards and Digital Icon of India Award by HPE.

Mr. Parthasarathy is the President of the Bombay Chamber of Commerce & Industry (BCCI) and the Chairman of the FICCI CFO Council. He runs for Nanhi Kali (the Girl Child Education NGO) at Mumbai Marathon as a Change Legend.

He holds a bachelor's degree in Commerce, is a Fellow Member of the Institute of Chartered Accountants of India, and a Member of the Institute of Chartered Accountants of England and Wales. He is an alumnus of Harvard's Advanced Management Program (2011).

Mr. Rampraveen Swaminathan, Managing Director & CEO

The Board of Directors of your Company at its Meeting held on February 4, 2020, basis the recommendation of the NRC appointed Mr. Rampraveen Swaminathan (DIN:01300682), the CEO and Key Managerial Personnel of the Company as an Additional Director of the Company w.e.f. February 4, 2020 to hold office up to the date of the ensuing AGM of the Company and re-designated him as the Managing Director & CEO of the Company for a period of five (5) years commencing from February 4, 2020 to February 3, 2025 (both days inclusive), liable to retire by rotation. The Company has received the requisite Notice from a Member proposing his appointment as Managing Director of the Company.

The terms and conditions of the appointment of Mr. Rampraveen Swaminathan including remuneration are subject to the approval of the Members at the ensuing AGM.

Brief Profile

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

Limited, a listed company. His areas of expertise include strategy and planning, business management, international operations and operations transformation, etc.

He serves as a Non-Executive Director on the Board of Lords Freight (India) Private Limited, a subsidiary of the Company. He is also an Independent Director on the Board of Dodla Dairy Limited.

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 MBA degree in Finance and Strategy 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).

Director Retiring by Rotation

Mr. Parag Shah, Non-Executive Director

In terms of Section 152 of the Act, Mr. Parag Shah, Non-Executive Director (DIN:00374944), retires by rotation and, being eligible, offers himself for re-appointment at the ensuing AGM.

Brief Profile

Mr. Parag Shah has experience of over 2 decades in building new businesses, startups, turn arounds, joint ventures and mergers and acquisitions across the Mahindra Group. Currently he is the Managing Partner and Co-Head of the Mahindra Partners Division of M&M.

Prior to his current assignment, he was involved in new business development and strategy for the Mahindra Group. He was also Chief Executive Officer of Officemart India.com Limited, a consulting & e-commerce company within the Group. Before joining the Mahindra Group in 1999, Mr. Parag Shah was Managing Director of Systems Marketing India Private Limited, a private business with interests in Manufacturing, Investment Banking and Trading. He is a Director on several Mahindra Group companies including Mahindra Intertrade, Mahindra Susten, Mahindra Vehicle Manufacturers and also serves as an Independent Director on the Board of HDFC Asset Management Company Limited, a Listed Company. His areas of expertise include private equity, venture capital, investment management, strategy and planning, etc.

He was also a founder Director of "Executives Without Borders", an NGO based in USA. He was recognised by the Economic Times and Spencer Stuart as India's Top 40 Business Leaders under the age of 40 years.

Mr. Parag Shah is also affiliated with various non-governmental organisations such as Sabarkanta Relief Samiti and S&G Charitable Trust. He has also been a member of the FICCI - Solar Energy Task Force Committee, the India Israel forum and CII National Committee on Private Equity & Venture Capital.

He holds a BSc Degree in Computer Engineering from the Illinois Institute of Technology with special electives in Psychology and Manufacturing Technology. He is also a graduate of the General Management Program from the Harvard Business School (2007).

Mr. S. Durgashankar, Non-Executive Director

On recommendation of the NRC, Mr. S. Durgashankar (DIN:00044713) was appointed as an Additional Non-Executive Director, liable to retire by rotation, with effect from May 7, 2019.

The Members of the Company, at the 12th AGM held on August 1, 2019, have accorded their approval for appointment of Mr. S. Durgashankar as a Non-Executive Director of the Company.

Cessation

Mr. Zhooben Bhiwandiwala, Chairman and Non-Executive Director

Mr. Zhooben Bhiwandiwala (DIN:00110373), Non-Executive Director and the erstwhile Chairman of the Board of the Company stepped down from the Board of your Company with effect from the close of business hours on March 24, 2020 consequent to the leadership changes at M&M, Holding Company of your Company. Consequently, he also ceased to be Member of the NRC of the Board from the said date.

Mr. Zhooben Bhiwandiwala joined the Board of the Company in 2009 and was elevated as the Chairman of the Board in 2017 and since then he has significantly contributed to the functioning of the Board and its Committees. Mr. Bhiwandiwala was instrumental in shaping the growth strategy of the Company over the past decade and has set high standards of Corporate Governance.

Mr. Sunish Sharma, Non-Executive Nominee Director

Pursuant to the Investment Agreement executed between M&M, Normandy Holdings Limited ("Normandy") and Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1 ("Kedaara"), (Normandy and Kedaara are collectively referred to as "Investors") and the Company, the Investors had a right to nominate Non-Executive Director on Board of the Company basis their shareholding in the Company.

Consequent to the sale of the entire shareholding in the Company by the Investors during the financial year under review, Mr. Sunish Sharma (DIN:00274432), Non-Executive Nominee Director in consultation with the Investors, tendered his resignation from the Board of your Company with effect from June 6, 2019.

Mr. Chandrasekar Kandasamy, Non-Executive Director
Mr. Chandrasekar Kandasamy (DIN:01084215), Non-Executive Director of the Company resigned from the Board of the Company with effect from May 7, 2019 consequent to his retirement from the services of M&M.

The Board places on record their sincere gratitude and deep appreciation to Mr. Zoooben Bhiwandiwala, Mr. Sunish Sharma and Mr. Chandrasekar Kandasamy for their invaluable contributions during their association 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 Board of the Company after taking these declarations on record and acknowledging the veracity of the same, concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management of the Company.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, the Independent Directors of the Company have registered themselves in the Independent Directors data bank maintained by the Indian Institute of Corporate Affairs ("IICA"). The Independent Directors, unless exempted, are required to pass an online proficiency self-assessment test conducted by IICA within one year from the date of their registration on IICA databank.

No Independent Directors have been appointed or re-appointed and none have resigned during the financial year under review.

Performance Evaluation

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board of your Company has carried out an annual evaluation of its own performance and that of its Committees as well as reviewed the performance of the Directors individually for financial year 2019-20. The performance evaluation of the Non-Independent Directors and the Board as a whole, was carried out by the Independent Directors.

The Independent Directors also carried out the evaluation of the Chairman of the Company, considering the views of Non-Executive Directors 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 Directors also carried out performance evaluation of the Managing Director & CEO of the Company.

Process of evaluation

Feedback for each of the evaluations was sought by way of structured questionnaires through a secured electronic portal.

The questionnaires for performance evaluation are in alignment with the guidance note on Board evaluation issued by the SEBI, vide its circular dated January 5, 2017. The performance evaluation parameters covered various attributes/functioning of the Board such as adequacy of the composition of the Board and its Committees, the Board Culture, Execution and performance of specific duties, Board's functioning such as Board effectiveness, Board meetings, quantity and timeliness of the information flow between the Board Members and the Management, composition and Member participation, quality and transparency of discussions, time devoted by the Board to strategy, etc. based on the criteria approved by the NRC. The evaluators were also able to give qualitative feedback and comments apart from responding to the questionnaire.

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.

While the Directors have expressed their satisfaction with the parameters of evaluation, the implementation and compliance of the evaluation exercise done and the results/outcome of the evaluation process, the Board also noted

the key action points that emerged from the process for implementation. The outcome of the evaluations, with the feedback/comments given by the Board Members are provided in the section titled Report of Corporate Governance, which forms part of this report.

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. Your Company conducts induction and familiarisation programs for the Directors joining the Board, to familiarise them with the Company, its management and its operations.

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 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 and terms of reference of the Committees, board procedures, management strategies etc.

The Board Members are apprised by the Senior Management at quarterly Board Meetings by way of presentations, where the Directors get an opportunity to interact with Senior Management, 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.

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 Independent 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.

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://www.mahindralogistics.com/media/pdf_files/familiariz-382dcb0d7768c99.pdf

Remuneration Policy and criteria for determining attributes, qualification, independence and appointment of Directors

The Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning ("Appointment and Remuneration Policy") is approved by the Board of Directors of the Company and is in accordance with the applicable rules and regulations and the said policy, *inter-alia*, includes criteria for determining qualifications, positive attributes, Independence of Directors, identification of persons who are qualified to become Directors, KMPs and Senior Management Personnel in accordance with the criteria laid down in the Policy, and the basis for payment of remuneration to the Directors of the Company, Key Managerial Personnel, Senior Management and other employees of the Company.

You 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 said policy is also uploaded on website of the Company and can be accessed from the weblink: https://www.mahindralogistics.com/media/pdf_files/Nomination-Remuneration-Policy.pdf

During the financial year under review, there were no amendments in the Appointment and Remuneration Policy.

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. Further the NRC also reviews and recommends to the Board the payment of remuneration to the Senior Management Personnel of the Company.

Independent Directors

In line with the Appointment and Remuneration Policy, the Independent Directors of the Company are entitled to commission of up to ₹6,00,000/- per annum based on recommendations made by the NRC and approved by Board within the ceiling of 1% or 3% of annual net profits of the Company, as the case may be, for each of the financial years commencing from April 1, 2017. The remuneration of the Independent Directors is determined by the Board based on their performance evaluation done by the entire Board which, *inter-alia*, includes their participation

in the Board and Committee Meetings during the year, other responsibilities undertaken and contributions to the deliberations of the Board and to the Company.

The remuneration paid to the Independent Directors during the financial year 2019-20 was as per the terms laid down in the said Appointment and Remuneration Policy of the Company and within the limits approved by the Shareholders and the ceiling of 1% of net profits of the Company as specified in Section 197 of the Act.

Non-Executive Non-Independent Directors

The Non-Executive Non-Independent Directors of your Company are not entitled to and 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.

During the financial year under review, the NRC of the Board, in accordance with approval granted by the Members of the Company at their 12th AGM held on August 1, 2019 and the RSU Plan 2018, granted 20,000 Restricted Stock Units ("RSUs") each to Mr. Zhooben Bhiwandiwalla and Mr. Parag Shah, Non-Executive Non-Independent Directors of the Company and employees of the Holding Company after taking into account the length of association of the said Directors with the Company, their contributions made to the growth of the Company over the years and time devoted by them.

Managing Director & CEO

The remuneration to Executive Director consists of both fixed compensation and variable compensation and is paid as salary, commission, performance bonus, stock options, and perquisites and benefits as recommended by the NRC and approved by the Board and within the overall limits, which are subject to Shareholders approval.

Mr. Rampraveen Swaminathan was inducted on the Board as Managing Director & CEO for a period of five (5) years with effect from February 4, 2020 to February 3, 2025 (both days inclusive) subject to approval of the Shareholders at the ensuing AGM. Mr. Rampraveen Swaminathan is not part of the Promoters or member of the promoter group and is not related to the Chairman of the Company.

Mr. Rampraveen Swaminathan, the Managing Director & CEO of the Company did not receive any remuneration or commission from M&M, Holding Company or from any of the subsidiary companies of your Company.

Detailed breakup of remuneration paid to all Directors of the Company including stock options granted is provided in the Report of Corporate Governance which forms part of this Annual Report.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, your Directors, based on representation from the operating management and after due enquiry, confirm that:

- In the preparation of the annual accounts for the financial year ended March 31, 2020 the applicable accounting standards had been followed;
- 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 March 31, 2020 and of the profits of the Company for the financial year ended on that date;
- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts on a going concern basis;
- They have laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and were operating effectively during the financial year ended March 31, 2020;
- 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 March 31, 2020.

Board Meetings

The Board of your Company meets at least four (4) times in a year and the gap between two Meetings does not exceed 120 days. An annual calendar of Meetings is prepared and circulated in advance to all Directors. In case of exigencies, resolutions are passed through circulation in terms of Section 175 of the Act.

Number of meetings of the Board of Directors

During the financial year ended March 31, 2020, six (6) Board Meetings were held.

Annual General Meeting

The 12th AGM of your Company was held on Thursday, August 1, 2019.

Attendance of Directors

Details of attendance of meetings of the Board and the AGM are included in the section titled Report on Corporate Governance, which forms part of this Annual Report.

Meeting of Independent Directors

The Independent Directors of your Company meet once every half year without the presence of the Managing Director & CEO or the Non-Independent Directors or the Management or the Company Secretary 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 on May 7, 2019 and February 4, 2020 and the Meeting was attended by all the Independent Directors of the Company.

Board Committees

The Board has constituted various statutory committees in compliance with the requirements of the Act and the SEBI Listing Regulations viz. Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Risk Management Committee. During the financial year under review, the Board of the Company also constituted an Investment Committee of the Board.

The details of composition of the Statutory Committees, their terms of reference, meetings held and attendance of the Committee Members thereat during the financial year 2019-20 is provided in the section titled Report on Corporate Governance, which forms part of this Annual Report.

Audit Committee

As on the date of this report, the Audit Committee comprises of four (4) Non-Executive Directors, of whom three Directors (i.e. 2/3rd), including the Chairman are Independent. All the Members of the Committee possess strong accounting and financial management knowledge.

Composition of Audit Committee

Details of the composition of the Audit Committee as on March 31, 2020 is given hereunder:

- Mr. Ajay Mehta, Independent Director – Chairman
- Mr. S. Durgashankar, Non-Executive Director – Member
- Mr. Darius Pandole, Independent Director – Member
- Ms. Avani Davda, Independent Director – Member

Mr. V. S. Parthasarathy, Chairman and Mr. Parag Shah, Non-Executive Director of the Company are the permanent invitees to the meetings of the Committee.

Mr. Zhooben Bhiwandiwalla, the erstwhile Chairman ceased to be a permanent invitee to meetings of the Audit Committee consequent to his resignation from the Board of the Company.

The Company Secretary of the Company acts as the secretary to the Committee.

Changes in composition of the Audit Committee

During the financial year 2019-20, the Board of your Company appointed Mr. S. Durgashankar, Non-Executive Director as a Member of the Audit Committee with effect from May 7, 2019. Mr. Chandrasekar Kandasamy, Non-Executive Director ceased to be a Member of the Audit Committee on May 7, 2019 on his resignation.

Further Mr. Ranu Vohra, Independent Director stepped down as Member of the Audit Committee effective May 7, 2019 on account of his pre-occupation 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.

R. GOVERNANCE Corporate Governance

The Corporate Governance Policies guide the conduct of affairs of your Company and clearly delineate the roles, responsibilities and authorities at each level of its governance structure and key functionaries involved in the governance.

Your Company has in place Code of Conduct for its Directors, Senior Management Personnel and Employees ("Codes"). These Codes enunciate the underlying principles governing the conduct of your Company's business and seek to reiterate the fundamental precept that good governance must and would always be an integral part of

your Company's ethos. An affirmation on the said Codes is received from the Directors, Senior Management Personnel and employees of the Company on an annual basis.

Your 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 Practising Company Secretary regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI Listing Regulations is included as a separate section and forms part of this Annual Report.

Vigil Mechanism / Whistle Blower Policy

The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder and the SEBI Listing Regulations, is implemented through the Company's Whistle Blower Policy. The Company's vigil mechanism provides for adequate safeguards against victimisation of the Employees, Directors and other stakeholders of the Company to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Codes and Policies, instances of leak/suspected leak of Unpublished Price Sensitive Information, Accounting or auditing irregularities or misrepresentations, Fraud, theft, bribery and other corrupt business practices, etc.

The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes a provision to provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. All Employees, Directors, vendors, suppliers or other stakeholders associated with the Company can make Protected Disclosures through e-mail to ml.vigil@mahindra.com or through the other mechanisms stated in the Whistle Blower Policy.

The policy is in addition to the Codes, Policies and structure of Corporate Governance adopted by the Company.

An update on whistle blower 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. No whistle blower complaints were received during the financial year under review.

The Whistle Blower Policy of the Company is available on the website of the Company and can be accessed at the web link: https://www.mahindralogistics.com/media/pdf_files/whistle-bl-d20ab2c5ec6ef90.pdf. During the financial year under review, there were no amendments in the Whistle Blower Policy of the Company.

Prevention of Sexual Harassment of Women 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. 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 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, your 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 POSH Act amongst employees. During the year, mandatory trainings on POSH were conducted with an improved and interactive approach.

During the financial year 2019-20, the Company received six (6) complaints with allegations of sexual harassment. Appropriate actions as deemed fit by the ICC were taken and no cases are pending as on March 31, 2020.

Risk Management

Your 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.

Your Company has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Policy *inter-alia* includes identification and assessment of the likelihood and impact of risk, mitigation steps and reporting of existing and new risks associated with your Company's activities in a structured manner. This facilitates timely and effective management of risks and opportunities and achievement of your Company's objectives.

The CFO provides oversight and reports to the Board of Directors, the Audit Committee and the Risk Management Committee who have the responsibility for overseeing all risks. In view of the growing scale of operations of the Company and in terms of the SEBI Listing Regulations, the Board of your Company constituted the Risk Management Committee of the Board effective August 2, 2018 in accordance with the SEBI Listing Regulations, comprising of the members of the Board of Directors and Senior Executives of the Company. 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 2019-20 is provided in the section titled Report on Corporate Governance, which forms part of this Annual Report.

S. CORPORATE SOCIAL RESPONSIBILITY AND RELATED MATTERS

Corporate Social Responsibility ("CSR")

The Company is fully aligned to the vision of the Mahindra Group of contributing to communities, through both our Environment, Health and Safety policies, as also our active CSR initiatives and Employee Social Option Programmes ("ESOPs").

In line with the Company's CSR Policy and CSR thrust areas, your Company's CSR efforts continue to be directed towards upliftment of the driver community, community welfare, rural development, education, livelihood and vocational skills training, public health and environmental conservation. Details of the CSR Policy and the key initiatives undertaken by the Company during the financial year under review are covered in the Annual Report on CSR of the Company annexed hereto and forms a part of this report.

CSR Committee

The Company has constituted a CSR Committee of the Board in compliance with the provisions of the Act read with the applicable rules made thereunder.

The role of the Committee includes formulation and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act and any amendments thereto, recommendation of the amount of expenditure 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 CSR Committee of the Company comprises of three (3) Directors. The Chairman of the Committee is an Independent Director. Details of the composition of the CSR Committee as of March 31, 2020 is given hereunder:

- Mr. Ranu Vohra, Independent Director (Chairperson);
- Mr. Parag Shah, Non-Executive Director (Member);
- Mr. S. Durgashankar, Non-Executive Director (Member).

Mr. V. S. Parthasarathy, Chairman of the Company is a permanent invitee to the meetings of the CSR Committee.

Mr. S. Durgashankar, Non-Executive Director was inducted as Member of the CSR Committee on appointment on the Board of the Company i.e. w.e.f. May 7, 2019.

Mr. Zhooben Bhiwandiwalla ceased to be a permanent invitee to the Committee meetings consequent to his resignation as the Chairman of the Company.

The Company Secretary of the Company acts as the secretary to the 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 undertaken is uploaded on the Company website and can be accessed through the weblink: <https://www.mahindralogistics.com/sustainability>

The salient features of the CSR Policy are provided in **Annexure VI** of this report.

During the financial year under review, there were no amendments to the CSR Policy of the Company.

CSR Spend

During the financial year under review, your Company has spent the entire earmarked amount of ₹2.05 crores (being 2% of the average net profits of the Company during the preceding three financial years) towards CSR activities as stipulated under Schedule VII of the Act.

Annual Report on CSR

An Annual Report on CSR for the financial year 2019-20 in accordance with Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 giving details of the composition of the CSR Committee, CSR

Policy and projects undertaken by the Company during financial year 2019-20, is annexed as **Annexure VII** of this report and forms part of this Annual Report.

T. SUSTAINABILITY

Your Company believes that adopting sustainable practices across its operations is both a business imperative and a long term competitive advantage. To this end, we have adopted a 'Triple Bottom Line' approach to integrate economic progress, social responsibility and environment concerns, for long term sustainable growth.

The Company has adopted a Sustainability Policy with this objective. The Sustainability Policy and Materiality Matrix are uploaded on the website of the Company and can be accessed from the weblink: <https://www.mahindralogistics.com/sustainability>

Being an asset-light Company, the Company deploys business partners' assets to deliver services to our customers. We recognise the fact that Green House Gas ("GHG") emissions have a significant impact on the environment and in this regard the Company has instituted various initiatives for enhancing fuel efficiency and monitoring and reducing GHG emission intensity across the network of assets utilised by the Company. These efforts have resulted in reduction in energy and costs, improved process efficiencies, increased customer satisfaction.

To further improve the focus in the area of GHG reduction, your Company has made a commitment to Science Based Targets Initiative (SBTi) to restrict average global temperature rise to 2 degree Celsius in alignment of Paris Climate Change Agreement by the year 2033 and also become Carbon Neutral by the year 2040.

Specific initiatives taken in this regard are detailed in **Annexure VII** of this report.

The movement of share capital during the financial year under review was as under:

Date	Particulars	No. of equity shares allotted	Cumulative Equity Shares (in nos)	Cumulative Share Capital (in ₹)
April 1, 2019	Opening issued, subscribed and paid-up share capital	-	7,14,47,684	71,44,76,840
November 4, 2019	Allotment of equity shares to employees pursuant to exercise of options granted under the KESOS Scheme 2012	36,720	7,14,84,404	71,48,44,040
February 4, 2020	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	52,852	7,15,37,256	71,53,72,560
March 31, 2020	Closing issued, subscribed and paid-up share capital		7,15,37,256	71,53,72,560

Business Responsibility Report

As stipulated in Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility Report of your Company, highlighting the initiatives taken by the Company in the areas of social, environment, governance and economic responsibilities of business for the financial year 2019-20, in the prescribed format is available as a separate section and forms part of this Annual Report.

U. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to the energy conservation, 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 are provided in **Annexure VIII** and form part of this report.

V. POLICIES

The details of the Key Policies adopted by the Company are mentioned at **Annexure IX** and form part of this report.

W. SECRETARIAL

Authorised Share Capital

The authorised share capital of your Company as on March 31, 2020 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, your Company issued and allotted 89,572 equity shares of face value of ₹10/- each to eligible employees of the Company towards exercise of the options granted to them under the KESOS Scheme 2012 and RSU Plan 2018 of the Company. The equity shares issued and allotted during the financial year under review rank pari passu with the existing equity shares of your Company in all respects.

The Company allotted 31,928 equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018 on April 29, 2020. Consequently the issued, paid-up and subscribed share capital of the Company as on the date of this report increased from ₹71,53,72,560/- (divided into 7,15,37,256 equity shares of ₹10/- each fully paid-up) to ₹71,56,91,840/- (divided into 7,15,69,184 equity shares of ₹10/- each fully paid-up).

Annual Return

The Annual Return of the Company for the financial year under review prepared in compliance with Section 92 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 web link : <https://www.mahindralogistics.com/investor/financial-information>

The extract of Annual Return in prescribed Form No. MGT-9 is annexed as **Annexure X** and forms part of this report.

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, your Company was in compliance with Secretarial Standards-SS-1 and SS-2.

X. GENERAL

The Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions/events related to these items during the financial year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Issue of sweat equity shares to employees of the Company under any scheme;
- Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future;
- Raising of funds through Preferential Allotment or Qualified Institutions Placement;
- Voting rights which are not directly exercised by the employees in respect of 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.

Y. ACCESS TO FINANCIAL STATEMENTS

In accordance with Section 136 of the Act, the Ministry of Corporate Affairs Circular No. 20/2020 dated May 5, 2020 and the continuing COVID-19 pandemic, the Audited Financial Statements of Company and the subsidiary and associate companies and all relevant documents can be accessed on the website of the Company at <https://www.mahindralogistics.com/investor/financial-information>.

Z. REGISTRAR AND SHARE TRANSFER AGENT

Your Company has appointed Link Intime India Private Limited, as its Registrar and Share Transfer Agent for handling all activities in relation to the Company's share transfer facilities. Contact details of Link Intime India Private Limited are provided in the Report on Corporate Governance, which forms part of this Annual Report.

ACKNOWLEDGMENTS

As the global COVID-19 pandemic continues to put pressure on world economy, we acknowledge and thank all at the forefront fighting this pandemic and risking their lives for us. Our priority has been the safety of our employees, customers, vendors and strict adherence to government norms.

The Board of your Company conveys its deep gratitude and appreciation to all the employees of the Company, for their tremendous efforts as well as their exemplary dedication and contribution to the Company's performance. We also acknowledge and appreciate the invaluable support and contribution of all our Business Associates who continue their loyal partnership with our Company in these trying times.

The Directors would also like to thank its Shareholders, Customers, Vendors, Business Partners, Bankers, Government and all other Business Associates for their continued support to the Company and the Management.

On behalf of the Board of Directors

Mr. V. S. Parthasarathy
Chairman
DIN: 00125299

Mumbai, May 20, 2020

ANNEXURE I

DIVIDEND DISTRIBUTION POLICY

Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016, ("SEBI LODR Regulations") dated July 8, 2016, makes it mandatory for the top five hundred listed entities based on their market capitalisation calculated as on March 31, of every financial year to formulate a Dividend Distribution Policy.

Dividend Distribution Policy ("the 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 shall come into force with effect from the date of Listing/ April 1, 2018.

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 objective 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. Dividend declared will be distributed amongst all shareholders, based on their shareholding on the record date.

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).

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 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. The Board may consider recommending a lower payout for a given financial year, after analysing the prospective opportunities and threats or in the event of challenging circumstances such as regulatory and financial environment.

Shareholders may not expect any dividend under certain circumstances including the following:

- a. In the event of inadequacy of profits or whenever the Company has incurred losses
- b. Whenever Company proposes to utilise surplus cash for buy-back of securities
- c. Significantly higher working capital requirements adversely impacting free cash flow
- d. Whenever it undertakes or proposes to undertake a significant expansion of business requiring higher allocation of capital

- e. Whenever it undertakes any acquisitions or joint ventures requiring significant allocation of capital
- f. Operation of any law in force which restricts payment of dividend in particular circumstances and
- g. Any restrictions and covenants contained in any agreement as may be entered with the Lenders.

Parameters that shall be adopted with regard to various classes of shares

At present, the issued and paid-up share capital of the Company comprises only of equity shares; the Company does not have any other class of shares. As and when the Company issues other kind of shares, the Board of Directors may suitably amend this Policy.

Disclosures

The Policy will be displayed on website of the Company and same will also be published in Annual Report of the Company.

Review

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the relevant legislation and remains effective.

The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.

Amendment

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

ANNEXURE II**FORM AOC – 2**

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto.**1. Details of contracts or arrangements or transactions not at arms' length basis:**

There were no contracts or arrangements, or transactions entered into during the year ended March 31, 2020, 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 March 31, 2020 are as follows:

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Transaction value (₹ in crores)	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	Mahindra & Mahindra Limited, Holding Company	Rendering of Services Availing of Services Purchase of assets Reimbursements made Reimbursements received Sale of property and other assets	1,559.94 1.58 1.28 9.38 0.03 0.49	April 1, 2019 to March 31, 2020	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 are in ordinary course and on arms' length basis, approval of the Board is not applicable. However necessary approvals were granted by the Audit Committee from time to time.	Nil
Total			1,572.70				

On behalf of the Board of Directors

Mr. V. S. Parthasarathy
Chairman
DIN: 00125299

Mumbai, May 20, 2020

ANNEXURE III**FORM NO. MR – 3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020**

(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.

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 authorised 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, 2020 (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, 2020 according to the provisions of:

- The Companies Act, 2013 ('the Act') and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, External Commercial Borrowings and Overseas Direct Investment - Not Applicable to the Company during the Audit Period;
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:-

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)** and
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")
- As identified, there are no laws which is specifically applicable to logistics industry viz. a viz. to the Company.

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with BSE Ltd. and National Stock of India Limited read with the 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.

BOARD'S REPORT CONTINUED

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 allotted 36,720 Equity Shares of face value of ₹10/- each towards exercise of options vested under the MLL – Key Executive Stock Option Scheme, 2012 and 52,852 Equity Shares of face value of ₹10/- each towards exercise of Restricted Stock Units under the Mahindra Logistics Employee Restricted Stock Unit Plan 2018. Consequently, the issued, subscribed and paid-up share capital of the Company increased during the Audit period and as on March 31, 2020 amounted to ₹71,53,72,560/-.

For **Makarand M. Joshi & Co.**

Sd/-

Makarand Joshi
Partner

FCS No. 5533

CP No. 3662

UDIN: F005533B000261129

Peer Review No: P2009MH007000

Place: Mumbai

Date: 20th May, 2020

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.**

Sd/-

Makarand Joshi
Partner

FCS No. 5533

CP No. 3662

UDIN: F005533B000261129

Peer Review No: P2009MH007000

Place: Mumbai

Date: 20th May, 2020

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

Percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and details of the ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year ended March 31, 2020 are as under:

							(₹ in crores)
Sr. No.	Name of Director/ KMP	Designation	Remuneration of Director/ KMP for the financial year 2019-20 (Excluding perquisite value of ESOPs exercised)	Remuneration of Director/ KMP for the financial year 2019-20 (Including perquisite value of ESOPs exercised)	% increase in remuneration in the financial year 2019-20 (Excluding perquisite value of ESOPs exercised)	% increase in remuneration in the financial year 2019-20 (Including perquisite value of ESOPs exercised)	Ratio of remuneration (Including perquisite value of ESOPs exercised) of each Director to median remuneration of the employees for the financial year
1	Mr. Zhooben Bhiwandiwalla	Non-Executive Director and Chairman*	Nil	Nil	NA Refer note i	NA Refer note i	NA Refer note i
2	Mr. V. S. Parthasarathy	Non-Executive Director and Chairman^	Nil	Nil	NA Refer note i	NA Refer note i	NA Refer note i
3	Mr. Rampraveen Swaminathan	Managing Director & CEO%	0.46	0.46	Refer note ii	Refer note ii	Refer note ii
4	Mr. Parag Shah	Non-Executive Director	Nil	Nil	NA Refer note i	NA Refer note i	NA Refer note i
5	Mr. S. Durgashankar	Non-Executive Director\$	Nil	Nil	NA Refer note i	NA Refer note i	NA Refer note i
6	Mr. Ajay Mehta	Independent Director	0.06	0.06	0.00%	0.00%	1.76
7	Mr. Ranu Vohra	Independent Director	0.06	0.06	0.00%	0.00%	1.76
8	Mr. Darius Pandole	Independent Director	0.06	0.06	0.00%	0.00%	1.76
9	Ms. Avani Davda	Independent Director	0.06	0.06	Refer note ii	Refer note ii	1.76
10	Mr. Pirojshaw Sarkari	Chief Executive Officer@	1.24	1.24	Refer note ii	Refer note ii	-
11	Mr. Rampraveen Swaminathan	Chief Executive Officer%	1.01	1.01	Refer note ii	Refer note ii	-
12	Mr. Yogesh Patel	Chief Financial Officer	1.38	1.68	Refer note ii	Refer note ii	-
13	Ms. Brijbala Batwal	Company Secretary	0.30	0.30	0.00%	0.00%	-

* Ceased as Non-Executive Director & Chairman effective close of business hours of March 24, 2020;

^ Appointed as Non-Executive Director & Chairman effective March 25, 2020;

% Appointed as Chief Executive Officer and KMP effective October 1, 2019 and as Managing Director & CEO from February 4, 2020. Hence separate disclosure for tenure as KMP (from October 1, 2019 to February 3, 2020) and Director & KMP (from February 4, 2020 to March 31, 2020) is given;

\$ Appointed as Non-Executive Director effective May 7, 2019;

@ Ceased as Chief Executive Officer effective September 30, 2019.

Notes:

- Non-Executive Directors were not paid any remuneration during financial year 2019-20;
- Since associated for part of the financial year percentage increase in remuneration is not reported. Mr. Rampraveen

Swaminathan and Mr. Pirojshaw Sarkari were employed for part of the financial year 2019-20 and Ms. Avani Davda and Mr. Yogesh Patel were employed for part of the financial year 2018-19;

- The remuneration of Independent Directors comprises of commission payable for the year under review and is within the overall limits approved by the Shareholders of the Company. Sitting fees paid for Board and Committee Meetings is not included in the remuneration.

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 ₹ 3.41 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 2019-20 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:

In the financial year under review, there was an increase of 5.99% in the median remuneration of employees.

4. Number of permanent employees on the rolls of Company:

There were 3,891 permanent employees on the rolls of Company as on March 31, 2020.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase in the salaries of permanent employees other than the managerial personnel in the last financial year i.e. 2019-20 was 9.92%.

The Company appointed a Managing Director during the financial year 2019-20. Hence comparison of the percentage increase in salaries of employees with that of managerial remuneration for the last financial year i.e. 2018-19 is not applicable to the Company.

The remuneration of employees includes perquisite value of ESOPs exercised during the year under review. The increase in remuneration of employees of the Company is dependent on the Company's performance as a whole, individual's performance and also market benchmarks.

6. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Company's Policy for remuneration of Directors, Key Managerial Personnel and other employees.

On behalf of the Board of Directors

Mr. V. S. Parthasarathy

Chairman

Mumbai, May 20, 2020

DIN: 00125299

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 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:

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.

1. Ability of the candidates to devote sufficient time and attention to his professional obligations as Director for informed and balanced decision making.
2. 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 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 organisation. 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 ladder approach.

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 organisation recognises 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 recognise 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 organisations. 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.
- Recognising 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, summarised 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 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 *inter-alia* consists of the following:

1. Group Medclaim (Hospitalisation) 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

Level	Title
01	CEO
02	Senior Vice President
03	Vice President
04	Senior General Manager/General Manager
05	Deputy General Manager
06	Senior Manager
07	Manager
08	Deputy Manager
09	Senior Executive
10	Executive
MT	Management Trainee
GT	Graduate Trainee
FTC	Fixed Term Contract

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 given an offer with a 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 1st February are eligible for Annual increments effective 1st August and new joinees from 2nd February 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:

- (a) Employee State Insurance (ESI) or Workmen Compensation (WC) based on the location.
- (b) Group Medclaim (Hospitalisation) insurance policy.
- (c) Group Personal Accident insurance policy.
- (d) 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 hospitalisation 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 hospitalisation. 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

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.

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

SALIENT FEATURES OF THE CORPORATE SOCIAL RESPONSIBILITY POLICY OF THE COMPANY

(In compliance with Section 134(3)(o) of the Companies Act, 2013)

CSR VISION STATEMENT AND OBJECTIVES

The CSR vision of MLL is to serve and give back to the communities within which it works with integrity and responsibility.

The objective of this policy is to –

- Encourage employees to participate actively in the Company's CSR initiatives and give back to the society in an organised manner through ESOPs. Every MLL employee is expected to contribute time and effort towards community building.
- Contribute to the development of communities by providing support to education, health & infrastructure.
- Contribute to the employability of the communities which we work by providing support to education, vocational training and job opportunities.

SCOPE AND APPLICABILITY

This policy shall be applicable to all stakeholders and employees of MLL.

TOTAL OUTLAY

The Company pledges 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. For this purpose, the net profit and average net profit shall be calculated in accordance with the provisions of Section 198 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company may spend up to 5% of total CSR expenditure in one financial year on building CSR capabilities.

In case there is any unspent amount from out of the 2% average net profits of the Company made during the three immediately preceding financial years, the Board of the Company on recommendation of the CSR Committee may decide to carry this forward to the next financial year or transfer the balance unspent amount to a Bank account or a Fund specified under the Law within such period and in such manner as specified by law from time to time.

The surplus arising out of the CSR activities will not be considered as a part of the business profits of the Company

CSR THRUST AREAS

The CSR thrust areas for the Company are community welfare through Project Samantar, rural development through Project Gram Vikas, education, livelihood training and vocational skills, public health and environmental conservation.

The Company is authorised to spend CSR funds in the following activities as stated in Schedule VII of the Act:

1. Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
2. Promoting education, including special education and employment enhancing vocation skills especially among children, woman, elderly & the differently abled and livelihood enhancement projects;
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially & economically backward groups;
4. Ensuring environmental sustainability, ecological balance, protection of flora & fauna, tree plantation, afforestation, gardening & maintenance, animal welfare, agroforestry, conservation of natural resources & maintaining quality of soil, air & water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
5. Protection of national heritage, art & culture including restoration of buildings & sites of historical importance & works of art; setting up of public libraries; promotion & development of traditional arts & handicrafts;
6. Measures for the benefit of armed forces veterans, war widows and their dependents;
7. Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
8. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development & relief & welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities & women;
9. Contribution to incubators funded by Central Government or State Government or any agency or Public Sector Undertaking of Central Government or State Government, and contributions to public funded Universities, Indian Institute of Technology (IITs), National Laboratories and Autonomous Bodies (established under the auspices of Indian Council of Agricultural Research (ICAR), Indian Council of Medical Research (ICMR), Council of Scientific

- and Industrial Research (CSIR), Department of Atomic Energy (DAE), Defence Research and Development Organisation (DRDO), Department of Biotechnology (DBT), Department of Science and Technology (DST), Ministry of Electronics and Information Technology) engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs);
10. Rural development projects;
 11. Slum Area Development;
Explanation.- For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.
 12. Disaster management, including relief, rehabilitation and reconstruction activities; and
 13. Any other activities/projects prescribed by the Ministry of Corporate Affairs or any other regulatory authorities under Schedule VII of the Act.

To fulfil above activities, the Company may expense for infrastructural development work, health and medicines, school and educational assistance, women and child welfare, youth and old aged welfare activities

POLICY GUIDELINE

- All CSR Projects must be aligned as prescribed in Schedule VII of the Act, as amended from time to time;
- CSR projects or programmes or activities must be undertaken in India alone;
- Preference shall be given to the local area and areas around it where it operates, for spending the amount earmarked for CSR activities;
- CSR activities must not include the activities undertaken in pursuance of normal course of business of the Company;
- Projects or programmes or activities that benefit only the employees of the Company and their families shall not be considered as CSR;
- CSR activities should be in project/programme mode. One-off events such as marathons/awards/charitable contribution/advertisements/sponsorship/charges for TV programmes etc. will not qualify as part of CSR expenditure;
- Contribution of any amount directly or indirectly to any political party and religious activities shall not be considered as CSR.

The full CSR Policy of the Company is uploaded on the website of the Company and can be accessed at the weblink: <https://www.mahindralogistics.com/sustainability>

ANNEXURE VII

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR 2019-20

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The Company is fully aligned to the vision of the Mahindra Group of contributing to our communities, through both our Environment, Health and Safety policies, as also our active CSR initiatives and Employee Social Option Programmes.

In line with the Company's CSR Policy and CSR thrust areas, your Company's CSR efforts continue to be directed towards upliftment of the driver community, community welfare, rural development, education, livelihood and vocational skills training, public health and environmental conservation.

Building Communities – Project Samantar

Communities are the backbone of Indian economy. Drivers being the lifeline of the nation's ecosystem, a holistic Driver welfare program is designed to improve the working conditions and aspirations of the driver community. Need assessment is done through Driver Welfare Forums comprising of Business Partners, field experts and NGOs, to ensure that the program design is impactful. The Company conducts various community development activities in pockets of villages, slums in backward areas and with our driver community. Our activities include providing scholarship and grants to the children of drivers' providing them an opportunity for higher education, health & eye check-ups, road safety trainings, yoga and meditation sessions, awareness campaign for seat belt, road and highway signage's and personal hygiene, providing basic en-route sanitation and rest room facilities, health insurance, HIV/AIDS awareness including testing and treatment, family welfare and organising celebration of various festivals with promotion of social messages across different locations.

Pradhan Mantri Kaushal Vikas Yojana

The focus is mainly improving and enhancing driving skills of the youth across the Country. The trainings under this program covers road safety, crisis management, conflict management on road, safety of female passenger in people logistics, vehicle maintenance, sustainability, soft skills and training etc.

During the year under review, over 5,400 drivers and community youths were covered under this program in training sessions at over 200 locations, against the assumed target of 7,500 drivers.

Rural Development – Gram Vikas

The Company supports rural development activities by adopting a village, once in every three years and undertaking developmental activities like renovation of schools and anganwadies, implementation of water supply projects, health & sanitation, malnutrition, education, youth development, women's empowerment, support to the farmer community, infrastructure development etc. In order to ensure a long-term impact, we focus these initiatives at one village at any given time. The Company has adopted Tembha village, in Shahapur block, Thane District in 2017-18.

During the year under review, the Company conducted various developmental activities at Tembha Village, including the following:

1. **Water & Sanitation:** Water supply project, in water-stressed hamlets. Out of 18 hamlets identified, problems in 15 hamlets have been addressed. The Company also conducts awareness programs under Swachh Bharat Abhiyan for promoting cleanliness & prevention of diseases.
2. **Education & Training:** Promoting girl education by providing school stationary and uniforms, conducting vocational trainings, organising competitive sports, distributing bicycles to the girls to enable them to commute to nearby areas/school, conduct counselling sessions for school dropouts and organising educational trips for girls to enhance their knowledge. The Company also conducts tailoring classes for women having sewing machines to drive women empowerment.
3. **Health & Malnutrition:** The Company distributes food grains, groceries for eradicating hunger, poverty and malnutrition, conducts healthcare, sanitation, eye check-up camps and distributes spectacles. During the year under review, "Healthy Mother Healthy Babies" campaign was initiated focussing on importance of family planning, distribution of nutritious food to pregnant women and advocating the "2 children theory". Family welfare programs, along with festivals driving social messages are also conducted regularly.

Nanhi Kali

Nanhi Kali is an initiative of the K. C. Mahindra Education Trust that the Company supports. Nanhi Kali aims to ensure that every girl child in India has access to education. The Company supports this noble initiative of providing primary education to the underprivileged girl child. The Company commits 50% of its CSR budget every year towards Nanhi

BOARD'S REPORT CONTINUED

Kali project. The program provides educational and material support to underprivileged girls from poor urban, remote rural and conflict afflicted communities across India. The interventions in every community is planned by setting up a 'Village Education Committee' which is sensitised on the importance of girl child education and other resultant benefits that accrue therefrom.

During the financial year 2019-20, the Company has supported over 2,300 girl students across the country through this project.

Employee Social Option Program (ESOPs)

A Mahindra employee volunteering program, employees are encouraged to volunteer for various CSR projects in the areas of education, health and environment through the ESOPs. Some of the projects to which the employees have extended their volunteering efforts to the "Zero Accident Project" with a vision to reduce road accident and fatalities by providing training on road safety to drivers, safety trainings imparted in schools, colleges, community organisations, dhabas, petrol pumps etc. and en-route emergency rescue network was also set up, skill

STATISTICS OF CSR ACTIVITIES CONDUCTED IN FINANCIAL YEAR 2019-20

The statistics of CSR activities conducted, employee's participation, manhours spent and beneficiaries during the year financial year 2019-20, is as under:

CSR Project	Activities conducted	Employee Participation	Employee Manhours	(in nos.)
				Beneficiaries
Nanhi Kali	-	-	-	2,356
Gram Vikas	60	567	6,560	13,492
Samantar	604	6,507	31,713	64,622
ESOP Projects (Sehat, Swacch Bharat, Green Guardian, Mahindra Hariyali)	183	3,581	16,131	77,417
Total	847	10,655	54,404	1,57,887

During financial year 2019-20:

- 40% volunteer's participation increased and Man-hours increased by 26% as compared to financial year 2018-19;
- 32% CSR activities increased and beneficiaries increased by 60%;
- Touched 1,57,000+ human hearts;
- 19700+ trees planted.

development of youth, enhancing HIV/AIDS awareness and basic treatments, conducting blood donations, health & eye camps, cancer & tuberculosis awareness sessions, support to orphanages, destitute homes, senior citizens, tree plantations, Swacch Bharat Abhiyan, infrastructure development, stalls on sustainable products, awareness on carbon dioxide emissions from trucks, providing rest room facilities for the communities etc.

Disaster Relief and Rehabilitation

The Company provides consistent and timely support for disaster management services, including relief and rehabilitation of those affected across India by contributing to the Prime Minister's or Chief Minister's Relief Fund or by directly engaging in rebuilding the communities. In keeping with the RISE philosophy, the Company continues to drive positive change to enable people and communities to "RISE FOR GOOD".

WEBLINK TO CSR POLICY

The Company's CSR policy can be accessed from the weblink: <https://www.mahindralogistics.com/sustainability>

Mr. S. Durgashankar was appointed as Member of CSR Committee on his induction as Director of the Company with effect from May 7, 2019.

2. The composition of the CSR Committee as on March 31, 2020 was as under:

Sr. No.	Name and category of Director	Position held
1	Mr. Ranu Vohra, Independent Director	Chairman
2	Mr. Parag Shah, Non-Executive Director	Member
3	Mr. S. Durgashankar, Non-Executive Director	Member

3. Average Net Profit of the Company for last three financial years: ₹ 102.57 crores

4. Prescribed CSR expenditure (two per cent of the amount as in item 3 above): ₹ 2.05 crores

5. Details of CSR spent during the financial year 2019-20:

- Total amount that was to be spent for the financial year: ₹ 2.05 crores.
- Amount unspent, if any: Nil

(c) Manner in which the amount was spent during the financial year is detailed below:

Sr. No	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or program-wise	Amount spent on the project or programs. Subheads: (1) Direct expenditure on projects and programs (2) Overheads	Cumulative expenditure up to the reporting period	(₹ in crores)
							Amount spent: Direct or through implementing agency*
1	Nanhi Kali	Provides educational support (material and academic) to underprivileged girls in India	PAN India	1.03	1.25	4.13	Through implementing agency*
2	Gram Vikas	Rural Development (Village adoption)	Igatpuri, Nashik, Mumbai, Maharashtra	0.5	0.34	1.54	Direct
3	Samantar	Driver welfare programs including conduct of health camps, providing safe drinking water, safety training, etc.	Maharashtra, Uttarakhand, Telangana, Andhra Pradesh, Delhi, Gujarat, Karnataka, Madhya Pradesh, Punjab, West Bengal	0.3	0.26	1.21	Direct
4	Gyandeep	Education & special education, employment enhancing vocational skills & livelihood enhancement projects	Maharashtra	0.15	0.18	0.73	Direct
5	ESOP Projects (Sehat, Swacch Bharat, Green Guardian)	Healthcare education, awareness programs conducted in community, cleanliness drive, tree plantation, environmental sustainability	Maharashtra, Uttarakhand, Telangana, Delhi, Madhya Pradesh, Punjab	0.07	0.02	0.16	Direct
Total				2.05	2.05	7.77	

* Details of implementing agency: The K. C. Mahindra Education Trust – founded by Late K. C. Mahindra in 1953 promotes literacy and higher learning in the country. Since its inception, the trust has promoted education by way of scholarships and grants to deserving and needy students. The Trust has facilitated social and economic development through creating a literate, enlightened and empowered population. The trust is registered as a public Charitable Trust under the Bombay Public Trusts Act, 1950 and has its office at Cecil Court, Mahakavi Bhushan Marg, Mumbai-400 001.

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

Not Applicable, since the Company has spent 2% of average net profits of previous three financial years as stated in Section 135 of the Companies Act, 2013 and rules framed thereunder on CSR projects and activities which fall within the purview of Schedule VII of the Companies Act, 2013.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:

The implementation and monitoring of CSR policy is in compliance with the CSR objectives and Policy of the Company.

On behalf of the Board of Directors

Ranu Vohra
Chairman-CSR Committee
DIN:00153547

Rampraveen Swaminathan
Managing Director & CEO
DIN:01300682

Mumbai, May 20, 2020

ANNEXURE VIII

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:

The Company has taken a comprehensive approach to encourage energy efficiency across its operations with continuous awareness amongst its employees as well as contract employees, explaining the environment related challenges in business and solutions. The 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. This has been integrated in the Company's Enterprise Risk Management Framework.

To give additional focus to these initiatives, the Company has opted to go for Carbon Neutrality by 2040 and achieve Science Based Targets Initiative (SBTi) certification by 2033.

In the Goods Transportation and Enterprise Mobility Solutions segments, the following actions are being taken:

- i. A systematic transition to deployment of a higher percentage of new vehicles in the fleet;
- ii. Shifting from road to rail transport wherever possible;
- iii. Increase in the deployment of Electric and CNG vehicles.

The initiatives in the Warehouses and Offices through Kaizen include :

- i. Energy efficiencies through LED lighting, warehouse designs for natural lighting and ventilation.
- ii. Reduction in water and electricity usage through employee awareness.
- iii. Automation of transactions with customers, leading to reduction in paper consumption

These efforts have resulted in:

- i. Reduction in energy and costs.
- ii. Process efficiencies resulting in lesser delays in dispatch and therefore increased customer satisfaction.

- iii. Process efficiencies resulting in lesser dry runs and therefore leading to lower emissions and cost efficiencies for customers.
- iv. Collaborative efforts with Warehouse owners for installation of Solar projects.

b. The steps taken by the Company for utilising alternate sources of energy:

Explained at point (a) above.

c. The capital investment on energy conservation equipment's:

During the year under review, the Company has not incurred any capital investment on energy conservation equipment's.

2. TECHNOLOGY ABSORPTION

Supply chain is a massive market affecting a wide range of business sectors and has been changing significantly over the years. The data is the new gold and it applies to logistics domain as well. The seamless flow of information, continuous innovation and adapting the latest digital trends helps us stay ahead of our competition and provide customer first experience. The Digital & Transformation office of the Company keeps track of the latest technologies that is transforming the industry and is driving initiatives across all verticals which will benefit our business and the stakeholders involved.

a. The efforts made towards technology absorption:

Adoption and exploration of new edge technologies has been the focus for improved cost, efficiency and enabling value added services in warehouse, transportation management, enterprise mobility. The same was enabled with several off the shelves and in-house solutions.

The Company's approach to achieve this has been three pronged – Correct; Enhance; Create. With this in mind, the Company has initiated following technology upgradation for business transformation:

1. Integrated Finance & Accounting System:

Implementation of ERP solution (SAP S4 HEC – HANA enterprise on Cloud) focused on Finance and Procurement along with business application integrations. The system has been designed to achieve compliance to accounting

standards through automation and provide real time profitability on granular dimensions. The procurement module will enable automation for a currently complete offline process.

2. **HRMS:** Implementation of HRMS solution to help facilitate a seamless end to end employee life cycle management along with Payroll processing. Recruitment, on boarding, PMS, off boarding, Time & Attendance, Employee life cycle management, LMS, Talent Management and Expense Reimbursements.
3. **Asset Management System:** The integrated solution will help with the management of asset life cycle including allocate/deallocate of all assets to users with track and trace, Asset transfers, asset disposal and physical verification capabilities.
4. **Billing from system for Manpower Services:** Integrated platforms for Manpower rate management, facial recognition driven attendance across locations to enable system-based billing for both cost and revenue side of business. The system also will enable monitoring different KPIs and work as rate repository for new business deals coming up.
5. **End to End System for Auto Outbound & Inbound:** Web application for executing operations catering to M&M Auto outbound business. It facilitates real time LR creation, 99% system-based execution and billing and dealer delight for visibility of orders in mobile application. Also enables system driven inbound movements of materials for AS, FES and SBU to facilitate system generated LRs, order discrepancy tracking, demand supply planning and system generated billing
6. **Real time location visibility of fleets across Businesses:** A common Fleet management platform for all the business units of MLL enabling real time visibility of all the vehicles on the board. It is integrated with the GPS vendors and transaction management systems to provide a holistic as well as detailed information of the fleets at disposal & their tracking 24*7, Orders movement visibility and Trip analytics to facilitate efficient utilisation of fleets.
7. **Digital Proof of Delivery:** End to end digitisation of the proof of delivery process to enable close to real time delivery confirmations. This also reduces our carbon footprint and billing lead time.

8. **Business Partner Portal:** Business partners are core to our business and this platform works as single window for all their needs during engagement with us. With increased no. of users on portal it would enable competitive advantage with bidding process in place. The system enables improve communication with the business partners, reduces hiccups using complaint management efficiently and help out with transparent and smooth payment module.
 9. **Smart Warehouse:** Create model warehouses across people (training, referrals, salary advances), process (pick to light, System directed pick up and put away etc.) and technology (Warehouse Management Systems, Hand-Held Terminals led management, Yard management, Virtual Reality led training). These will be state of the art approach to warehousing not just for customers but also for manpower working at sites.
 10. **Map My Warehouse:** Platform to manage warehouse procurement process and bring efficiency and visibility of warehouses PAN India. This will open new dimension by understand the landscape and enable better pricing in different region and businesses along with reducing the time to get a new warehouse.
 11. **End to end system for Enterprise Mobility Business:** Platform to enable technology driven decision making, order to cash digitisation and bringing efficiency in the cut throat competition. The platform will enable centralisation of several functions and provide supply side optimisation by cross utilisation of vehicles across sites and customers during a day. Tool will also enable simulation for any new business on boarding to provide visibility on pricing
- b. **The benefits derived like product improvement, cost reduction, product development or import substitution:**
The Company is ISO 27001 certified which brings confidence on its process adherence and information security processes. The efforts taken by the Company towards technology development and absorption help us effectively manage our Pan-India operations, maintain operational and fiscal controls, and support our efforts to enhance client service levels. 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):

The Company has not imported any technology during the period of last three years.

d. The expenditure incurred on Research and Development:

There was no expenditure incurred on research and development during the year under review.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO (IN TERMS OF ACTUAL INFLOW AND OUTFLOW)

(₹ in crores)		
Foreign Exchange earnings and outgo	For the Financial Year ended March 31, 2020	For the Financial Year ended March 31, 2019
Total Foreign Exchange Earned	---	—
Total Foreign Exchange Outgo	1.01	2.55

On behalf of the Board of Directors

Mr. V. S. Parthasarathy
Chairman
DIN: 00125299

Mumbai, May 20, 2020

ANNEXURE IX POLICIES

Your Company seeks to promote and adhere to the highest possible standards of ethical, moral and legal business conduct. In accordance with the requirements of the provisions of the Companies Act, 2013 ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations"), your Company has formulated certain Policies. The Key Policies as mentioned below are adopted by the Company and can be accessed through the web link provided. These policies are reviewed periodically and are updated as and when needed.

A brief description about the Key Policies adopted by the Company is as under:

Name of the Policy	Brief Description	Summary of key changes made to the Policies/Codes during the year	Weblink
Whistleblower Policy (Policy on Vigil Mechanism)	The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder and the SEBI Listing Regulations is implemented through Whistleblower Policy to provide for adequate safeguards against victimisation of persons to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Codes and Policies and makes provision for direct access to the Chairperson of the Audit Committee.	There has been no changes made to this Policy	https://www.mahindralogistics.com/media/pdf_files/whistle-bl-d20ab2c5ec6ef90.pdf
Code of Conduct	The Board of your Company has laid down Codes of Conduct viz. for all the Directors and Senior Management and Employees of the Company. This Code is the central policy document, which forms the foundation of its ethics and compliance program and specifies the requirements for business practices and principles of behavior.	There has been no changes made to this Code	https://www.mahindralogistics.com/media/pdf_files/codeofcond-ae95c9682547937.pdf https://www.mahindralogistics.com/media/pdf_files/codeofcond-73e8ab456e23804.pdf
Dividend Distribution Policy	The Dividend Distribution Policy is adopted in accordance to the provisions of Regulation 43A of the SEBI Listing Regulations and is attached as Annexure I to the Board's Report and forms part of this Annual Report. It establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company to strike balance between pay-out and retained earnings, in order to address future needs of the Company.	There has been no changes made to this Policy	https://www.mahindralogistics.com/media/pdf_files/DIVIDEND-DISTRIBUTION-POLICY.pdf
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 <i>inter-alia</i> includes Policy for Determination of "Legitimate Purposes".	There has been no changes made to this Policy	https://www.mahindralogistics.com/media/pdf_files/codeofprac-678f1db7e35e70a.pdf
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.	There has been no changes made to this Policy	https://www.mahindralogistics.com/media/pdf_files/policyford-6a49eb7902fb801.pdf

Name of the Policy	Brief Description	Summary of key changes made to the Policies/Codes during the year	Weblink
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 has been no changes made to this Policy	https://www.mahindralogistics.com/media/pdf_files/MATERIAL-SUBSIDIARY-POLICY.pdf
Policy on Materiality of and on dealing with Related Party Transactions	The Policy has been framed in order to regulate all the transactions between the Company and its related parties.	There has been no changes made to this Policy	https://www.mahindralogistics.com/media/pdf_files/RELATED-PARTY-TRANSACTION-POLICY.pdf
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 in the said Policy, succession planning for Directors and Senior Management, Policy statement for 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.	There has been no changes made to this Policy	https://www.mahindralogistics.com/media/pdf_files/Nomination-Remuneration-Policy.pdf
Corporate Social Responsibility Policy	The Corporate Social Responsibility Policy of the Company is aimed <i>inter-alia</i> towards upliftment of the driver community, community welfare, rural development, education, livelihood and vocational skills training, public health and environmental conservation and employee participation towards the CSR initiatives of the Company. Keeping with the Mahindra Group's RISE philosophy, the Company continues to drive positive change to enable people and communities to "RISE FOR GOOD".	The Policy was amended by the Board on May 20, 2020 to widen the scope of CSR activities as per the recent amendments to the Act.	https://www.mahindralogistics.com/media/pdf_files/mlcsrpoli-6263ae4a262107d.pdf
Archival Policy	This Policy requires Company to retain events or information which has been disclosed to Stock Exchange(s) under Regulation 30 of the SEBI Listing Regulations, on the website of the Company, for a period of 5 years from the date of hosting.	There has been no changes made to this Policy	https://www.mahindralogistics.com/media/pdf_files/archivalpo-981d5b5bedec5b1.pdf

In addition to the aforesaid Policies, the Company has also adopted key policies such as Business Responsibility Policy, Policy on prevention of sexual harassment, Policy and procedure for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information, Code of Conduct on prevention of Insider Trading in securities of Mahindra Logistics Limited, etc.

ANNEXURE X

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2020

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.)

I. REGISTRATION & OTHER DETAILS:

1	CIN	L63000MH2007PLC173466
2	Registration Date	August 24, 2007
3	Name of the Company	Mahindra Logistics Limited
4	Category/Sub-category of the Company	Public Company-Limited by Shares/Indian Non-Government Company
5	Address of the Registered office & contact details	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai 400018. Tel: +91 22 2490 1441 Fax: +91 22 2490 0833 E-mail: cs.mll@mahindra.com Website: www.mahindralogistics.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited SEBI Registration No.: INR000004058 Address: 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400 083 Tel: +91 22 4918 6000 Fax: + 91 22 4918 6060 E-mail: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Supply Chain Management	4912, 4923, 5120, 5210	88.73%
2	Enterprise Mobility Solutions (People Transport Solutions)	4922	11.27%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Mahindra & Mahindra Limited Gateway Building, Apollo Bunder, Mumbai-400 001	L65990MH1945PLC004558	Holding Company	58.45	2(46)
2	2x2 Logistics Private limited Mahindra Towers, P. K. Kurne Chowk, Dr. G. M. Bhosale Marg, Worli, Mumbai-400 018	U63000MH2012PTC237062	Subsidiary Company	55.00	2(87)(ii)
3	Lords Freight (India) Private limited Unit no. 511, 5th Floor, Crescent Business Park, Samitha Complex, Safedpul, Sakinaka, Andheri (East), Mumbai-400 072	U63030MH2011PTC216628	Subsidiary Company	82.92	2(87)(ii)
4	Transtech Logistics Private Limited No. 16 Mantri Lakeview, Kanakapura Road, Thalaghattapura, Bangalore - 560062	U60231KA2008PTC048036	Joint Venture Company	39.79	2(6)

BOARD'S REPORT CONTINUED

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2019]				No. of Shares held at the end of the year [As on March 31, 2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	4,18,12,257	-	4,18,12,257	58.52%	4,18,12,257	-	4,18,12,257	58.45%	-0.07%
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	4,18,12,257	-	4,18,12,257	58.52%	4,18,12,257	-	4,18,12,257	58.45%	-0.07%
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FIs	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	4,18,12,257	-	4,18,12,257	58.52%	4,18,12,257	-	4,18,12,257	58.45%	-0.07%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	74,14,675	-	74,14,675	10.38%	62,00,619	-	62,00,619	8.67%	-1.71%
b) Banks / Financial Institutions	18,688	-	18,688	0.03%	1,05,590	-	1,05,590	0.15%	0.12%
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	4,33,233	-	4,33,233	0.61%	0.61%
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)									
Alternative Investment funds	15,91,094	-	15,91,094	2.23%	11,94,327	-	11,94,327	1.67%	-0.56%
Foreign Portfolio Investor	68,60,978	-	68,60,978	9.60%	1,27,53,848	-	1,27,53,848	17.83%	8.23%
Sub-total (B)(1)-	1,58,85,435	-	1,58,85,435	22.23%	2,06,87,617	-	2,06,87,617	28.92%	6.69%
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	10,89,607	-	10,89,607	1.53%	14,75,985	-	14,75,985	2.06%	0.54%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	32,67,261	7	32,67,268	4.57%	39,97,352	7	39,97,359	5.59%	1.01%
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	24,58,525	-	24,58,525	3.44%	27,11,861	-	27,11,861	3.79%	0.35%

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2019]				No. of Shares held at the end of the year [As on March 31, 2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
- Non Resident Indians	2,18,031	-	2,18,031	0.31%	3,56,645	-	3,56,645	0.50%	0.19%
- HUFs	1,84,441	-	1,84,441	0.26%	1,80,160	-	1,80,160	0.25%	-0.01%
- Foreign Nationals	-	-	-	-	1,866	-	1,866	0.00	0.00
- Clearing Members	22,191	-	22,191	0.03%	36,961	-	36,961	0.05%	0.02%
- Trusts	-	-	-	-	1,47,300	-	1,47,300	0.21%	0.21%
- NBFCs registered with RBI	94,846	-	94,846	0.13%	1,29,245	-	1,29,245	0.18%	0.05%
- Foreign Bodies	-	-	-	-	-	-	-	-	-
- Foreign Companies	64,15,083	-	64,15,083	8.98%	-	-	-	-	-8.98%
Sub-total (B)(2)	1,37,49,985	7	1,37,49,992	19.24%	90,37,375	7	90,37,382	12.63%	-6.61%
Total Public Shareholding (B) = (B)(1)+(B)(2)	2,96,35,420	7	2,96,35,427	41.48%	2,97,24,992	7	2,97,24,999	41.55%	0.07%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	7,14,47,677	7	7,14,47,684	100.00%	7,15,37,249	7	7,15,37,256	100.00%	0.00%

(ii) Shareholding of Promoter

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on April 1, 2019]			No. of Shares held at the end of the year [As on March 31, 2020]			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Mahindra & Mahindra Limited	4,18,12,157	58.52%	-	4,18,12,157	58.45%	-	-0.07%#
2	Mahindra Engineering and Chemical Products Limited*	100	0.00%	-	100	0.00%	-	0.00%
3	Partners Enterprise*	-	0.00%	-	-	0.00%	-	0.00%
	Total	4,18,12,257	58.52%	-	4,18,12,257	58.45%	-	-0.07%

* Forms part of promoter group of the Company

The dilution/change in percentage is due to increase in paid-up share capital of the Company on account of allotment of equity shares upon exercise of ESOPs/Restricted Stock Units to eligible employees.

(iii) Change in Promoters' Shareholding

Sr. No.	Promoters	No. of Shares held at the beginning of the year (As on April 1, 2019)		Date	Reason	Increase/ (Decrease) in No. of Shares	Cumulative Shareholding during the year*	
		No. of shares	% of total shares				No. of shares	% of total shares
1	Mahindra & Mahindra Limited	4,18,12,157	58.52%	-	-	-	4,18,12,157	58.45%#
	At the end of the year [§]							
2	Mahindra Engineering and Chemical Products Limited	100	0.00%	-	-	-	100	0.00%
	At the end of the year [§]							
3	Partners Enterprise	-	0.00%	-	-	-	-	-
	At the end of the year [§]							

* Percentage calculated on paid-up share capital as at the end of the year.

The dilution/change in percentage is due to increase in paid-up share capital of the Company on account of allotment of equity shares upon exercise of ESOPs / Restricted Stock Units to eligible employees

§ As at March 31, 2020

BOARD'S REPORT CONTINUED

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top 10 shareholders	No. of Shares held at the beginning of the year [As on April 1, 2019]		Date wise Increase/(Decrease) in Shareholding during the year specifying the reasons for Increase/(Decrease)		Cumulative Shareholding during the year	
		No. of shares	% of total shares	Date of change	No. of shares Increased/ (Decreased)	No. of shares	% of total shares [§]
1	Reliance Capital Trustee Co. Ltd – A/c Nippon India Small Cap Fund and Multi Cap Fund	26,13,359	3.66%				
	Purchase			07 Jun 2019	4,25,000	30,38,359	4.25%
	Sale			02 Aug 2019	(4,830)	30,33,529	4.25%
	Purchase			09 Aug 2019	25,000	30,58,529	4.28%
	Purchase			30 Aug 2019	1,25,000	31,83,529	4.46%
	Purchase			06 Sep 2019	49,000	32,32,529	4.52%
	Purchase			13 Sep 2019	1,00,000	33,32,529	4.66%
	Purchase			20 Sep 2019	25,000	33,57,529	4.70%
	Purchase			25 Oct 2019	44,000	34,01,529	4.76%
	Purchase			06 Dec 2019	62,000	34,63,529	4.85%
	Purchase			27 Dec 2019	5,910	34,69,439	4.85%
	Purchase			31 Dec 2019	25,000	34,94,439	4.89%
	Purchase			10 Jan 2020	15,000	35,09,439	4.91%
	Purchase			17 Jan 2020	3,600	35,13,039	4.91%
	Sale			14 Feb 2020	(78,600)	34,34,439	4.80%
	Sale			21 Feb 2020	(4,09,230)	30,25,209	4.23%
	Purchase			13 Mar 2020	50,000	30,75,209	4.30%
	At the end of the year*					30,75,209	4.30%
2	Kotak Funds - India Midcap Fund [#]	-	0.00%				
	Purchase			07 Jun 2019	30,15,277	30,15,277	4.22%
	Sale			14 Feb 2020	(18,753)	29,96,524	4.19%
	At the end of the year*					29,96,524	4.19%
3	Goldman Sachs India Limited	15,07,797	2.11%				
	Purchase			07 Jun 2019	6,09,543	21,17,340	2.96%
	Sale			13 Dec 2019	(11,492)	21,05,848	2.95%
	Sale			20 Dec 2019	(65,940)	20,39,908	2.85%
	Sale			28 Feb 2020	(44,418)	19,95,490	2.79%
	Sale			06 Mar 2020	(17,756)	19,77,734	2.76%
	Sale			13 Mar 2020	(62,181)	19,15,553	2.68%
	Sale			20 Mar 2020	(89,485)	18,26,068	2.55%
	At the end of the year*					18,26,068	2.55%
4	Akash Bhanshali	9,83,533	1.38%				
	Purchase			19 Jul 2019	3,43,000	13,26,533	1.86%
	At the end of the year*					13,26,533	1.85%
5	First State Investments ICVC- Stewart Investors Indian Subcontinent Sustainability Fund	8,73,197	1.22%				
	Purchase			24 May 2019	106	8,73,303	1.22%
	Purchase			07 Jun 2019	2,99,695	11,72,998	1.64%
	Purchase			20 Sep 2019	51,724	12,24,722	1.71%
	Purchase			08 Nov 2019	1,56,187	13,80,909	1.93%
	Purchase			15 Nov 2019	5,113	13,86,022	1.94%
	Purchase			06 Dec 2019	25,363	14,11,385	1.97%
	Sale			13 Mar 2020	(97,375)	13,14,010	1.84%
	At the end of the year*					13,14,010	1.84%

Sr. No.	For each of the Top 10 shareholders	No. of Shares held at the beginning of the year [As on April 1, 2019]		Date wise Increase/(Decrease) in Shareholding during the year specifying the reasons for Increase/(Decrease)		Cumulative Shareholding during the year	
		No. of shares	% of total shares	Date of change	No. of shares Increased/ (Decreased)	No. of shares	% of total shares [§]
6	Invesco Trustee Private Limited - Invesco India Mid N Small Cap Fund	7,40,778	1.04%				
	Purchase			05 Apr 2019	675	7,41,453	1.04%
	Purchase			12 Apr 2019	2,303	7,43,756	1.04%
	Purchase			26 Apr 2019	1,008	7,44,764	1.04%
	Purchase			03 May 2019	10,406	7,55,170	1.06%
	Purchase			10 May 2019	1,445	7,56,615	1.06%
	Purchase			17 May 2019	10,324	7,66,939	1.07%
	Purchase			24 May 2019	17,493	7,84,432	1.10%
	Purchase			31 May 2019	8,626	7,93,058	1.11%
	Purchase			07 Jun 2019	70,990	8,64,048	1.21%
	Purchase			14 Jun 2019	17,217	8,81,265	1.23%
	Purchase			12 Jul 2019	6,603	8,87,868	1.24%
	Purchase			02 Aug 2019	27,491	9,15,359	1.28%
	Purchase			09 Aug 2019	2,058	9,17,417	1.28%
	Purchase			06 Sep 2019	46,947	9,64,364	1.35%
	Purchase			13 Sep 2019	2,541	9,66,905	1.35%
	Purchase			20 Sep 2019	22,298	9,89,203	1.38%
	Purchase			27 Sep 2019	86,297	10,75,500	1.51%
	Purchase			04 Oct 2019	9,837	10,85,337	1.52%
	Purchase			11 Oct 2019	6,350	10,91,687	1.53%
	Purchase			18 Oct 2019	9,664	11,01,351	1.54%
	Purchase			25 Oct 2019	720	11,02,071	1.54%
	Sale			08 Nov 2019	(19,893)	10,82,178	1.51%
	Sale			29 Nov 2019	(1,829)	10,80,349	1.51%
	Sale			13 Dec 2019	(2,606)	10,77,743	1.51%
	Sale			20 Dec 2019	(1,947)	10,75,796	1.50%
	Sale			10 Jan 2020	(2,069)	10,73,727	1.50%
	Purchase			24 Jan 2020	37,858	11,11,585	1.56%
	Purchase			06 Mar 2020	37,496	11,49,081	1.61%
	Purchase			13 Mar 2020	35,482	11,84,563	1.66%
	Purchase			20 Mar 2020	9,054	11,93,617	1.67%
	Purchase			27 Mar 2020	1,368	11,94,985	1.67%
	Purchase			31 Mar 2020	1,352	11,96,337	1.67%
	At the end of the year*					11,96,337	1.67%
7	Motilal Oswal Focused Emergence Fund	9,01,150	1.26%				
	At the end of the year*					9,01,150	1.26%
8	Tata AIA Life Insurance Co Ltd-Whole Life Mid Cap Equity Fund-ULIF 009 04/01/07 WLE 110 [#]	-	0.00%				
	Purchase			27 Sep 2019	3,79,719	3,79,719	0.53%
	Purchase			11 Oct 2019	28,755	4,08,474	0.57%
	Purchase			08 Nov 2019	2,19,213	6,27,687	0.88%
	Purchase			17 Jan 2020	28,533	6,56,220	0.92%
	Purchase			13 Mar 2020	20,000	6,76,220	0.95%
	At the end of the year*					6,76,220	0.95%

BOARD'S REPORT CONTINUED

Sr. No.	For each of the Top 10 shareholders	No. of Shares held at the beginning of the year [As on April 1, 2019]		Date wise Increase/(Decrease) in Shareholding during the year specifying the reasons for Increase/(Decrease)		Cumulative Shareholding during the year	
		No. of shares	% of total shares	Date of change	No. of shares Increased/ (Decreased)	No. of shares	% of total shares [§]
9	First State Investments ICVC - Stewart Investors Global Emerging Markets Sustainability Fund	6,04,736	0.85%				
	Purchase			24 May 2019	2,356	6,07,092	0.85%
	Purchase			07 Jun 2019	1,86,688	7,93,780	1.11%
	Sale			01 Nov 2019	(42,777)	7,51,003	1.05%
	Sale			08 Nov 2019	(1,44,793)	6,06,210	0.85%
	Purchase			07 Feb 2020	39,354	6,45,564	0.90%
	At the end of the year*					6,45,564	0.90%
10	Motilal Oswal Focused 25 Fund [#]	5,50,605	0.77%				
	Purchase			14 Jun 2019	1,290	5,51,895	0.77%
	Purchase			21 Jun 2019	48	5,51,943	0.77%
	Purchase			13 Sep 2019	869	5,52,812	0.77%
	Sale			27 Sep 2019	(5)	5,52,807	0.77%
	Purchase			30 Sep 2019	251	5,53,058	0.77%
	Purchase			11 Oct 2019	21	5,53,079	0.77%
	Purchase			18 Oct 2019	20	5,53,099	0.77%
	Purchase			25 Oct 2019	45	5,53,144	0.77%
	Purchase			08 Nov 2019	49	5,53,193	0.77%
	Sale			15 Nov 2019	(2,396)	5,50,797	0.77%
	Purchase			22 Nov 2019	30	5,50,827	0.77%
	Purchase			29 Nov 2019	17	5,50,844	0.77%
	Purchase			06 Dec 2019	38	5,50,882	0.77%
	Purchase			13 Dec 2019	20	5,50,902	0.77%
	Purchase			20 Dec 2019	40	5,50,942	0.77%
	Sale			27 Dec 2019	(1)	5,50,941	0.77%
	Purchase			31 Dec 2019	42	5,50,983	0.77%
	Purchase			03 Jan 2020	40	5,51,023	0.77%
	Sale			10 Jan 2020	(25)	5,50,998	0.77%
	Purchase			17 Jan 2020	269	5,51,267	0.77%
	Purchase			24 Jan 2020	227	5,51,494	0.77%
	Purchase			31 Jan 2020	474	5,51,968	0.77%
	Purchase			07 Feb 2020	25,058	5,77,026	0.81%
	Purchase			14 Feb 2020	8	5,77,034	0.81%
	Purchase			28 Feb 2020	24,165	6,01,199	0.84%
	Sale			06 Mar 2020	(47)	6,01,152	0.84%
	Purchase			13 Mar 2020	30,038	6,31,190	0.88%
	Sale			20 Mar 2020	(195)	6,30,995	0.88%
	Purchase			27 Mar 2020	64	6,31,059	0.88%
	Purchase			31 Mar 2020	4	6,31,063	0.88%
	At the end of the year*					6,31,063	0.88%
11	Aditya Birla Sun Life Insurance Company Limited	6,52,864	0.91%				
	Sale			31 May 2019	(59,321)	5,93,543	0.83%
	Sale			07 Jun 2019	(48,674)	5,44,869	0.76%
	Purchase			19 Jul 2019	66,000	6,10,869	0.85%
	Purchase			27 Sep 2019	52,420	6,63,289	0.93%
	Purchase			08 Nov 2019	14,705	6,77,994	0.95%
	Sale			15 Nov 2019	(3,910)	6,74,084	0.94%
	Sale			22 Nov 2019	(59,322)	6,14,762	0.86%
	Sale			13 Dec 2019	(653)	6,14,109	0.86%
	Sale			17 Jan 2020	(23,466)	5,90,643	0.83%

Sr. No.	For each of the Top 10 shareholders	No. of Shares held at the beginning of the year [As on April 1, 2019]		Date wise Increase/(Decrease) in Shareholding during the year specifying the reasons for Increase/(Decrease)		Cumulative Shareholding during the year	
		No. of shares	% of total shares	Date of change	No. of shares Increased/ (Decreased)	No. of shares	% of total shares [§]
	Sale			24 Jan 2020	(7,176)	5,83,467	0.82%
	Sale			31 Jan 2020	(43,546)	5,39,921	0.76%
	Sale			07 Feb 2020	(65,046)	4,74,875	0.66%
	Sale			14 Feb 2020	(92,901)	3,81,974	0.53%
	At the end of the year*					3,81,974	0.53%
12	Normandy Holdings Limited [@]	64,15,083	8.98%				
	Sale			07 Jun 2019	(64,15,083)	-	0.00%
	At the end of the year*					-	0.00%
13	DSP Blackrock Equity & Bond Fund [@]	16,97,240	2.38%				
	Sale			21 Jun 2019	(1,43,000)	15,54,240	2.18%
	Sale			29 Jun 2019	(94,398)	14,59,842	2.04%
	Sale			05 Jul 2019	(2,27,885)	12,31,957	1.72%
	Sale			12 Jul 2019	(66,239)	11,65,718	1.63%
	Sale			19 Jul 2019	(364)	11,65,354	1.63%
	Sale			26 Jul 2019	(14,525)	11,50,829	1.61%
	Sale			02 Aug 2019	(57,799)	10,93,030	1.53%
	Sale			23 Aug 2019	(50,548)	10,42,482	1.46%
	Sale			30 Aug 2019	(1,45,034)	8,97,448	1.26%
	Sale			06 Sep 2019	(2,02,116)	6,95,332	0.97%
	Sale			13 Sep 2019	(1,38,297)	5,57,035	0.78%
	Sale			20 Sep 2019	(39,610)	5,17,425	0.72%
	Sale			27 Sep 2019	(4,95,408)	22,017	0.03%
	Sale			04 Oct 2019	(22,017)	-	0.00%
	At the end of the year*					-	0.00%

[§]Other than the change in shareholding due to purchase or sale of shares done by each of the aforementioned shareholders, the change in % of shareholding during the year is also consequent to allotment of shares to employees exercising their options under MLL - Key Executive Stock Option Scheme, 2012 and Mahindra Logistics Employee Restricted Stock Unit Plan 2018 of the Company.

[@]Not in the list of top 10 Shareholders as on March 31, 2020 but was one of the Top 10 shareholders as on April 1, 2019

[#]Not in the list of Top 10 Shareholders as on April 1, 2019. The same has been reflected above since the Shareholder was one of the Top 10 Shareholders as on March 31, 2020.

* As at March 31, 2020.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (April 1, 2019)		Increase/ (Decrease)	Cumulative Shareholding during the year	
		No. of shares	% of total shares		No. of shares	% of total shares
1	Mr. Pirojshaw Sarkari, Chief Executive Officer (upto September 30, 2019)	1,24,589	0.17%	-	1,24,589	0.17%*
2	Mr. Rampraveen Swaminathan (Chief Executive Officer w.e.f. October 1, 2019 Managing Director & CEO w.e.f. February 4, 2020)	-	-	-	-	-
3	Mr. Yogesh Patel, Chief Financial Officer February 4, 2020: Allotment of Restricted Stock Units	-	-	-	-	-
4	Ms. Brijbala Batwal, Company Secretary	-	-	3,500	3,500	0.00%

* Mr. Pirojshaw Sarkari ceased to be Key Managerial Personnel w.e.f. the close of business hours on September 30, 2019. Details of cumulative shareholding during the year is upto date of cessation i.e. upto September 30, 2019.

BOARD'S REPORT CONTINUED

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
*Addition	-	-	-	-
*Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	(₹ in lakhs)	
			Total Amount	
		Mr. Rampraveen Swaminathan		
		Managing Director & CEO (w.e.f. February 4, 2020)		
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		44.50	44.50
	(b) Value of perquisites under Section 17(2) Income-tax Act, 1961		-	-
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961		-	-
2	Stock Option		-	-
3	Sweat Equity		-	-
4	Commission		-	-
	- as % of profit		-	-
	- others, specify		-	-
5	Others, please specify - Contribution to Provident Fund		1.99	1.99
	Total (A)		46.49	46.49
	Ceiling as per the Act		5% of net profits	431.78

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Ajay Mehta	Mr. Ranu Vohra	Mr. Darius Pandole	Ms. Avani Davda	
1	Independent Directors					
	Fee for attending Board and Committee Meetings	6.30	5.70	6.40	5.10	23.50
	Commission (for Financial year 2019-20)	6.00	6.00	6.00	6.00	24.00
	Others, please specify	-	-	-	-	-
	Total (1)	12.30	11.70	12.40	11.10	47.50
2	Other Non-Executive Directors					
	Fee for attending Board and Committee Meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	12.30	11.70	12.40	11.10	47.50
	Total Managerial Remuneration (A + B)					70.49*
	Overall Ceiling as per the Act		1% of net profits			86.35

*The sitting fees paid to Independent Directors for Board and Committee Meetings is not included in the Total Managerial Remuneration to Managing Director and Independent Directors.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel				Total Amount
		Mr. Pirojshaw Sarkari	Mr. Rampraveen Swaminathan	Mr. Yogesh Patel	Ms. Brijbala Batwal	
	Designation	Chief Executive Officer (upto September 30, 2019)	Chief Executive Officer (w.e.f. October 1, 2019)	Chief Financial Officer	Company Secretary	
1	Gross salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	119.44	96.29	132.01	-	347.74
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.20	-	-	-	0.20
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	30.85	-	30.85
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify	-	-	-	-	-
5	Others, (Contribution to Provident Fund)	4.42	4.31	5.61	-	14.34
6	Others (Professional Fees)	-	-	-	30.00	30.00
	Total	124.06	100.60	168.47	30.00	423.13

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
B. DIRECTORS					
C. OTHER OFFICERS IN DEFAULT					

On behalf of the Board of Directors

V. S. Parthasarathy
Chairman
DIN: 00125299

Mumbai, May 20, 2020

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Mahindra Logistics Limited (hereinafter referred to as 'the Company', 'We', 'Our', 'MLL') is one of India's largest Third-Party Logistics ("3PL") Solutions provider. We provide a wide range of customised, technology enabled integrated logistics and corporate mobility services. Our strength lies in our extensive network of strategically located warehouses and our pan-India transportation network. We operate on an 'asset-light' business model, pursuant to which assets necessary for our operations, such as vehicles and warehouses, are owned or provided by a large network of Business Partners. Our technology enabled, 'asset-light' business model allows for scalability of services as well as the flexibility to develop and offer customised logistics solutions across a diverse set of industries.

We operate in two distinct business segments, Supply Chain Management ('SCM') and Enterprise Mobility Services ('EMS'), formerly known as People Transport Solutions ('PTS').

Our SCM business: We offer customised and end-to-end logistics solutions and services including transportation and distribution, warehousing, in-factory logistics and value-added services to our clients. We operate offices in 14 cities and

We operate on an asset light business model, pursuant to which assets necessary for our operations, such as vehicles and warehouses, are owned or provided by a large network of Business Partners. Our technology enabled, 'asset-light' business model allows for scalability of services as well as the flexibility to develop and offer customised logistics solutions across a diverse set of industries.

serve at over 500 client and operating locations. We have a large network of over 1,450 Business Partners who supply vehicles, warehouses and other assets and services. Our "asset-light" business model enables us to serve over 400 domestic and multinational companies operating in several industry verticals in India, including automotive, engineering, telecom, consumer goods, pharmaceuticals, e-commerce and bulk. We have developed expertise in providing scalable and

customisable solutions in warehousing, stores and linefeed, yard management, contractual workforce management, just-in-time services, aftermarket logistics, layout and process design support, returns processing and distribution. We manage over 16 million (mn) square feet (sq. ft) of warehousing space spread across 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 over 50 manufacturing locations. Our express network serves more than 17,000 pin codes through 35 hubs located pan-India.

We have sourced and developed customised technology systems to provide innovative and cost-efficient solutions to improve transparency and visibility for our clients. Through serving diverse markets, we have gained deep understanding of customer business needs and have established solution design and development processes to specifically cater to complex requirements of our customer's supply chain.

To manage the company's affairs in a fair and transparent manner, we have adopted detailed and comprehensive governance practices and have established policies related to whistle blower, nomination and remuneration, related party transactions etc.

Through our portfolio of offerings across sectors, we have emerged as a single stop shop for our customers, having capabilities to design and execute logistics related activities throughout the value chain.

Our EMS business: We provide technology-enabled people transportation solutions and services across India to over 100 domestic and multinational companies operating in the Information Technology (IT), Information Technology-enabled Services (ITeS), business process outsourcing, financial services, consulting and manufacturing industries. We offer our services through a fleet of vehicles provided by a large network of over 350 Business Partners across 12 cities. We have rolled out a nationwide brand for our mobility service called 'Alyte'. Alyte is an integrated service platform which supports multiple offerings like employee transport management, customer and network management and utilises a common asset pool to drive efficiency.

Our subsidiaries and joint ventures:

Lords Freight (India) Private Limited ('LORDS'), an 82.92% subsidiary of the Company, provides international freight forwarding services for exports and imports, customs brokerage operations, project cargo services and charters. It has established a 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, which include arranging for freight movement through ocean and air, custom clearance, transportation to transit warehouses and mother warehouses.

2x2 Logistics Private Limited, a 55% subsidiary of the Company, provides logistics and transportation services to original equipment manufacturers ("OEMs") to carry finished automobiles from the manufacturing locations to stockyards or directly to the distributors through specially designed vehicles. It owns and operates over 150 vehicle carriers and has MLL 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 in FY 2019.

Formation of Mobility Services Sector

In December 2019, the Mahindra Group announced the formation of the Mobility Services Sector (MSS) effective April 1, 2020, and MLL transitioning from Mahindra Partners to this newly formed sector. The Mobility Services Sector includes a range of Mahindra businesses that provide innovative, technology-driven solutions for efficient movement of people and goods. In addition, this sector will be the incubation platform and growth driver by the Mahindra Group in technology-driven mobility companies, with the vision of co-creating the Future of Mobility.

Apart from MLL, the other companies within the Mobility Services Sector include India's No. 1 multi-brand certified used car company, Mahindra First Choice Wheels and CarandBike, Mahindra First Choice Services, one of India's largest chain of multi-brand car workshops, Meru, a leading pioneer brand in shared mobility, Porter, an online goods transport marketplace, Zoomcar, India's leading self-drive car rental company and Glyd, a unique all-electric corporate mobility platform. The formation of MSS will enable greater degree of synergies between these entities and thereby provide a complete array of mobility related solutions to customers.



A. INDUSTRY OVERVIEW AND TRENDS

A.1 Overview of the Global Economy

Weak environment for manufacturing and trade, declining demand and elevated uncertainties due to geopolitical tensions and protectionist tendencies of major economies contributed to a difficult economic period for the world. Outbreak of global pandemic COVID-19 has led to pervasive lockdown measures across the world, dashing hopes of recovery in 2020. Before the COVID-19 outbreak, global growth (GDP) was estimated to be 2.9% for 2019 by the International Monetary Fund (IMF). This was the slowest pace of growth recorded since the global financial crisis of 2009. Post outbreak, IMF has cut the estimated growth figures to negative 3% for 2020.

A.2 Overview of the Indian Economy

On the back of a weak environment for global manufacturing, trade and demand, the Indian economy also slowed down in 2019. First advanced estimates published by the National Statistical Office pegs the GDP growth at 5.0% for FY 2020 as compared to 6.8% in FY 2019. Growth slowed due to reduced lending by NBFCs, slow credit flow to Micro, Small and Medium Enterprises (MSMEs), trade uncertainties, volatility in oil prices, and tapering of demand in key sectors like automotive, machinery and capital goods.

The government has taken several measures and reforms that are likely to boost growth in the long term. Some of the key initiatives include important reforms towards speeding up the insolvency resolution process under the Insolvency and Bankruptcy Code (IBC), easing of credit, particularly for the stressed real estate and NBFC sectors, reduction in corporate tax rate and announcement of the National Infrastructure Pipeline 2019-2025. Government initiatives on simplification and rationalisation of existing rules and the use of IT to make governance more effective have led to an improvement in India's ease of doing business ranking to 63 in 2020 from 77 in 2019.

With the outbreak of the COVID-19 pandemic, growth across the world has been significantly impacted. There has been a sharp drop in economic activity in Europe, US, China and South East Asia. India too has not been spared by the devastating economic impact of this pandemic. The implementation of a nation-wide lockdown has sharply restricted economic activities. Though the World Bank, in its South Asia Economic Focus report published in April 2020, has estimated that India's economy is likely to grow at 1.5% to 2.8% in fiscal FY 2021, yet an accurate estimation of economic growth will depend on the severity and the length of time over which the outbreak remains active. The government has undertaken various measures to contain the fallout on the economy. The Reserve Bank has also started providing calibrated support in the form of substantial policy rate cuts and regulatory relaxations. It is expected that if the pandemic fear remains contained and the lockdown restrictions are eased gradually, economic recovery can take 'U' shape. A 'V' shape recovery might be possible if there is quick scientific breakthrough by way of a vaccine or treatment for the virus induced infection.

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 Indian logistics sector was estimated to be at ₹19,56,000 crore in the Fiscal Year 2019-20. It is expected to reach a value of ₹34,50,000 crore by 2025, growing at a rate of 12 to 13% CAGR during the forecast period of 2020 to 2025. Short term growth due to COVID-19 may be slower due to lower growth in various verticals.

Based on service offerings, the logistics sector can be sub-divided into road transportation, freight forwarding, warehousing and value-added services, besides other logistics services such as container logistics, cold chain logistics, coastal shipping etc. Road transportation, constituting nearly 60% of the total transportation market, dominates India's logistics spends given the vast landscape

and reliance on expensive road transportation. The road transportation segment can be further divided into inbound transportation, outbound transportation and distribution, express and last mile transportation.

MLL serves in the 3PL space, and also provides custom and unique transportation services, including freight forwarding services. The total addressable market for the Company, including 3PL and other services, is approximately ₹1,30,000 crores. 3PL market is estimated to be ₹58,000 crores in Fiscal year 2020. It is expected to clock 17-18% CAGR and potentially become an ₹1,20,000 crores market by FY 2025. Globally, the organised 3PL market is ~10% of the overall logistics market. In India, it is ~3%, indicating significant room for 3PL adoption. The 3PL market is largely fragmented, with a large number of 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 integrated services.

The key sectors served by 3PL players are auto and auto ancillary, consumer goods, specialised transportation for certain metals and minerals products, e-commerce, engineering & capital goods, pharma and telecom. Bulk, engineering and auto activities remain largely inbound focused, whereas, e-commerce, telecom, pharma and consumer sectors have high share of outbound & distribution logistics. Typically, outbound logistics is more complex and costly as compared to inbound logistics, considering last mile delivery of final products to various stores and outlets and high replenishment cycles as compared to other sectors. 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. The potential for value-added services is also high as activities such as packaging, labelling, quality control, among others, are increasingly outsourced in order to focus on core business activities of procurement and sales.

The freight forwarding market is estimated to be more than ₹35,000 crore in India. India's growing international trade has provided a significant impetus to demand of freight forwarding. In terms of the modes of transportation used, the sector can be categorised in two modes – ocean freight and air freight. Ocean freight forms the bulk of the market, but air freight has been steadily gaining share. The key industry segments contributing to the freight forwarding market are food and food processing, pharmaceuticals,

engineering, textiles, chemicals and auto industries. The sector has traditionally been highly fragmented, with several thousands of unorganised entities that provide basic services such as brokerage and documentation, holding a dominant share of the overall market. However, recently the sector has been witnessing seeds of transformation, with the use of technology by both new age start-ups and established players to enhance cargo visibility, by reducing errors by digitising documentation processes and by bringing transparency in pricing. The sector is expected to witness a steady growth in the medium to long term, on account of growing imports and exports, supported by various infrastructure development measures taken by the government.

₹19,56,000 CRORE
Estimated size of Indian Logistics Sector
in 2020

12-13%
CAGR from 2020 to 2025

A.4 Key government initiatives

The logistics cost as a percentage of GDP for India stands at approximately 14%, significantly higher than those in developed countries. The higher costs can be attributed to inefficiencies like lower transportation speed, higher transit inventory, theft and damages and a skewed modal mix. Currently, road transportation accounts for approximately 75% of transportation (by volume), while rail, ocean, and air transportation account for the remainder. The government has undertaken various measures to develop logistics infrastructure and to bring efficiencies in the sector. Some key measures are:

- Logistics sector has been granted **infrastructure status** in 2017. This allows the sector to have access to funds at easier terms with enhanced limits.
- The government is pushing its 'Make in India' programme by enabling 'Move in India'. For the same, the Commerce Ministry has prepared a report called **LEADS** (Logistics Ease Across Different States), to benchmark performance across states. The LEADS index ranks states based on nine parameters, including infrastructure, quality of logistics, timeliness of cargo delivery, regulatory process and safety of cargo. The index also provides suggestions for states to improve their logistics performance. The logistics sector is likely to be a beneficiary of such initiatives by way of increased efficiency.



IN-FACTORY OPERATIONS

MANAGEMENT DISCUSSION AND ANALYSIS CONTINUED

- **National Logistics Policy** has been drafted to focus on development of a fully integrated logistics network with modern technology and automation. The National Logistics Policy will enable creating a single point of reference for all logistics and trade facilitation matters in the country, which will also function as a knowledge and information sharing platform. A Logistics Wing, under the Department of Commerce and Industry, has been created to overcome the issues of high logistics cost, skewed modal mix and lack of integration. A National Logistics Portal is also being created to serve as a single-window online marketplace for trade. It will be implemented in three stages: 1) development of an e-marketplace; 2) single window clearance for approvals from 80 authorities; 3) integration of financial services. As of May 2020, the policy is undergoing a review to improve its robustness to handle pandemics like the COVID-19.
- Government has launched the **National Infrastructure Pipeline (NIP)** for the period FY 2020-2025, committing an investment of ₹102 lakh crore on infrastructure bouquet of projects in road, railways, civil aviation, telecom, housing and others.
- Five **major industrial corridors**, the Delhi-Mumbai Industrial Corridor (DMIC), Amritsar-Kolkata Industrial Corridor (AKIC), Chennai-Bengaluru Industrial Corridor (CBIC), Visakhapatnam-Chennai Industrial Corridor (VCIC), and Bengaluru-Mumbai Economic Corridor (BMEC), have been approved by the government for faster freight movement.
- The government has announced the development of 35 **Multi Modal Logistics Parks (MMLP)** at strategic locations to enable efficient inter-modal freight movement.
- Over the past one decade, India has significantly improved its logistics infrastructure. The government has undertaken several key infrastructure projects, which include:
 - Construction of the Eastern and Western Dedicated Railway Freight Corridors (DFCs) having a cumulative length of over 3,000 km. Being dedicated for freight, the speed on these corridors will be much higher than at present on the existing railway lines. The existing routes will be available mainly for passenger trains, which will improve their speed and punctuality. Both the DFCs are expected to be completed by the end of 2021.
 - Bharatmala Pariyojana has been launched to bridge critical infrastructure gaps through construction of 9,000 km of economic corridors, 6,000 km of feeder routes, 2,000 km of coastal roads, etc. Phase 1 of the project is expected to be completed by 2022.
 - Sagarmala programme is underway with the aim to reduce logistics cost for domestic and EXIM trade by 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 have been identified, out of which 143 projects have been completed and 190 are underway.

We believe that it will take another 2 to 3 years to see fruitful results and overall benefit at the ground level, of the initiatives taken by the Government of India. More initiatives are required in the areas of labour policies, poor last mile connectivity, land acquisition hurdles, promoting the use of technology and driving standardisation across the sector.

A.5 Key trends impacting the Logistics Sector

Increasing adoption of multi-modal logistics

Over the past year, several large Indian and multi-national companies have made significant investments in developing multi-modal capabilities. We expect a steady shift from road transportation to other modes, driven by favourable government initiatives, infrastructure build-up and increased customer awareness and demand. Share of road transport in bulk and auto outbound sectors will be significantly impacted by multi-modal systems.

Technology integration to drive efficiencies

The Indian logistics ecosystem is under transformation. There is increased focus on reducing cost, increasing supply chain visibility and improving performance. As a result, end user industries and logistics service providers 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 IT infrastructure. Several new-age service providers have emerged over the course of last few years, who offer digital technologies, such as blockchain, robotics, automation and predictive analytics, to support innovative business models. We believe that technologies such as the Internet of Things (IoT), drones, Automated Guided vehicles (AGVs), Augmented Reality (AR), 3D printing and marketplace platforms will see greater adoption in the future.

Integrating services and offerings

Industry players are integrating offerings to expand the share of wallet and fill portfolio gaps. 3PL companies are developing competencies in providing express and distribution services by acquisitions and partnerships. Large pure play transport and warehousing players are moving across the value chain and redefining their service levels. Private equity funded start-ups are expanding across segments. The increasing footprint of e-commerce is changing customer preferences with greater expectancy of predictable and faster delivery, which is impacting the deliverables from logistics service providers.

Increasing demand for warehousing

Based on a study by JLL India Industrial Services, 2019 witnessed a 25% y-o-y growth in total stock in the grade A and B warehousing space in top eight cities at 211 mn sq. ft. compared to 169 mn sq. ft., a year ago. Absorption of grade A and B warehousing clocked 12.5% y-o-y growth to 36 mn sq. ft. in 2019 from 32 mn sq. ft. a year ago. 3PL and e-commerce companies accounted for 68% of the absorption. 40% of the net absorption was for built-to-suit warehouses. We believe that the market will continue to grow at a rapid pace, backed by recovery in domestic demand and manufacturing sector along with a shift towards omni-channel retailing. We also expect a shift towards modern, larger and sustainable high-grade warehouses as more customers consolidate their warehousing space post GST.

Emergence of omni-channel retail

Omni channel has emerged as a faster and efficient way of transporting goods to customers. There has been a shift in consumer buying behaviour with consumers expecting to find the products they want both in-store and online. Both traditional retailers and e-commerce platforms are investing in omni-channel to create a seamless experience for customers. Omni channel retail will require a more synchronised and visible logistics function to meet time sensitive consumer demands. It will also require a high performing, cost effective fulfilment network, with enhanced speed and greater last mile reach.

A.6 Auto Industry – Performance in FY 2020

The stress on the auto industry had started from 2nd half of FY 2019, however in particular FY 2020 witnessed a significant decline. Overall domestic sales declined nearly 18% compared to the previous year. For the first time since FY 2017, domestic sales of passenger vehicles dropped below the 3 million mark. Commercial Vehicles segment was hit the hardest, registering a 29% drop in domestic sales compared to previous year. Tractor sales also declined by nearly 10% on account of weak monsoon and overall slowdown in the economy. A combination of below listed factors has adversely impacted the overall demand of vehicles, and consequently adversely impacted the automotive related logistics segment:

- NBFCs, a major source of vehicle financing, faced severe liquidity crunch, which restricted their financing ability, thereby increasing the cost of financing. This impacted automotive sales.



- Beginning April 1, 2020, only BS VI vehicles would be permitted to be sold. BS VI vehicles are estimated to cost 8-10% more as compared to similar BS IV models. Given the uncertainty in the consumers mind due to the switch over from BS IV to BS VI, many consumers deferred purchase decisions. Also, auto makers launched fewer models in FY 2020 to prepare for BS VI models.
- New auto insurance policy and inclusion of additional safety features has also increased cost of ownership of vehicles.
- In the commercial vehicle space, new axle load norms have increased on road loading capacity of vehicles. This has also reduced the demand for new vehicles.
- Auto sales have also been impacted due to rising popularity of cab hailing services, vehicle leasing and improvement in the public transport infrastructure.

A.7 Enterprise Mobility Services – Size and structure

Enterprise Mobility Services (EMS), comprising of employee transportation services and on-call services is estimated to be an ₹19,000 crore market in FY 2020. It is expected to grow by 5% CAGR to reach a market size of ~ ₹22,000 crores by FY 2025. Enterprise mobility services are primarily utilised by IT, ITeS, financial services, and manufacturing sector clients. The corporate mobility sector is highly fragmented and is primarily served by local and regional players. Traditionally, most operations were manual to a large extent leading to low operational inefficiencies and low visibility. Over the past couple of years, major players and several tech enabled start-ups have established a firm footing in the market by offering value added services, and by automating processes such as route optimisation, trip management, MIS and billing services etc.

₹19,000 CRORE

Enterprise Mobility market size in FY 2020

5% CAGR from 2020 to 2025

A.8 Key trends impacting the Enterprise Mobility Sector

Increased adoption of electric vehicles for corporate mobility needs

The government has taken multiple initiatives to promote both manufacturing and adoption of electric vehicles. Key policy frameworks that have been 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 point of view, EVs have become comparable to conventional fuel vehicles, especially after adoption of the more stringent BS VI regulations. Therefore, several corporates are increasingly adopting EVs for their employee transportation needs.

Service innovation to enhance user experience

Security and safety remain key drivers for enterprises mobility services, but as industry matures there is a push to provide best user experience by providing greater degree of freedom and flexibility to employees to directly schedule, book and bill for their transportation needs with minimal corporate intervention. This trend is giving birth to 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 end customers and competitors are working towards removing or reducing middlemen from their operations. Many players in this segment have invested in technology platform and have taken over the traditionally outsourced roles of trip management, route optimisation etc.

B. IMPACT OF COVID-19 ON OUR KEY FOCUS MARKETS:

Several of our key end markets are impacted by the COVID-19 crisis:

- 1. Auto and auto ancillary sector:** The auto sector struggled throughout 2019 on account of weak demand and will be impacted even further on account of production shutdowns during the lockdown period. According to Fitch Solutions, vehicle production in India is likely to contract by 8.3% in 2020 over last year's base. On the supply side, the sector will witness disruption in supply of raw materials and parts, especially for imported components. It is also likely to face liquidity crunch in the short and medium term. In the medium term, demand is likely to remain muted as consumers might prefer to defer purchase of non-essential items. The silver lining in this scenario is that outlook for tractor sales remain positive due to strong rabi output.
- 2. Consumer and retail sector:** While the supply and demand for essential items like grocery, food, health and hygiene products remained largely unaffected, the demand for items like durables and apparels has fallen sharply due to reduced discretionary spending by the consumers. This trend is likely to continue over a medium term. Consumer companies are exploring new distribution channels focused on a direct to consumer approach.
- 3. E-commerce sector:** The e-commerce sector has been partially shielded from the impact of COVID-19 as demand and supply of essentials like grocery, medical, personal hygiene items etc. has remained stable. The sector experienced a slowdown in growth in the short term due to restriction on delivery of non-essential items and supply chain disruptions. It is, however, expected that growth will rebound and even increase in the medium and long term as more consumers gravitate towards online purchases and the demand returns to normal levels. Several e-commerce players have strengthened their storage and distribution capabilities in anticipation of increased demand, especially for essential commodities.
- 4. Pharma sector:** The pharma sector is relatively shielded from COVID-19 as pharma manufacturing has been exempted from the lockdown. However, the sector will be impacted to a medium degree by workforce and labour non-availability, increase in raw material prices, and supply chain disruptions. In the medium term, the sector is likely to perform well on account of sustained domestic and international demand.

- 5. Telecom sector:** The telecom sector is likely to reap benefits in the medium to long term due to COVID-19. The pressure on revenues on account of limited customer additions is likely to be offset by increased mobile usage on account of work from home and increased content consumption. However, the telecom sector continues to be highly leveraged and is likely to defer infrastructure upgradation plans in the medium term to conserve cash.
- 6. Freight forwarding:** Freight forwarding has been severely impacted by COVID-19. Capacity reduction and manpower shortages has led to upward movement in both air and ocean freight rates. In a post COVID world, the sector is likely to undergo a digital transformation to reduce shocks and increase resilience. A complete recovery is likely to take 12 to 18 months.
- 7. Mobility sector:** The mobility sector is expected to face significant headwinds in the medium to long term as the movement of people remains restricted. The perception of risks associated with shared mobility and public transport could lead to shift in preferences towards personal travel modes or long-term vehicle rentals. Continued 'work from anywhere' regime can lead to further reduction in mobility services demand. For mobility service providers, the positives may include willingness of customers to pay more for increased safety, requirement of additional vehicles to enable social distancing norms and to service staggered shifts for business operations.

COVID-19 has adversely impacted the above-mentioned sectors due to which the transportation and logistics sectors have also been severely impacted. The logistics sector is facing an uncertain demand environment and increased cost pressures in the short term. The sector is also facing the challenges of availability of labour and motor vehicle drivers. In the medium term, reduced demand will be witnessed due to reduced production and trade across all sectors. This is likely to put downward price pressure on transportation, warehousing, freight forwarding and related activities. In the long-term, the sector is expected to recover and grow with renewed vigour due to pent up demand and shift of manufacturing from across borders to India.

B.1 A post COVID-19 business landscape is likely to witness the following structural shifts:

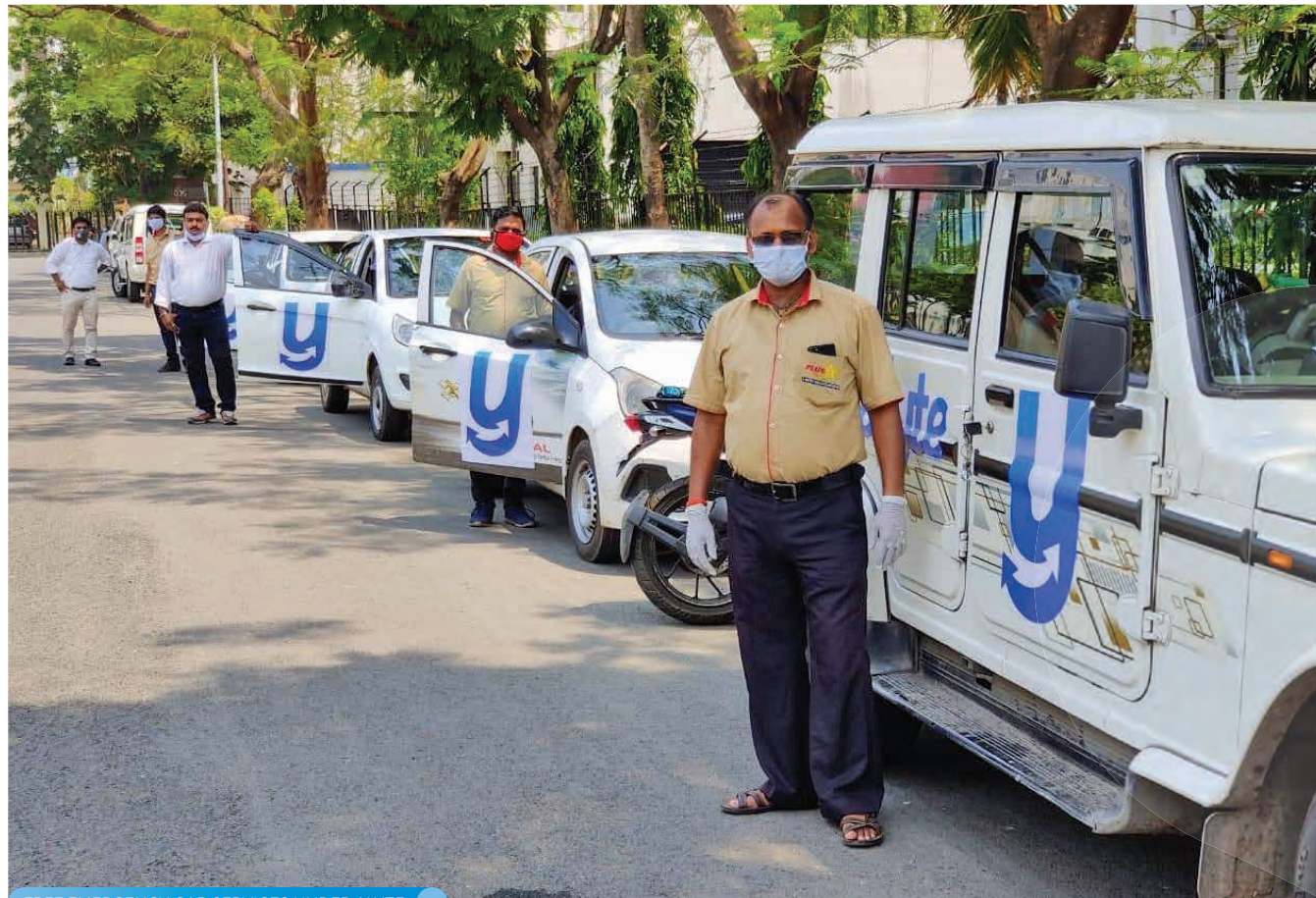
- 1. Shift towards localisation:** Global recessionary climate will lead to greater protectionism and risk aversion. This will lead to more localisation of supply chains for strategically important components or products.

- 2. Increased digital adoption:** The crisis has forced businesses to experiment with and adopt digital practices to drive efficiencies. As businesses invest in digital technologies like cloud capabilities, data analytics and process automation, there will be a significant shift in the way we work. From a consumer perspective, we are likely to see increased use of digital payments and digital purchasing.
- 3. Cash prudence:** Leveraged and cash starved companies have been the most severely hit by the crisis. Going forward, most companies will look to conserve cash, reduce working capital requirements, and maintain higher levels of liquidity.
- 4. Need for resilient supply chains:** Businesses are likely to make their supply chain more resilient by building transparency and visibility through control towers, using data analytics to gain critical insights and digitising processes and records.
- 5. Greater Automation:** Businesses are likely to explore the use of a greater degree of automation and robotics

in a post COVID world to maintain social distancing and to reduce the number of staff who have to physically come to the workplace. Even for service-oriented roles, which are currently undertaken by humans, Artificial Intelligence and Automation solutions will be increasingly used.

B.2 MLL's response to COVID-19

Your company has adopted proactive and preventive measures at all its locations across India, to ensure employee safety considering heightened concern on COVID-19 and government directives. Work from home had been implemented for all the employees across the Company during the period of lockdown, and operating locations barring those engaged in providing essential services were shut, adhering to the various local and state government directives. In order to prepare for a speedy restart of operations post lockdown, we have established incident management teams, formulated return to work protocols and rolled out Personal Protective Equipment across sites.



FREE EMERGENCY CAB SERVICES UNDER ALYTE

As a community support measure, we have started an initiative called HOPE to provide financial assistance to our driver partners and launched a national helpline for employees and drivers. We also launched a free emergency cab service under Alyte in 8 cities, serving over 3,000 people within 40 days of the lockdown.

C. OPPORTUNITIES AND THREATS

C.1 SCM business

Opportunities

Increased consolidation post-GST is increasing demand for forward logistics solutions

Post GST, companies are consolidating their supply chains for market/supply chain efficiency (and not tax efficiency) and leasing large format warehouses. Consumer, retail, and e-commerce companies are driving the demand for grade A modern warehouses. These sectors are also increasing their market reach and hence have a greater requirement for distribution services. With our significant experience and diversified service offerings, we are well positioned to take advantage of this opportunity.

Increasing focus on solutions and managed services

As the markets mature and supply chain complexities increase, customers are moving from utilising traditional transportation and warehousing services to demanding integrated and managed services. As a result, logistics providers are also evolving to move up the value chain by providing tailor made solutions to cater to specific needs of each sector. Rather than providing piecemeal services, the focus is now on optimally combining services to offer a hassle free and seamless experience to customers throughout the value chain. We are well poised to take advantage of this opportunity and have built competencies for providing solutions like integrated fulfilment & distribution, returns processing, cross border logistics, spare parts distribution, pop-up sort centres etc.

Growing demand for express and cross-border logistics services

Growth in consumer verticals, retail and e-commerce has fuelled demand for time sensitive distribution services. The disaggregated nature of demand and supply, high variability and the complexity of returns for e-retail has challenged the traditional distribution operations. Distribution, which was traditionally managed by C&F (Clearing & Forwarding) agents, is now managed directly by companies to increase reach, optimise supply chain and reduce time to serve. Global e-commerce platforms are enabling Indian companies to sell in global markets, and foreign companies to sell in Indian markets, thereby driving

growth in cross border logistics services. Express and cross border logistics services offer higher growth, higher profitability and increased customer stickiness and are natural extensions to our services.

Increasing service integration

Fiscal Year 2020 has been a year of partnerships, acquisitions and capability expansions in the logistics sector. Competitors are moving towards becoming multi-offering players by making a play into adjacent service offerings. This presents MLL with the opportunity to add services to our existing portfolio and create new offerings.

Threats

Emergence of multi-modal platforms will impact share of road-transport

In a bid to improve India's logistics efficiency and to reduce logistics cost, the government has undertaken several measures to promote use of multi-modal logistics. We are witnessing linkages of ports, rail and road through hub and spoke and creation of logistics parks around Dedicated Freight Corridors (DFCs). As policy implementation and infrastructure development takes place, a significant share of goods transported through road will shift to other modes like rail, inland waterways or sea/coastal shipping. The shift would be accelerated in low-cost commodities that are sensitive to logistics costs and in other categories that are purely transportation led.

Increased disintermediation across the value chain

A large number of technology-enabled start-ups with innovative, asset light business models are disrupting the logistics market by creating new market segments and capturing the market share of incumbents. Many of these start-ups utilise digital marketplace platforms and data analytics to serve customers directly by removing middlemen from logistics operations. By removing an additional layer, these companies are able to reduce the total costs of transportation and improve reliability and operational efficiencies.

Margin pressure due to funded start-ups focusing on customer acquisition

Several well-funded start-ups are utilising their funds to acquire clients below cost, thereby causing margin pressure in the industry. We aim to stay ahead of our competition through consistent investments in technology, focus on service quality and consistency and value-added services.

Muted demand and volatility in our focus markets can impact our business

Our business is significantly influenced by the performance of the automotive industry. Over 60% of our SCM revenues in the Fiscal Year 2020 were from clients in the automotive industry. India leapfrogged from the BS IV to the more stringent BS VI emission standards for all major on-road vehicle categories in the country. This move is expected to increase vehicle prices, which may further lower demand. Auto companies having a larger diesel vehicle portfolio are expected to be impacted more. Due to our dependence on Mahindra & Mahindra Ltd., and the automotive sector, any downturn in the sector may impact our business.

The demand for logistics services is dependent on the general level of commercial activities and economic conditions in India. Any significant economic downturns in India or in the global markets could adversely affect our businesses, clients and contractual counterparties, especially if such a slowdown were to be continued and prolonged.

C.2 EMS business

Opportunities

EV solution is gaining popularity in enterprise mobility market

The government is promoting Electric Vehicles (EVs) with plans to build charging infrastructure. EV technology is well suited for mid-range shared mobility applications and several companies are fulfilling part or entirety of their employee transportation needs by use of EVs. Several mobility companies have raised significant funding and have started EV operations across India. We are also exploring this opportunity to expand EV offerings for enterprise mobility.

Increased focus on user experience

The focus is moving beyond just cost and hygiene towards providing a broader experience. With the onslaught of the COVID-19 crisis, there is going to be even more focus on providing best 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. This presents us with an opportunity to build on our current services and provide B2B2C based offerings.

Synergies arising out of creation of Mahindra Mobility Services sector

Mahindra Mobility Services (MSS) sector has been formed to integrate various mobility related businesses under the Mahindra group. This integration would create synergies amongst the said businesses and would present us with opportunities to provide greater value to our existing customers, acquire new customers and launch new services.

Threats

Work from anywhere poses a significant threat to our business

The COVID-19 pandemic has paved the way for a paradigm shift in adoption of work from home. Companies are seeing it as a viable long-term option and many companies might permanently switch to having a significant part of their workforce to work remotely, thereby reducing the demand for mobility services.

Threat of substitution by mass urban transportation

Development of public transit networks in cities may act as a substitute for the corporate people transport services we offer.

Threat of disintermediation

Technology based aggregators are innovating and expanding their service offerings to create differentiation. These players have taken over the traditional outsourcing company's roles – trip management, route optimisation etc. They are also creating their own fleet and working directly with fleet owners, thereby disintermediating the market. We plan to serve our customers with technology enabled differentiated service offerings, having a mix of EV and conventional fuel vehicles, which small players will find difficult to match.

Aggressive expansion in enterprise mobility by cab aggregators

Competitive intensity is increasing, with technology start-ups and automotive OEMs increasing their investments in the shared mobility space. Large cab aggregators, who were traditionally focused on B2C offerings, are aggressively expanding in the enterprise mobility space. We will continue to provide differentiated services focused on safety and quality.

D. SEGMENT-WISE PERFORMANCE

Set forth below 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	Fiscal 2020		Fiscal 2019	
	Amount	% of total revenue from operations	Amount	% of total revenue from operations
	(₹ crores)	(%)	(₹ crores)	(%)
SCM	3,103.5	89.41	3,465.9	89.99
EMS	367.6	10.59	385.5	10.01
Revenue from operations	3,471.1	100.00	3,851.3	100.00

Set forth below is a breakdown of 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	Fiscal 2020	Fiscal 2019
	(%)	(%)
Transportation	66.03	71.96
Warehousing and value-added solutions	17.49	13.60
Freight forwarding	5.90	4.43
Enterprise Mobility Services	10.59	10.01
Total	100.00	100.00



WAREHOUSE OPERATIONS

E. BUSINESS STRATEGY

E.1 SCM business strategy

Over the years, we have capitalised on the expertise gained from serving Mahindra Group companies and have developed strong competencies in auto and engineering industry sectors. Even though the auto sector remains a large and significant market for us, we are also building competencies in serving high growth verticals like e-commerce, consumer and pharmaceuticals. These sectors will continue to remain high growth in the medium to long term on account of rising consumer demand, and favourable demographics. The supply chain of consumer, retail and e-commerce sectors have a higher level of complexity on account of greater distribution, fulfilment and returns processing needs. Bulk and commodity products form a large market, but require specific asset categories and primarily transportation services. We intend to focus on auto, engineering and consumer sectors while targeting select accounts in bulk and auto outbound. We intend to **grow in these profitable markets** by focusing on **four core strategies** set out below:

1. Expand portfolio of offerings which support our ability to design and deliver solutions

We provide a wide variety of services to customers in diverse sectors like auto & auto ancillaries, engineering, consumer, pharmaceuticals, bulk and e-commerce. We plan to expand the portfolio of our offerings, which support our ability to design and deliver end-to-end integrated solutions.

The express logistics market has registered significant growth driven by growth in distribution needs of key sectors like e-commerce, auto, FMCG, FMCD, pharmaceuticals and others. These sectors are key focus markets for MLL, and 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 forming partnerships with global express firms.

MLL provides in-plant logistics and assembly services to a number of auto and engineering customers. We intend to leverage our strong expertise gained over the years and create a differentiation in the auto and engineering sectors by building and expanding our services to provide external component and product assembly, fabrication, painting, inventory management and sourcing.

Over the years, we have built freight forwarding capabilities through our subsidiary LORDS. Freight forwarding is an important part of our integrated cross-border solution offering and is critical for serving pharma and e-commerce sectors. Traditionally, global logistics companies have drawn a significant share of their revenues from freight forwarding services. In comparison, our freight forwarding business currently lacks scale and a comprehensive global presence. We plan to expand our freight forwarding business significantly and are exploring options to build the business organically in South East Asian markets. We are also evaluating potential partnerships with international freight forwarding companies.

MLL has built a network of warehouses across strategic locations in India and has developed strong surface transportation capabilities along with first and last mile linkages. However, we do not offer solutions in key multi-modal segments such as rail-based container transportation, inland shipping, CFS / ICD etc. As customers seek single stop, mode optimised

logistics solutions, it becomes 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 to form strategic partnership with a major multi-modal incumbent. Such partnership will enable MLL to offer rail and sea-based services to our customers, and to manage and provide 3PL services in logistics parks.

2. Position MLL as a provider of integrated and differentiated solutions focused on end market value chains

As supply chain complexities increase, customers are demanding more than just plain transportation or storage services. They want solutions which optimises their supply chain needs from sourcing, inbound transportation, storage, outbound transportation, distribution, fulfilment, returns processing and reverse logistics. Through experience gained from serving e-commerce, consumer and telecom sector customers, we have developed the key building blocks for providing integrated solutions. We aim to bring synergies between our various offerings to build a complete set of solutions, tailored towards our key focus markets. In order to achieve this, we will continue to focus on refining and enhancing our business development and Key Account Management (KAM) processes, developing and incorporating sales planning tools and creating domain expertise.

Some key solution capabilities that we have built include integrated fulfilment and distribution, returns processing, reverse logistics, omni-channel logistics and distribution, cross border logistics and tower maintenance services.

3. Build operational excellence by transforming our transportation capabilities, developing common operating systems and expanding our network of warehouses.

Transportation constitutes a major part of MLL's operations. We operate on an asset light model wherein we source vehicles from our large network of business partners. In order to utilise our assets across customers, sectors and routes, we intend to focus on cross utilisation of assets through digitisation and network management.

Our Business Partners are key to our continued success. We have been meticulous in our partner selection, onboarding and development process and have rolled out several programmes aimed

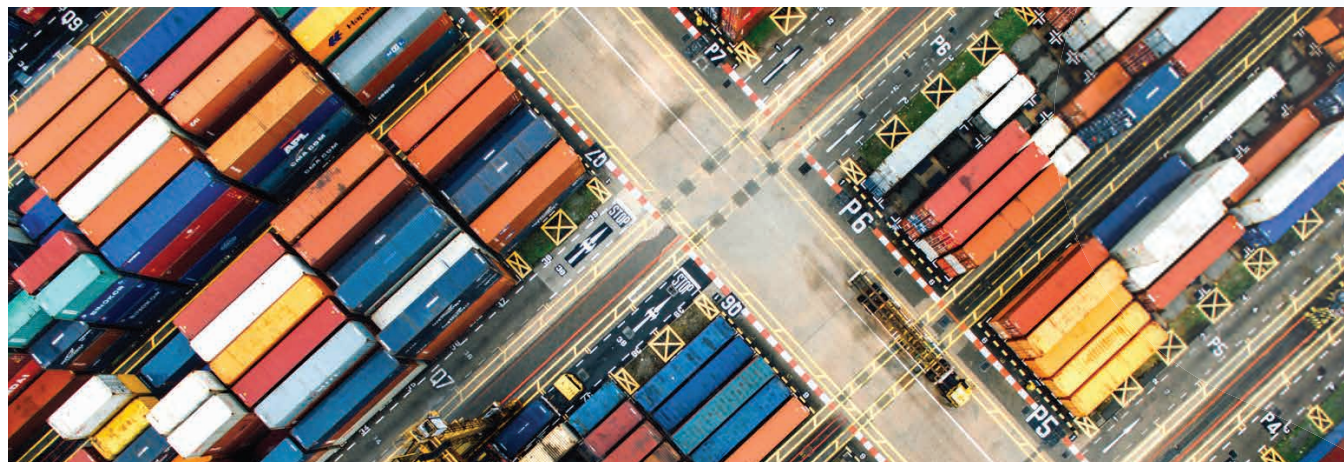
at improving partner loyalty, service quality and performance. Going forward, we will continue with such investments in our partners.

In order to launch and scale new business, and have world class operations, MLL will continue to develop 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 in order to deliver a consistent experience to our customers throughout the cycle of design to delivery. To develop and maintain the highest standards of operations, we have also launched centres of excellence focused on developing functional competencies and automation.

Post GST, companies are re-aligning/consolidating their supply chains for market efficiency (not tax efficiency). We intend to take advantage of this opportunity. We have contracted large, multi-user warehouses in certain strategic locations across India. These multi-user smart warehouses will be built to suit the highly flexible needs of e-commerce and consumer companies. These Grade A warehouses will be energy efficient and sustainable by utilising solar power and bio sewage treatment plants. We plan to keep expanding our network of built-to-suit warehouses over the next few years.

4. Focus on digitisation and innovation by leveraging technology to create integrated business systems and edge computing integration.

We have made consistent investments in digitisation and technology over the past several years and intend to continue making these investments. We have launched our instance of SAP S/4 Hana Finance and Accounting system called 'Nucleus' which can cater to our unique needs and can be integrated with other systems. We will continue digitising 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 Partners. In addition, we are implementing an advanced human resources management system. We are also keeping a keen eye on emerging technological trends and have undertaken various studies and launched pilots to incorporate technologies like drones, AGVs, IoT and analytics in our business.



E.2 EMS Business Strategy

With the brand roll out of Alyte, we aim to create a multi-tenancy, multi-offering platform, which will serve as an end-to-end platform for all corporate mobility needs. Our Enterprise Mobility growth plans are driven by following key strategies:

1. Expand Electric Vehicle (EV) portfolio, enterprise on-call services, event services and build subscription services

Electric Vehicle adoption for the corporate mobility sector has gained traction as corporates push for more sustainable solutions. EV technology is well suited for mid-range shared mobility applications. MLL's current supply primarily comprises conventional fuel vehicles. We plan to become the first corporate mobility provider to offer a flexi-fleet of ICE (Internal Combustion Engine) and EVs. Our long-term goal is to have 30% of our total fleet as EVs. By the end of FY 2022, we plan to roll out 1,000 electric vehicles and establish an EV supply model and ecosystem by means of partnerships with OEMs, financing parties, vehicle maintenance and off-road support players, and charging infrastructure providers. This will help us provide differentiated offering and will allow for entry into new premium accounts, which small players will find difficult to match.

The on-call business complements our employee transportation business. It is a large segment which requires a dedicated assets and services setup. Further penetration in this segment allows for customer account synergies and better asset utilisation. We plan to expand our on-call business by building an optimal mix of dedicated fleets and developing DCO (Driver Cum Owners) fleets.

We also plan to expand in event related mobility services including services for conferences, tournaments, festivals etc. We are building B2B2C subscription-based services for daily office commute, wherein the end user can self-book, roster and schedule a ride between workplace and home.

2. Develop an integrated tech platform that supports asset optimisation and multi-offerings

We are developing Alyte as an end-to-end digital platform, which will manage the entire supply and demand life cycle and utilise analytics for centralised orchestration and optimal asset utilisation. It will also support modules for contracting, invoicing, and provide network visibility and optimisation.

3. Transform vehicle procurement, and enhance service standards to drive operational excellence

Our current model relies more on large fleet owners and aggregators, which exposes us to the risk of these business associates weaning away our customers. Therefore, we intend to source more from small owners and Driver cum Owners (DCO).

Our tech platform and analytics will help us to achieve route optimisation and network solution design to drive our service utilisation. We will also continue with our focus on enhancing service standards through programmes aimed at improving reliability and safety.

F. RISKS AND CONCERNS

The Company is committed to recognising and managing the risks it is exposed to, both internal and external, and has put in place mechanisms to handle the same proactively and efficiently. The Company also recognises that these risks could adversely affect its ability to create value for all stakeholders and has taken steps to mitigate the same.

The major risks to which the Company is exposed to are:

1. The Company depends significantly on clients in the automotive industry and is dependent on the performance of the automotive industry. The Company has taken steps to diversify into other industry segments and over time, has reduced its dependence on the automotive industry.
2. The Company depends on a limited number of clients, including its parent and promoter, Mahindra & Mahindra Limited and other Mahindra Group entities. This exposes the Company to a high risk of client concentration. The Company continues to take steps to create a larger base of customers. In addition, it uses technology and innovation to achieve cost efficiencies for customers, which results in long term relationships with them.
3. The Company operates 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, the Company creates value through integrated technology-based solutions, transport network-based solutions, and skill development of its 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, compliance obligations of the Company with diverse and complex laws and regulations are significant. Failure to comply with the same exposes the Company to various implications – financial and otherwise. Also, some of these laws are subject to different interpretations, which makes compliance difficult. The Company is 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 manpower are owned or arranged by our Business Partners. We depend on our Business Partners 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, the Company continues to develop multiple Business Partners for every region, including developing different commercial models to attract Business Partners.
6. We deploy many workers at our in-factory stores and line feed 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 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.

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. The Company has 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 or to make them more effective are shared with respective process owners and changes are made.

The Company continues to invest in various IT initiatives to automate controls to the extent possible, in order to minimise errors and lapses. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

H. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013. The Company has adopted Indian Accounting Standard (Ind AS) from April 1, 2016.

The consolidated financial statements have been 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. The paid-up capital of the Company as at the end of the year was at ₹71.54 crores compared to ₹71.45 crores as at the end of the previous year. The increase is due to the issue of 89,572 equity shares on account of exercise of options granted under the MLL - Key Executive Stock Option Scheme, 2012 and Mahindra Logistics 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 at March 31, 2020 was at ₹353.57 crores compared to ₹319.42 crores as at March 31, 2019.

3. Borrowings

The Company continues to remain debt free as at March 31, 2020.

4. Property, plant and equipment and other intangible assets

The property, plant and equipment and other intangible assets amounted to ₹209.90 crores as at March 31, 2020 compared to ₹43.62 crores as at

March 31, 2019. The Company follows the asset light model for carrying out its operations and the capital expenditure incurred during the year of ₹52.26 crores was mainly on account of purchase of material handling equipment for warehousing services and other IT equipment and software. The addition due to Right of Use Assets from AS 116 is ₹79.98 crores.

5. Trade receivables

Trade receivables as at March 31, 2020 were ₹475.52 crores, which amounted to 14.58% of the Company's Revenue from Operations compared to ₹488.04 crores as at March 31, 2019, which amounted to 13.31% of the Revenue from Operations.

6. Results of operations

Revenue from operations

The Company is engaged in providing integrated logistics services in two distinct segments i.e. Supply Chain Management (SCM) and Enterprise Mobility Services (EMS). Revenue from Operations decreased to ₹3,260.90 crores in the year ended March 31, 2020 from ₹3,665.51 crores in the year ended March 31, 2019, registering a decrease of 11.04%. Revenue from the SCM segment reduced by 11.79%, whereas the EMS segment reduced by 4.63%.

Other income

Other income mainly comprises of 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. Increase in other income from ₹7.27 crores in the year ended March 31, 2019 to ₹13.29 crores in the year ended March 31, 2020 was mainly due to an increase in investible surplus funds and interest on income tax refund.

Total Expenses:

Employee benefit expenses include salaries and wages including bonus, contribution to provident and other funds, gratuity, staff welfare etc. Employee benefit expense as a percentage of revenue from operations increased to 8.93% from 6.84% 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 mainly due to the impact of capitalisation of assets done in the previous year and in the current year, and also due to lease cost now being partly reflected as amortisation costs post adoption of Ind AS 116 during the financial year.

Operating expenses at 84.54% of revenue from operations in the current year as compared to 87.85% in the previous year mainly include freight and related expenses, labour and related expenses, warehouse and related expenses, rent etc. Tight cost control and operating leverage have led to an improvement in the operating margin.

Profit Before Tax for the year ended March 31, 2020 was at ₹80.69 crores compared to ₹130.32 crores in the year ended March 31, 2019, registering a decline of 38.08%. Similarly, Profit After Tax is at ₹55.14 crores in the year ended March 31, 2020 compared to ₹84.44 crores in the year ended March 31, 2019, registering a decline of 34.70% over the previous year.

Consolidated financial information

The consolidated financials include financials of the Company and two of its subsidiaries i.e. LORDS Freight (India) Private Limited and 2x2 Logistics Private Limited. Consolidation of financial statements of the Company and its two subsidiaries 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'. Share of Loss of Transtech Logistics Private Limited has been considered for calculating the Consolidated profit. The consolidated financial statements are presented in a separate section.

The consolidated Revenue from Operations was ₹3,471.14 crores in the year ended March 31, 2020 as against ₹3,851.34 crores in the year ended March 31, 2019, registering a decline of 9.87%. Consolidated Profit After Tax is at ₹55.45 crores compared to ₹86.65 crores registering a decline of 36.01%. Profit After Tax for the year attributable to non-controlling interest is at ₹(0.28) crores as against ₹0.76 crores in the previous year.

Key Ratios:

Key Matrix	FY 2020	FY 2019	Change y-o-y
Debtors Turnover	6.54	7.37	(11.20%)
Inventory Turnover	Nil	Nil	Nil
Interest Coverage Ratio*	27.45	39.34	(30.23%)
Current Ratio	1.32	1.35	(2.06%)
Debt Equity Ratio	0.07	0.07	(12.79%)
Operating Profit Margin%	4.96%	4.13%	20.30%
Net Profit Margin%	1.58%	2.24%	(29.58%)
Return on Net worth#	10.41%	18.57%	(43.97%)
Return on Capital Employed#	17.53%	27.31%	(35.81%)

* Reduction of interest pay out in FY20 due to lower utilisation of Cash Credit Facility

Decrease in Return on Net worth and Return on Capital Employed is due to decrease in profitability.

I. HUMAN RESOURCES DEVELOPMENT

The organisation had launched its Purpose statement in FY 2020 and has focused on aligning and enabling its employees to live it in spirit. The HR function has partnered with stakeholders to focus on business priorities through a sharpened focus on the identification and development of talent, grooming future leaders based on succession readiness plans, revisiting key HR policies after evaluating feedback from employees, developing opportunities for career growth and ensuring harmonious industrial relations such that a culture of high performance is developed and sustained.

As a leading 3PL Solutions provider, MLL is a people driven organisation with more than 17,000+ employees (on-rolls and off-rolls) spread over 500 client and operating locations across India. Our inherent belief and conviction is 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 ensures that through continual reinforcement via communication platforms and the celebration of success stories, alignment in the organisation is strengthened. The 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 and empowerment are evident.

During the year, the Company underwent an organisational restructuring, wherein the structure was re-aligned to make the organisation more agile, customer focused and de-layered. Termed as MLL 2.0, this exercise involved not only the key leaders in the organisation, but also several stakeholders in the leadership hierarchy, who are critical to the success of our business operations. The transition took place in a well-planned manner so that alignment was created, and business priorities were focused on.

Several initiatives have been undertaken to strengthen communication like virtual townhalls, focused reviews of business performance, and enhanced focus to enable empowered decision-making.

The Talent Development Framework has developed robustness through the training modules conducted at our development centres for critical talent that has been 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. The HR function has also identified, mapped and evaluated functional competencies so that proficiency levels are calibrated as well as initiatives pertaining to capability building and talent acquisition become competency based.

The iCoach programme that was launched for senior leaders in the previous years 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. iCoach had its third batch completed taking the total number of Coaches to 35 with 55 Coaches being assigned to them. Coaching sessions take place at a regular frequency and success stories are published at the organisational level. There is a diversity and inclusion focus in this endeavour, wherein women associates have also been considered as Coaches so that their professional development is focused upon. The third batch of the Achieving Excellence or ACE programme was conducted for 16 employees who underwent structured learning on topics such as operations management, value stream mapping, financial management, lean and people management, after which they worked on transformation projects to implement their learnings and create business impact. In this batch, two nominations from the customer were included as well. The ACE participants were provided with a platform to showcase their projects to the senior leadership team during their certification ceremony.

Your Company has built the leadership and customer-centric capabilities of its mid-level managers through Sandhaan, which is based on the premise of

'Happy Employees create Happy Customers'. Designed as a programme for Account Delivery Managers on leadership skills and customer service excellence, participants share their learnings with their colleagues and then drive business impact projects by creating 'Moments of Truth' for customers called 'Sandhaan Moments of Truth'. The best presentations are evaluated by a jury and the finalists present their project to the senior leadership team. While the first phase focuses on leadership skills and the second on customer service excellence, the third phase was launched this year by developing an inhouse case study after understanding the development areas and opportunities that existed, to strengthen their managerial skills and the customer experience. The organisation last year launched 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. The second phase of Disha was launched to enhance decision-making skills so that accurate decisions are taken while executing their tasks when posed with various scenarios and challenges.

The AXLERATE platform, which was created to drive functional capability building, has grown from strength to strength, with another three batches of AXLERATORS getting certified and two new modules being launched. The functional competencies that were mapped for the Enterprise Mobility Business were incorporated into the AXLERATE module and participants were accordingly trained on it. Through the AXLERATE platform, 4,048 employees were covered via 292 programmes entailing

12,700+ man-hours of capability building, making it the largest capability building exercise in the organisation.

Your Company has made good progress in implementing its five-year Diversity and Inclusion (D&I) road map through its Second Career Programme for women called Udaan. The entire organisation has completed an e-learning programme on the Prevention of Sexual Harassment (POSH) Act, and 1643 employee have attended sessions on Diversity & Inclusion. To strengthen the ability of women employees to balance their responsibilities at home and work, the 'Birth & Beyond' policy was implemented encompassing the creation of a conducive work environment for women employees throughout the maternity continuum-pre-maternity, maternity and post maternity (early motherhood) and flexibility in work schedules and workloads. The Company also launched the 'She Survey' to identify opportunities based on feedback from women employees, which has resulted in changes being made in policies and processes. From an inclusion perspective, your Company has hired Persons with Disabilities, and after conducting sensitisation sessions, has deployed them at key operations.

Statutory compliance of 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 case of all the Business Partners providing third party manpower, in order to ascertain levels of compliance. Training has been imparted on statutory compliance not only to the members of the HR team, but also covers all Business Partners with a view to enhance their competency levels. The Company has also leveraged on eligible candidates under the National Employability Enhancement Mission (NEEM) and the National Apprenticeship Promotion Scheme, wherein they have been seamlessly inducted, and their capabilities have been built through focused onboarding. Your Company adheres to all labour related legislations and offers equal and ample opportunities to all our employees, which is the main stay of our approach to labour practices. Discrimination or biases, in any form, are unacceptable and we ensure and facilitate safe and healthy working conditions for our workforce. As far as worker's rights to exercise freedom of association or collective bargaining is concerned, we do have unions representing our on-roll employees as well as third party employees at some locations. Your Company makes sure that the right to freedom of association and collective bargaining is exercised by having bilateral discussions and the same is recorded and honoured by virtue of long-term settlements. 87% of the Fixed term contract staff and 2.4%

of the third-party workmen are covered by Long Term Settlements (LTS).

To assess the engagement levels of such a large workforce, your Company has administered the Mahindra CARES (MCARES) engagement survey for its on-roll employees and a separate survey for fixed term contract and contract workmen was launched. Your Company scored a rating of 4.4 on the FY 2020 survey with high scores across employee alignment, empowerment and recognition. Projects linked to capability building, hygiene action planning, communication, organisational development projects for functions or business units with low scores, leadership development and talent management have been 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 revisions of key policies like performance management, transfer and relocation, internal job posting and re-hire. The Swayam initiative which was launched in the previous year to drive health and wellness across levers like financial wellness, physical fitness, personal counselling, nutrition counselling and sports and yoga has had a positive impact on employees' work-life balance and engagement levels. Engaging programmes like 'Lose to Win' which is a weight loss challenge, the #SwayamFitnessChallenge, Swayam Fitness and Health nuggets, Swayam Yoga as well as Tax planning sessions were conducted. Your organisation has also partnered with an external agency that provides counselling services to employees by trained counsellors, which are confidential. We are happy to inform you that the engagement scores coming out of these surveys have seen consistent improvement in the last few years, and it is our commitment to sustain the momentum in this regard.

J. CAUTIONARY STATEMENT

Statements in this 'Management Discussion and Analysis' and this Annual Report describing the Company's objectives, projections, estimates, expectations, plans or predictions or 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 the Company's operations. These include economic conditions affecting demand and supply, government regulations and taxation, natural calamities and so on over which the Company does not have any direct control.



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 "MLL" or "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	: 2019-20
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	: 1. Supply Chain Management – 4912, 4923, 5120, 5210 2. Enterprise Mobility Solutions – 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 Solutions
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 office locations in 14 cities across the country.
10. Markets served by the Company – Local/State/ National/ International	: National

SECTION B:

FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (₹ in crore)	: 71.54 (as on March 31, 2020)
2. Total Turnover (₹ in crore)	: 3,274.19 (as on March 31, 2020)
3. Total profit after taxes (₹ in crore)	: 55.14 (as on March 31, 2020)
4. Total Spending on Corporate Social Responsibility (CSR) in ₹ and as percentage of profit after tax (%)	: ₹2.05 Crores As per Section 135 of the Companies Act, 2013, the CSR spend is 2% of average net profits of the preceding three financial years
5. List of activities in which expenditure in 4 above has been incurred.	<ul style="list-style-type: none"> a. Providing primary education to underprivileged girl children in India by contributing to Project 'Nanhi Kali'. b. Building Communities by way of village adoption programs which includes development of school infrastructure, providing education, health care, several driver welfare initiatives etc. c. A holistic Driver Welfare program for improving the working conditions, health & safety d. Social interventions through Employee volunteering in the areas of education, health and environment.

SECTION C:

OTHER DETAILS

Does the Company have any Subsidiary Company/ Companies?	: Yes. The Company has two subsidiaries as of March 31, 2020. <ul style="list-style-type: none"> 1. Lords Freight (India) Private Limited. 2. 2X2 Logistics Private Limited
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. Both the Subsidiary Companies have their respective Governance policies, as are statutorily required and they do participate in some of the BR initiatives of MLL.
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 suppliers and vendors are appointed keeping in mind their ability to participate and support the BR initiatives of the Company and aspects of the Environmental, Social & Governance issues are covered in the agreements with them. The Company is constantly engaged with its suppliers & vendors to extend necessary support by way of awareness and sharing of sustainable practices. Currently, the percentage of such suppliers is less than 30%.

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:	: 00374944
Name	: Mr. Parag Shah
Designation	: Non-Executive Director

b. Details of BR Head DIN Number (if applicable)

Name	: Mr. Ravi Begur
Designation	: Senior General Manager
Telephone number	: + 91 22 28795201
e-mail id	: begur.ravi@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 SEBI Circular CIR/CFD/ CMD/10/2015 dated November 4, 2015, duly approved by Board. The BR Policy is operationalised and supported by various other policies, codes, guidelines and manuals of the Company.

Principle 1

P1

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

Principle 2

P2

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

Principle 3

P3

Businesses should promote the wellbeing of all employees.

Principle 4

P4

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

Principle 5

P5

Businesses should respect and promote human rights.

Principle 6

P6

Business should respect, protect, and make efforts to restore the environment.

Principle 7

P7

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Principle 8

P8

Businesses should support inclusive growth and equitable development.

Principle 9

P9

Businesses should engage with and provide value to their customers and consumers in a responsible manner.

a. Details of compliance (Reply in Y/N)

Sr. Questions No.	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 being 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 Code of Conduct for Directors & For Senior Management & employees of the Company, the Whistle Blower Policy, Corporate Social Responsibility ("CSR") Policy and Sustainability Policy are uploaded on website of the Company and can be accessed at http://www.mahindralogistics.com All other policies related to BR are uploaded on the intranet and shared with relevant external stakeholders wherever deemed fit.								
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 ⁵	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, where ever applicable/available. Some policies are also aligned to GRI-G4, an International Sustainability Reporting framework.

⁵This question is not applicable for influencing public and regulatory policy.

b. If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options) – Not Applicable

3. Governance related to BR:

a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO meet to assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year:

The BRR related performance is reviewed by the Board and the Corporate Social Responsibility Committee annually. The Managing Director & CEO of the Company assesses the BR performance with BR head on periodical basis at review meetings.

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 GRI Report published by the Holding Company viz. Mahindra & Mahindra Limited. The hyper link for viewing this report is <https://www.mahindra.com/resources/pdf/sustainability/Mahindra-Sustainability-Report-2018-19.pdf>

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 is aligned to the Code of Conduct of its Holding Company, Mahindra & Mahindra Limited, which defines a governance structure and promotes the principles of ethics, transparency & good governance within the organisation and external stakeholders. The Company and each of its subsidiaries have defined Code of Conduct for Directors as well as for all senior management and employees of the Company which covers issues, *inter-alia*, related to ethics and bribery. Affirmation is taken from the Board and senior management on compliance with Code of Conduct on an annual basis. Separate policies are in place for all dealings with its Business Partners and for dealings with Customers. During the year the entire Policy framework was reviewed after discussion with each policy owner and standardisation norms.

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.

No complaints were received from any Stakeholder for issues related to Principle 1.

The Company has in place different mechanisms for receiving and dealing with complaints from various stakeholders like investors, customers, employees, suppliers etc.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS & 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 are:

- i. Goods Transportation Services;
- ii. Warehouse Management Services;
- iii. Enterprise Mobility Solutions

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):

(a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain? (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company has adopted an 'asset light' business model whereby most transportation and logistics services are offered, by deploying the assets of fleet owners, driver cum owners and warehouse owners, who are our key Business Partners.

In spite of this, we continue to take various initiatives to put a process for monitoring and reducing GreenHouse Gas ("GHG") emission intensity as explained below:

- **Goods Transportation Services** - Replacement of old vehicles with new vehicles, 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 where possible and progressive shift to rail transport from road transport.
- **Warehouse Management Services** - Reduced energy consumption by shifting to LED lighting, infrastructure design to facilitate natural lighting and ventilation in certain facilities.
 - Enterprise Mobility Solutions - Replacement of old vehicles with new vehicles, reduction of dry runs for vehicles, increase in capacity utilisation of vehicle and deployment of alternative fuel vehicles like CNG and electric vehicles in a phased manner, where possible. As on March 31, 2020 about 55 Electric and 1,000 CNG vehicles were deployed across India.
 - Under each of the Service verticals mentioned above initiatives for resource efficiencies have been initiated for our own operations as well as the 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 a largest share of business of the Company, a Business Partners Management Cell has been set up, to help them to understand the advantages of business responsibility and adopt sustainable practices.

rural areas. All drivers are provided road safety trainings backed by regular health programs and awareness on communicable diseases. This has been further elaborated under Principle 8.

For the Warehouse Management Services, deployment of employees in warehouse/line feed operations is done from the local communities that are close to the site of operations.

The percentage of local employment of operating workforce, as on March 31, 2020, in the form of contract labour in warehouse management services and drivers for people management services is more than 75%.

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.

Being in the services business, the major suppliers for the Company are fleet operators and contractors for providing various administrative and other services. All these Business Partners are screened based on the 'Dealing with Suppliers/Vendors' policy which covers high quality service standards, compliance with EHS standards / regulations, as well as labor, employee and human rights related regulations. In addition to this, majority of sourcing of work force is from local areas. Hence the Company's sourcing of the services is sustainable and responsible.

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 follows an inclusive approach across all its business verticals, and as a policy, deploys local and small service providers in its operations, to the maximum extent possible, in the following manner:

Under the Goods Transport Services and Enterprise Mobility Solutions, – deployment of drivers and driver-cum-owners is done from local communities/

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 does not own the majority of the assets deployed in our business being an asset light 3PL business. We have however, initiated various projects such as recycling of wastes including:

- End to end management and transportation of unsold stocks of goods, to certified recyclers and authorised players who convert it into usable objects in an environment friendly way.
- Recycling of packaging waste;

The percentage of products recycled would be under 5%.

In addition to the above, the Company conducts awareness programs for our Business Partners on waste recycling and resource conservation to help in preventing environmental pollution as well as cost savings on account of these initiatives.

The Company's endeavor is to provide an environment that nurtures, rewards and retains talent, so as 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, employer- employee relationships are continuously reinforced. This program covers varied communication platforms, training, rewards recognitions, celebration of success stories, etc. Policies and process excellence are continuously reiterated by digitising work processes, to drive, efficiency and empowerment.

A clear training matrix has been developed to ensure coverage of all types and levels of employees and meet with their performance expectations.

For contractual workers, the Company has focused on providing technical training under the Pradhan Mantri Kaushal Vikas Yojna (PMKVY), communication skills, MS Excel and inter-personal skills.

Customised engagement surveys viz. a) MCARES for officers; and b) engagement survey for FTC and contract workmen, have been administered and based on the findings of the survey, 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.

MLL 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 organisation's productivity and ability to proactively respond to changing conditions.

For promoting gender diversity a series of initiatives have been introduced starting with a 'She Survey' to identify opportunities based on feedback from women employees. The outcomes of the surveys are also dovetailed in policies and processes.

All employees have undergone Prevention of Sexual Harassment ("POSH") orientation, through various media programs. An e-learning module on POSH is also in place to increase coverage.

To facilitate women employees in managing their motherhood and their career parallelly, the 'Birth & Beyond' has been introduced 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. Moreover, Parental leave for male employees has also been introduced, to promote gender parity.

Significant emphasis was also laid on raising employee awareness on health and wellness which caters to the physical, mental and emotional well-being of our employees.

7. Please indicate the Number of complaints relating to child labor, forced labor, involuntary labor, and sexual harassment in the last financial year and pending, as on the end of the financial year.

Sr. No.	Category	No. of complaints filed during financial year 2019-20	No. of complaints pending as on end of the financial year 2019-20
1	Child labor/forced labor/ involuntary labor	0	0
2	Sexual harassment	6	0
3	Discriminatory employment	0	0

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- (a) Permanent Employees: 100%
- (b) Permanent Women Employees: 100%
- (c) Casual/Temporary/Contractual Employees: 94%
- (d) Employees with Disabilities: 100%

PRINCIPLE 3: BUSINESSES SHOULD PROVIDE WELLBEING OF EMPLOYEES –

Please indicate the

1. Total number of employees	17,067
2. Total number of employees hired on temporary/ third party contractual/ casual basis	13,176
3. Number of permanent women employees.	328
4. Number of permanent employees with disabilities	1
5. Do you have an employee association that is recognised by management?	Yes#
6. What percentage of your permanent employees are members of this recognised employee association?	5.43%

* Includes employees on Company payroll, Fixed Term Contract ("FTC") and third-party contract payrolls;

** All third-party contractual employees;

Fixed Term Contract employees have formed a recognised employee associations at three locations – 51.7%

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 Customers, Vendors, Employees, Investors, Regulators and Local communities as key stakeholders.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders?

Yes.

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 3 avenues for the uplift and well being of disadvantaged and vulnerable communities

Project Samantar to address issues related to the Driver community with a focus on improving their health & safety, children's education as well as aspects that would enhance their pride in the profession and thereby their self-esteem.

- Gram Vikas - Adoption of one village at a time for a period of 3 years to provide holistic support and solutions to help them improve their standard of living.

- Contribution to Nanhi Kali for girl-child education

Details of each program has 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?

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 executed with all business partners.

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 financial year 2019-20 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.

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.

Being part of the Logistics Industry, the Company is conscious of its responsibility towards the environment. Resource efficiency and GHG Emission reduction, are therefore identified as part of the key material issues.

To further improve the focus in the area of GHG reduction, the company has made a commitment to Science Based Targets Initiative (SBTi) to restrict average global temperature rise to 2 degree Celsius in alignment of Paris Climate Change Agreement by the year 2033 and also become Carbon Neutral by the year 2040.

The key initiatives taken in each of the services to address global environment issues affecting climate change and global warming are:

Goods Transportation Services - Replacement of old vehicles with new vehicles, reduction of dry runs for vehicles, increase in capacity utilisation of vehicle, deployment of alternative fuel vehicles like CNG and electric vehicles in a phased manner where possible and progressive shift to rail transport from road transport.

Warehouse Management Services - Reduced energy consumption by shifting to LED lighting, infrastructure design to facilitate natural lighting and ventilation in certain facilities.

Enterprise Mobility Solutions - Replacement of old vehicles with new vehicles, reduction of dry runs for vehicles, increase in capacity utilisation of vehicle and deployment of alternative fuel vehicles like CNG and electric vehicles in a phased manner, where possible.

Under each of the Service verticals mentioned above, initiatives for resource efficiencies have been initiated for our own operations as well as the 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 a largest share of business of the Company, a Business Partners Management Cell has been set up, to help them to understand the advantages of business responsibility and adopt sustainable practices.
- The Company has baselined GHG emission intensity across the various transportation services of MLL barring subsidiary companies

Does the Company identify and assess potential environmental risks? Y/N

Yes

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 at present.

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, is 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 under 3 services have been taken.

Goods Transportation Services:

- Tracking and monitoring GHG emissions in all segments of transportation business
- Progressive shift to CNG vehicles,
- Shift in the mode of transport from road to rail.
- 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.

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 Solutions: 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 & 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.

NIL

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 the member of Confederation of Indian Industries (CII), Automotive, The Associated Chambers of Commerce and Industry of India (ASSOCHAM), The National Association of Software and Services Companies (NASSCOM) and the Indian Bank Association (IBA). The company is also an associate member under Logistics category of The Automotive Component Manufacturers Association of India (ACMA).

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 cutting across the entire industry, to drive positive change at the industry level on environmental, social and governance aspects. E.g. Standardisation - covering racking, handling, trucking and palletisation, etc., are taken.

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 has specified programs for inclusive growth and equitable development, which is part of the BRR policy. Our programs cover education, health and livelihood enhancement of youth, girl child, and development of rural communities with a focus on improving the quality of life for the driver community. The major initiatives undertaken during FY 2019-20 were:

A. Project Samantar:

MLL's flagship program designed to address the basic needs, of the Driver community e.g. working conditions, health & safety, enhanced capabilities etc. The initiatives under this program are designed based on the results of a need assessment by field experts and NGOs. The major programs under this project are:

- a. Providing basic en-route facilities, such as restrooms, drinking water, medical checkups etc. To ensure proper hygiene facilities. Seven 'Porta Cabins' equipped with sanitation, washroom and resting facilities have been set up at 6 locations, which are also maintained by the Company. Moreover, it is ensured that our drivers are allowed to use similar facilities set up at the customers' stock yards or factories.
- b. Setting up a Health clinic at the Nashik Velholi Park, at a junction having a large footfall of 2000+ drivers per month. Being a walk-in facility, the benefit is taken by 100% of the drivers who pass by the junction. This facility operates with the help of Magmo Welfare Sanstha, an NGO with expertise in healthcare.
- c. Awareness programs to employees and security personnel of the Customers to treat drivers with respect, at all operating sites, and thereby enhance their dignity.
- d. Safety & skills development through awareness, across identified accident hot-spots on highways and trainings at schools, colleges, community organisations, petrol pumps, dhabas etc. and building the emergency rescuing network on the route.
- e. Certification program under the Pradhan Mantri Kaushal Vikas Yojana (PMKVY). During the year, sessions were conducted at over 200 locations covering 5430 drivers, as against the target of 7,500. The trainings cover aspects of driving skills which enables employment

During the year 604 activities were conducted under Project Samantar to the benefit of 64,622 drivers. Most activities were done through the Employee Social Options (ESOPs) the Mahindra employee Volunteering program, where 31,713 man hours were deployed.

B. Gram Vikas:

Gram Vikas is a Village adoption program with holistic interventions for sustainable equitable development. After a need assessment, one village is chosen for adoption for a 3 year period. The first project was adoption of the Aware Village in Maharashtra in 2013 which was completed in 2017 followed by an impact assessment which showed positive outcomes.

Based on the learnings from the Aware project, Tembha Village, in Shahapur block, Thane District, was

adopted in 2017. The interventions that were carried out in Tembha during 2018-19 were:

- Water supply project, in water-stressed hamlets. Out of 18 hamlets identified, problems in 15 hamlets have been addressed.
- Renovation and comprehensive support for schools and Anganwadies, in the village.
- Hunger and malnutrition, programs like distribution of food grains & groceries, healthcare / sanitation awareness, eye checkup camps, dental check-up camps etc.
- Specific programs to address women's empowerment through skills training.

During the year 2019-20, 60 activities were carried out in the Tembha village covering 13,492 beneficiaries as against 39 activities and 13,402 beneficiaries in the previous year.

Employee commitments through ESOPs over the last 2 years was as follows :

	Activities	Employees	Manhours	Beneficiaries
F19 (2018 – 19)	123	2,535	10,277	20,544
F20 (2019 – 20)	183	3,581	16,131	77,417

2. Are the programs/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organisation?

The programs stated above are either implemented directly or through eligible NGOs having an established track record.

3. Have you done any impact assessment of your initiatives?

Impact assessments are done after completion of rural development project and after every three years for Driver's Welfare Programs. Last such assessments were carried out in 2017-2018, for the Aware village adoption project under the Gram Vikas program and the Driver's Welfare Program under Samantar, by the College of Social Work, Nirmala Niketan. The suggestions and recommendation were adopted and practiced in new village adopted by the Company i.e. Tembha as well as driver's welfare activities in the following years. For Project Nanhi Kali, 3rd party assessments are regularly done at the Group level.

C. Contribution to the 'Nanhi Kali' project, driven by Mahindra & Mahindra Limited: During the year 2356 girls were supported. The program provides educational and material support to underprivileged girls from poor urban, remote rural and conflict afflicted communities across India.

D. Other activities under ESOPs.

Besides committing time and effort in the above mentioned programs, volunteers in different locations also arranged programs locally pertaining to health camps for communities, education, tree plantations, blood donation, HIV awareness for drivers, Swachh Bharat Abhiyan etc. during the year. The employee commitment to ESOPs is reflected in the progressive increase in the number of Volunteers and the man-hours deployed, year on year.

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 2019-20 to community development projects amounted to ₹2.05 Crores. Details of investments in some of the major initiatives are as follows:

Project	Amount (₹ in Crores)
Nanhi Kali	1.25
Project Samantar and Gyandeep - Driver welfare programs	0.44
Gram Vikas - Village adoption	0.34
ESOPs - Employee Volunteerism	0.02
Total	2.05

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:

- ~ Under Gram Vikas, all initiatives under the project are rolled out with due consent of the Gram Panchayat and villagers, to ensure ownership of the project by the community. Moreover, on completion, every project is officially handed over to the Gram Panchayat with

necessary support and advise, for ongoing execution and maintenance.

- ~ In case of Samantar - the Diver Welfare program, initiatives are continuously reviewed and modified based on feedbacks from the beneficiaries.
- ~ Nanhi Kali project is driven by the Mahindra Group and necessary impact analysis carried out at the Group level.

All reports 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.

The status of customer complaints/consumer cases during the financial year 2019-20 is as under:

Complaints under	No. of Complaints Received	No. of Complaints Resolved	No. of Complaints pending	% of complaints pending
Goods Transport Services and Warehouse Management Services	331	331	-	-
Enterprise Mobility Solutions	54	54	-	-
Total	385	385	-	-

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)

Not Applicable.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

NIL

4. Did your Company carry out any consumer survey/ consumer satisfaction trends?

Yes, the Company has been carrying out Annual Customer Satisfaction Survey through an external agency from the financial year 18 -19 onwards. This is a detailed survey to understand the voice of customers on rational measures and emotional measures. It covers different aspects such as service delivery, customer engagement, sales process, billing process, problem occurrence & resolution etc. The overall satisfaction score achieved by the company for FY 19-20 is 3.82 on a 5scale rating with customer expectation managed well.

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 its values and its ethical business conduct. At Mahindra Logistics Limited (“the Company” or “your Company” or “our Company” or “we”), we endeavor to follow the highest standards of governance as practiced across the Mahindra Group. It is our firm conviction that good corporate governance emerges from the application of contemporary management practices, compliance with all laws, coupled with integrity, transparency, accountability and business ethics. We follow fair, transparent and ethical governance processes and practices embedded in the culture of our Company and the Mahindra Group, which ensures that the interest of all the stakeholders are respected in a balanced and transparent manner.

The Company also 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

Your 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 2019-20, is given hereunder.

I. BOARD OF DIRECTORS

The Board of Directors of your Company (“the Board”) is entrusted with the ultimate responsibility for the management, general affairs, direction and performance of the Company and has been 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 your 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”).

As on March 31, 2020, the Board of your Company comprised of eight (8) Directors consisting of a Non-Executive Chairman, a Managing Director & Chief Executive Officer (“CEO”), two (2) Non-Executive Directors, and four (4) Independent Directors, of whom one (1) is a Women Director. The Board of your Company represents an optimal mix of professionalism, knowledge and experience that enables the Board to discharge its responsibilities efficiently and provide effective leadership to the business.

Mr. V. S. Parthasarathy, Non-Executive Non-Independent Director is the Chairman of the Board and Mr. Rampraveen Swaminathan is the Managing Director & CEO of the Company.

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. Hence in accordance with the SEBI Listing Regulations, one-half (i.e. 50%) of the total number of Directors on the Board of the Company are Independent Directors. The Chairman is not related to the Managing Director & CEO or any other Director of the Company.

Inter-se relationship and shareholding of Directors

None of the Directors of your Company are inter-se related to each other or hold any equity shares of the Company. The Company has not issued any convertible instruments.

Declaration from Independent Directors

The Board of your Company consists of four (4) Independent Directors, including a Women Director as on March 31, 2020.

All the Independent Directors on the Board of your Company have confirmed that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The maximum tenure of the Independent Directors is in compliance with the provisions of the SEBI Listing Regulations and the Act. No Independent Director has been appointed or re-appointed and none have resigned during the financial year under review.

The Board of your Company has carried out an assessment of the declarations and confirmations submitted by the Independent Directors of the Company and after

undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of your Company fulfill the conditions specified in the SEBI Listing Regulations and the Act and are independent of the management.

Independent Director 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 have registered themselves with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (“IICA”). Requisite disclosures have been received from the Independent Directors in this regard.

The Independent Directors, unless exempted, are required to pass an online proficiency self-assessment test conducted by IICA within one year from the date of their registration on IICA databank.

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/or the Committees of other companies, from time to time. On the basis of such disclosures, it is confirmed that as on March 31, 2020, none of the Directors of your Company:-

- i. Hold Directorship positions in more than twenty (20) companies (including ten (10) public limited companies and seven (7) listed companies);
- ii. Act as an Independent Director in more than seven (7) listed companies, or in more than three (3) listed companies, in case they serve as a whole-time director in any listed company;
- iii. Is a Member of more than ten (10) committees and Chairman of more than five (5) committees, across all the Indian public limited companies in which he/she is a Director;

For the purpose of determination of committee position limits, chairpersonship and membership of the Audit Committee and the Stakeholders’ Relationship Committee have been considered in terms of Regulation 26 of the SEBI Listing Regulations.

Changes in Board composition

Appointment of Directors

During the financial year under review, the Board of the Company, on the recommendations of the Nomination and Remuneration Committee (“NRC”), *inter-alia*, approved the

following appointments on the Board, subject to approval of Shareholders of the Company.

Mr. V. S. Parthasarathy, Non-Executive Director and Chairman

The Board of your Company appointed Mr. V. S. Parthasarathy (DIN:00125299) as an Additional and Non-Executive (Non-Independent) Director, liable to retire by rotation and the Chairman of the Board of the Company with effect from March 25, 2020. Mr. V. S. Parthasarathy holds office as an Additional Director up to the date of the ensuing Annual General Meeting (“AGM”) of the Company.

The Company has received the requisite notice in writing from a Member under Section 160 of the Act proposing the appointment of Mr. V. S. Parthasarathy as a Non-Executive Director of the Company. The Board of your Company recommends the appointment of Mr. V. S. Parthasarathy as a Non-Executive Director at the ensuing AGM.

Mr. V. S. Parthasarathy is not inter-se related to any other Director and nor does he hold any equity shares of the Company.

Brief Profile

Mr. V. S. Parthasarathy, Chairman of the Board is a much awarded professional, a thought leader and a votary of transformational changes with over 3 decades of experience.

With effect from April 1, 2020, Mr. Parthasarathy was appointed as the President of the newly created Mobility Services Sector of the Mahindra Group. He is a Member of the Group Executive Board of the Mahindra Group, and on the Board of listed Mahindra Group companies viz. Tech Mahindra Limited, Mahindra & Mahindra Financial Services Limited, Mahindra Holidays and Resorts India Limited, CIE Automotive S.A. Spain as well as other entities including Smartshift Logistics, Meru Travel Solutions, Mahindra First Choice Services, etc.

Mr. Parthasarathy began his career with Modi Xerox as a Management Trainee. Before joining M&M in 2000, he was the Associate Director at Xerox. Mr. Parthasarathy’s journey at M&M began with an HR stint where he brought about organisational transformation – performance management system, policy deployment, strategic planning – and journeyed through Deming Prize. He later spearheaded functions like Finance, M&A, IT and International Business, prior to being the Group CFO and the Group CIO at M&M until March 31, 2020. His areas of expertise include organisational transformation, leadership, strategic planning, finance, international operations, etc.

He is a well-recognised speaker in the fields of finance and IT. He was awarded with the Lifetime Achievement awards for both his CFO and CIO roles. He is also the recipient of the BusinessWorld - Yes Bank Hall of Fame Award, Best CFO of India Award by IMA, Corporate Excellence Awards and Digital Icon of India Award by HPE.

Mr. Parthasarathy is the President of the Bombay Chamber of Commerce & Industry (BCCI) and the Chairman of the

FICCI CFO Council. He runs for Nanhi Kali (the Girl Child Education NGO) at Mumbai Marathon as a Change Legend.

He holds a bachelor’s degree in Commerce, is a Fellow Member of the Institute of Chartered Accountants of India, and a Member of the Institute of Chartered Accountants of England and Wales. He is an alumnus of Harvard’s Advanced Management Program (2011).

Directorship and Committee positions of Mr. V. S. Parthasarathy as on March 31, 2020 is given hereunder:

Directorships in Indian companies*	Chairman in the Committees of the Board of companies in which he is a Director*	Membership in the Committees of the Board of companies in which he is a Director*
Mahindra Holidays and Resorts India Limited	-	1. Audit Committee 2. Stakeholders Relationship Committee 3. Corporate Social Responsibility Committee 4. Securities Allotment Committee
Mahindra Logistics Limited – Chairman	-	Nomination and Remuneration Committee
Tech Mahindra Limited	-	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee 6. Investment Committee 7. Securities Allotment Committee
Mahindra & Mahindra Financial Services Limited	-	1. Audit Committee 2. Nomination and Remuneration Committee 3. Risk Management Committee 4. Asset Liability (ALCO) Committee 5. Committee for Strategic Investments
Mahindra Electric Mobility Limited	Audit Committee	Nomination and Remuneration Committee
Mahindra First Choice Services Limited	-	-
Mahindra First Choice Wheels Limited	-	-
Mahindra eMarket Limited – Chairman	-	-
Fifth Gear Ventures Limited	-	-
Smartshift Logistics Solutions Private Limited – Chairman	-	-
New Democratic Electoral Trust	-	-
Bombay Chamber of Commerce & Industry	-	-

* includes positions held in your Company.

Mr. Rampraveen Swaminathan, Managing Director & CEO

Mr. Rampraveen Swaminathan (DIN:01300682) was appointed as the CEO and Key Managerial Personnel of the Company with effect from October 1, 2019. The Board at its Meeting held on February 4, 2020, basis recommendation of the NRC, inducted him on the Board of your Company as an Additional Director and a Managing Director and re-designated him as the Managing Director & CEO of the Company for a period of five (5) years commencing from February 4, 2020 to February 3, 2025 (both days

inclusive), liable to retire by rotation. He holds office as an Additional Director of the Company up to the ensuing AGM of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Rampraveen Swaminathan as a Director of the Company. The Board of your Company recommends the appointment of Mr. Rampraveen Swaminathan as a Managing Director & CEO of the Company at the ensuing AGM.

Mr. Rampraveen Swaminathan is not inter-se related to any other Director and nor does he hold any equity shares of the Company.

Brief Profile

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 Limited, a listed company. His areas of expertise include strategy and planning, business management, international operations and operations transformation, etc.

Directorship and Committee positions of Mr. Rampraveen Swaminathan as on March 31, 2020 is given hereunder:

Directorships in Indian companies*	Chairman in the Committees of the Board of companies in which he is a Director*	Membership in the Committees of the Board of companies in which he is a Director*
Mahindra Logistics Limited	-	1. Risk Management Committee 2. Investment Committee
Dodla Dairy Limited	-	-
Lords Freight (India) Private Limited	-	Nomination and Remuneration Committee

* includes positions held in your Company

Director seeking re-appointment

Mr. Parag Shah

In terms of Section 152 of the Act, Mr. Parag Shah (DIN:00374944), Non-Executive Director of the Company is liable to retire by rotation at the ensuing AGM of your Company and being eligible, has offered himself for re-appointment.

Mr. Parag Shah is not inter-se related to any other Director and nor does he hold any equity shares of the Company.

Brief Profile

Mr. Parag Shah has experience of over 2 decades in building new businesses, startups, turn arounds, joint ventures and mergers and acquisitions across the Mahindra Group. Currently he is the Managing Partner and Co-Head of Mahindra Partners Division of M&M.

Prior to his current assignment, he was involved in new business development and strategy for the Mahindra Group. He was also Chief Executive Officer of Officemart India.com Limited, a consulting & e-commerce company within the Group. Before joining the Mahindra Group in 1999, Mr. Parag Shah was Managing Director of Systems Marketing India Private Limited, a private business with

He serves as a Non-Executive Director on the Board of Lords Freight (India) Private Limited, a subsidiary of the Company. He is also an Independent Director on the Board of Dodla Dairy Limited.

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 a 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 Harvard's Executive Strategy Program (2007).

interests in Manufacturing, Investment Banking and Trading. He is a Director on several Mahindra Group companies including Mahindra Intertrade, Mahindra Susten, Mahindra Vehicle Manufacturers and also serves as an Independent Director on the Board of HDFC Asset Management Company Limited, a Listed Company. His areas of expertise include private equity, venture capital, investment management, strategy and planning, etc.

He was also a founder Director of "Executives Without Borders", an NGO based in the USA. He was recognised by the Economic Times and Spencer Stuart as India's Top 40 Business Leaders under the age of 40 years.

Mr. Parag Shah is also affiliated with various non-governmental organisations such as Sabarkanta Relief Samiti and S&G Charitable Trust. He has also been a member of the FICCI - Solar Energy Task Force Committee, the India Israel forum and CII National Committee on Private Equity & Venture Capital.

He holds a BSc Degree in Computer Engineering from the Illinois Institute of Technology with special electives in Psychology and Manufacturing Technology. He is also a graduate of the General Management Program from the Harvard Business School (2007).

Directorship and Committee positions of Mr. Parag Shah as on March 31, 2020 is given hereunder:

Directorships in Indian companies*	Chairman in the Committees of the Board of companies in which he is a Director*	Membership in the Committees of the Board of companies in which he is a Director*
Mahindra Logistics Limited	-	1. Nomination and Remuneration Committee 2. Stakeholders Relationship Committee 3. Risk Management Committee 4. Corporate Social Responsibility Committee 5. Investment Committee
HDFC Asset Management Company Limited	-	Nomination and Remuneration Committee
Mahindra Susten Private Limited	-	1. Finance and Accounts Audit Committee 2. MSPL ESOP Committee
Lords Freight (India) Private Limited	-	Audit Committee
Mahindra Retail Limited	-	-
Mahindra Intertrade Limited	-	-
New Delhi Centre for Sight Limited	-	-
Mahindra Vehicle Manufacturers Limited	-	-
Mahindra Consulting Engineers Limited	-	-
PSL Media & Communications Limited	-	-
The Indian and Eastern Engineer Company Private Limited	-	-
Mahindra Marine Private Limited	-	-

* includes positions held in your Company

Mr. S. Durgashankar, Non-Executive Director

Mr. S. Durgashankar (DIN:00044713) was appointed as an Additional and Non-Executive (Non-Independent) Director, liable to retire by rotation, with effect from May 7, 2019. Mr. Durgashankar is not inter-se related to any other Director and nor does he hold any equity shares of the Company.

The Members, at the 12th AGM of the Company held on August 1, 2019, have accorded their approval for his appointment as a Non-Executive Director of the Company.

Cessations

Mr. Zoooben Bhiwandiwala, Chairman and Non-Executive Director

Mr. Zoooben Bhiwandiwala (DIN:00110373), Non-Executive Director and the erstwhile Chairman of the Board of the Company stepped down from the Board of your Company with effect from the close of business hours of March 24, 2020 consequent to the leadership changes at M&M, Holding Company of your Company. He also ceased to be Member of the NRC of the Board of the Company from the said date.

Mr. Bhiwandiwala joined the Board of your Company in the year 2009 and was elevated as the Chairman of the Board in 2017 and since then he has significantly contributed to the functioning of the Board and its Committees. Mr. Bhiwandiwala was instrumental in shaping the growth strategy of the Company over the past decade and has set high standards of Corporate Governance.

Mr. Sunish Sharma, Non-Executive Nominee Director

Pursuant to the Investment Agreement executed between M&M, Normandy Holdings Limited ("Normandy") and Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1 ("Kedaara"), (Normandy and Kedaara are collectively referred to as "Investors") and the Company, the Investors had a right to nominate Non-Executive Directors on the Board of the Company basis their shareholding in the Company.

Consequent to the sale of the entire shareholding in the Company by the Investors during the financial year under review, Mr. Sunish Sharma (DIN:00274432), Non-Executive Nominee Director in consultation with the Investors, tendered his resignation from the Board of your Company with effect from June 6, 2019.

Mr. Chandrasekar Kandasamy, Non-Executive Director

Mr. Chandrasekar Kandasamy (DIN:01084215), Non-Executive Director of the Company resigned from the Board of the Company with effect from May 7, 2019 consequent to his retirement from the services of M&M.

The Board places on record their sincere gratitude and deep appreciation to Mr. Zoooben Bhiwandiwala, Mr. Sunish Sharma and Mr. Chandrasekar Kandasamy for their invaluable contributions during their association with the Company.

Board Composition as on March 31, 2020

The details of the composition of the Board of your Company comprising of names, categories, DIN and the number of Directorships and Committee positions and Directorship in other listed entities as on March 31, 2020 is given below:

Name of Director	Director Identification Number (DIN)	Age (in years)	Original date of appointment	Total number of Directorships*, Committee Chairmanships and Memberships** of public limited companies as on March 31, 2020			Name and category of Directorship held in other listed entities
				Directorships	Committee Chairmanships	Committee Memberships	
Non-Executive Non-Independent Chairman							
Mr. V. S. Parthasarathy#^	00125299	57	March 25, 2020	9	1	6	Non-Executive Non-Independent Director: 1. Mahindra Holidays & Resorts India Limited 2. Tech Mahindra Limited 3. Mahindra & Mahindra Financial Services Limited
Managing Director & CEO							
Mr. Rampraveen Swaminathan@	01300682	45	February 4, 2020	3	0	0	-
Non-Executive Non-Independent Directors							
Mr. S. Durgashankar^	00044713	60	May 7, 2019	9	1	7	Non-Executive Non-Independent Director: 1. Mahindra EPC Irrigation Limited 2. Swaraj Engines Limited 3. Mahindra Rural Housing Finance Limited (<i>Debt listed</i>)
Mr. Parag Shah^	00374944	44	April 28, 2009	10	0	2	Independent Director: 1. HDFC Asset Management Company Limited
Independent Directors							
Ms. Avani Davda	07504739	41	June 6, 2018	1	0	1	-
Mr. Ajay Mehta	07102804	59	March 27, 2015	4	3	4	-
Mr. Darius Pandole	00727320	53	July 25, 2017	4	1	3	Independent Director: 1. Fairchem Speciality Limited Non-Executive Nominee Director: 1. Spandana Sphoorty Financial Limited
Mr. Ranu Vohra	00153547	48	July 25, 2017	2	0	0	Non-Executive Non-Independent Director: 1. Avendus Finance Private Limited (<i>Debt listed</i>)

* Excludes private limited companies, limited liability partnerships, foreign companies, companies registered under Section 8 of the Act and government bodies and includes Directorship in your Company and in debt listed company;

** Committees considered are Audit Committee and Stakeholders' Relationship Committee of public limited companies including that of your Company. Audit or Stakeholders Relationship Committee Membership(s) count includes the count of a Chairperson as well;

^ Employee of Mahindra & Mahindra Limited, Promoter of the Company;

Appointed as Additional and Non-Executive Director and Chairman of the Board with effect from March 25, 2020;

@ Appointed as an Additional Director and Managing Director and re-designated as Managing Director & CEO with effect from February 4, 2020;

B. Core skills/expertise/competencies of the Board

The Board of your Company, on the recommendation of the NRC, has adopted a Board Skill Matrix which identifies the core skills/expertise/competencies required in context of the business and sector of the Company. The Board should collectively possess the skills and experience listed in the Board Skills Matrix.

The Board of your Company comprises of qualified individuals who collectively possess the skills, competencies and experience across diverse fields that enable them to make effective contributions to the Board and its Committees.

In terms of the requirements of the SEBI Listing Regulations, the Board has identified the following core skills/expertise/competencies of the Directors in the context of the Company's business for effective functioning and these are currently available with the Board:

Skill	Description
Member, Community and Stakeholder Engagement	- Good reputation and established networks in the industry, consumer or business groups, and the ability to effectively engage and communicate with key stakeholders; - Experience in managing government relations and industry advocacy strategies.
Leadership and Board experience	- 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.
M&A	- Experience in restructuring and implementation of M&A, cross border arrangements, joint ventures.
Strategic Thinking	- Experience in developing and implementing strategies in context with the policies and business objectives, whilst also bearing in mind the shareholders' best interests.
Corporate governance expertise	- Having essential governance knowledge and understanding for maintaining high ethical standards taking into account the interests of all stakeholders.
Financial Acumen	- Experience in accounting, taxation, financial management; - Oversight of Risk management, Banking, treasury, fund raising, private equity, venture capital investments and internal controls.
Business Acumen	- Experience in general corporate and business management, developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation; - A broad range of commercial/business/entrepreneurial experience, in areas including communications, marketing, branding and business systems, practices and improvement.
Industry and sector experience or knowledge	- Oversight and knowledge of the logistics / similar industries in which the Company operates; - Broad perspective on global markets and opportunities.
Technology & Digitisation	- 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.

Director Skillsets Mapping



a competitive advantage. A truly diverse Board will include and make good use of 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 brief profiles of the present Directors of your Company forming part of this Annual Report, gives an insight into the education, expertise, skills and experience of Directors, 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://www.mahindralogistics.com/investor/group-overview>

Board Diversity

The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining

C. BOARD PROCEDURE

Your 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 (4) times in a financial year with a maximum time gap of not more than 120 days between two (2) consecutive Meetings. Additional Meetings of the Board/Committee(s) 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 Meeting(s) of your Company is in compliance with the applicable provisions of the Act, SS-1 and the SEBI Listing Regulations.

The date of all the Board and Committee Meetings are decided and communicated to the Directors well in advance. Video conferencing facilities are provided to enable Directors who are unable to attend the meeting in person to participate in the meeting electronically.

Agenda of Meetings

For all Board and Committee Meetings, a detailed Agenda, setting out the businesses to be transacted thereat, supported by detailed explanatory notes, is circulated at least seven (7) days in advance to the Directors and the Committee Members, except in case of Board/Committee Meetings held at shorter notice for urgent proposals, in compliance with Section 173 of the Act and SS-1.

The agenda and proposals of the Board and the Committee Meeting are prepared in consultation with the Chairman, the Managing Director & CEO and the Chief Financial Officer ("CFO") and shared with the Chairperson of respective Committees for their review and approval prior to circulation to all Members. Members of the Board have complete freedom to express their views on the agenda items.

Secured Electronic Board Portal

The Company has a 'Board Portal', which is a secured web based portal that acts as a central repository for Board Members to access Board related papers/presentations/agendas/notes of Board and Committee Meetings and is also a common platform for communication amongst the Board Members. The Board portal also contains 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 every Meeting on the overall performance of the Company, followed by presentations by the functional/vertical head(s) of the Company. These presentations include reports on the performance of the Company's subsidiaries/joint venture, presentations on business functions/verticals performance viz. Sales, Human Resources, Information Technology, Marketing etc. and also include a review of key sales wins, sales pipeline, awards and recognitions, business/vertical wise financial performance, key ratios etc. The Board also places significant emphasis and reviews the Safety, Corporate Social Responsibility ("CSR") and Sustainability initiatives, along with a detailed monitoring of the Risk Evaluation Framework.

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, safety, investors' grievances, 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/CEO, CSR plans and spends 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, major 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, report on compliances under Code of Conduct for Prevention of Insider Trading in securities of the Company adopted by the Company pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Board sets annual performance goals and objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and the individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing stakeholder value.

Apart from the Board Members, the Board and Committee Meetings are generally attended by the CFO of the Company and wherever required by the Company's vertical/function head(s).

The Company Secretary of the Company acts as the Secretary to the Board and its Committees and is present at Board and Committee Meetings to apprise and advise the Members on compliances, governance and applicable laws.

Details of attendance of Directors at Board Meetings held during the financial year under review and the previous AGM is as under:

Name of the Director	Meetings and attendance	% attendance [^]	Attendance at 2019 AGM
Mr. Zhooben Bhiwandiwalaw [¥]	5 out of 6	83.33%	✓
Mr. V. S. Parthasarathy [*]	NA	NA	NA
Mr. Rampraveen Swaminathan [#]	2 out of 2	100%	NA
Mr. Parag Shah	5 out of 6	83.33%	✓
Mr. S. Durgashankar	4 out of 5	80%	✓
Mr. Ajay Mehta	6 out of 6	100%	✓
Mr. Darius Pandole	6 out of 6	100%	✓
Mr. Ranu Vohra	6 out of 6	100%	X
Ms. Avani Davda	6 out of 6	100%	✓
Mr. Sunish Sharma [@]	1 out of 1	100%	NA
Mr. Chandrasekar Kandasamy ^{\$}	1 out of 1	100%	NA

[¥] Ceased to be Director effective close of business hours of March 24, 2020;

^{*} Appointed as Non-Executive Director & Chairman with effect from March 25, 2020;

[#] Appointed as Managing Director & CEO with effect from February 4, 2020;

[@] Ceased to be Director effective June 6, 2019;

^{\$} Ceased to be Director effective May 7, 2019;

[^] Percentage is calculated for Meetings attended during the Directors' tenure.

Meeting of Independent Directors

The Independent Directors of your Company meet on a periodical basis (at least once in a financial year) without the presence of Non-Independent Directors, or any other Management Personnel 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 and the Chairman of the Company (taking into account the views of the other Executive and Non-

Post meeting follow up procedure

An Action Taken Report on the key decisions taken/suggestions made at Meetings is recorded and status and update thereof is placed and discussed at the subsequent meetings of the Board/the Committee for its review.

D. MEETINGS AND ATTENDANCE

During the financial year ended March 31, 2020, six (6) Board Meetings were held on May 7, 2019, July 10, 2019, August 1, 2019, November 4, 2019, February 4, 2020 and March 24, 2020. Necessary quorum was present at all Meetings and the gap between two Meetings did not exceed 120 days. The 12th AGM of your Company was held on August 1, 2019.

Executive Directors) and to assess 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.

During the financial year under review, the Independent Directors of the Company met twice i.e. on May 7, 2019 and February 4, 2020. Details of the Independent Director meetings held during the financial year under review and their attendance thereat is as under:

Name of the Independent Director	Meetings and attendance	% attendance [^]
Mr. Ajay Mehta	2 out of 2	100%
Mr. Darius Pandole		
Mr. Ranu Vohra		
Ms. Avani Davda		

[^] Percentage is calculated for Meetings attended during the Directors' tenure.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole. Inputs and suggestions received from the Independent Directors were considered at the Board meeting and have been implemented.

E. CODE OF CONDUCT

In compliance with Regulations 17(5) and 26(3) of the SEBI Listing Regulations, the Board of your Company has laid down two separate Codes of Conduct, one for the Board Members and the other for the Senior Management and Employees of the Company. These Codes have been posted on the Company's website at <https://www.mahindralogistics.com/investor/governance>

The Company has also adopted a Code for Independent Directors which is a guide to professional conduct for the Independent Directors of the Company pursuant to Section 149(8) and Schedule IV of the Act.

The Company introduced an online utility for submission of confirmation to the Code of Conduct by its employees and senior management for the financial year under review. The Senior Management of your 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.

As required by Regulation 34 read with Schedule V of the SEBI Listing Regulations, Mr. Rampraveen Swaminathan, Managing Director & CEO of the Company, has given a declaration stating 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 which 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, the 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

Pursuant to the applicable provisions of the SEBI Listing Regulations and the Act, an annual performance evaluation was carried out by the Board and the Independent Directors of the Company of its performance as well as of the working of its Committees and Individual Directors, including the Chairman of the Board in line with the criteria and methodology of performance evaluation approved by the NRC. The NRC reviewed the implementation and compliance of the evaluation exercise done. The questionnaires for performance evaluation are in alignment with the guidance note on Board evaluation issued by the Securities and Exchange Board of India ("SEBI"), vide its circular dated January 5, 2017.

Feedback for each of the evaluations was sought by way of an internal structured questionnaire through a secured electronic portal whereby the evaluators were provided with a link and password for accessing the questionnaires and submitting their feedback/comments.

The performance evaluation parameters covered 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, the Board's functioning such as Board effectiveness, Board meetings, quantity and timeliness of the information flow between Board members and management, composition and member participation, quality and transparency of discussions, time devoted by the Board to strategy, etc., based on the criteria approved by the NRC. The evaluators were also able to give qualitative feedback and comments apart from responding to the questionnaire.

Outcome and results of evaluation

The outcome of the performance evaluation for the financial year under review were discussed by the NRC, the Board and Independent Directors at their respective Meetings.

The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise done and the results/outcome of the evaluation process.

The evaluation exercise concluded that the Board processes/functioning, free flowing discussions at Board meetings, and intervals at which board and committee meetings were conducted was very satisfactory, and the Board has functioned in a cohesive, transparent manner, with high standards of integrity and fairness. Timely circulation of the agenda and minutes of the Board/ Committee Meetings was also appreciated.

The Board also noted the key improvement areas emerging from this exercise. Suggestions for improvement have been taken up for further action.

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. Your Company conducts induction and familiarisation programs for the Independent Directors and other Directors joining the Board, to familiarise them with the Company, its management and its operations.

The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various 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. As per Regulation 46(2) of the SEBI Listing Regulations, the terms and conditions of appointment of the Independent Directors is available on the Company's website at: https://www.mahindralogistics.com/media/pdf_files/terms-and--b8a3c798d52fffc.pdf.

Details of familiarisation programs imparted to the Independent Directors of the Company is given hereunder:

Name of Independent Directors	No of Programmes attended		No. of hours spent	
	During the FY 2019-20	From April 1, 2015 till March 31, 2020 (Cumulative)	During the FY 2019-20	From April 1, 2015 till March 31, 2020 (Cumulative)
Mr. Ajay Mehta	13	39	20	54
Mr. Ranu Vohra	13	23	17	35
Mr. Darius Pandole	15	27	20	41
Ms. Avani Davda	12	18	20	34

Detailed disclosure in this regard in accordance with the requirements of the SEBI Listing Regulations is uploaded and available on the Company's website and can be accessed at the weblink: https://www.mahindralogistics.com/media/pdf_files/familiariz-382dcb0d7768c99.pdf

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 and terms of reference of the Committees, board procedures, management strategies etc.

The Directors are continuously apprised at every quarterly meeting by way of strategic presentations on details on Industry outlook, regulatory updates with respect to the Act, the SEBI Listing Regulations and other matters, presentations on Internal Control over Financial Reporting, succession planning, strategic investments, risks involved, new initiatives, etc. This also gives an opportunity for the Directors to interact with Senior Management of the Company. In addition, the Directors are briefed on their specific responsibilities and duties that may arise from time to time. The Statutory Auditors, and Senior Management of the Company also make presentations to the Board of Directors with regard to regulatory changes from time to time.

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 and Presentations;
- Code of Conduct for Directors;
- Terms and conditions of appointment of the Independent Directors.

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 and distinct terms of reference, role 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

REPORT ON CORPORATE GOVERNANCE CONTINUED

supervision of the Board. The minutes of the Meetings of all Committees of the Board are placed before the Board for its perusal on a quarterly basis.

The Board also periodically reviews the composition and the terms of reference of its Committees in order to comply with any amendments/modifications to the

The Company currently has 6 (six) Committees of the Board, namely, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, Stakeholders's Relationship Committee, and an Investment Committee. These Committees assist the Board in discharging its specific functions in which more focused and extensive discussions are required. Summary of the Committees and their constitution is hereunder:

Board Committee	V. S. Parthasarathy	Rampraveen Swaminathan	Parag Shah	S. Durgashankar	Ajay Mehta	Darius Pandole	Ranu Vohra	Avani Davda	Yogesh Patel, CFO
Audit Committee	PI	-	PI	M	C	M	-	M	-
Nomination and Remuneration Committee	M	-	M	-	M	C	M	-	-
Risk Management Committee	-	M	M	-	-	-	M	C	M
Stakeholders' Relationship Committee	-	-	M	M	-	C	-	-	-
Corporate Social Responsibility Committee	PI	-	M	M	-	-	C	-	-
Investment Committee	-	M	M	-	-	C	-	-	-

C= Chairperson; M = Member; PI = Permanent Invitee

Details of the Statutory Committees of the Board are elaborated below:

a. Audit Committee Constitution

Your Company has a qualified and an independent Audit Committee, which acts as a link between the Management, the Statutory and Internal Auditors and the Board.

The Audit Committee of the Board is constituted in line with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations, and as on March 31, 2020 comprises of four (4) Non-Executive Directors, of whom three (3) (i.e. more than 2/3rd), including the Chairman are Independent Directors.

All the Members of the Committee possess strong accounting and related financial management expertise.

provisions relating to composition of Committees under the SEBI Listing Regulations, the Act and the Rules framed thereunder. Each of 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.

Mr. V. S. Parthasarathy, Chairman and Mr. Parag Shah, Non-Executive Director of the Company are permanent invitees to the Meetings of the Audit Committee. In addition, the Managing Director & CEO and the CFO of the Company are also invited to and attend all the Audit Committee Meetings. The Statutory Auditors and the Internal Auditors are invited to attend the Audit Committee Meetings, when their respective reports are being presented to and considered by the Audit Committee.

The Audit Committee also periodically meets the Statutory Auditors of the Company without presence of the Management of the Company to assess the effectiveness of the audit processes and address any concerns.

The Company Secretary of the Company acts as the Secretary to the Audit Committee.

Changes in constitution

Member	Ceased/Inducted	Reason for change	Date of cessation/induction
Mr. Chandrasekar Kandasamy	Ceased to be Member	Consequent to his resignation	May 7, 2019
Mr. Ranu Vohra	Ceased to be Member	Due to pre-occupation	
Mr. S. Durgashankar	Inducted as Member	Consequent to his appointment on the Board	

Audit Committee Meetings

During the financial year 2019-20, the Audit Committee met five (5) times i.e. on May 7, 2019, August 1, 2019, November 4, 2019, February 4, 2020

and March 24, 2020. Necessary quorum was present at all Meetings and the gap between two Meetings did not exceed 120 days.

Details of the Audit Committee composition, meetings held during the financial year under review and the attendance of the Audit Committee Members thereat is given hereunder:

Audit Committee Members	Category of Non-Executive Directors	Position held	Meetings and attendance	% Attendance [^]
Mr. Ajay Mehta	Independent	Chairman	5 out of 5	100%
Mr. Darius Pandole	Independent	Member	5 out of 5	
Ms. Avani Davda	Independent	Member	5 out of 5	
Mr. S. Durgashankar [#]	Non-Independent	Member	4 out of 4	
Mr. Chandrasekar Kandasamy [*]	Non-Independent	Member	1 out of 1	
Mr. Ranu Vohra [*]	Independent	Member	1 out of 1	

[#] Appointed as Member with effect from May 7, 2019;

^{*} Ceased to be Member effective May 7, 2019;

[^] Percentage is calculated for Meetings attended during the Directors' tenure.

Terms of reference

The terms of reference of the Audit Committee is in line with the requirements of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. All items listed in Part C of Schedule II of the SEBI Listing Regulations are covered in the terms of reference. Besides having access to all the required information from and within the Company, the Audit Committee can obtain external professional advice whenever required and is empowered with all powers prescribed in Regulation 18(2) of the SEBI Listing Regulations.

Detailed terms of reference of the Audit Committee and matters considered and reviewed by it, as applicable during the financial year under review is given under **Annexure B** at the end of this report. During the financial year under review, there was no change in the terms of reference of the Audit Committee.

Review of matters by the Audit Committee

The Audit Committee on a quarterly basis review's compliance in respect of the Company's Code of

Conduct for Prevention of Insider Trading in securities of Mahindra Logistics Limited and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations").

During the financial year under review, the Audit Committee reviewed the internal controls put in place to ensure that the accounts of your Company are properly maintained and that the accounting transactions are in accordance with the prevailing laws and regulations. The Committee has also reviewed and ensured that systems for internal controls for prevention of Insider Trading are adequate and are operating effectively in compliance with the SEBI Insider Trading Regulations. Based on the results of such assessments carried out by Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed. Your 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 your Company's operations and financial reporting objectives.

b. Nomination and Remuneration Committee Constitution

The NRC of the Board is constituted in compliance with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

As on the date of this report, the NRC comprises of five (5) Non-Executive Directors, of whom three (3) i.e. more

than one-half including the Chairman, are Independent Directors. The Company Secretary of the Company acts as Secretary to the NRC.

In addition to the Committee Members, the Managing Director & CEO and the HR head of the Company are invited to the NRC Meetings when relevant matters such as succession planning, HR update, ESOP related matters, remuneration to Senior Management Personnel etc. are being presented to and considered by the NRC.

Changes in constitution

Member	Ceased/Inducted	Reason for change	Date of cessation/induction
Mr. Chandrasekar Kandasamy	Ceased to be Member	Consequent to his resignation	May 7, 2019
Mr. Zhooben Bhiwandiwala	Ceased to be Member	Consequent to his resignation	March 24, 2020
Mr. V. S. Parthasarathy	Inducted as Member	Consequent to his appointment on Board	March 25, 2020

NRC Meetings

The NRC met six (6) times during the financial year under review i.e. on May 7, 2019, July 10, 2019, August 1, 2019, November 4, 2019, February 4, 2020 and March 24, 2020. The necessary quorum was present at all Meetings.

Details of the NRC composition, meetings held during the financial year under review and the attendance of the NRC Members thereat is given hereunder:

NRC Members	Category of Non-Executive Directors	Position held	Meetings and attendance	% attendance [^]
Mr. Darius Pandole	Independent	Chairman	6 out of 6	100%
Mr. Ajay Mehta	Independent	Member	6 out of 6	100%
Mr. Ranu Vohra	Independent	Member	6 out of 6	100%
Mr. Zhooben Bhiwandiwala*	Non-Independent	Member	5 out of 6	83.33%
Mr. Parag Shah	Non-Independent	Member	5 out of 6	83.33%
Mr. Chandrasekar Kandasamy [#]	Non-Independent	Member	1 out of 1	100%
Mr. V. S. Parthasarathy ^{\$}	Non-Independent	Member	NA	NA

* ceased to be Member w.e.f. the close of business hours of March 24, 2020;

ceased to be Member w.e.f. May 7, 2019;

\$ Appointed as Member w.e.f. March 25, 2020;

[^] Percentage is calculated for Meetings attended during the Directors' tenure.

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. Detailed terms of reference of the NRC and matters considered and reviewed by the NRC, as applicable during the financial year under review is given in **Annexure B** at the end of this report.

During the financial year under review, there was no change in the terms of reference of the NRC.

The NRC also administers the Company's Employee Stock Option ("ESOP") Schemes viz. MLL-Key

Executive Stock Option Scheme, 2012 and the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 and takes appropriate decisions in terms of the said Schemes.

The NRC has formulated the following criteria for determining qualifications, positive attributes and independence of a 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.

Basis recommendation of the NRC, the Board has adopted a Policy relating to the appointment and remuneration for the Directors, the Key Managerial Personnel and the other employees, which is annexed in this Annual Report and also uploaded on the website of the Company at the weblink: https://www.mahindralogistics.com/media//pdf_files/Nomination-Remuneration-Policy.pdf

The NRC has approved the evaluation process, methodology, framework and the criteria for evaluation of performance of the Independent Directors, the

Changes in constitution

Member	Ceased/Inducted	Reason for change	Date of cessation/induction
Mr. Chandrasekar Kandasamy	Ceased to be Member	Consequent to his resignation	May 7, 2019
Mr. S. Durgashankar	Inducted as Member	Consequent to his appointment on Board	

SRC Meeting

During the financial year under review the SRC met two (2) times i.e. on May 7, 2019 and February 4, 2020. The necessary quorum was present at all Meetings.

Details of the SRC composition, meetings held during the financial year under review and the attendance of the SRC Members thereat is given hereunder:

SRC Members	Category of Non-Executive Directors	Position held	Meetings and attendance	% attendance [^]
Mr. Darius Pandole	Independent	Chairman	2 out of 2	100%
Mr. Parag Shah	Non-Independent	Member	1 out of 2	50%
Mr. S. Durgashankar [#]	Non-Independent	Member	2 out of 2	100%
Mr. Chandrasekar Kandasamy*	Non-Independent	Member	NA*	NA*

Appointed as Member effective May 7, 2019;

* ceased to be Member with effect from May 7, 2019;

[^] Percentage is calculated for Meetings attended during the Directors' tenure;

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, as applicable. Detailed terms of reference of the SRC and matters considered and reviewed by the SRC, as applicable

Committees of the Board, the Board as a whole and the Chairperson. Basis the approved framework, the performance evaluation of all the Directors, the Committees, the Chairperson, the Managing Director & CEO and the Board as a whole was carried out during the financial year under review.

c. Stakeholders' Relationship Committee Constitution

The composition of the Stakeholders' Relationship Committee ("SRC") of the Board satisfies the requirements of Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations.

The SRC comprises of three (3) Directors, all of whom are Non-Executive Directors. The Chairman of the SRC is an Independent Director. The Company Secretary of the Company acts as Secretary of the SRC.

during the financial year under review is given in **Annexure B** at the end of this report.

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. Details of transfer and transmission requests, if any received, is presented at every SRC and Board meeting and the report of investor complaints is presented to the Board on a quarterly basis and to the SRC at its meetings.

Investor Complaints

The Company is registered on the SEBI Complaints Redressal System (SCORES).

During the financial year 2019-20, the Company received two (2) complaints which were satisfactorily resolved and there were no pending complaints as on March 31, 2020. The Company did not receive any complaints through SEBI SCORES/Ministry of Corporate Affairs/ Regulatory Authorities during the financial year under review.

In an endeavor to extend best possible services to our valued shareholders and other investors, the Company tracks it's Investor complaints with Link Intime India Private Limited ("Link Intime"), the Registrar and Share Transfer Agent ("RTA") of the Company on a fortnightly basis, which has helped in reduction of the investor complaints.

The statement and trend of the Company's investor complaints since the listing of the Company's shares on November 10, 2017 is given hereunder:

Trend of Investor Complaints



Compliance officer under the SEBI Listing Regulations

Ms. Brijbala Batwal, Company Secretary of the Company is designated as Compliance Officer of the Company pursuant to Regulation 6 of the SEBI Listing Regulations.

d. Corporate Social Responsibility Committee Constitution

The Corporate Social Responsibility ("CSR") Committee of the Board is constituted in compliance with the requirements of Section 135 of the Act.

As on March 31, 2020, the CSR Committee comprised of three (3) Non-Executive Directors. The Chairman of the CSR Committee is an Independent Director and the Company Secretary of the Company is a Secretary to the Committee.

Mr. V. S. Parthasarathy, Chairman of the Board is a permanent invitee to the meetings of the CSR Committee effective March 25, 2020.

Changes in constitution

Member	Ceased/Inducted	Reason for change	Date of cessation/induction
Mr. Chandrasekar Kandasamy	Ceased to be Member	Consequent to his resignation	May 7, 2019
Mr. S. Durgashankar	Inducted as Member	Consequent to his appointment on Board	

CSR Committee Meeting

During the financial year under review the CSR Committee met on May 7, 2019. The necessary quorum was present at the said meeting.

Details of the CSR Committee composition, meeting held during the financial year under review and the attendance of the CSR Committee Members thereat is given hereunder:

CSR Committee Members	Category of Non-Executive Directors	Position held	Meeting and attendance	% attendance#
Mr. Ranu Vohra	Independent	Chairman	1 out of 1	100%
Mr. Parag Shah	Non-Independent	Member	-	-
Mr. S. Durgashankar^	Non-Independent	Member	NA	NA
Mr. Chandrasekar Kandasamy*	Non-Independent	Member	1 out of 1	100%

^ Appointed as Member effective May 7, 2019

* Ceased to be Member with effect from May 7, 2019

Percentage is calculated for Meetings attended during the Directors' tenure

Terms of Reference

The role and terms of reference of the CSR Committee covers all the areas as contemplated under Section 135 of the Act read with Rules made thereunder as applicable. The role of the CSR Committee includes formulation of the Company's CSR Policy and its recommendation to the Board. The Committee also oversees the Business Responsibility ("BR") initiatives of the Company in line with the Business Responsibility Policy of the Company.

Detailed terms of reference of the CSR Committee and matters considered and reviewed by it, as applicable during the financial year under review is given in **Annexure B** at the end of this report. There was no change in the terms of reference of the CSR Committee during the financial year under review.

The CSR Policy of the Company indicates the activities to be undertaken by the Company as specified in Schedule VII of the Act and any amendments thereto. The CSR Policy for the Company formulated in terms of Section 135 of the Act read with rules framed thereunder is displayed on the Company's website and can be accessed from the weblink: <https://www.mahindralogistics.com/sustainability>

A detailed report on CSR initiatives of the Company including the salient features of the CSR policy is provided in the 'Annual Report on CSR activities

Changes in constitution

Member	Ceased/Inducted	Reason for change	Date of cessation/ induction
Mr. Pirojshaw Sarkari	Ceased to be Member	Consequent to resignation	September 30, 2019
Mr. Rampraveen Swaminathan	Inducted as Member	Consequent to his appointment as CEO	October 1, 2019

RMC Meetings

During the financial year under review, the RMC met twice on May 7, 2019 and February 4, 2020. The necessary quorum was present for both the meetings.

Details of the composition of the RMC, meetings held during the financial year under review and the attendance of the RMC Members thereat is as given hereunder:

RMC Members	Category of Members	Position held	Meetings and attendance	% attendance^
Ms. Avani Davda	Independent Director	Chairperson	2 out of 2	100%
Mr. Ranu Vohra	Independent Director	Member	2 out of 2	100%
Mr. Parag Shah	Non-Executive Director	Member	1 out of 2	50%
Mr. Rampraveen Swaminathan*	Managing Director & CEO	Member	1 out of 1	100%
Mr. Pirojshaw Sarkari#	Chief Executive Officer	Member	1 out of 1	100%
Mr. Yogesh Patel	Chief Financial Officer	Member	2 out of 2	100%

*Appointed effective October 1, 2019;

Ceased to be Member w.e.f the close of business hours of September 30, 2019;

^ Percentage is calculated for Meetings attended during the Directors' tenure.

for FY 2019-20' annexed to the Board's Report in **Annexure VII**.

e. Risk Management Committee

Regulation 21 of the SEBI Listing Regulations mandates constitution of the Risk Management Committee ("RMC") by the top 500 listed companies determined based on market capitalisation, as at the end of the immediate previous financial year. The RMC is required to lay down the procedures to inform to the Board about the risk assessment and minimisation and the Board shall be responsible for framing, implementing and monitoring the Risk Management Plan of the Company.

Constitution

The Board of your Company has constituted the RMC of the Board effective August 2, 2018 in accordance with Regulation 21 of the SEBI Listing Regulations, comprising members of the Board and the senior executives of the Company.

The RMC comprises of five (5) Members, of whom majority are Directors of the Company. The RMC is chaired by an Independent Director, and aside to the Directors, the CFO is a Member of the RMC.

The Company Secretary of the Company acts as a Secretary to the RMC.

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. Detailed terms of reference of the RMC and matters considered and reviewed by the RMC, as applicable during the financial year under review is given in **Annexure B** at the end of this report.

There was no change in the terms of reference of the RMC during the financial year under review.

Risk Management Framework

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 Board may seriously impact 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 identification and assessment of risk of likelihood and impact, mitigation steps and reporting of existing and new risks associated with your Company's activities in a structured manner. This facilitates timely and effective management of risks and opportunities and achievement of your Company's objectives.

The Board and the Audit Committee review the Risk Management framework including significant risks, if any, and steps taken to mitigate the same.

II. REMUNERATION OF DIRECTORS**A. Pecuniary relationship of Non-Executive Directors**

None of the Non-Executive Directors of your Company have any material pecuniary relationships or transactions with the Company, its Subsidiaries, or their Promoters, or Directors, during the two immediately preceding financial years or during the current financial year which would affect their independence, judgement or has potential conflict with the interests of the Company at large.

B. Remuneration Policy

Your Company has a well-defined Policy for Remuneration of the Directors, Senior Management, Key Managerial Personnel and other Employees encompassing *inter-alia* the criteria for making payments to Non-Executive Directors, Key Managerial Personnel and other employees ("Remuneration Policy").

The Remuneration Policy is provided in **Annexure V** 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://www.mahindralogistics.com/media/pdf_files/Nomination-Remuneration-Policy.pdf

C. Remuneration to Directors for financial year 2019-20

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 to the Senior Management Personnel of the Company.

Remuneration to Executive Director

The remuneration payable to Executive Director consists of both fixed compensation and variable compensation and is paid as salary, commission, performance bonus, stock options, and perquisites and benefits as recommended by the NRC and approved by the Board and within the overall limits specified in the Shareholders approval.

During the financial year under review, Mr. Rampraveen Swaminathan was inducted on the Board as Managing Director & CEO with effect from February 4, 2020 subject to approval of the Shareholders at the ensuing AGM. Mr. Rampraveen Swaminathan is not part of the Promoters or the member of promoter group and is not related to the Chairman of the Company.

The remuneration paid to Mr. Rampraveen Swaminathan from February 4, 2020 (date of appointment as Managing Director & CEO) to March 31, 2020 is as follows:

Director	Contract period	Basic Salary	Commission	Company's Contribution to Funds (1)	Allowances	Perquisites	(Amount in ₹ Lacs)	
							Bonus or performance pay	Total
Mr. Rampraveen Swaminathan, Managing Director & CEO	February 4, 2020 to February 3, 2025 (both days inclusive)	16.59	Nil	1.99	27.91	0.00	0.00	46.49

1. Aggregate of the Company's contributions to Provident Fund.

Notes:

- Notice period is three (3) months;
- Performance Pay is performance-linked. All other components are fixed;
- Mr. Rampraveen Swaminathan is not entitled to severance pay, commission or sitting fees for Board and Committee Meeting;
- Details of Restricted Stock Units ("RSUs") granted, vesting criteria etc. are given in table below:

Particulars	Mahindra Logistics Employee Restricted Stock Unit Plan 2018		
	Mr. Rampraveen Swaminathan, Managing Director & CEO		
No. of RSUs granted	52,375	20,000	200,000
Effective date of grant	November 4, 2019 (granted as CEO)	November 4, 2019 (granted as CEO)	July 30, 2020 (Date of shareholder approval for his appointment as Managing Director & CEO)
Vesting period	In three annual installments up to FY 2022-23	In three equal annual installments up to FY 2022-23	Single vesting in the financial year 2024-25
Vesting Conditions	30% Time based vesting and 70% Company Performance Based Vesting	100% Time based vesting	100% 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 (4) year period on base profit of financial year 2019-20, as determined/ may be determined by the NRC to align with the Company's stated goals.
Perquisite value of RSUs granted based on the market price of equity shares of the Company as on March 31, 2020. (₹ In Crores)	1.19	0.45	4.53
Rationale / objective for performance based grant	To create long term Shareholder wealth	NA	To create long term Shareholder wealth
Exercise Period	On the date of vesting or within one year from the date of vesting [§]		
Exercise price	₹10/- per share		

[§] none of the RSUs granted have been vested or exercised by Mr. Rampraveen Swaminathan as on date of this report.

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 Act and such other factors may consider deem fit for determining the remuneration payable.

All fees, compensation paid to the Independent Directors and options granted to the Non-Executive Directors are in line with the approval of Shareholders in a general meeting. 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

Pursuant to the approval granted by the Shareholders of the Company, the Independent Directors of the Company are entitled to commission of up to ₹6,00,000/- (Rupees Six Lakhs Only) per annum, either equally or in such proportion as may be recommended by the NRC and approved by the Board, on such criteria as may be determined by them, within statutory limits. In addition to the same, they are also entitled to receive sitting fees and reimbursement of expenses incurred for attending Meetings of the Board and its Committees. The commission payable to the Independent Directors is decided by the Board, on recommendation of the NRC, based on a number of factors including number of Board and Committee meetings attended, individual contribution thereat etc.

The details of sitting fees paid and commission (subject to applicable taxes) payable to Independent Directors for the year ended March 31, 2020 is as under:

Independent Directors	(₹ in Lakhs)			
	Mr. Ajay Mehta	Ms. Avani Davda	Mr. Darius Pandole	Mr. Ranu Vohra
Sitting Fees	6.30	5.10	6.40	5.70
Commission	6.00	6.00	6.00	6.00
Total	12.30	11.10	12.40	11.70

Non-Executive (Non-Independent) Directors

The Non-Executive (Non-Independent) Directors of your Company are not entitled to and 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

The commission paid to the Independent Directors is within the ceiling of 1% of net profits of the Company as specified in Section 197 of the Act.

During the financial year 2019-20, the Independent Directors of the Company were paid commission of ₹22.92 lakhs (provided for in the accounts for the financial year ended March 31, 2019), as stated hereunder:

Independent Directors	(₹ in Lakhs)
	Commission for FY 2018-19 paid during the year financial year under review
Mr. Ajay Mehta	6.00
Ms. Avani Davda	4.92
Mr. Darius Pandole	6.00
Mr. Ranu Vohra	6.00
Total	22.92

Sitting Fees

The Independent Directors are entitled to sitting fees for the Board and Committee meetings attended by them as under within the limits prescribed under the Act:

Forum	Sitting Fees per meeting
Board Meetings	₹50,000/-
Audit Committee, Risk Management Committee, Nomination and Remuneration Committee	₹30,000/-
Stakeholders' Relationship Committee	₹5,000/-

No sitting fee is paid in respect of CSR Committee Meetings, as the sitting fee has been waived by the CSR Committee Members.

no provision for payment of severance fees or pension to the Non-Executive Directors of the Company.

In terms of the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 and the approval granted by the Members of the Company at its AGM held on August 1, 2019, the Non-Executive Directors are entitled to

Restricted Stock Units (stock options) of the Company as per details given below.

Stock Options to Non-Executive Directors

The Company has not granted any Employee Stock Options / Restricted Stock Units to its Independent Directors.

In terms of the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 ("RSU Plan 2018") approved by the Members of the Company at the AGMs held on August 2, 2018 and August 1, 2019, the Company has granted Restricted Stock Units ("RSUs") to the Directors of your Company. There are no options granted to the Directors under the MLL – Key Executive Stock Option Scheme, 2012.

The details of RSUs granted to Directors during the financial year 2019-20, the period over which they are accrued and over which exercisable are as under:

	Mr. Zhooben Bhiwandiwalla, Non-Executive Director*	Mr. Parag Shah, Non-Executive Director*
No. of RSUs granted	20,000	20,000
Effective date of grant	February 2020	February 2020
Vesting period	Vesting in February 2021	Vesting in February 2021
Vesting Conditions	30% Time based vesting and 70% Company Performance Based Vesting	
Details of Performance based criteria, as determined by NRC	Performance based vesting is linked to the Company's performance with three financial parameters i.e. Revenue, PAT and free cash flow as approved by the NRC/the Board.	
Exercise Period	On the date of vesting or within one year from the date of vesting [§]	
Exercise price	₹10/- per share	

* Also employee of M&M, Holding Company;

§ none of the RSUs granted have been vested or exercised by the Directors.

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
2017 – 10th AGM	Monday, August 14, 2017	11.00 a.m.	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai-400 018.	No special resolution was passed.
2018 – 11th AGM	Thursday, August 2, 2018	3.30 p.m.	Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018.	1. Approval for Mahindra Logistics Employee Restricted Stock Unit Plan 2018 2. Approval for grant of Restricted Stock Units to the employees of Holding Company of the Company under Mahindra Logistics Employee Restricted Stock Unit Plan 2018 3. Re-appointment of Mr. Ajay Mehta (DIN: 07102804) as Non-Executive Independent Director for a consecutive term of 5 years. 4. Approval of right to appoint Investor Director on the Board of the Company.
2019 – 12th AGM	Thursday, August 1, 2019	3.30 p.m.	Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018	Approval for payment of remuneration to the Non-Executive Non-Independent Directors of the Company.

During the financial year 2019-20, the Company has not passed any resolutions through postal ballot and none of the resolutions proposed to be passed at the forthcoming AGM require passing of the resolutions through postal ballot.

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

Your 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;
- Earnings calls, investor conferences; and
- Uploading relevant information on the Company's website.

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 announced to the Stock Exchanges within the statutory time period from the conclusion of the Board Meetings at which these are considered and approved along with the press release and earnings presentation.

The financial results are also published in Business Standard (in English) and Sakal (in Marathi), which are national and local dailies respectively, and displayed on the Company's website.

The Annual Audited Financial Statements along with the Report is circulated to all Members and is also available on the Company's website.

iii. Disclosures

Your 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 (Listing Centre), online portal of BSE and on NSE Electronic Application Processing System (NEAPS), the online portal of NSE and is also simultaneously uploaded on the website of the Company at: <https://www.mahindralogistics.com>.

iv. Investor Interactions

Your 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 interactions scheduled with investors, fund managers, analysts and outcome of the said interactions with presentations, if any, shared with them are promptly 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.

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.

To ensure symmetric dissemination of information and transparency, the Company uploads the audio and text transcripts of the earnings conference calls on the website of the Company. The same can be accessed from the weblink: <https://www.mahindralogistics.com/investor/financial-information>.

Silent period

The Company, voluntarily as 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 Information.

v. Website

The Annual Report of the Company, the quarterly/half yearly financial results and the annual audited financial statements 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 (5) years from the date of respective disclosures.

The Company's website link, <https://www.mahindralogistics.com> contains all information as prescribed under the Act and the SEBI Listing Regulations, including details of the contact persons and the Registrar and Share Transfer Agent of the Company, shareholding pattern, policies, FAQs and process for claiming unpaid/unclaimed dividends including downloadable request letter cum application form required to be executed by the Shareholders, process for registration/updation of e-mail address, Bank account details, registered mobile numbers, etc.

Day and Date:	Thursday, July 30, 2020;
Time (IST)	3:30 p.m. (IST);
Mode of AGM	Through video conference
Deemed Venue of meeting	Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai-400 018
Link to participate through video-conferencing	https://www.evoting.nsdl.com
Transcript of AGM	https://www.mahindralogistics.com/investor
Remote e-voting starts	Saturday, July 25, 2020 at 9:00 a.m. (IST)
Remote E-voting ends	Wednesday, July 29, 2020 at 5:00 p.m. (IST)
E-voting at AGM	Thursday, July 30, 2020

A general referencer for shareholders is given at the end of the Notice of the 13th AGM.

B. CIN Number: L63000MH2007PLC173466**C. Office address**

- Registered office: Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai-400 018.
- Corporate office: 1A & 1B, 4th Floor, Techniplex 1, Techniplex Complex, Veer Savarkar Flyover, Goregaon (West), Mumbai-400 062.

D. Financial Year of the Company

The financial year of your Company comprises of period of 12 months from 1 April to 31 March.

Dividend paid by the Company for the previous two financial years

Financial year ended	Date of declaration of dividend	Dividend (per equity share)	Amount inclusive of tax (in crores)	Unpaid/Unclaimed Dividend as on March 31, 2020	Last date for claiming unpaid / unclaimed dividend
March 31, 2019	August 1, 2019	₹1.80 (18%)	₹12.86	₹31,746.60	September 4, 2026
March 31, 2018	August 2, 2018	₹1.50 (15%)	₹10.67	₹32,673.00	September 5, 2025

There is no unclaimed/unpaid dividend for financial years prior to FY 2017-18.

Taxation on Dividend

In accordance with the provisions of the Finance Act, 2020, effective April 1, 2020, Dividend is taxable in the hands of the Shareholders and

V. GENERAL SHAREHOLDER INFORMATION**A. 13th Annual General Meeting**

In view of the continuing COVID-19 pandemic, social distancing norms to be followed and the restriction of movement of persons at several places in the Country and pursuant to the Ministry of Corporate Affairs Circular No. 20/2020 dated May 5, 2020 read with Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and the Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Company will be conducting the 13th Annual General Meeting through Video Conference Facility

E. Dates of book closure and dividend payment recommendation for financial year 2019-20

The Board of Directors, at their meeting held on May 20, 2020 has recommended a final dividend of ₹1.50 per equity share of the face value of ₹10/- each (being 15% on face value) on the share capital for the financial year 2019-20.

The share transfer books of the Company will be closed for declaration of Dividend from Saturday, July 25, 2020 to Thursday, July 30, 2020 (both days inclusive) and the Dividend, if declared shall be paid/dispatched on or after Friday, July 31, 2020.

accordingly, the Company shall be liable to deduct withholding tax ("TDS") as per the rates applicable to each category of Shareholder on the Record date. No withholding of tax is applicable to resident individual

Shareholders having valid PAN whose dividend payable is less than ₹5,000/- per financial year. Further, no withholding of tax is applicable in cases of resident Insurance Companies and resident Mutual Funds.

Request to submit information and documents

In order to receive the relevant information and documents from Shareholders to determine the rate of tax deduction as applicable to them, we request all Shareholders to kindly verify the correctness of their respective residential status and category of holding and update the same with their respective depository participant or with Link Intime, RTA on or before Friday, July 24, 2020.

Web-portal for submission of tax exemption forms

The Company has enabled a Shareholder web-portal for submission of tax exemption forms/requested documents. Shareholders can submit their tax exemption forms and supporting documents directly on portal for purposes of tax deduction at source by clicking the below link and selecting "Mahindra Logistics Limited" in the Company dropdown. <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

Alternatively, Shareholders can write to the Company's investor desk at cs.mll@mahindra.com

FAQs on taxation of dividends and their answers on Company's website

For convenience of the Shareholders, the Company has also uploaded a request letter and list of frequently asked questions on taxation of dividends and their answers, applicable tax rates and documents to be submitted for appropriate tax calculation, on the website of the Company which can be accessed from

Request to Shareholders

Shareholders are requested to update any change in their Bank Account Number, including the 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Demat Shareholders	Physical Shareholders
Can update their records and bank account details with their respective Depository Participant or update on Link Intime's web portal for the limited purpose of credit of dividend for the financial year 2019-20 directly into their bank accounts: https://linkintime.co.in/EmailReg/Email_Register.html	Update on Link Intime's web portal : https://linkintime.co.in/EmailReg/Email_Register.html or through e-mail on rnt.helpdesk@linkintime.co.in by sending written requested quoting their folio number along with original cancelled cheque bearing their name on it or bank passbook/statement attested by their Bank

the below link: https://www.mahindralogistics.com/media/pdf_files/taxationon-dac8be9e98f4278.pdf

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. physical notices/request letters, e-mails, SMSs to update their PAN, Bank Account details, e-mail address, registered mobile nos. in the records of their depositories/the RTA of the Company.

Permanent Account Number (PAN) and Bank Account details of all Shareholders holding equity shares of the Company in physical form, basis requests received, are updated in the records of the RTA of the Company.

SMS reach outs

During the financial year under review, the Company partnered with National Securities Depository Limited ("NSDL") for reaching out to its shareholders registered with NSDL, through SMS, to register for e-communications, whereby the Shareholders can update their email IDs directly with NSDL through a secured one-time password ("OTP") based facility.

Web Portal Updation Facility- for updation of e-mail IDs and Bank account details

The Company has enabled an online Shareholder web-portal for registration for e-communication, updation of email address, updation of Bank accounts details for electronic credit of dividend and submission of supporting documents electronically. Shareholders can update their PAN, e-mail, bank account details with supporting documents directly on portal by clicking the below link and selecting "Mahindra Logistics Limited" in the Company dropdown. https://linkintime.co.in/EmailReg/Email_Register.html

G. Listing of equity shares on Stock Exchanges

Your Company's equity shares are listed on BSE Limited and National Stock Exchange of India Limited with effect from November 10, 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 2020-21.

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	

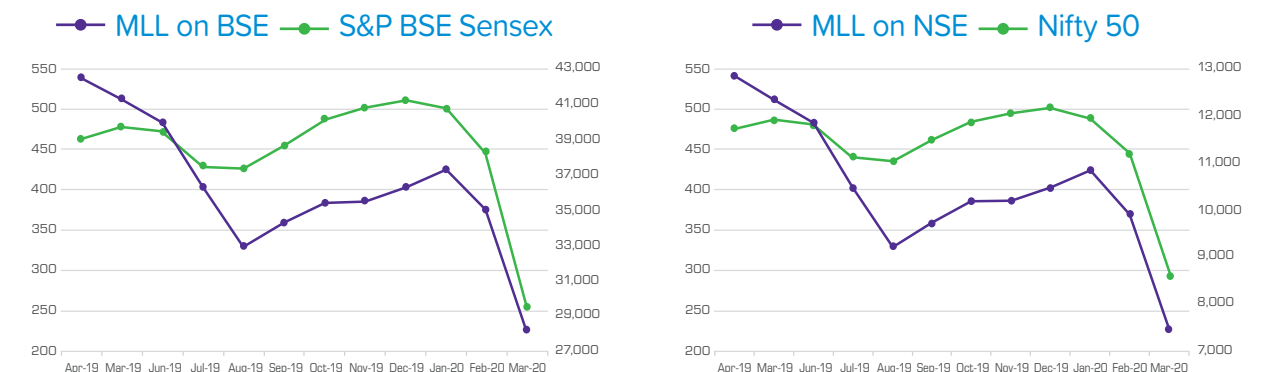
I. Market price data

The monthly high and low stock quotations of the equity shares of the Company on BSE and NSE during the financial year from April 1, 2019 to March 31, 2020 was as under:

Month and Year	NSE		BSE	
	High Price	Low Price	High Price	Low Price
April 2019	577.80	508.15	574.80	507.55
May 2019	538.70	436.10	536.20	435.00
June 2019	522.00	475.95	525.10	477.90
July 2019	497.00	398.05	494.55	397.30
August 2019	418.15	323.95	415.60	325.00
September 2019	410.00	316.50	400.60	328.00
October 2019	391.00	339.55	393.00	339.95
November 2019	414.85	354.00	423.75	355.20
December 2019	435.00	369.00	414.90	369.00
January 2020	458.00	398.25	457.90	389.65
February 2020	443.90	368.00	439.90	368.05
March 2020	385.00	195.00	385.00	199.00

J. Stock Performance

The performance of your Company's equity shares relative to NSE Nifty and BSE Sensex for the financial year 2019-20 is given below:



K. Registrar and Share Transfer Agent

The Company has appointed Link Intime India Private Limited, as its Registrar and Share Transfer Agent (SEBI Registration No.: INR000004058). Address and

contact details of Link Intime India Private Limited 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 ₹500,000/- 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 Stakeholders' Relationship Committee considers transmission proposals beyond the aforesaid limits, requests for issue of duplicate share certificates, attends to investor grievances etc.

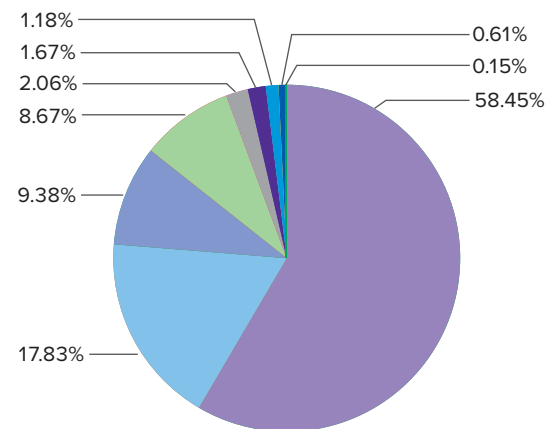
A report on the transfer/transmission of shares of the Company is presented to the Board and the SRC at every meeting by the Compliance Officer.

M. Distribution of shareholding as of March 31, 2020

Shares Range	Number of Shareholders*	Number of equity shares held	% of shareholding
1 to 500	51925	2,678,087	3.74
501 to 1000	683	491,789	0.69
1001 to 2000	327	471,228	0.66
2001 to 3000	106	269,138	0.38
3001 to 4000	72	251,095	0.35
4001 to 5000	38	177,301	0.25
5001 to 10000	78	560,275	0.78
10001 and above	146	66,638,343	93.15
Total	53,375	71,537,256	100.00

* Without consolidating on the basis of PAN

N. Shareholding Pattern as on March 31, 2020*

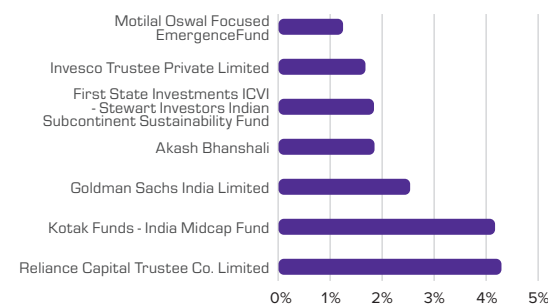


* Without consolidating on the basis of PAN

- Promoter and Promoter Group
- Foreign Portfolio Investors
- Public
- Mutual Funds
- Other Bodies Corporate
- Alternate Investment Funds
- Others
- Insurance Companies
- Banks & Financial Institutions

Shareholders (other than promoter and promoter group) holding more than 1% as on March 31, 2020

% holding as on March 31, 2020^



^ 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 your Company is one share and the stock is liquid. The Company has connectivity with both NSDL and Central Depository Services (India) Limited ("CDSL") for dematerialisation of equity shares.

Distribution of shareholding in physical and dematerialised form as of March 31, 2020 is as under:

Category	No. of shareholders	No. of equity shares held	% shareholding
Dematerialised Form	53,374	7,15,37,249	99.9999
Physical Form	1	7	0.00001
Total	53,375	7,15,37,256	100.00

Transfer of shares in demat form only

As per SEBI norms, with effect from April 1, 2019, only transmission or transposition requests for transfer of securities shall be processed in physical form. All other transfers shall be processed in dematerialised form only.

As on March 31, 2020, 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 March 31, 2020.

Shareholders who still continue to hold equity shares of the Company in physical form 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. The procedure for dematerialisation has been published on the Company's website and can be accessed on the weblink: https://www.mahindralogistics.com/media/pdf_files/Demat-Procedure.pdf

P. 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 Company Secretaries (Certificate of Practice No. 1228) carry out a reconciliation of Share Capital Audit of the Company to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital of the Company. This audit is carried out every quarter and the report thereon, bearing a Unique Document Identification Number ("UDIN"), is submitted to the Stock Exchanges within prescribed timelines.

The total listed and paid-up and issued share capital of the Company as on March 31, 2020 tallies with the aggregate of the total number of shares in dematerialised form (held by NSDL and CDSL) and in physical form.

Q. Outstanding Global depository Receipts (GDRs)/American depository Receipts (ADRs)/ Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants/convertible instruments during the financial year under review. There are no convertible instruments outstanding as on March 31, 2020.

R. Commodity price risk, foreign exchange risk and hedging activities

The Company does not deal in commodities and has no foreign exchange or hedging exposures hence disclosures relating to risk management policy with respect to commodities, commodity price risks, foreign exchange risk and hedging thereof in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018 is not applicable/required.

S. Details of utilisation of funds raised

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations during the financial year under review.

T. Certificate from Company Secretary in Practice

None of the Directors on the Board of your Company have been debarred or disqualified from being appointed or continuing as Directors, by the SEBI/ the Ministry of Corporate Affairs or any such statutory authority. M/s. Makarand Joshi & Co., Practicing Company Secretaries (Certificate of Practice No. 6690) have verified and certified the same vide certificate dated May 20, 2020, copy of which is enclosed at the end of this report as **Annexure C**.

U. Recommendation of Committees

All recommendations / submissions made by various Committees of the Board during the financial year 2019-20 were accepted by the Board of the Company.

V. Fees to statutory auditors

Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) (“Deloitte”) is the Statutory Auditor of the Company. None of the subsidiary companies have availed of any services from the Statutory Auditors of the Company or any of its network firm/network entity during the financial year 2019-20.

Details of fees for all services paid/payable by the Company for the financial year 2019-20 to Deloitte and all entities in the network firm/network entity of which the Statutory Auditor is a part, is as follows:

Type of services	Financial year 2019-20 (₹ in lakhs)
Statutory Audit	15.50
Limited Review Audit	12.00
ESOP certifications and other services	9.75
Out of pocket expenses	0.64
Total	37.89

W. 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)

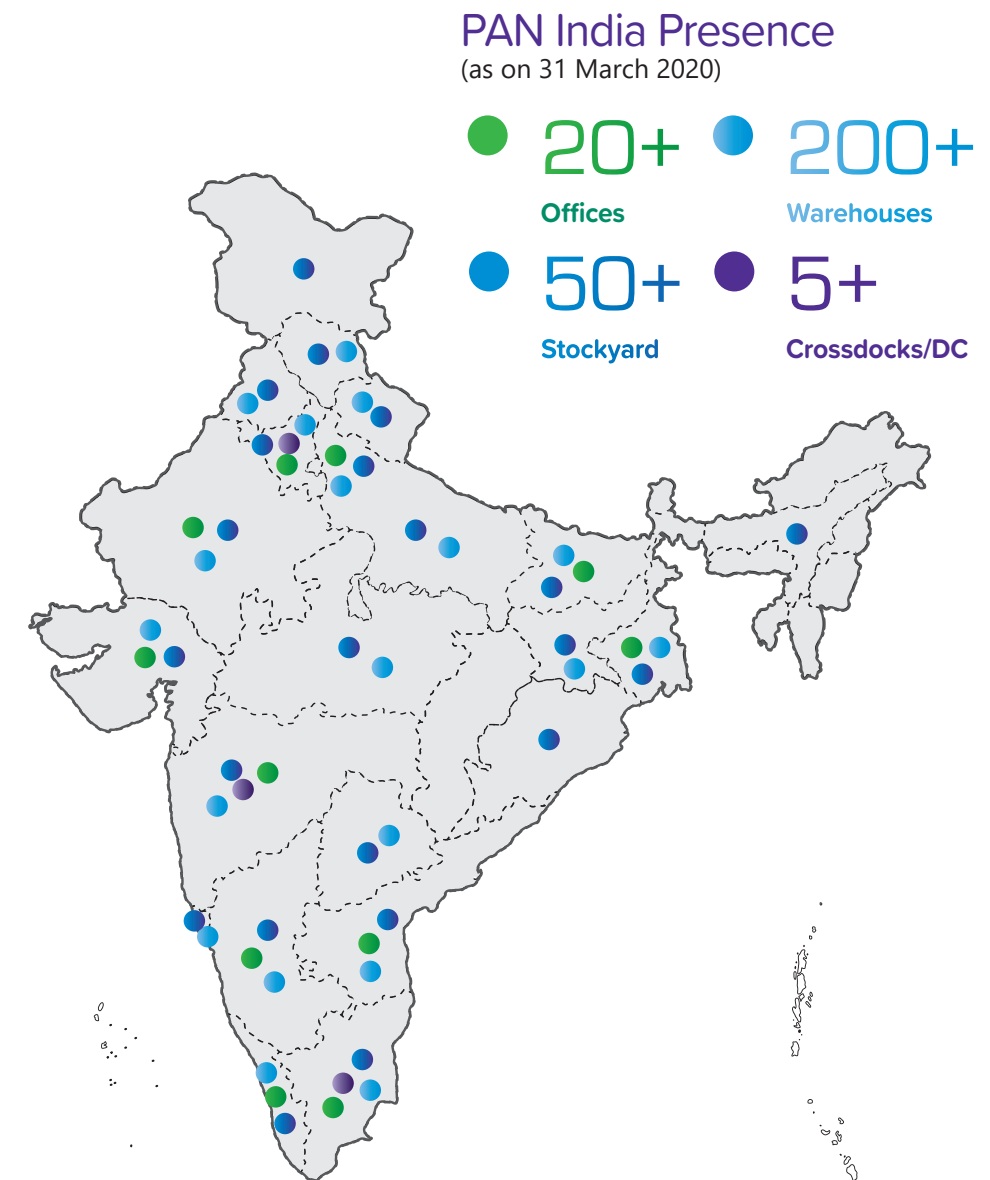
Act, 2013 (“POSH Act”) to provide a safe, secure and enabling environment, free from sexual harassment. All employees (permanent, contractual, temporary, trainees) as well as women who visit the premises of the Company for any purpose are covered under this Policy. The Policy is gender neutral. An Internal Complaints Committee 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, your 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 POSH Act amongst employees. During the year, mandatory trainings on POSH were conducted with an improved and interactive approach.

During the financial year 2019-20, the Company received six (6) complaints with allegations of sexual harassment. Appropriate actions as deemed fit by the ICC were taken and no cases are pending as on March 31, 2020.

X. Site Locations

Details of office and warehouse locations of the Company is provided hereunder:



Y. Address for correspondence

Shareholders may correspond with the Company’s Registrar and Share Transfer Agent viz. Link Intime or with the Company’s Compliance Officer in respect of all share/dividend related matters, complaints, any other query relating to equity shares of the Company

including change of address, change in bank details etc. at the following address:

Link Intime India Private Limited

Unit: Mahindra Logistics Limited
C-101, 1st Floor, 247 Park, L.B.S Marg, Vikhroli
(West), Mumbai-400 083
E-mail ID : rnt.helpdesk@linkintime.co.in
Tel No.: +91 22 4918 6000
Fax No.: +91 22 4918 6200
Website : <https://www.linkintime.co.in>

For all Shareholder related matters, the Company Secretary may also be contacted at:

Mahindra Logistics Limited

Company Secretary
Mahindra Towers,
P. K. Kurne Chowk, Worli, Mumbai-400 018.
E-mail ID : cs.mll@mahindra.com
Tel No. : +91 22 2490 1441
Fax No. : +91 22 2871 5500
Website: <https://www.mahindralogistics.com>

Z. Credit ratings

The Company continues to enjoy a strong credit rating which denotes a high degree of safety regarding timely servicing of financial obligations. On December 27, 2019, ICRA Limited re-affirmed the ratings assigned to the facilities of the Company as given hereunder:

Ratings	Facility
[ICRA] AA (stable), Re-affirmed	Long-term, fund-based facilities of ₹50 crores
[ICRA]A1+, Re-affirmed	Short-term, non-fund based facilities of ₹15 crores

As on March 31, 2020, apart from working capital facilities, there were no outstanding long term or short term loans availed by the Company and the Company is not categorised as a Large Corporate in terms of SEBI Circular - SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.

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**A. Policy on Materiality of and dealing with Related Party Transactions**

Your Company has formulated a Policy on Materiality of and dealing with Related Party Transactions which specifies the manner of entering into related party transactions and other related matters. The policy as approved by the Board is uploaded on the Company's

website and can be accessed at the weblink: https://www.mahindralogistics.com/media/pdf_files/RELATED-PARTY-TRANSACTION-POLICY.pdf

During the financial year under review, there were no amendments in the said policy.

B. Disclosures of transactions with Related Parties

During the financial year 2019-20, there were no materially significant transactions or arrangements entered into between the Company and its Promoters, Directors or their Relatives or the management, subsidiary companies, etc. 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. 34 of the Standalone Financial Statements of the Company for the year ended March 31, 2020.

All related party transactions entered during the financial year under review were in the ordinary course of business and on arms-length basis and pre-approved by the Audit Committee. Prior omnibus approval of the Audit Committee is obtained for transactions with related parties which are repetitive in nature.

The Board and Audit Committee review the Related Party Transactions entered into by the Company on quarterly basis.

Half-yearly disclosure of transactions with Related Party(ies)

In compliance with Regulation 23(9) of the SEBI Listing Regulations, disclosures of transactions with related parties of the Company on a consolidated basis, in the format specified in the relevant accounting standards for annual results have been filed with the stock exchanges, within 30 days of publication of the half yearly standalone and consolidated financial results of the Company. The disclosures filed with the stock exchanges are also uploaded on the website of the Company and can be accessed at the weblink: <https://www.mahindralogistics.com/investor/corporate-announcements>

C. Disclosure of accounting treatment in preparation of financial statements

The Company has adopted Indian Accounting Standard ("Ind AS") with effect from April 1, 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.

The Audited 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 available on the Company's website at <https://www.mahindralogistics.com/investor/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**

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 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 of their functional role/ seniority in the Company, 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 also adopted a framework for disciplinary action against person(s) violating the SEBI Insider Trading Regulations and/ or the Company's Insider Trading Code.

During the financial year under review, SEBI notified the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2018 ("the New Regulations"), whereby Designated Persons and Employees of the Company may report instances of any alleged violations of Insider Trading Laws to SEBI in accordance with the Informant Mechanism introduced therein.

Consequently, the Company amended its Insider Trading Code to award protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination of Designated Person(s) and Employee(s) reporting instances of alleged violations of the insider trading laws to SEBI, in accordance with the Informant Mechanism introduced vide the New Regulations irrespective of whether the information is considered or rejected by the SEBI or he/she is eligible for a reward under the New Regulations.

In line with the digitisation initiatives of the Company, the Company has automated the process of receiving initial and annual declarations and disclosures to be received under the Insider Trading Code and SEBI Insider Trading Regulations, through an online portal.

The Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information is uploaded on the website of the Company and can be accessed through the link: <https://www.mahindralogistics.com/investor/governance>

During the financial year under review, there has been due compliance with the said code.

Compliance Officer under SEBI Insider Trading Regulations

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 effective 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

The Company has in place a structured digital database wherein details of persons with whom UPSI is shared for 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.

Awareness initiatives on Prevention of Insider Trading

The Company has an internal awareness programme called – SAVDHAAN INSIDERS for creating awareness amongst the designated persons on the applicability, reporting and other compliances to be adhered to, 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 and helpline desk that can be reached by the Designated Persons for FAQs, queries and clarifications on the said Code, Policies and Regulations.

Awareness/trainings is imparted to Designated Persons on an ongoing basis through physical trainings, induction sessions, educative e-mail series, SMSs, quiz's etc. The Company sends weekly reminders to designated persons on closure of Trading window and there exists a process to close trading window for matters other than for approval of quarterly/ annual financial results.

Review of the Insider Trading compliances

A detailed report comprising of details of trading plans submitted, if any, pre-clearances given by compliance officer, trades carried out and reported to the stock exchanges, trading window closure period, details of 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 reviews on a quarterly basis.

The Audit Committee on an annual basis also reviews and confirms that the systems for internal control for Insider Trading are adequate and are operating effectively in compliance with the SEBI Insider Trading Regulations.

E. Whistleblower 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' Whistleblower Policy. The Company's vigil mechanism provides for adequate safeguards against victimisation of Employees, Directors and other stakeholders of the Company to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Codes and Policies, instances of leak/suspected leak of UPSI, Accounting or auditing irregularities or misrepresentations, fraud, theft, bribery and other corrupt business practices, etc.

The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes a provision to provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. All Employees, Directors, vendors, suppliers or other stakeholders associated with the Company can make Protected Disclosures through e-mail to mll.vigil@mahindra.com or through the other mechanisms stated in the Whistleblower Policy.

The policy is in addition to the Codes, Policies and structure of Corporate Governance adopted by the Company.

Information on whistle blower complaints, if any, 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. No whistle blower complaints were received during the financial year under review.

The Whistleblower Policy of the Company is available on the website of the Company and can be accessed at the web link: https://www.mahindralogistics.com/media/pdf_files/whistle-bl-d20ab2c5ec6ef90.pdf

During the financial year under review, there were no amendments in the Whistle Blower Policy of the Company.

F. Subsidiary Companies and Policy for determining "material" subsidiaries

The Company has two subsidiaries as on March 31, 2020. 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 the Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations reviews the utilisation of loans and/or advances from/investment by the Company in its subsidiary companies, at its quarterly Meetings. The Financial results of the subsidiaries are presented to the Audit Committee of the Company on the quarterly basis for its review and the Audit Committee reviews Financial Statements, in particular, the investments made by the subsidiary, if any on an Annual basis.

A statement of all significant transactions and arrangements entered into by the unlisted subsidiaries is also presented to the Audit Committee of the Company, periodically.

Mr. Ajay Mehta, Independent Director of the Company also holds office of Independent Director on the Board of Lords Freight (India) Private Limited, non-material subsidiary of the Company with effect from April 27, 2018.

The Company is in compliance with the Corporate Governance requirements for Subsidiary Companies as stipulated in Regulation 24 of the SEBI Listing Regulations.

Policy for determining Material subsidiaries

Your Company has formulated a Policy for determining Material Subsidiaries as defined in Regulation 16 of the SEBI Listing Regulations. The said Policy as approved by the Board is uploaded on the Company's website and can be accessed at the weblink: https://www.mahindralogistics.com/media/pdf_files/MATERIAL-SUBSIDIARY-POLICY.pdf

During the financial year under review, there were no amendments in the Policy of Material Subsidiaries.

Material subsidiaries

In terms of the criteria laid down in the Policy and the SEBI Listing Regulations, the Company does not have any Material Subsidiaries as on March 31, 2020.

G. Pledge of Equity Shares

No pledge has been created over the equity shares held by either Promoters and/or Promoter Group Shareholders as on March 31, 2020. 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 have submitted a declaration 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 financial year 2019-20 in respect of the shares held by them in the Company.

H. Annual Secretarial Compliance Report

The Company has obtained an Annual Secretarial Compliance Report for the financial year ended March 31, 2020 from M/s. Makarand M. Joshi & Co., Practicing Company Secretaries in compliance with the Regulation 24A of the SEBI Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019. The said Report for the financial year ended March 31, 2020 has been submitted to the Stock Exchanges within the prescribed statutory timelines.

The Annual Secretarial Compliance Report is unmodified i.e. they do not contain any qualification, reservation or adverse remark.

The Annual Secretarial Compliance Report in compliance with the Regulation 24A of the SEBI Listing Regulations for the financial year ended March 31, 2020 is annexed to this Report as **Annexure D**.

VII. OTHER DISCLOSURES:**A. Compliance with mandatory requirements**

Your 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.

REPORT ON CORPORATE GOVERNANCE CONTINUED

Compliance certificate from M/s. Makarand M. Joshi & Co., Practicing Company Secretaries confirming compliance with the conditions of Corporate Governance for the year ended March 31, 2020 in terms of Part E of Schedule V of the SEBI Listing Regulations is annexed to this report as **Annexure E**.

Compliance status of mandatory Corporate Governance requirements as on March 31, 2020 with weblink for policies is given hereunder:

Regulation No.	Particulars	Compliance status	Weblink to access
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, as applicable	-
25	Obligations with respect to Independent Directors	Yes	-
26	Obligations of employees, senior management, KMP, Directors and Promoters	Yes	-
27	Other Corporate Governance requirements Website	Yes	-
46(2)(a)	Details of Business	Yes	https://www.mahindralogistics.com/our-businesses
46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes	https://www.mahindralogistics.com/media/pdf_files/terms-and-b8a3c798d52fffc.pdf
46(2)(c)	Composition of various Committees of Board of Directors	Yes	https://www.mahindralogistics.com/media/pdf_files/listofcomm-2fa43f01e1af955.pdf
46(2)(d)	Code of conduct of Board of Directors and senior management personnel	Yes	https://www.mahindralogistics.com/media/pdf_files/codeofcond-ae95c9682547937.pdf https://www.mahindralogistics.com/media/pdf_files/codeofcond-73e8ab456e23804.pdf
46(2)(e)	Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes	https://www.mahindralogistics.com/media/pdf_files/whistle-bl-d20ab2c5ec6ef90.pdf
46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes	https://www.mahindralogistics.com/media/pdf_files/Nomination-Remuneration-Policy.pdf
46(2)(g)	Policy on dealing with Related Party Transactions	Yes	https://www.mahindralogistics.com/media/pdf_files/RELATED-PARTY-TRANSACTION-POLICY.pdf
46(2)(h)	Policy for determining 'material' subsidiaries	Yes	https://www.mahindralogistics.com/media/pdf_files/MATERIAL-SUBSIDIARY-POLICY.pdf
46(2)(i)	Details of familiarisation programmes imparted to Independent Directors	Yes	https://www.mahindralogistics.com/media/pdf_files/familiariz-382dcb0d7768c99.pdf
46(2)(j)	Email address for grievance redressal and other relevant details	Yes	https://www.mahindralogistics.com/media/pdf_files/mlinvesto-e71f24c172483df.pdf
46(2)(k)	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.mahindralogistics.com/media/pdf_files/mlinvesto-e71f24c172483df.pdf
46(2)(l)	Financial Results	Yes	https://www.mahindralogistics.com/investor/financial-information
46(2)(m)	Shareholding Pattern	Yes	https://www.mahindralogistics.com/investor/shareholder-information
46(2)(n)	Details of agreements entered into with the media companies and/or their associates	NA	NA

Regulation No.	Particulars	Compliance status	Weblink to access
46(2)(o)	Schedule of analyst or institutional investor meet	Yes	https://www.mahindralogistics.com/investor/disclosures
46(2)(p)	New name and the old name of the listed entity	NA	NA
46(2)(q)	Items in sub-regulation (1) of Regulation 47 (Newspaper Publications)	Yes	https://www.mahindralogistics.com/investor/disclosures
46(2)(r)	Credit Ratings	Yes	https://www.mahindralogistics.com/investor/disclosures
46(2)(s)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.mahindralogistics.com/investor/disclosures
30	Materiality Policy as per Regulation 30	Yes	https://www.mahindralogistics.com/media/pdf_files/policyford-6a49eb7902fb801.pdf
43A	Dividend Distribution policy as per Regulation 43A	Yes	https://www.mahindralogistics.com/media/pdf_files/DIVIDEND-DISTRIBUTION-POLICY.pdf

B. Compliance with non-mandatory requirements

Your Company has adopted the following discretionary requirements as specified in Part E of Schedule II of the SEBI Listing Regulations. The status of your Company's compliance with the said non-mandatory discretionary recommendations is provided below:

- Unmodified Audit Report: During the financial year under review, there was no audit qualification on your Company's audited Standalone and Consolidated Financial Statements and Results. Your Company continues to adopt best practices to ensure regime of unmodified financial statements.
- Reporting of Internal auditor: The Internal Auditor of the Company directly reports to the Audit Committee.
- Separate posts of Chairperson and Chief Executive Officer: The office of the Chairperson and the CEO of the Company are separately held. The Chairman and the CEO are not related to each other.

Mr. V. S. Parthasarathy is the Non-Executive Chairman and Mr. Rampraveen Swaminathan is the Managing Director & CEO of the Company.

C. Details of non-compliance

Your Company has complied with all the requirements of the regulatory/statutory authorities, the stock exchange(s) or the Securities and Exchange Board of India 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 the Securities and Exchange Board of India 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 stock exchange(s)/ 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 financial year 2019-20.

E. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account

a. Unclaimed/Undelivered shares

The equity shares of your Company were listed on the stock exchanges on November 10, 2017 through an initial public offer through an offer for sale by the Shareholders of the Company.

Your Company did not have any outstanding equity shares lying in the demat suspense account/unclaimed suspense account during the financial year 2019-20 and as on March 31, 2020. Further voting rights on none of equity shares of the Company are frozen. Hence disclosure or reporting in terms of Regulation 34(3) read with Part F of Schedule V to the SEBI Listing Regulations is not applicable/required.

ANNEXURE B

TERMS OF REFERENCE OF BOARD COMMITTEES

The terms of reference of the Committees of the Board and matters considered and reviewed by respective Committees during the financial year under review is as given below:

AUDIT COMMITTEE

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, re-appointment, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, the financial statements with respect to its unlisted subsidiary(ies), in particular investments made by such subsidiary(ies);
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit Process and as may be delegated by the Board of Directors;
9. Approval of any subsequent modification of transactions 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;

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 Act.
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the Company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

b. Investors' Education and Protection Fund ("IEPF")

There is no unpaid and unclaimed Dividend of previous years which has been transferred or is due to be transferred to the IEPF during the financial year 2020-21 in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time

Further no shares on which dividend has been unpaid or unclaimed for seven (7) consecutive years or more have been transferred to or are due to be transferred to the IEPF during the financial year 2020-21 in terms of the applicable provisions of the Act read with the IEPF Rules, as amended from time to time.

Your Company has uploaded the Shareholder-wise details of the unpaid and unclaimed amounts lying with the Company as on March 31, 2020 on the website of the Company at: <https://www.mahindralogistics.com/investor/shareholder-information>

Process and FAQs for claiming unpaid/unclaimed dividend

In an endeavor to extend best possible services to our valued shareholders and other investors, the Company has uploaded on its website a process note, application form for claiming unpaid/unclaimed dividend and list of Frequently Asked Questions ("FAQs").

All shareholders are requested to visit the website of the Company by accessing the below link and verify the payment status of their dividend. In case dividend is unpaid, claim may be lodged with Link Intime, the RTA of your Company in the manner stated in the FAQs uploaded on the website of the Company at: https://www.mahindralogistics.com/media/pdf_files/faqsonuncl-4d53df1c7af0e81.pdf

The last date for claiming the said unpaid and unclaimed dividend with the Company is as under:

Financial year ended	Date of declaration of Final Dividend	Last date for claiming unpaid and unclaimed dividend
March 31, 2019	August 1, 2019	September 4, 2020
March 31, 2018	August 2, 2018	September 5, 2025

Mumbai, May 20, 2020

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, the undersigned, hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct laid down and adopted by the Company in this regard, during the year ended March 31, 2020.

Rampraveen Swaminathan
Managing Director & CEO

Mumbai, May 20, 2020

18. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Recommending to the Board of Directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
20. Reviewing the functioning of the vigil mechanism;
21. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimisation of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
22. Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
23. Review utilisation of loans and/or advances from/ investment by the holding company in the subsidiary (including foreign subsidiaries), which exceeds ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/advances/ investments. (with effect August 2, 2018)
24. Carrying out any other functions required to be carried out by the Audit Committee in terms of applicable law.

NOMINATION AND REMUNERATION COMMITTEE

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
 - The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

3. Formulation of criteria for evaluation of independent directors and the Board;
4. Devising a policy on Board diversity;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance (including independent director);
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of directors;
7. Recommend to the Board, all remuneration, in whatever form, payable, to Senior Management of the Company.

*Explanation: Senior Management shall have the same meaning as defined in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (with effect from April 1, 2019) and
8. Carrying out any other functions required to be undertaken by the Nomination and Remuneration Committee under applicable law and as may be delegated by the Board of Directors.

RISK MANAGEMENT COMMITTEE

1. To monitor and review the risk assessment, mitigation and risk management plan for the Company from time to time;
2. To oversee establishment and implementation of the risk management framework of the Company;
3. To review and recommend to the Board the modifications to the Risk Management Policy/Framework;
4. To review the effectiveness of the risk management framework in identifying and managing risks and internal processes which include but not limited to ensuring the adequacy of risk management policy and infrastructure to facilitate the implementation of action plans for risk management;
5. To recommend to the Board a cyber-security framework to identify, manage and mitigate cyber security related risks and to implement, monitor and review the cyber security framework;
6. Carrying out any other functions required to be carried out by the Risk Management Committee in terms of applicable laws.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

1. Considering and resolving grievances of shareholders, debenture holders and other security holders;
2. Redressal of grievances of the security holders of the Company, including complaints in respect of allotment of Equity Shares, transfer of Equity Shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, etc.;
3. Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/ consolidation/renewal, etc.; and
5. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
6. Review of measures taken for effective exercise of voting rights by shareholders;
7. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
8. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.
9. Carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable law

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and any amendments thereto;
2. Recommend the amount of expenditure to be incurred on the activities referred to in clause (1); and
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time.

4. To formulate and recommend to the Board for its approval and implementation, the Business Responsibility ("BR") Policy(ies) of the Company covering the following 9 principles and to amend/revise the same as may be required by the SEBI Listing Regulations from time to time:
 - a. Businesses should conduct and govern themselves with Ethics, Transparency and Accountability;
 - b. Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle;
 - c. Businesses should promote the wellbeing of all employees;
 - d. Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised;
 - e. Businesses should respect and promote human rights;
 - f. Business should respect, protect, and make efforts to restore the environment;
 - g. Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner;
 - h. Businesses should support inclusive growth and equitable development;
 - i. Businesses should engage with and provide value to their customers and consumers in a responsible manner.
5. To appoint a Director from amongst the Committee Members of the CSR Committee who would be responsible for implementing the BR Policy (ies) and appoint a BR Head.
6. To undertake periodical assessment of the BR performance of the Company and provide feedback to the Board.
7. To review the draft of the Business Responsibility Report/ mapping of the principles contained in the National Voluntary Guidelines to the disclosures made in the Sustainability Report, if any, and recommend the same to the Board for its approval and inclusion in the Annual Report of the Company as required under Regulation 34 (2) (f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ANNEXURE C**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34 (3) and Schedule V Para C Clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
MAHINDRA LOGISTICS LIMITED

We have examined the relevant disclosures provided by the Directors (as enlisted in Table A) to **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'**) for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para C clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and based on the disclosures of the Directors, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as Directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the period ended as on March 31, 2020.

Table A

Sr. No.	Name of Director	Director Identification Number	Date of appointment in the Company
1	Durgashankar Subramaniam	00044713	07/05/2019
2	Parthasarathy Vankipuram Srinivasa	00125299	25/03/2020
3	Ranu Vohra	00153547	25/07/2017
4	Parag Chandulal Shah	00374944	28/04/2009
5	Darius Dinshaw Pandole	00727320	25/07/2017
6	Rampraveen Swaminathan	01300682	04/02/2020
7	Ajay Natvarbhai Mehta	07102804	27/03/2015
8	Avani Vishal Davda	07504739	06/06/2018

For **Makarand M. Joshi & Co.**
Practicing Company Secretaries

Sd/-
Kumudini Bhalerao
Partner
FCS No. 6667
CP No. 6690

Place: Mumbai
Date: 20/05/2020
UDIN: F006667B000261075

ANNEXURE D**SECRETARIAL COMPLIANCE REPORT OF MAHINDRA LOGISTICS LIMITED**

for the financial year ended March 31, 2020

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:

- all the documents and records made available to us and explanation provided by Mahindra Logistics Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the Stock Exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company as there was no further issue of securities under said regulations during the review period)**
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the review Period)**
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the review Period)**
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the review Period)**
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/guidelines issued thereunder and also SEBI Circular CIR/CFD/CMD1/114/2019 dated 18/10/2019 regarding Resignation of statutory auditors from listed entities and their material subsidiaries;

and 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:-

Sr. No.	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 insofar 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

- (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 for the year ended March 31, 2019	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.**

sd/-
Makarand Joshi
 Partner
 FCS No. 5533
 CP No. 3662
 UDIN: F005533B000261173
 Peer Review No: P2009MH007000

Place: Mumbai
 Date: May 20, 2020

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 March 31, 2020, as stipulated in Regulations 17 to 27 and clauses (b) to (i) 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 March 31, 2020.

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.**

sd/-
Makarand Joshi
 Partner
 FCS No. 5533
 CP No. 3662
 UDIN: F005533B000261173
 Peer Review No: P2009MH007000

Place: Mumbai
 Date: May 20, 2020

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 March 31, 2020, 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 March 31, 2020, 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 section 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
1	<p>Completeness of revenue recognised for Supply Chain Management:</p> <p>The Company engages external fleet owners for providing onward transportation services to the customers. The Company recognises 'Revenue' from rendering of services upon:</p> <ol style="list-style-type: none"> Receiving of actual invoice from vendor along with customer acknowledged Proof of Delivery (POD) of completed services; OR 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. 9 and 21 to the financial statements)</p>	<p>We have performed following procedures:</p> <ul style="list-style-type: none"> ➤ Tested the design and implementation of internal controls on judgements exercised over the following as well as their operating effectiveness: <ul style="list-style-type: none"> ✓ Controls over determination of ELT used as well as their operating effectiveness by: <ol style="list-style-type: none"> i. validating the basis of ELT, and ii. testing '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 and 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

INDEPENDENT AUDITOR'S REPORT CONTINUED

are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal 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 books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the IndAS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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.

2. As required by the Companies (Auditor's Report) Order, 2016 ("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 Rajee

(Partner)
(Membership No. 102637)
(UDIN: 20102637AAAABE4424)

Place: Mumbai
Date: 20 May 2020

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 March 31, 2020 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls 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 March 31, 2020, 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: 20102637AAAABE4424)

Place: Mumbai
Date: 20 May 2020

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) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of the property, plant and equipment.
- b. The Company has a program of verification of Property, Plant and Equipment to cover all the items in a phased manner over a period of 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, certain Property, Plant and Equipment 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. According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deed comprising the immovable property of land is held in the name of the Company as at the balance sheet date. In respect of immovable properties of buildings that have been taken on lease and disclosed as Property, Plant and Equipment in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (ii) The Company does not have any inventory and hence reporting under clause (ii) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which
- (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or
- receipts of principal amounts and interest have been regular as per stipulations.
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year within the meaning of the provisions of Sections 73 and 76 or any other relevant provisions of the Companies Act, 2013.
- (vi) Having regard to the nature of Company's business / activities, reporting under clause (vi) of the Order is not applicable.
- (vii) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion:
- a. The Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax and other material statutory dues as applicable to it with the appropriate authorities.
- b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax Act and other material statutory dues in arrears as at March 31, 2020, for a period of more than six months from the date they became payable.
- c. As at March 31, 2020, the following are the particulars of dues on account of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty and Value Added Tax matters that have not been deposited on account of any dispute:

Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount Involved (₹ crores)
Bihar Value Added Tax	Value Added Tax	Joint Commissioner – Commercial Tax	2013-14	0.02
Service Tax Laws	Service Tax	High Court	2001-02	0.48
Service Tax Laws	Service Tax	High Court	2002-03	0.35
Service Tax Laws	Service Tax	Commissioner Customs, Central Excise and Service Tax, Nagpur	2008-09	1.02
Service Tax Laws	Service Tax	Commissioner Customs, Central Excise and Service Tax, Nagpur	2009-10	2.01

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The Company has not issued any debentures.
- (ix) The Company has not raised moneys by way of Initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable to the Company.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where

applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiaries or associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Deloitte Haskins & Sells LLP

Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Kedar Raje

(Partner)
(Membership No. 102637)
(UDIN: 20102637AAAABE4424)

Place: Mumbai
Date: 20 May 2020

STANDALONE BALANCE SHEET

as at 31st March, 2020

Particulars	Note No.	₹ in Crores	
		As at 31st March, 2020	As at 31st March, 2019
ASSETS			
I NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4	208.92	42.75
(b) Net Investment in Lease		20.47	-
(c) Capital Work-in-Progress		15.04	2.59
(d) Intangible Assets	5	0.98	0.87
(e) Financial Assets			
(i) Investments	6	21.41	21.41
(ii) Trade Receivables	7	13.20	6.82
(iii) Other Financial Assets	9	22.87	18.43
(f) Deferred Tax Assets (Net)	10	18.34	17.75
(g) Income Tax Assets (Net)	13	79.70	70.30
(h) Other Assets	11	24.72	22.40
SUB-TOTAL		425.65	203.32
II CURRENT ASSETS			
(a) Financial Assets			
(i) Investments	6	-	77.52
(ii) Trade Receivables	7	462.32	481.22
(iii) Cash and Cash Equivalents	12	99.28	54.84
(iv) Bank Balances other than (iii) above	12	-	15.00
(v) Loans	8	15.00	15.00
(vi) Other Financial Assets	9	241.10	222.71
(b) Other Assets	11	84.69	49.53
SUB-TOTAL		902.39	915.82
III Non-Current Assets Classified as Held for Sale	14	1.91	1.91
TOTAL ASSETS		1,329.95	1,121.05
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	71.54	71.45
(b) Other Equity	16	473.77	427.39
SUB-TOTAL		545.31	498.84
LIABILITIES			
I NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
Lease liabilities	32	119.45	-
(b) Provisions	19	14.55	15.66
SUB-TOTAL		134.00	15.66
II CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Lease liabilities	32	45.40	-
(ii) Trade Payables			
a) Due to Micro and Small Enterprises	17	4.32	5.23
b) Other than Micro and Small Enterprises	17	566.31	568.38
(iii) Other Financial Liabilities	18	10.56	6.11
(b) Provisions	19	3.51	3.74
(c) Other Liabilities	20	20.54	23.09
SUB-TOTAL		650.64	606.55
TOTAL EQUITY AND LIABILITIES		1,329.95	1,121.05

The accompanying notes 1 to 36 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: 20th May, 2020

For and on behalf of the Board of Directors
Mahindra Logistics Limited

V S Parthasarathy
Chairman
DIN: 00125299

Yogesh Patel
Chief Financial Officer

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Brijbala Batwal
Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2020

Particulars	Note No.	₹ in Crores	
		Year ended 31st March, 2020	Year ended 31st March, 2019
I Revenue from Operations	21	3,260.90	3,665.51
II Other Income	22	13.29	7.27
III Total Income (I + II)		3,274.19	3,672.78
IV EXPENSES			
(a) Operating Expenses	23	2,756.70	3,219.99
(b) Employee benefits expense	24	291.14	250.59
(c) Finance costs	25	14.43	0.16
(d) Depreciation and amortisation expense	4&5	65.95	14.69
(e) Other expenses	26	65.28	57.03
Total Expenses		3,193.50	3,542.46
V Profit before tax (III - IV)		80.69	130.32
VI Tax Expense			
(1) Current tax	27	24.19	50.58
(2) Deferred tax	27	1.36	(4.70)
Total Tax Expense		25.55	45.88
VII Profit After Tax (V - VI)		55.14	84.44
VIII Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of the defined benefit plans		0.46	0.10
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.12)	(0.03)
Total Other Comprehensive Income		0.34	0.07
IX Total comprehensive income for the year (VII + VIII)		55.48	84.51
X Earnings per equity share (face value ₹10/- per share)			
(1) Basic (in ₹)	28	7.72	11.85
(2) Diluted (in ₹)	28	7.68	11.80

The accompanying notes 1 to 36 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: 20th May, 2020

For and on behalf of the Board of Directors
Mahindra Logistics Limited

V S Parthasarathy
Chairman
DIN: 00125299

Yogesh Patel
Chief Financial Officer

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Brijbala Batwal
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2020

(A) EQUITY SHARE CAPITAL

Particulars	₹ in Crores	
	Number of shares	Equity share capital
Balance as at 1st April, 2018	7,11,41,924	71.14
Changes in equity share capital during the year		
Exercise of Employee Stock Options	305,760	0.31
Balance as at 31st March, 2019	7,14,47,684	71.45
Balance as at 1st April, 2019	7,14,47,684	71.45
Changes in equity share capital during the year		
Exercise of Employee Stock Options & RSUs	89,572	0.09
Balance as at 31st March, 2020	7,15,37,256	71.54

(B) OTHER EQUITY

Particulars	Reserves & Surplus			Total
	Securities premium	Equity-settled employee benefits reserve	Retained earnings	
Balance as at 1st April, 2018	98.49	1.50	247.77	347.76
- Addition to Securities premium reserve	3.74	-	-	3.74
- Addition to equity settled employee benefit reserve	-	5.62	-	5.62
- Deletion to equity settled employee benefit reserve	-	(1.38)	-	(1.38)
- Dividend paid on Equity Shares (including tax thereon)	-	-	(12.86)	(12.86)
Total Comprehensive income for the year				
- Profit for the year	-	-	84.44	84.44
- Actuarial gain/(loss) transferred to retained earnings	-	-	0.07	0.07
Balance as at 31st March, 2019	102.23	5.74	319.42	427.39
Balance as at 1st April, 2019	102.23	5.74	319.42	427.39
- Addition to Securities premium	3.29	-	-	3.29
- Addition to equity settled employee benefit reserve	-	11.95	-	11.95
- Deletion to equity settled employee benefit reserve	-	(3.01)	-	(3.01)
- Dividend paid on Equity Shares (including tax thereon)	-	-	(15.50)	(15.50)
- Impact on transition to Ind AS 116	-	-	(5.83)	(5.83)
Total Comprehensive income for the year				
- Profit for the year	-	-	55.14	55.14
- Actuarial gain/(loss) transferred to retained earnings	-	-	0.34	0.34
Balance as at 31st March, 2020	105.52	14.68	353.57	473.77

The accompanying notes 1 to 36 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: 20th May, 2020

For and on behalf of the Board of Directors
Mahindra Logistics Limited

V S Parthasarathy
 Chairman
 DIN: 00125299

Yogesh Patel
 Chief Financial Officer

Rampraveen Swaminathan
 Managing Director & CEO
 DIN: 01300682

Brijbala Batwal
 Company Secretary

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31st March, 2020

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax for the year	80.69	130.32
Adjustments for:		
Loss on disposal of property, plant and equipment	0.21	0.53
Provision for expected credit loss recognised on trade receivables	1.58	1.42
Bad debts/advances written off	1.21	0.82
Provision for doubtful advances	0.57	0.80
Depreciation and amortisation expense	65.95	14.69
Finance Charges	14.43	0.16
Unrealised gain on reversal of Right of Use Assets	(0.80)	-
Unrealised gain on sub-lease arrangement	(0.94)	-
Dividend Income	-	-
Interest Income	(3.39)	(3.62)
Rental Income on Sub-Lease	2.34	-
Finance Income on net investment in lease	(1.21)	-
Profit on sale of mutual funds	(1.11)	(2.14)
Share based payment expenses	11.95	5.62
	90.79	18.28
Operating profit before working capital changes	171.48	148.60
Movements in working capital:		
Increase in trade and other receivables	(51.26)	(145.01)
Increase in trade and other payables	(6.11)	127.72
	(57.37)	(17.29)
Cash generated from operations	114.11	131.31
Income taxes paid (net of refunds)	(33.71)	(39.42)
Net cash flow generated from operating activities	80.40	91.89
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment to acquire current investments	(649.00)	(1,898.05)
Proceeds from sale of current investments	727.63	1,872.72
Investment in subsidiary	-	(4.45)
Investment in Joint Venture	-	(4.00)
Inter Corporate Deposit given	-	(15.00)
Bank Deposits Matured/(Placed)	15.00	(15.00)
Dividend Income	-	-
Interest Income	3.15	3.29
Payment to acquire property, plant and equipment & other intangible assets	(62.32)	(31.89)
Proceeds from disposal of property, plant and equipment	0.69	0.32
Net cash flow generated from/(used in) investing activities	35.15	(92.06)

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31st March, 2020

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Interest Paid	(0.45)	(0.16)
Issue of Share Capital	0.09	0.31
Share premium received	0.28	2.36
Repayment of finance lease obligations	(55.53)	-
Dividend Paid	(15.50)	(12.86)
Net cash used in financing activities	(71.11)	(10.35)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	44.44	(10.52)
Cash and cash equivalents at the beginning of the year	54.84	65.36
Cash and cash equivalents at the end of the year	99.28	54.84
Components of cash and cash equivalents		
Cash / Cheques on hand	-	0.28
With Banks - on Current account/Balance in Cash Credit Accounts	99.28	54.56
	99.28	54.84

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 36 are an integral part of the Financial Statements.

In terms of our report attached
For Deloitte Haskins & Sells LLP
 Chartered Accountants

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Kedar Raje
 Partner

V S Parthasarathy
 Chairman
 DIN: 00125299

Rampraveen Swaminathan
 Managing Director & CEO
 DIN: 01300682

Place: Mumbai
 Date: 20th May, 2020

Yogesh Patel
 Chief Financial Officer

Brijbala Batwal
 Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

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 are 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, 2020 are approved for issue in accordance with a resolution of the directors on 20th May, 2020.

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 (₹) 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. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

2.4.1. Rendering of services

Incomes from logistics services rendered are recognised on the completion of the services as per the terms of contract. Revenue 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.

2.4.2. 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

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

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.

2.4.3. Sale of Goods

Sale of products are recognised when the products are dispatched which coincides with the transfer of control to the buyer of products. Sales are exclusive of Sales Tax/ Goods and Service Tax & sales returns.

2.5. 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 Group'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 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 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'.

Transition

The Company has adopted Ind AS 116 using the modified retrospective approach with effect from initially applying this standard from 1st April, 2019. Accordingly, the information presented for previous year ended 31st March, 2019 has not been restated and continues to be reported under IAS 17. The Company has adopted modified retrospective approach where lease liability measured at present value of remaining lease payment discounted at the incremental borrowing rate at the date of initial application and right to use asset is equal to lease liability adjusted by the amount of any prepaid or accrued lease payments.

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.

2.6. 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.

2.7. Borrowing costs

Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

for its intended use or sale. All other borrowing costs are charged to revenue in the year of incurrence.

2.8. Employee benefits

2.8.1. Retirement benefit costs and termination benefits

i. Defined Contribution Plan:

Company's contributions paid/payable during the year to the Superannuation Fund, 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 they occur. Remeasurement recognised in Other Comprehensive Income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

2.8.2. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.9. Share-based payment arrangements

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note no. 24.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

2.10. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.10.1. 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.

2.10.2. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.10.3. 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.

2.11. 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:

- Certain items of Plant & Machinery individually costing more than ₹ 5,000 - over their useful lives ranging from 2 years to 10 years as estimated by the company and also based on the contractual arrangements wherever applicable.
- Certain items of Plant & Machinery individually costing less than ₹ 5,000 shall be depreciated over a period of 1 year.
- Mobile Phones (included in Office Equipment) in 2 years.
- Motor Cars (included in Vehicles) in 5 years
- 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.

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for the year ended 31st March, 2020

2.12. Intangible assets

2.12.1. 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.

2.12.2. 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.

2.13. 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.

2.14. 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.

2.14.1. 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.

2.15. 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.

2.16. 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.

2.16.1. 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):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- 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 2.16.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.16.2. 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.

2.16.3. 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.

2.16.4. Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

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

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for the year ended 31st March, 2020

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.

2.16.5. 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.

2.16.6. Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in Other Comprehensive Income.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in Other Comprehensive Income.

2.17. Financial liabilities and equity instruments

2.17.1. 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.

2.17.2. 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.

2.17.3. 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.

2.17.4. 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.

2.18. 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

2.18.1. Identification of Operating Segments

The operating segments have been identified based on its services and has two reportable segments, as follows:

- Supply Chain Management - Goods transportation service including warehouse management service.
- Enterprise Mobility Services - People transportation service

2.18.2. 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".

2.19. 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

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

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 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)

The operations of the Company were suspended following countrywide lockdown announced due to onslaught of COVID-19. The Company has since obtained required permissions and started its operations partially in respect of essential commodities as and when the same was allowed gradually across the country. Based on the immediate assessment of impact of COVID-19 on the operations of the Company and ongoing discussions with the customers, vendors and service providers, the Company is positive of serving customer orders pertaining to logistics services after resumption of

the operations. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of current assets including trade receivables. In assessing recoverability of trade receivables, 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 up to the date of issuance of these financial statements. Based on this assessment, the Company is of the view that carrying amounts of trade receivables are expected to be realisable. The impact of COVID-19 may be different from that estimated as at the date of approval of these financial statements, and the Company will continue to closely monitor the developments.

(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 standard or amendments to the existing standards. There is no such notification which would have been applicable from 1st April, 2020.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 4 - PROPERTY, PLANT AND EQUIPMENT

Description of Assets	As at 31st March, 2020					Total
	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Right of Use Assets	
A. Cost						
Balance as at 1st April, 2019	34.84	26.04	22.74	2.20	-	85.82
a) Impact of adoption of Ind AS 116	-	-	-	-	112.75	112.75
b) Additions	30.09	8.68	12.50	-	79.98	131.25
c) Less: Disposals / adjustments	(2.54)	(0.60)	(0.77)	(0.73)	(16.89)	(21.53)
Balance as at 31st March, 2020	62.39	34.12	34.47	1.47	175.84	308.29
B. Accumulated depreciation/amortisation						
Balance as at 1st April, 2019	18.21	15.22	9.02	0.62	-	43.07
a) Depreciation/amortisation expense for the year	6.21	5.63	5.28	0.36	47.59	65.07
c) Less: Disposals / adjustments	(2.26)	(0.51)	(0.66)	(0.30)	(5.04)	(8.77)
Balance as at 31st March, 2020	22.16	20.34	13.64	0.68	42.55	99.37
C. Net carrying amount as at 31st March 2020 (A-B)	40.23	13.78	20.83	0.79	133.29	208.92

Description of Assets	As at 31st March, 2019					Total
	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Right of Use Assets	
A. Cost						
Balance as at 1st April, 2018	24.43	22.71	13.46	1.60	-	62.20
a) Additions	12.46	4.32	9.55	0.76	-	27.09
b) Less: Disposals / adjustments	(2.05)	(0.99)	(0.27)	(0.16)	-	(3.47)
Balance as at 31st March, 2019	34.84	26.04	22.74	2.20	-	85.82
B. Accumulated depreciation/amortisation						
Balance as at 1st April, 2018	13.68	12.06	5.92	0.45	-	32.11
a) Depreciation/amortisation expense for the year	5.54	4.76	3.01	0.31	-	13.62
b) Less: Disposals / adjustments	(1.01)	(1.60)	0.09	(0.14)	-	(2.66)
Balance as at 31st March, 2019	18.21	15.22	9.02	0.62	-	43.07
C. Net carrying amount as at 31st March 2019 (A-B)	16.63	10.82	13.72	1.58	-	42.75

Note:

The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

Particulars	As at 31st March, 2020	As at 31st March, 2019
Contracts remaining to be executed on capital account	8.91	1.49

NOTE NO. 5 - INTANGIBLE ASSETS

Computer Software	As at	
	31st March, 2020	31st March, 2019
A. Cost		
a) Balance as at 1st April	14.29	13.34
b) Additions	0.99	0.95
Balance at the end of the year	15.28	14.29
B. Accumulated amortisation		
a) Balance as at 1st April	13.42	12.35
b) Amortisation expense for the year	0.88	1.07
Balance at the end of the year	14.30	13.42
C. Net carrying amount as at the end of the year (A-B)	0.98	0.87

Note

The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

Particulars	As at 31st March, 2020	As at 31st March, 2019
Contracts remaining to be executed on capital account	2.45	0.87

NOTE NO. 6 - INVESTMENTS

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	Quantity	Amount Current	Amount Non Current	Quantity	Amount Current	Amount 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	19,59,039	-	12.45	19,59,039	-	12.45
(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		-	21.41		-	21.41
TOTAL INVESTMENTS CARRIED AT COST [I]		-	21.41		-	21.41
II. FAIR VALUE THROUGH PROFIT AND LOSS (FVTPL)						
A. Quoted Investments (fully paid)						
Investments in Mutual Funds		-	-		77.52	-
Total Quoted Investments		-	-		77.52	-
TOTAL INVESTMENTS CARRIED AT FVTPL [II]		-	-		77.52	-
Of the above, investments designated at FVTPL		-	-		-	-
Of the above, investments held for trading - Carried at FVTPL		-	-		77.52	-
Other investments carried at FVTPL		-	-		-	-
TOTAL INVESTMENTS (I) + (II)		-	21.41		77.52	21.41
TOTAL IMPAIRMENT VALUE OF INVESTMENTS (III)		-	-		-	-
TOTAL INVESTMENTS CARRYING VALUE (I) + (II) - (III)		-	21.41		77.52	21.41
Other disclosures						
Aggregate amount of quoted investments		-	-		77.52	-
Aggregate amount of Market value of investments		-	-		77.52	-
Aggregate amount of unquoted investments		-	21.41		-	21.41
Aggregate amount of impairment in value of investments		-	-		-	-

Name of Investees	Principal Place of Business	Ownership Interest	
		As at 31st March, 2020	As at 31st March, 2019
2x2 Logistics Private Limited	Mumbai	55.00%	55.00%
LORDS Freight India Private Limited	Mumbai	82.92%	82.92%
Transtech Logistics Private Limited	Bengaluru	39.79%	39.79%

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 7 - TRADE RECEIVABLES

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
Unsecured, considered good	476.96	13.20	494.28	6.82
Less: Allowance for Credit Losses	(14.64)	-	(13.06)	-
Total	462.32	13.20	481.22	6.82

Notes:

- Refer Note 29 (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.
- Trade Receivables are hypothecated to Banks against working capital facility.

NOTE NO. 8 - LOANS

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
	Loan to related party	
Unsecured, considered good	15.00	15.00
Total	15.00	15.00

Note:

Refer Note 29 (III) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

NOTE NO. 9 - OTHER FINANCIAL ASSETS

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
Financial assets at amortised cost				
a) Bank Deposit				
Under lien with Government authority with more than 12 months of original maturity	-	0.01	-	-
Total	-	0.01	-	-
b) Security Deposits				
i. Unsecured, considered good	10.49	22.74	10.68	18.40
ii. Doubtful	0.79	0.01	0.12	0.27
Less: Allowance for Losses	(0.79)	(0.01)	(0.12)	(0.27)
Total	10.49	22.74	10.68	18.40
c) Other items				
i. Interest Accrued	0.58	-	0.34	-
ii. Accrued Sales	229.80	-	207.92	-
iii. Equity Shares of Zoroastrian Cooperative Bank Ltd	-	0.01	-	0.01
iv. National Savings Certificate	-	0.01	-	0.01
v. Other Receivables	0.28	0.10	3.82	0.01
Less: Allowance for Losses	(0.05)	-	(0.05)	-
Total	230.61	0.12	212.03	0.03
Total (a+b+c)	241.10	22.87	222.71	18.43

NOTE NO. 10 - DEFERRED TAX ASSETS Movement in deferred tax balances

Particulars	₹ in Crores							
	Year ended 31st March, 2020				Year ended 31st March, 2019			
	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	1.09	(0.30)	-	0.79	1.09	-	-	1.09
b) Deposits received	-	-	-	-	-	-	-	-
c) Mutual Funds	0.05	(0.05)	-	-	0.02	0.03	-	0.05
Total	1.14	(0.35)	-	0.79	1.11	0.03	-	1.14
B. Tax effect of items constituting deferred tax assets								
a) Property, Plant and Equipment	4.74	(1.27)	-	3.47	3.50	1.24	-	4.74
b) Employee benefits	6.78	(2.23)	-	4.55	6.06	0.72	-	6.78
c) Allowances for credit losses	5.29	(0.94)	-	4.35	4.52	0.77	-	5.29
d) ESOP Expenses	1.96	1.70	-	3.66	-	1.96	-	1.96
e) Leases*	1.62	1.17	-	2.79	(0.25)	(0.08)	-	(0.33)
f) Others	0.45	(0.14)	-	0.31	0.33	0.12	-	0.45
Total	20.84	(1.71)	-	19.13	14.16	4.73	-	18.89
Net Tax Asset/(Liabilities) (B-A)	19.70	(1.36)	-	18.34	13.05	4.70	-	17.75

*Opening balance of deferred tax on lease liabilities has been restated by ₹ 1.95 crores to give impact of transition to Ind AS 116

NOTE NO. 11 - OTHER ASSETS

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
A. Capital advances				
a) For Capital work in progress	-	0.36	-	0.76
b) For Intangible asset	-	17.52	-	15.35
Total (A)	-	17.88	-	16.11
B. Advances other than capital advances				
a) Advances to suppliers - considered good	56.04	-	41.75	-
b) Advances to suppliers - considered doubtful	1.81	-	1.65	-
c) Balances with government authorities (other than income taxes)	25.37	6.54	3.36	5.70
d) Prepaid Expenses	2.29	0.30	2.64	0.59
e) Advances to employees (refer note (a) below)	0.99	-	1.78	-
Total (B)	86.50	6.84	51.18	6.29
Total (A+B)	86.50	24.72	51.18	22.40
Less: Allowances for credit losses	(1.81)	-	(1.65)	-
Total (C)	(1.81)	-	(1.65)	-
Total (A+B+C)	84.69	24.72	49.53	22.40

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 FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 12 - CASH AND CASH EQUIVALENTS

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
A. Cash and cash equivalents		
a) Balances with banks	58.62	29.56
b) Cheques, drafts on hand	-	0.28
c) Bank deposits with original maturity of less than 3 months	40.00	25.00
d) Cash on hand	0.66	-
Total	99.28	54.84
B. Other Bank Balances		
Fixed Deposits with original maturity greater than 3 months but less than 12 months	-	15.00
Total	-	15.00

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 8.15% to 11.00%.

NOTE NO. 13 - INCOME TAX ASSETS (NET)

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Advance Income Tax/TDS Receivable (Net)	79.70	70.30
Total	79.70	70.30

NOTE NO. 14 - NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Land held for sale	1.91	1.91
Total	1.91	1.91
Liabilities associated with assets held for sale	-	-

Notes:

- During the financial year 2011-2012, cost of land situated at Sembiya Manali Village, Ponneri Taluka, Tiruvallore District, amounting to ₹1.89 Crores and related development costs of the land amounting to ₹ 0.02 Crores was classified as Non-Current Asset held for sale.
- Being a non-core asset, the management decided to sell the land. The Company is looking for a prospective buyer including advertisements through print media. The property is available for immediate sale in its present condition.

NOTE NO. 15 - EQUITY SHARE CAPITAL

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	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	7,15,37,256	71.54	7,14,47,684	71.45
Total	7,15,37,256	71.54	7,14,47,684	71.45

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year.

Particulars	₹ in Crores			
	Opening Balance	Fresh Issue	Other Changes	Closing Balance
Equity Shares with Voting rights				
Year ended 31st March 2020				
No. of Shares	7,14,47,684	89,572	-	7,15,37,256
Amount	71.45	0.09	-	71.54
Year ended 31st March 2019				
No. of Shares	7,11,41,924	305,760	-	7,14,47,684
Amount	71.14	0.31	-	71.45

(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

Name of shareholder	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
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	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
A. Equity shares with voting rights				
a) Mahindra & Mahindra Limited	4,18,12,157	58.45%	4,18,12,157	58.52%
b) Normandy Holdings Limited	-	-	64,15,083	8.98%

Note:

For details of shares reserved for issuance under options, please refer note no 24.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 16 - OTHER EQUITY

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Securities premium	105.52	102.23
Equity-settled employee benefits reserve	14.68	5.74
Retained earnings	353.57	319.42
Total	473.77	427.39

Movement in Reserves

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
(A) Securities Premium		
Balance as at the beginning of the year	102.23	98.49
Add: Additions during the year	3.29	3.74
Less: Deletion during the year	-	-
Balance as at the end of the year	105.52	102.23
(B) Equity-settled Employee benefits reserve		
Balance as at the beginning of the year	5.74	1.50
Add: Additions during the year	11.95	5.62
Less: Deletion during the year	(3.01)	(1.38)
Balance as at the end of the year	14.68	5.74
(C) Retained Earnings		
Balance as at the beginning of the year	319.42	247.77
Add: Profit for the year	55.14	84.44
Less: Actuarial gain/(loss) for the year	0.34	0.07
Less: Dividend paid on Equity Shares (including tax thereon)	(15.50)	(12.86)
Less: Impact on transition to Ind AS 116	(5.83)	-
Balance as at the end of the year	353.57	319.42

Nature and purpose of other reserves:

Securities Premium Reserve:

Securities premium account is created when shares are issued at premium. The reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Equity-settled employee benefits reserve:

Equity settled employee benefit reserve represents reserve towards the premium for the equity shares to be issued against the options granted.

Retained earnings:

Retained earnings represents the accumulated surplus. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013.

Note:

The Board of Directors at its meeting held on 20th May, 2020 have recommended a payment of final dividend of ₹ 1.50 (Rupee one and paise fifty only) per equity share of face value of ₹ 10 each for the year ended 31st March, 2020. The same amounts to ₹ 10.73 crores.

NOTE NO. 17 - TRADE PAYABLES

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
a) Total outstanding dues of micro enterprises and small enterprises	4.32	5.23
Total outstanding dues other than micro enterprises and small enterprises:		
- Trade payable - Other than Micro and small enterprises (includes Outstanding dues of Medium enterprises)	563.71	568.38
- Acceptances	2.60	-
	566.31	568.38
Total Trade Payables	570.63	573.61

Notes:

- Trade Payables are payables in respect of the amount due on account of goods purchased or services availed in the normal course of business.
- Micro, Small & Medium enterprises have been identified by the company on the basis of the information available with the Company. Total outstanding dues of Micro and Small enterprises, which are outstanding and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the Act") are given below: This has been relied upon by the auditors.

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
a) Dues remaining unpaid		
- Principal	4.25	5.12
- Interest on the above	0.07	0.11
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	2.02	-
- Interest paid in terms of section 16 of the Act	0.02	-
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	0.03	0.11
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	0.04	0.11
e) Amount of interest accrued and remaining unpaid at the end of accounting year	0.07	0.11

NOTE NO. 18 - OTHER FINANCIAL LIABILITIES

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
Other Financial Liabilities Measured at Amortised Cost				
(a) Security Deposits	3.57	-	3.82	-
(b) Other liabilities				
- Creditors for capital supplies/services	6.44	-	2.29	-
- Deferred Revenue	0.55	-	-	-
Total	10.56	-	6.11	-

NOTE NO. 19 - PROVISIONS

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
Provision for employee benefits				
Provision for Compensated absences	3.51	14.55	3.74	15.66
Total	3.51	14.55	3.74	15.66

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 20 - OTHER LIABILITIES

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
A. Advances received from customers	0.25	-	1.16	-
B. Statutory dues				
a) Taxes Payable	13.84	-	16.07	-
b) Employee Liabilities	2.49	-	2.35	-
C. Post-employment Benefit - Gratuity Liability	3.96	-	3.51	-
Total	20.54	-	23.09	-

Note:

For disclosures related to employee benefits, refer note 33.

NOTE NO. 21 - REVENUE FROM OPERATIONS

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Revenue from rendering of services	3,260.77	3,665.33
b) Other operating revenue	0.13	0.18
Total	3,260.90	3,665.51

A. Country-wise break up of Revenue

Country	₹ in Crores				
	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Year ended 31st March, 2020					
India	3,260.90	-	3,260.90	13.29	3,274.19
Total	3,260.90	-	3,260.90	13.29	3,274.19
Year ended 31st March, 2019					
India	3,665.51	-	3,665.51	7.27	3,672.78
Total	3,665.51	-	3,665.51	7.27	3,672.78

B. Reconciliation of revenue from contract with customer

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
Revenue from contract with customer as per the contract price	3,310.97	3,713.09
Adjustments made to contract price on account of :-		
Less: Sales Returns / Reversals	50.07	47.58
Revenue from contract with customer as per the Statement of Profit and Loss	3,260.90	3,665.51

C. Break-up of Provision for Expected Credit Losses recognised in P&L

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
Expected Credit loss recognised during the year on trade receivables	14.64	13.06
Total	14.64	13.06

D. Movement of Contract Assets and Contract Liabilities

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
Opening Balance	207.92	71.30
Additions during the year	229.80	207.92
Reclassification Adjustments:		
- Reclass of opening balances of contract assets to trade receivables	(207.92)	(71.30)
Closing Balance	229.80	207.92

Movement of Contract Liabilities

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
Opening Balance	1.16	0.08
Additions during the year	0.25	1.16
Reclassification Adjustments: -		
- Reclass of opening balances of contract liabilities to revenue	(1.16)	(0.08)
Closing Balance	0.25	1.16

NOTE NO. 22 - OTHER INCOME

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Interest Income		
i. Financial assets carried at amortised cost	3.39	1.08
ii. Finance Income on Net investment in Lease	1.21	-
iii. Other assets	4.99	2.54
b) Dividend Income		
i. From mutual funds at FVTPL	-	-
ii. Other investments	#	#
c) Miscellaneous Income		
i. Net gain arising on financial assets carried at FVTPL	1.11	2.14
ii. Net gain arising on financial liabilities carried at amortised cost	-	-
iii. Other income	2.59	1.51
Total	13.29	7.27

denotes amount less than ₹ 50,000

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for the year ended 31st March, 2020

NOTE NO. 23 - OPERATING EXPENSES

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
Freight & Other Related Expenses	2,372.26	2,853.81
Labour & Other Related Expenses	269.64	234.98
Rent	33.69	67.25
Warehouse & Other Related Expenses	56.30	41.56
Hire & Service Charges	13.57	14.21
Power & Fuel	6.94	5.36
Repairs Machinery	2.78	2.07
Repairs Building	1.52	0.75
Total	2,756.70	3,219.99

NOTE NO. 24 - EMPLOYEE BENEFITS EXPENSE

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Salaries and wages, including bonus	234.51	208.11
b) Contribution to provident and other funds	14.63	12.82
c) Gratuity	4.42	3.61
d) Share based payment expenses	11.95	5.62
e) Staff welfare expenses	25.63	20.43
Total	291.14	250.59

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 introduced a MLL - Key Executives Stock Option Scheme, 2012 ("Plan") as approved at its Board Meeting held on 27th April, 2012 and subsequently amended on 5th February, 2014, 27th October, 2015 and 3rd August, 2017. The plan provides that eligible employees and the Partners' Enterprise (Formerly, Mahindra Partners Employees Options Trust (the Trust)) as defined in the Plan are granted options to acquire equity shares of the Company that vests in a graded manner. The vested options can be exercised within a specified period from the date on which the shares of the Company get listed on a recognized stock exchange or on happening of an event as specified in the Plan. The number of options granted is calculated in accordance with the performance-based formula approved by the Board as recommended by the then ESOP committee.

The Company has granted 1,80,313 (One Lakh Eighty Thousand Three hundred and Thirteen) Restricted Stock Units (RSU's) under Company's Restricted Stock Unit Plan 2018 to its identified employees. This grant is effective from 4th November 2019, 1st February 2020 and 4th February 2020 for 1,28,313, 40,000 & 12,000 RSUs respectively. These shall vest as per the vesting schedule approved by the board of governance, Nomination and Remuneration Committee (NRC) and can be exercised over the exercise period as approved by NRC in their meeting held on 4th November 2019. Personnel Cost mentioned above includes ₹ 1.21 crores for the year towards the said grants.

iv) Information in respect of options outstanding:

Particulars	₹ in Crores				
	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
As at 31st March, 2020					
Equity Settled					
i. Restricted Stock Units	12,000	04/02/2020	04/02/2021	10.00	391.74
ii. Restricted Stock Units	40,000	01/02/2020	02/02/2021	10.00	365.80
iii. Restricted Stock Units	6,667	04/11/2019	04/11/2020	10.00	366.06
iv. Restricted Stock Units	6,667	04/11/2019	17/07/2021	10.00	365.31
v. Restricted Stock Units	6,666	04/11/2019	17/07/2022	10.00	364.26
vi. Restricted Stock Units	36,105	04/11/2019	04/11/2020	10.00	366.06
vii. Restricted Stock Units	36,104	04/11/2019	30/06/2021	10.00	365.36
viii. Restricted Stock Units	36,104	04/11/2019	30/06/2022	10.00	364.31
ix. Restricted Stock Units	92,254	01/11/2018	01/11/2019	10.00	538.29
x. Restricted Stock Units	1,45,106	01/11/2018	30/06/2020	10.00	537.73
xi. Restricted Stock Units	1,26,061	01/11/2018	30/06/2021	10.00	536.82
xii. Restricted Stock Units	1,26,060	01/11/2018	30/06/2022	10.00	536.01
xiii. Option 6	39,444	10/07/2017	10/07/2021	87.28	44.96

Particulars	₹ in Crores				
	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
As at 31st March, 2019					
Equity Settled					
i. Restricted Stock Units	1,53,371	01/11/2018	01/11/2019	10.00	538.29
ii. Restricted Stock Units	1,53,371	01/11/2018	30/06/2020	10.00	537.73
iii. Restricted Stock Units	1,53,371	01/11/2018	30/06/2021	10.00	536.82
iv. Restricted Stock Units	1,53,371	01/11/2018	30/06/2022	10.00	536.01
v. Option 6	76,164	10/07/2017	10/07/2021	87.28	44.96

v) Movement in Share Options

Particulars	Year ended 31st March, 2020		Year ended 31st March, 2019	
	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	6,89,648	18.53	4,59,360	87.28
b) Granted during the year	1,80,313	10.00	6,13,484	10.00
c) Forfeited during the year	71,151	10.00	77,436	87.28
d) Exercised during the year	89,572	41.68	3,05,760	87.28
e) Expired during the year	-	-	-	-
f) Outstanding at the end of the year	7,09,238	14.30	6,89,648	18.53
g) Exercisable at the end of the year	7,09,238	14.30	6,89,648	18.53
h) Remaining contractual life (no of days)		838		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	04/02/2020	01/02/2020	04/11/2019	04/11/2019	04/11/2019	04/11/2019	04/11/2019
	RSU (i)	RSU (ii)	RSU (iii)	RSU (iv)	RSU (v)	RSU (vi)	RSU (vii)
Share price at grant date	404.15	378.25	378.25	378.25	378.25	378.25	378.25
Exercise price	10.00	10.00	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	31.49%	29.09%	29.09%	29.09%	29.09%	29.09%	29.09%
Expected life / Option Life (weighted-average)	2.00	2.25	2.00	2.70	3.70	2.00	2.65
Expected dividends yield	0.44%	0.44%	0.44%	0.44%	0.44%	0.44%	0.44%
Risk-free interest rate (based on government bonds)	5.85%	5.88%	5.83%	5.96%	6.25%	5.83%	5.95%

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

Particulars/Grant Date	04/11/2019	01/11/2018	01/11/2018	01/11/2018	01/11/2018	10/07/2017
	RSU (viii)	RSU (ix)	RSU (x)	RSU (xi)	RSU (xii)	Option 6 (xiii)
Share price at grant date	378.25	549.85	549.85	549.85	549.85	87.28
Exercise price	10.00	10.00	10.00	10.00	10.00	87.28
Expected volatility (weighted-average)	29.09%	34.30%	34.30%	34.30%	34.30%	58.27%
Expected life / Option Life (weighted-average)	3.65	2.00	2.66	3.66	4.66	4.00
Expected dividends yield	0.44%	0.27%	0.27%	0.27%	0.27%	0.00%
Risk-free interest rate (based on government bonds)	6.24%	7.74%	7.71%	7.63%	7.98%	6.72%

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. 25 - FINANCE COST

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Interest expense on financial instruments designated at amortised cost	0.45	0.16
b) Interest on Lease Liability	13.98	-
Total	14.43	0.16

NOTE NO. 26 - OTHER EXPENSES

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Rent including lease rentals	3.77	7.11
b) Legal and Other professional costs	20.71	13.35
c) Hire and Service Charges	1.14	0.83
d) Travelling and Conveyance Expenses	11.86	11.30
e) Provision for expected credit loss on trade receivables	1.58	1.42
f) Provision for doubtful advances	0.57	0.80
g) Power and Fuel	1.60	1.22
h) Expenditure on Corporate Social Responsibility (CSR)	2.05	1.54
i) Advertisement	0.98	0.97
j) Net loss on sale of property, plant and equipments	0.21	0.53
k) Repairs and maintenance:		
i) Buildings	-	0.01
ii) Machinery	0.26	0.25
iii) Others	3.64	3.44
	3.90	3.70
l) Auditors remuneration and out-of-pocket expenses		
i) As Auditors	0.28	0.28
ii) For Taxation matters	-	0.05
iii) For Other services	0.01	0.01
	0.29	0.34
m) Other expenses		
i) Miscellaneous Expenses	15.41	13.10
ii) Loss arising on derecognition of financial assets- Bad debts/advances written off	1.21	0.82
	16.62	13.92
Total	65.28	57.03

NOTE NO. 27 - CURRENT TAX AND DEFERRED TAX

(a) Income Tax recognised in Profit & Loss

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
A. Current Tax:		
a) In respect of current year	24.28	50.66
b) In respect of prior years	(0.09)	(0.08)
Total	24.19	50.58
B. Deferred Tax:		
a) In respect of current year	(3.60)	(4.70)
b) In respect change in tax rate	4.96	-
Total	1.36	(4.70)
Total (A+B)	25.55	45.88

(b) Income tax recognised in Other Comprehensive Income

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
A. Current Tax:		
Remeasurement of defined benefit obligations	(0.12)	(0.03)
Total	(0.12)	(0.03)
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	(0.12)	(0.03)
Income taxes related to items that will be reclassified to profit or loss	-	-
Total	(0.12)	(0.03)

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Profit Before tax	80.69	130.32
b) Income Tax using the Company's domestic tax rate #	20.31	45.54
c) Change in tax rate	4.96	-
d) Expenses not allowed for tax purpose	0.53	0.59
e) Deduction under Income tax (u/s 80G)	(0.16)	(0.14)
f) Income tax relating to items that will not be reclassified to profit or loss	-	(0.03)
g) Adjustments recognised in the current year in relation to the current tax of prior years	(0.09)	(0.08)
Income tax expense recognised In profit or loss	25.55	45.88

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.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

(d) Amounts on which deferred tax asset has not been created:

Deferred tax assets have not been recognised in respect of following items since it is not probable that future taxable profit will be available against which the Company can use the benefit therefrom.

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
Unused Tax losses (capital in nature)	-	10.29
Total	-	10.29

Note

The unrecognised tax losses carried forward expired entirely in FY 2019-2020.

NOTE NO. 28 - EARNINGS PER SHARE

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
A. Basic Earnings Per Share (in ₹) (face value ₹ 10/- per share)	7.72	11.85
B. Diluted Earnings Per Share (in ₹) (face value ₹ 10/- per share)	7.68	11.80

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 31st March, 2020	Year ended 31st March, 2019
Profit for the year attributable to owners of the Company	55.14	84.44
Profit for the year used in the calculation of basic earnings per share	55.14	84.44
Weighted average number of equity shares	7,14,70,864	7,12,48,536
Earnings per share from continuing operations - Basic (in ₹)	7.72	11.85

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 31st March, 2020	Year ended 31st March, 2019
a) Profit for the year used in the calculation of basic earnings per share	55.14	84.44
b) Add: adjustments on account of dilutive potential equity shares	-	-
Profit for the year used in the calculation of diluted earnings per share	55.14	84.44

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 31st March, 2020	Year ended 31st March, 2019
Weighted average number of equity shares used in the calculation of Basic EPS	7,14,70,864	7,12,48,536
Add: Dilutive impact of potential Equity Shares on account of ESOPs & RSUs	3,67,175	3,20,935
Weighted average number of equity shares used in the calculation of Diluted EPS	7,18,38,039	7,15,69,471
Earnings per share from continuing operations - Diluted (in ₹)	7.68	11.80

NOTE NO. 29 - FINANCIAL INSTRUMENTS

I. Capital Management Policy

a) The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern.
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

b) For the purpose of Company's capital management, capital includes issued share capital, equity 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.

c) The following table shows the components of capital:

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Equity	545.31	498.84
Total	545.31	498.84

Note:

The above capital management disclosures are based on the information provided internally to key management personnel.

II. Categories of financial assets and financial liabilities

Particulars	As at 31st March, 2020			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Trade Receivables	13.20	-	-	13.20
b) Other Financial Assets	22.87	-	-	22.87
Total	36.07	-	-	36.07
B. Current Assets				
a) Investments	-	-	-	-
b) Trade Receivables	462.32	-	-	462.32
c) Cash and Bank Balances	99.28	-	-	99.28
d) Loans	15.00	-	-	15.00
e) Other Financial Assets	241.10	-	-	241.10
Total	817.70	-	-	817.70
C. Non-current Liabilities				
a) Lease liabilities	119.45	-	-	119.45
b) Other Financial Liabilities	-	-	-	-
Total	119.45	-	-	119.45
D. Current Liabilities				
a) Lease liabilities	45.40	-	-	45.40
b) Trade Payables	570.63	-	-	570.63
c) Other Financial Liabilities	10.56	-	-	10.56
Total	626.59	-	-	626.59

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

Particulars	As at 31st March, 2019			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Trade Receivables	6.82	-	-	6.82
b) Other Financial Assets	18.43	-	-	18.43
Total	25.25	-	-	25.25
B. Current Assets				
a) Investments	-	77.52	-	77.52
b) Trade Receivables	481.22	-	-	481.22
c) Cash and Bank Balances	69.84	-	-	69.84
d) Loans	15.00	-	-	15.00
e) Other Financial Assets	222.71	-	-	222.71
Total	788.77	77.52	-	866.29
C. Non-current Liabilities				
a) Other Financial Liabilities	-	-	-	-
Total	-	-	-	-
D. Current Liabilities				
a) Trade Payables	573.61	-	-	573.61
b) Other Financial Liabilities	6.11	-	-	6.11
Total	579.72	-	-	579.72

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

- 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.
- Trade receivables consist of a large number of customers, spread across diverse industries and places across India.
- 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.
- 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.
- 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:

Particulars	As at 31st March, 2020			
	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	197.50	246.28	46.38	490.16
b) Loss allowance provision	4.63	2.14	7.87	14.64

Particulars	As at 31st March, 2019			
	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	265.45	203.35	32.30	501.10
b) Loss allowance provision	5.14	2.54	5.38	13.06

(vii) Reconciliation of loss allowance provision for Trade Receivables

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Balance as at beginning of the year	13.06	11.64
b) Impairment losses recognised in the year based on lifetime expected credit losses		
- On receivables originated during the year	3.24	1.93
- Other receivables	0.02	0.43
c) Impairment losses reversed / written back	(1.68)	(0.94)
d) Balance at end of the year	14.64	13.06

(viii) During the year, the Company has made write off of ₹ 1.14 crores (Previous year ₹ 0.79 crores) of trade receivables and NIL (Previous year NIL) of deposits given. These trade receivables and deposits are not subject to enforcement activity.

Investment in Mutual Funds

The Company has NIL investments as at 31st March, 2020 (As at 31st March, 2019, ₹ 77.52 crores) in growth oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31st March, 2020, the Company holds cash and cash equivalents of ₹ 99.28 crores (As at 31st March, 2019 ₹ 69.84 crores). The cash and cash equivalents are held with banks with good credit rating.

B) Liquidity risk management

- 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.
- Maturities of financial liabilities

Table showing maturity profile of financial liabilities:

Particulars	As at 31st March, 2020			
	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	57.14	93.01	30.86	13.05
b) Trade Payables	570.63	-	-	-
c) Security Deposits	3.57	-	-	-
d) Creditors for capital supplies	6.44	-	-	-
e) Deferred Revenue	0.55	-	-	-
Total	638.33	93.01	30.86	13.05

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for the year ended 31st March, 2020

Particulars	As at 31st March, 2019			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
A) Non-derivative financial liabilities				
a) Trade Payables	573.61	-	-	-
b) Security Deposits	3.82	-	-	-
c) Creditors for capital supplies	2.29	-	-	-
Total	579.72	-	-	-

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.

(iii) Financing arrangements

The Company has access to following undrawn borrowing facilities at the end of the reporting year:

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
a) Secured Cash credit facility		
- Expiring within one year	58.00	58.00
- Expiring beyond one year	-	-
b) Secured Sales Invoice facility*		
- Expiring within one year	-	-
- Expiring beyond one year	-	-
c) Bank Guarantees*		
- Expiring within one year	1.95	-
- Expiring beyond one year	4.19	2.10

* These limits are as a sub-limit of secured cash credit facility.

(iv) Maturities of financial assets

Table showing maturity profile of financial assets

Particulars	As at 31st March, 2020			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
Trade Receivables	462.32	9.82	3.38	-
Security Deposits	11.28	17.49	4.36	1.84
Loan to related party	15.00	-	-	-
Others	230.61	0.12	-	-
Total	719.21	27.43	7.74	1.84

Particulars	As at 31st March, 2019			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
Trade Receivables	481.22	4.53	2.29	-
Security Deposits	10.80	16.73	2.56	0.36
Loan to related parties	15.00	-	-	-
Others	212.03	0.03	-	-
Total	719.05	21.29	4.85	0.36

The above table details the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

C) Market Risk Management

The Company does not have significant market risk at the respective reporting dates.

NOTE NO. 30 - 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 31st March, 2020	As at 31st March, 2019				
A) Financial assets						
Investments						
Mutual fund investments	-	77.52	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 31st March, 2020		As at 31st March, 2019	
	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets				
a) Financial assets carried at Amortised Cost				
i) Loans to related parties	15.00	15.00	15.00	15.00
ii) Trade and other receivables	475.52	475.52	488.04	488.04
iii) Deposits given	33.23	33.23	29.08	29.08
iv) Cash and cash equivalents	99.28	99.28	54.84	54.84
v) Bank Balances Other than iv above	-	-	15.00	15.00
vi) Others	230.74	230.74	212.06	212.06
Total	853.77	853.77	814.02	814.02
B) Financial liabilities				
a) Financial liabilities held at Amortised cost				
i) Lease Liabilities	164.85	164.85	-	-
ii) Deposits received	3.57	3.57	3.82	3.82
iii) Trade and other payables	570.63	570.63	573.61	573.61
iv) Creditors for capital supplies	6.44	6.44	2.29	2.29
v) Deferred Revenue	0.55	0.55	-	-
Total	746.04	746.04	579.72	579.72

NOTE NO. 31 - SEGMENT INFORMATION

- 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.
- Specifically, the Company's reportable segments and the type of product or service from which they derive income are:
 - Supply Chain Management (SCM) - Goods transportation service, including warehouse management service.
 - Enterprise Mobility Services - People transportation service
- 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.
- The segmental disclosures are as follows :-

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

As at 31st March, 2020

Particulars	₹ in Crores				
	SCM	Enterprise Mobility Services	Total Segments	Elimination	Total
Revenue					
I. External customers	2,893.29	367.61	3,260.90	-	3,260.90
II. Intersegment revenue	-	-	-	-	-
Total revenue	2,893.29	367.61	3,260.90	-	3,260.90
Results					
I. Segment Result	229.63	33.81	263.44	-	263.44
Less:					
Finance Costs					(14.43)
Unallocated corporate income net of unallocated expenses					(168.32)
Profit before tax					80.69
Income Taxes					(25.55)
Profit after tax					55.14
OTHER INFORMATION					
Segment Assets	931.15	103.04	1,034.19	-	1,034.19
Unallocated Corporate Assets					295.76
Total Assets					1,329.95
Segment Liabilities	660.02	43.27	703.29	-	703.29
Unallocated Corporate Liabilities					81.35
Total Liabilities					784.64
Capital Expenditure	56.23	1.39	57.62	-	57.62
Depreciation and Amortisation expense	57.77	0.12	57.89	-	57.89

As at 31st March, 2020

Particulars	₹ in Crores				
	SCM	Enterprise Mobility Services	Total Segments	Elimination	Total
Revenue					
I. External customers	3,280.04	385.47	3,665.51	-	3,665.51
II. Intersegment revenue	-	-	-	-	-
Total revenue	3,280.04	385.47	3,665.51	-	3,665.51
Results					
I. Segment Result	240.96	40.52	281.48	-	281.48
Less:					
Finance Costs					(0.16)
Unallocated corporate income net of unallocated expenses					(151.00)
Profit before tax					130.32
Income Taxes					(45.88)
Profit after tax					84.44
OTHER INFORMATION					
Segment Assets	703.22	120.21	823.43	-	823.43
Unallocated Corporate Assets					297.62
Total Assets					1,121.05
Segment Liabilities	503.45	53.40	556.85	-	556.85
Unallocated Corporate Liabilities					65.36
Total Liabilities					622.21
Capital Expenditure	24.06	3.03	27.09	-	27.09
Depreciation and Amortisation expense	10.15	0.31	10.46	-	10.46

Other disclosures:

a) Unallocable Expenditure/Assets:

- 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.
- 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.
- The accounting policies of the reportable segments are the same as the Company's accounting Policies described in Note 2.18.

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	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Revenue from external customers		
India	3,260.90	3,665.51
Outside India	-	-
Revenue from operations as per statement of profit or loss	3,260.90	3,665.51

(vi) Segment Assets

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
India	1,034.19	823.43
Outside India	-	-
Total	1,034.19	823.43

(vii) Capital Expenditure

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
India	57.62	27.09
Outside India	-	-
Total	57.62	27.09

(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	
	As at 31st March, 2020	As at 31st March, 2019
Transportation	2,285.70	2,756.42
Warehousing & other related activities	574.91	502.18
Enterprise Mobility Services	367.61	385.47
Total	3,228.22	3,644.07

The revenues of the Company from holding company and group of customers under common control of the holding company amounts to 53.90% (Previous year: 58.53%) for the year ended 31st March, 2020 of its total revenues.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 32 - LEASES

Operating Lease

The Company has adopted Ind AS 116 'Leases' with the date of initial application being 1st April, 2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The Company has applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings as at 1st April, 2019. As a result, the comparative information has not been restated. In adopting Ind AS 116, the Company has applied the below practical expedients:

The Company has applied a single discount rate to a portfolio of leases with reasonably similar characteristics

The Company has treated the leases with remaining lease term of less than 12 months as if they were "short term leases"

The Company has excluded the initial direct costs from measurement of the right-of-use asset at the date of transition

The Company has used hindsight, in determining the lease term if the contract contains options to extend or terminate the lease

On transition to Ind AS 116, the Company recognised right-of-use assets amounting to ₹ 111.81 crore, Net Investment in sublease of ROU of ₹ 1.76 crore, and a corresponding lease liabilities amounting to ₹ 121.36 crores by adjusting retained earnings of ₹ 5.07 crores (including the impact of deferred tax created of ₹ 2.72 crore). The Company has discounted lease payments using the applicable incremental borrowing rate as at 1st April, 2019 which is 8.70% for measuring the lease liability.

Reconciliation of operating lease commitments as at 31st March, 2019 with the lease liabilities recognized in the Balance Sheet as at 1st April, 2019:

Particulars	₹ in Crores	
		Year ended 31st March, 2020
A. Operating lease commitments disclosure as per Ind AS 17 as at 31st March, 2019		56.06
Weighted average incremental borrowing rate		8.70%
B. Present value using incremental borrowing rate as on 1st April, 2019		88.58
Recognition exemption for:		
Short term leases		(1.64)
Leases of low value assets		-
Extension and termination options reasonably certain to be exercised		34.42
Lease liabilities recognised at 1st April, 2019		121.36

Following are the changes in the carrying value of right of use assets for the year ended 31st March, 2020:

Particulars	₹ in Crores	
		Year ended 31st March, 2020
Lease liabilities recognised at 1st April, 2019		121.36
Additions		97.68
Finance cost accrued during the period		13.98
Deletions		(12.64)
Payment of lease liabilities		(55.53)
Balance as at 31st March, 2020		164.85

The following is the break-up of current and non-current lease liabilities as at 31st March, 2020:

Particulars	₹ in Crores	
		As at 31st March, 2020
Non-current lease liabilities		119.45
Current lease liabilities		45.40
Total		164.85

The table below provides details regarding the contractual maturities of lease liabilities as at 31st March, 2020 on an undiscounted basis:

Particulars	₹ in Crores	
		2020
Less than one year		57.14
One to Three years		93.01
Three to five years		30.86
More than five years		13.05
Total undiscounted lease liabilities at Balance sheet date		194.06

Rental expense recorded for short-term leases was ₹ 37.46 crores for the year ended 31st March, 2020.

The following is the movement in the net investment in sublease of ROU asset during the year ended 31st March, 2020:

Particulars	₹ in Crores	
		Year ended 31st March, 2020
Net investment in sublease in ROU recognised at 1st April, 2019		1.76
Additions		19.84
Finance Income on net investment in sublease in ROU		1.21
Deletions		-
Rental Income on net investment in sublease in ROU		(2.34)
Balance as at 31st March, 2020		20.47

The table below provides details regarding the contractual maturities of net investment in sublease of ROU asset on an undiscounted basis:

Particulars	₹ in Crores	
		2020
Less than one year		3.35
One to Three years		6.97
Three to five years		6.44
More than five years		11.60
Total		28.36

Impact of adoption of Ind AS 116 on retained earnings:

Particulars	₹ in Crores	
		Amount
Reclassification of operating lease under Ind AS 17 'Leases' to right-of-use assets		5.07
Impact on retained earnings as at 1st April, 2019		5.07

Impact of adoption of Ind AS 116 on the statement of profit and loss:

Particulars	₹ in Crores	
		Year ended 31st March, 2020
Finance Income on Net investment in Lease		1.21
Upfront notional gain on sub-lease arrangement		0.94
Rental Income on Sub-Lease		(2.34)
Interest on lease liabilities		(13.98)
Depreciation of Right-of-use assets		(47.59)
Unrealised gain on reversal of ROU		0.80
Payment of lease liabilities		55.53
Impact of Ind AS 116 (on profit and loss before Tax)		(5.43)

Leases not yet commenced to which Company is committed amounts to ₹ 11.10 crores for a lease term ranging from 3 years to 5 years.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 33 - EMPLOYEE BENEFITS

a) Defined Contribution Plan

The Company's contribution to Provident Fund, superannuation Fund and other funds aggregating ₹14.63 crores (2019: ₹12.68 crore) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

b) Defined Benefit Plans:

Gratuity

a) The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

b) Through its defined benefit plans the Company is exposed to a number of risks, the most significant of which are detailed below:

(1) Asset volatility

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit. The funds of the defined benefit plans are held with LIC.

As the plans mature, the Company intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

(2) Change in bond yields

A decrease in government bond yields will increase plan liabilities.

(3) Inflation risk

Defined benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although caps on the level of inflationary increases are in place to protect the plan against extreme inflation).

(4) Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the Company's defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

c) Significant Actuarial Assumptions

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Valuation	
	As at 31st March, 2020	As at 31st March, 2019
a) Discount rate(s)	6.60%	7.40%
b) Expected rate(s) of salary increase	5% for first 3 years and 7% thereafter	8.00%
c) Mortality rate during employment	IALM (2012-14) Ultimate	IALM(2006-08) Ultimate

d) Defined benefit plans – as per actuarial valuation

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
I. Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:		
a) Current Service Cost	4.16	3.31
b) Past service cost and (gains)/losses from settlements	-	-
c) Net interest expense	0.26	0.30
Components of defined benefit costs recognised in profit or loss	4.42	3.61
Remeasurement on the net defined benefit liability		
a) Return on plan assets (excluding amount included in net interest expense)	(0.16)	(0.05)
b) Actuarial (gains)/loss arising from changes in financial assumptions	(1.07)	0.45
c) Actuarial (gains)/loss arising from changes in demographic assumptions	-	(0.48)
d) Actuarial (gains)/loss arising from experience adjustments	0.77	(0.02)
Components of defined benefit costs recognised in Other Comprehensive Income	(0.46)	(0.10)
Total	3.96	3.51
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March		
a) Present value of defined benefit obligation	(20.37)	(16.51)
b) Fair value of plan assets	16.41	13.00
c) Surplus/(Deficit)	(3.96)	(3.51)
d) Current portion of the above	(3.96)	(3.51)
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	16.51	13.76
b) Add/(Less) on account of Scheme of Arrangement/Business		
c) Transfer	0.01	-
d) Expenses Recognised in Profit and Loss Account		
- Current Service Cost	4.16	3.31
- Past Service Cost	-	-
- Interest Expense (Income)	1.22	1.06
e) Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from:		
i. Financial Assumptions	(1.07)	0.45
ii. Demographic Assumptions	-	(0.48)
iii. Experience Adjustments	0.77	(0.02)
f) Benefit payments	(1.23)	(1.57)
g) Present value of defined benefit obligation at the end of the year	20.37	16.51
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	13.00	9.87
ii) Expenses Recognised in Profit and Loss Account		
- Expected return on plan assets	0.96	0.76
iii) Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actual Return on plan assets in excess of the expected return	0.16	0.05
iv) Contributions by employer (including benefit payments recoverable)	3.52	3.89
v) Benefit payments	(1.23)	(1.57)
vi) Fair value of plan assets at the end of the year	16.41	13.00

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

Particulars	₹ in Crores	
	Funded Plan - Gratuity	
	As at 31st March, 2020	As at 31st March, 2019
V. The Major categories of plan assets		
- Insurance Funds	16.41	13.00
VI. Actuarial assumptions		
a) Discount rate	6.60%	7.40%
b) Expected rate of return on plan assets	6.60%	7.40%
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 31st March, 2020		As at 31st March, 2019	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
a) Discount rate	1.00%	18.97	21.96	15.37	17.82
b) Salary growth rate	1.00%	21.92	18.97	17.77	15.39
c) Rate of employee turnover	1.00%	20.23	20.52	16.37	16.66

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, 2020 is 7 years

f) Maturity profile of defined benefit obligation:

The tables include both discounted value as well as unwinding of interest.

Particulars	₹ in Crores	
	2020	2019
Within 1 year	2.22	1.72
1-2 years	2.28	1.74
2-3 years	2.47	1.86
3-4 years	2.24	2.08
4-5 years	2.15	1.84
5-10 years	9.06	8.04
More than 10 years	16.52	15.59

g) Plan Assets

The fair value of Company's plan asset by category are as follows:

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Asset category:		
Deposits with Insurance companies	16.41	13.00
	100%	100%

h) Experience Adjustments:

Particulars	As at 31st March, 2020	As at 31st March, 2019	As at 31st March 2018	As at 31st March 2017	As at 31st March 2016
	Gratuity				
1. Defined Benefit Obligation	(20.37)	(16.51)	(13.76)	(9.52)	(6.60)
2. Fair value of plan assets	16.41	13.00	9.87	6.67	4.58
3. Surplus/(Deficit)	(3.96)	(3.51)	(3.89)	(2.85)	(2.02)
4. Experience adjustment on plan liabilities [(Gain)/Loss]	0.77	(0.02)	1.50	0.22	0.18
5. Experience adjustment on plan assets [Gain/(Loss)]	0.16	0.05	0.22	0.03	0.02

- The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.
- The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- The current service cost and the net interest expense for the year are included in the employee benefits expense in profit or loss of the expense for the year.

NOTE 34 - RELATED PARTY TRANSACTIONS

i) List of Related Parties:

Holding Company Mahindra & Mahindra Limited

(a) Related parties where control exists:

Subsidiaries

- Lords Freight (India) Private Limited
- 2X2 Logistics Private Limited

(b) Other parties with whom transactions have taken place during the year:

(i) Joint Venture

- Transtech Logistics Private Limited (w.e.f. 5th October 2018)

(ii) Fellow Subsidiaries

- Gromax Agri Equipment Limited
- Mahindra Auto Steel Pvt Ltd
- Mahindra Defence Systems Limited
- Mahindra Electric Mobility Limited
- Mahindra E-market Ltd
- Mahindra EPC Irrigation Limited (Formerly known as EPC Industrié Limited) (Name changed w.e.f. 28.02.2019)
- Mahindra Greenyard Private Limited
- Mahindra Heavy Engines Limited
- Mahindra Holidays & Resorts India Limited
- Mahindra Integrated Business Solutions Private Limited
- Mahindra Intertrade Limited
- Mahindra Lifespace Developers Limited
- Mahindra Marine Private Limited
- Mahindra MSTC Recycling Private Limited
- Mahindra Retail Limited
- Mahindra Rural Housing Finance Limited
- Mahindra Steel Service Centre Limited
- Mahindra Susten Private Limited
- Mahindra Trucks and Buses Limited
- Mahindra Two Wheelers Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

- 21 Mahindra Vehicle Manufacturers Limited
- 22 Mahindra Water Utilities Limited
- 23 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 M.I.T.R.A Agro Equipments Private Limited
- 4 Mahindra World City Developers Limited

b) Associate of Holding Company

- 1 Brainbees Solutions Private Limited
- 2 Mahindra CIE Automotive Limited
- 3 Swaraj Engines Limited
- 4 Tech Mahindra Limited

c) Subsidiary of Associate of Holding Company

- 1 Comviva Technologies Limited

d) Subsidiary of Joint Venture of Holding Company

- 1 Mahindra Industrial Park Chennai Ltd

e) Associates of Fellow subsidiaries

- 1 Medwell Ventures Private Limited

(iv) Key Management Personnel (KMP)

- 1 Rampraveen Swaminathan (w.e.f. 1st Oct 2019)
- 2 Pirojshaw Sarkari (upto 30th Sep 2019)

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	1.28	-	0.06	-	-
b) Rendering of services	1,559.94	0.25	118.78	-	72.50
c) Receiving of services	1,892.50	0.01	163.76	-	47.68
d) Reimbursements made to parties	1.58	42.02	0.33	1.19	0.01
e) Reimbursements received from parties	6.74	47.42	0.46	0.36	-
f) Sale of property and other assets	9.38	-	0.01	-	-
g) Loans/Deposits given	1.71	-	0.04	-	-
h) Interest Income on inter-corporate deposits	0.03	0.28	0.06	-	-
i) Bad & doubtful debts recognised in respect of dues from related parties	0.01	0.29	0.20	0.08	-
	0.49	-	-	-	-
	-	-	-	-	-
	-	-	15.00	-	-
	-	-	1.15	-	-
	-	-	0.01	-	-
	0.25	-	-	-	-
	-	-	-	-	0.01
Balances Outstanding with Related Parties					
a) Trade payables	5.53	1.12	0.04	-	-
b) Trade receivables	3.50	4.44	0.07	0.06	-
c) Other receivables	110.46	0.60	12.43	-	12.90
	102.33	0.07	18.79	-	-
	-	-	0.54	-	-
	-	-	0.01	-	-

Particulars	Holding Company	Subsidiaries	Fellow subsidiaries	Joint Ventures	Other related parties
d) Inter Corporate Deposits outstanding	-	-	15.00	-	-
	-	-	15.00	-	-
e) Provision of bad & doubtful debts related to amount due from related parties	0.12	-	0.07	-	0.19
	0.12	-	0.07	-	0.19

Notes:

- a) All the outstanding balances, whether receivables or payables are unsecured.
- b) 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.

Particulars	Holding Company	Subsidiaries	Fellow subsidiaries	Joint Ventures	Other related parties
Nature of transactions with Related Parties					
a) Purchase of property and other assets					
NBS International Ltd	-	-	-	-	-
	-	-	0.09	-	-
Mahindra & Mahindra Limited	1.28	-	-	-	-
	0.37	-	-	-	-
Mahindra Integrated Business Solutions Pvt Ltd	-	-	0.01	-	-
	-	-	0.04	-	-
Mahindra Water Utilities Limited	-	-	0.05	-	-
	-	-	-	-	-
b) Rendering of services					
Mahindra & Mahindra Limited	1,559.94	-	-	-	-
	1,892.50	-	-	-	-
Mahindra Vehicle Manufacturers Ltd.	-	-	90.41	-	-
	-	-	121.00	-	-
Classic Legends Private Limited	-	-	-	-	16.36
	-	-	-	-	-
Tech Mahindra Ltd.	-	-	-	-	38.79
	-	-	-	-	47.68
Mahindra CIE Automotive Ltd	-	-	-	-	9.47
	-	-	-	-	-
Lords Freight (India) Private Limited	-	0.25	-	-	-
	-	-	-	-	-
2X2 Logistics Private Limited	-	-	-	-	-
	-	0.01	-	-	-
c) Receiving of services					
Mahindra & Mahindra Limited	1.58	-	-	-	-
	6.74	-	-	-	-
Mahindra Defence Systems Limited	-	-	0.08	-	-
	-	-	-	-	-
Mahindra Retail Ltd	-	-	-	-	-
	-	-	0.19	-	-
Mahindra World City Developers Limited	-	-	-	-	0.01
	-	-	-	-	-
Mahindra Integrated Business Solutions Pvt Ltd	-	-	0.23	-	-
	-	-	0.25	-	-
2X2 Logistics Private Limited	-	41.74	-	-	-
	-	44.06	-	-	-
Transtech Logistics Pvt Ltd	-	-	-	1.19	-
	-	-	-	0.36	-

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st March, 2020

Particulars	Holding Company	Subsidiaries	Fellow subsidiaries	Joint Ventures	Other related parties
d) Reimbursements made to parties					
Mahindra & Mahindra Limited	9.38	-	-	-	-
	1.71	-	-	-	-
Mahindra Defence Systems Limited	-	-	0.01	-	-
	-	-	-	-	-
NBS International Ltd	-	-	-	-	-
	-	-	0.03	-	-
e) Reimbursements received from parties					
Mahindra & Mahindra Limited	0.03	-	-	-	-
	0.01	-	-	-	-
Mahindra Intertrade Ltd.	-	-	0.04	-	-
	-	-	0.11	-	-
Mahindra Lifespace Developers Ltd.	-	-	-	-	-
Mahindra Steel Service Centre Ltd.	-	-	0.03	-	-
	-	-	0.02	-	-
Lords Freight (India) Private Limited	-	0.20	-	-	-
	-	0.22	-	-	-
2X2 Logistics Private Limited	-	0.09	-	-	-
	-	0.07	-	-	-
Transtech Logistics Pvt Ltd	-	-	-	-	-
	-	-	-	0.08	-
f) Sale of property and other assets					
Mahindra & Mahindra Limited	0.49	-	-	-	-
	-	-	-	-	-
g) Loans/Deposits given					
Mahindra Rural Housing Finance Limited	-	-	-	-	-
	-	-	15.00	-	-
h) Interest Income on inter-corporate deposits					
Mahindra Rural Housing Finance Limited	-	-	1.15	-	-
	-	-	0.01	-	-
i) Bad & doubtful debts recognised in respect of dues from related parties					
Mahindra & Mahindra Limited	0.25	-	-	-	-
	-	-	-	-	-
Comviva Technologies Limited	-	-	-	-	-
	-	-	-	-	0.01

iii) Compensation of key managerial personnel

The remuneration of key managerial personnel during the year was as follows:

Particulars	₹ in Crores	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Short-term employee benefits	3.31	2.08
Issue of ESOP Shares during the year	-	0.94

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.

iv) Disclosure required under section 186(4) of the Companies Act, 2013 for Loans given

Particulars	₹ in Crores	
	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Mahindra Rural Housing Finance Limited	15.00	15.00

Above inter corporate loans have been given for general business purposes for meeting their working capital requirements @ 7.20%

NOTE NO. 35 - CONTINGENT LIABILITIES

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
Contingent liabilities (to the extent not provided for)		
Claims against the Company not acknowledged as debt		
a) VAT	5.41	5.41
b) Service Tax	3.72	3.51
c) Income Tax	-	0.08
d) Other Matters	6.90	11.66

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.

NOTE NO. 36

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 loss in its joint venture, which comprise the Consolidated Balance Sheet as at March 31, 2020, 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 March 31, 2020, 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 sub-paragraphs (a) and (b) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional 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
<p>1 Completeness of revenue recognised for Supply Chain Management:</p> <p>The Company engages external fleet owners for providing onward transportation services to the customers. The Company recognises 'Revenue' from rendering of services upon:</p> <ol style="list-style-type: none"> Receiving of actual invoice from vendor along with customer acknowledged Proof of Delivery (POD) of completed services; OR 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. 9 and 22 to the financial statements)</p>	<p>We have performed following procedures:</p> <ul style="list-style-type: none"> ➤ Tested the design and implementation of internal controls on judgements exercised over the following as well as their operating effectiveness: <ul style="list-style-type: none"> ✓ Controls over determination of ELT used as well as their operating effectiveness by: <ol style="list-style-type: none"> i. validating the basis of ELT, and ii. testing '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 Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report and Annexures to Board's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report, but does not include the consolidated 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 auditor, 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 the 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

INDEPENDENT AUDITOR'S REPORT CONTINUED

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 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 ₹ 107.56 Crores as at March 31, 2020, total revenues of ₹ 252.80 Crores and net cash inflows amounting to ₹0.14 Crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of ₹ 0.61 Crores for the year ended March 31, 2020, as considered in the consolidated financial statements, in respect of one joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries 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 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 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 March 31, 2020 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 is disqualified as on March 31, 2020 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, its subsidiary companies and joint venture.

For Deloitte Haskins & Sells LLP

Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Kedar Raje

(Partner)
(Membership No. 102637)
(UDIN: 20102637AAAABF4424)

Place: Mumbai
Date: 20 May 2020

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 March 31, 2020, we have audited the internal financial controls over financial reporting of Mahindra Logistics Limited (hereinafter referred to as “Parent”), its subsidiary companies and its joint venture, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent its subsidiary companies and its joint venture, 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, its subsidiary companies and its joint venture, 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 other auditors of the subsidiary companies and joint venture, 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, its subsidiary companies and its joint venture, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls 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 other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies and its joint venture, 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 March 31, 2020, 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 two subsidiary companies and one joint venture, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

For Deloitte Haskins & Sells LLP

Chartered Accountants
(Firm’s Registration No. 117366W/W-100018)

Kedar Raje

(Partner)
(Membership No. 102637)
(UDIN: 20102637AAAABF4424)

Place: Mumbai
Date: 20 May 2020

CONSOLIDATED BALANCE SHEET

as at 31st March, 2020

Particulars	Note No.	₹ in Crores	
		As at 31st March, 2020	As at 31st March, 2019
ASSETS			
I NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4	225.60	66.04
(b) Net Investment in Lease		20.47	-
(c) Capital Work-in-Progress		15.04	2.59
(d) Goodwill on consolidation		4.33	4.33
(e) Intangible Assets	5	1.03	0.94
(f) Financial Assets			
(i) Investments	6	3.14	3.75
(ii) Trade Receivables	7	13.20	6.82
(iii) Other Financial Assets	9	23.17	18.44
(g) Deferred Tax Assets (Net)	10	19.97	18.73
(h) Income Tax Assets (Net)	13	84.71	77.32
(i) Other Assets	11	24.72	22.40
SUB-TOTAL		435.38	221.36
II CURRENT ASSETS			
(a) Financial Assets			
(i) Investments	6	-	77.52
(ii) Trade Receivables	7	522.43	518.27
(iii) Cash and Cash Equivalents	12	99.53	54.95
(iv) Bank Balances other than (iii) above	12	-	15.00
(v) Loans	8	15.00	15.00
(vi) Other Financial Assets	9	247.06	240.34
(b) Other Assets	11	100.53	60.76
SUB-TOTAL		984.55	981.84
III Non-Current Assets Classified as Held for Sale	14	1.91	1.91
TOTAL ASSETS		1,421.84	1,205.11
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	71.54	71.45
(b) Other Equity	16	473.11	426.77
Equity attributable to owners		544.65	498.22
Equity attributable to non-controlling interests		5.43	5.71
SUB-TOTAL		550.08	503.93
LIABILITIES			
I NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	17	2.31	8.89
(ii) Lease Liabilities		119.72	-
(b) Provisions	19	15.67	16.36
SUB-TOTAL		137.70	25.25
II CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	17	27.00	19.63
(ii) Lease Liabilities		45.69	-
(iii) Trade Payables			
a) Due to Micro and Small Enterprises	21	5.00	6.59
b) Other than Micro and Small Enterprises	21	612.17	593.47
(iv) Other Financial Liabilities	18	17.19	27.11
(b) Provisions	19	5.63	5.16
(c) Other Liabilities	20	21.38	23.97
SUB-TOTAL		734.06	675.93
TOTAL EQUITY AND LIABILITIES		1,421.84	1,205.11

The accompanying notes 1 to 38 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: 20th May, 2020

For and on behalf of the Board of Directors
Mahindra Logistics Limited

V S Parthasarathy
Chairman
DIN: 00125299
Yogesh Patel
Chief Financial Officer

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682
Brijbala Batwal
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2020

Particulars	Note No.	₹ in Crores	
		Year ended 31st March, 2020	Year ended 31st March, 2019
I Revenue from operations	22	3,471.14	3,851.34
II Other Income	23	13.98	7.63
III Total Income (I + II)		3,485.12	3,858.97
IV EXPENSES			
(a) Operating Expenses	24	2,934.16	3,372.40
(b) Employee benefits expense	25	306.66	263.77
(c) Finance costs	26	17.63	3.48
(d) Depreciation and amortisation expense	4&5	73.43	21.95
(e) Other expenses	27	72.05	63.93
Total Expenses		3,403.93	3,725.53
V Profit before tax (III - IV)		81.19	133.44
VI Tax Expense			
(1) Current tax	28	25.00	51.38
(2) Deferred tax	28	0.74	(4.59)
Total Tax Expense		25.74	46.79
VII Profit After Tax (V - VI)		55.45	86.65
VIII Share of Loss of Joint Venture		(0.61)	(0.25)
IX Profit for the year		54.84	86.40
X Profit for the year attributable to:			
Owners of the company		55.12	85.64
Non Controlling Interests		(0.28)	0.76
XI Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of the defined benefit plans		0.43	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.11)	-
Total Other comprehensive income		0.32	-
XII Other comprehensive income for the year attributable to:			
Owners of the company		0.32	0.01
Non Controlling Interests		-	(0.01)
Total comprehensive income for the year (VIII + X)		55.16	86.40
XIII Total comprehensive income for the year attributable to:			
Owners of the company		55.44	85.65
Non Controlling Interests		(0.28)	0.75
XIV Earnings per equity share (face value ₹ 10/- per share)			
(1) Basic (in ₹)	29	7.71	12.02
(2) Diluted (in ₹)	29	7.67	11.97

The accompanying notes 1 to 38 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: 20th May, 2020

For and on behalf of the Board of Directors
Mahindra Logistics Limited

V S Parthasarathy
Chairman
DIN: 00125299

Yogesh Patel
Chief Financial Officer

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Brijbala Batwal
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2020

(A) EQUITY SHARE CAPITAL

Particulars	₹ in Crores	
	Number of shares	Equity share capital
Balance as at 1st April, 2018	7,11,41,924	71.14
Changes in equity share capital during the year		
Exercise of employee stock options	3,05,760	0.31
Balance as at 31st March, 2019	7,14,47,684	71.45
Balance as at 1st April, 2019	7,14,47,684	71.45
Changes in equity share capital during the year		
Exercise of Employee Stock Options & RSU's	89,572	0.09
Balance as at 31st March, 2020	7,15,37,256	71.54

(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, 2018	98.49	1.50	248.47	348.46	6.95	355.41
- Addition to Securities premium reserve	3.74	-	-	3.74	-	3.74
- Addition to equity settled employee benefit reserve	-	5.62	-	5.62	-	5.62
- Deletion to equity settled employee benefit reserve	-	(1.38)	-	(1.38)	-	(1.38)
- Dividend paid on Equity Shares (including tax thereon)	-	-	(12.86)	(12.86)	-	(12.86)
- Payment to shareholders of Lords for additional acquisition	-	-	(2.46)	(2.46)	(1.99)	(4.45)
Total Comprehensive income for the year						
- Profit for the year	-	-	85.64	85.64	0.76	86.40
- Actuarial gain/(loss) transferred to retained earnings	-	-	0.01	0.01	(0.01)	-
Balance as at 31st March, 2019	102.23	5.74	318.80	426.77	5.71	432.48
Balance as at 1st April, 2019	102.23	5.74	318.80	426.77	5.71	432.48
- Addition to Securities premium reserve	3.29	-	-	3.29	-	3.29
- Addition to equity settled employee benefit reserve	-	11.95	-	11.95	-	11.95
- Deletion to equity settled employee benefit reserve	-	(3.01)	-	(3.01)	-	(3.01)
- Dividend paid on Equity Shares (including tax thereon)	-	-	(15.50)	(15.50)	-	(15.50)
- Impact on transition to IND AS 116	-	-	(5.83)	(5.83)	-	(5.83)
Total Comprehensive income for the year						
- Profit for the year	-	-	55.12	55.12	(0.28)	54.84
- Actuarial gain/(loss) transferred to retained earnings	-	-	0.32	0.32	-	0.32
Balance as at 31st March, 2020	105.52	14.68	352.91	473.11	5.43	478.54

The accompanying notes 1 to 38 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: 20th May, 2020

For and on behalf of the Board of Directors
Mahindra Logistics Limited

V S Parthasarathy
 Chairman
 DIN: 00125299

Yogesh Patel
 Chief Financial Officer

Rampraveen Swaminathan
 Managing Director & CEO
 DIN: 01300682

Brijbala Batwal
 Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31st March, 2020

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax for the year	81.19	133.44
Adjustments for:		
Loss on disposal of property, plant and equipment	0.21	0.60
Provision for expected credit loss recognised on trade receivables	2.04	2.40
Bad debts/advances written off	1.71	0.91
Provision for doubtful advances	0.57	0.80
Depreciation and amortisation expense	73.43	21.95
Finance Charges	17.63	3.48
Unrealised gain on reversal of Right of Use Assets	(0.80)	-
Unrealised gain on sub-lease arrangement	(0.94)	-
Interest Income	(3.87)	(3.66)
Dividend Income	-	-
Rental Income on Sub-Lease	2.34	-
Finance income on net investment in lease	(1.21)	-
Profit on sale of mutual funds	(1.11)	(2.14)
Share based payment expenses	11.95	5.62
Operating profit before working capital changes	183.14	163.40
Movements in working capital:		
Increase in trade and other receivables	(68.50)	(167.10)
Decrease in trade and other payables	3.24	140.59
Cash generated from operations	117.88	136.89
Income taxes paid (net of refunds)	(32.50)	(41.94)
Net cash flow generated from operating activities	85.38	94.95
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Payment to acquire current investments	(649.00)	(1,898.05)
Proceeds from sale of current investments	727.63	1,872.70
Investment in Subsidiary	-	(4.46)
Investment in Joint Venture	-	(4.00)
Inter Corporate Deposit given	-	(15.00)
Bank Deposits Matured/(Placed)	15.00	(15.00)
Dividend Income	-	-
Interest income	3.60	3.28
Payment to acquire property, plant and equipment & other intangible assets	(62.41)	(34.48)
Proceeds from disposal of property, plant and equipment	0.69	0.32
Net cash generated from/(used in) investing activities	35.51	(94.69)

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31st March, 2020

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Issue of Share Capital	0.09	0.31
Share premium received	0.28	2.36
Proceeds from borrowings	7.37	10.77
Repayment of borrowings	(9.18)	(8.44)
Interest paid	(3.60)	(3.48)
Repayment of finance lease obligations	(55.77)	-
Dividend paid	(15.50)	(12.86)
Net cash used in financing activities	(76.31)	(11.34)
Net Increase / (decrease) in cash and cash equivalents (A+B+C)	44.58	(11.08)
Cash and cash equivalents at the beginning of the year	54.95	66.03
Cash and cash equivalents at the end of the year	99.53	54.95
Components of cash and cash equivalents		
Cash / Cheques on hand	-	0.36
With Banks - on Current account/ Fixed Deposit/Balance in Cash Credit Accounts	99.53	54.59
	99.53	54.95

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 38 are an integral part of the Financial Statements.

In terms of our report attached
For Deloitte Haskins & Sells LLP
 Chartered Accountants

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Kedar Raje
 Partner

V S Parthasarathy
 Chairman
 DIN: 00125299

Rampraveen Swaminathan
 Managing Director & CEO
 DIN: 01300682

Place: Mumbai
 Date: 20th May, 2020

Yogesh Patel
 Chief Financial Officer

Brijbala Batwal
 Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

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, 2020 were approved for issue in accordance with a resolution of the directors on 20th May, 2020.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation and presentation of the Consolidated Ind AS Financial Statements

- 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.
- 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 value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Consolidated Financial Statement are prepared in Indian Rupee(₹) and denominated in crores.

The principal accounting policies are set out below.

2.2. Basis of consolidation

These Consolidated Financial Statements incorporate the Financial Statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. Subsidiaries are consolidated on a line-by-line basis from the date the control is transferred to the Group. They are deconsolidated from the date that control ceases.

The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the Financial Statement of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3. Goodwill

Goodwill arising on an acquisition of a business is carried at cost, less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.4. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

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 Group and the revenue can be reliably measured.

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 Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.5.3. Sale of Goods

Sale of products are recognised when the products are despatched which coincides with the transfer of risk and rewards to the buyer of products. Sales are exclusive of sales tax/ Goods and service tax & sales returns.

2.6. 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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

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 Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

Transition

The Group has adopted Ind AS 116 using the modified retrospective approach with effect from initially applying this standard from 1st April, 2019. Accordingly, the information presented for previous year ended 31st March, 2019 has not been restated and continues to be reported under IAS 17. The Group has adopted modified retrospective approach where lease liability measured at present value of remaining lease payment discounted at the incremental borrowing rate at the date of initial application and right to use asset is equal to lease liability adjusted by the amount of any prepaid or accrued lease payments.

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.

2.7. Foreign currencies

i. Initial recognition

In preparing the Financial Statement of the Group, transactions in currencies other than the group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions.

ii. Conversion

- Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.
- Non-monetary items, if any are measured in terms of historical cost denominated in a foreign currency, are reported in Indian Rupee using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences

The Group accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

- Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.
- Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

2.8. 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 :

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:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

2.9.2. 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 Group 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 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 25.

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.

2.11. 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 Group'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 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.11.3. 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.

2.12. 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 ₹ 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 ₹ 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 5 years.
- 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.

2.13. 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 to ten financial years equally commencing from the year in which the expenditure is incurred.

2.14. 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.

2.15. 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.

2.16. 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 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.

2.17. 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

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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.

2.17.1. 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 2.17.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.17.2. 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.

2.17.3. 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.

2.17.4. Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

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.

2.17.5. 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.

2.17.6. Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognised in other comprehensive income.
- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

2.18. Financial liabilities and equity instruments

2.18.1. 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.

2.18.2. 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

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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.

2.18.3. 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.

2.18.4. 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.

2.19. 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.

2.19.1. Identification of Operating Segments:

The operating segments have been identified based on its services and has two reportable segments, as follows:

- i. Supply Chain Management- Goods Transportation service including warehouse management services and freight forwarding etc.
- ii. Enterprise Mobility Services- People Transportation service.

2.19.2. 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".

2.20. 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 Company makes an assessment on the expected lease term on a lease-by lease basis and there by assesses whether tis reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

(vi) Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

The operations of the Group were suspended following countrywide lockdown announced due to onslaught of COVID-19. The Group has since obtained required permissions and started its operations partially in respect of essential commodities as and when the same was allowed gradually across the country. Based on the immediate assessment of impact of COVID-19 on the operations of the Group and ongoing discussions with the customers, vendors and service providers, the Group is positive of serving customer orders pertaining to logistics services after resumption of the operations. The Group has

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for the year ended 31st March, 2020

considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of current assets including trade receivables. In assessing recoverability of trade receivables, 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 up to the date of issuance of these financial statements. Based on this assessment, the Group is of the view that carrying amounts of trade receivables are expected to be realisable. The impact of COVID-19 may be different from that estimated as at the date of approval of these financial statements, and the Group will continue to closely monitor the developments.

(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 standard or amendments to the existing standards. There is no such notification which would have been applicable from 1st April, 2020

NOTE NO. 4 - PROPERTY, PLANT AND EQUIPMENT As at 31st March, 2020

Description of Assets	₹ in Crores					Total
	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Right of Use Assets	
A. Cost						
Balance as at 1st April, 2019	34.87	26.99	23.17	45.79	-	130.82
a) Impact of adoption of Ind AS 116	-	-	-	-	113.10	113.10
b) Additions	30.09	8.78	12.50	-	80.39	131.76
c) Less: Disposals / adjustments	(2.54)	(0.67)	(0.77)	(0.73)	(16.89)	(21.60)
Balance as at 31st March, 2020	62.42	35.10	34.90	45.06	176.60	354.08
B. Accumulated depreciation/amortisation						
Balance as at 1st April, 2019	18.22	15.85	9.23	21.48	-	64.78
a) Depreciation/amortisation expense for the year	6.22	5.79	5.32	7.38	47.82	72.53
b) Less: Disposals / adjustments	(2.26)	(0.57)	(0.66)	(0.30)	(5.04)	(8.83)
Balance as at 31st March, 2020	22.18	21.07	13.89	28.56	42.78	128.48
C. Net carrying amount as at 31st March, 2020 (A-B)	40.24	14.03	21.01	16.50	133.82	225.60

As at 31st March, 2019

Description of Assets	₹ in Crores					Total
	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Right of Use Assets	
A. Cost						
Balance as at 1st April, 2018	24.44	23.55	14.02	45.19	-	107.20
a) Additions	12.48	4.50	9.56	0.76	-	27.30
b) Less: Disposals / adjustments	(2.05)	(1.06)	(0.41)	(0.16)	-	(3.68)
Balance as at 31st March, 2019	34.87	26.99	23.17	45.79	-	130.82
B. Accumulated depreciation/amortisation						
Balance as at 1st April, 2018	13.68	12.62	6.14	14.27	-	46.71
a) Depreciation/amortisation expense for the year	5.55	4.89	3.07	7.35	-	20.86
b) Less: Disposals / adjustments	(1.01)	(1.66)	0.02	(0.14)	-	(2.79)
Balance as at 31st March, 2019	18.22	15.85	9.23	21.48	-	64.78
C. Net carrying amount as at 31st March, 2019 (A-B)	16.65	11.14	13.94	24.31	-	66.04

Notes:

- The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March, 2020 is ₹ 8.91 crores (as at 31st March, 2019 ₹ 1.49 crores).
- As at 31st March, 2020 Vehicles with the carrying amount of ₹ 15.64 crores have been pledged to secure borrowings of the Group. Refer note 17. (as at March, 2019 ₹ 22.63 crores)

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NOTE NO. 5 - INTANGIBLE ASSETS

As at 31st March, 2020

Description of Assets	₹ in Crores	
	Computer	Software
A. Cost		
a) Balance as at 1st April, 2019	14.47	
b) Additions	0.99	
Balance as at 31st March, 2020	15.46	
B. Accumulated amortisation		
a) Balance as at 1st April, 2019	13.53	
b) Amortisation expense for the year	0.90	
Balance as at 31st March, 2020	14.43	
C. Net carrying amount as at 31st March, 2020 (A-B)		1.03

As at 31st March, 2019

Description of Assets	₹ in Crores	
	Computer	Software
A. Cost		
a) Balance as at 1st April, 2018	13.51	
b) Additions	0.96	
Balance as at 31st March, 2019	14.47	
B. Accumulated amortisation		
a) Balance as at 1st April 2018	12.44	
b) Amortisation expense for the year	1.09	
Balance as at 31st March, 2019	13.53	
C. Net carrying amount as at 31st March, 2019 (A-B)		0.94

Note:

- i) The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March, 2020 is ₹ 2.45 crores (as at 31st March, 2019 ₹ 0.87 crores)

NOTE NO. 6 - INVESTMENTS

Particulars	As at 31st March, 2020			As at 31st March, 2019		
	Quantity	Amount		Quantity	Amount	
		Current	Non Current		Current	Non Current
I. COST						
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	-	-	(0.86)	-	-	(0.25)
Total Unquoted Investments			3.14			3.75
TOTAL INVESTMENTS CARRIED AT COST [I]			3.14			3.75
I. FAIR VALUE THROUGH PROFIT AND LOSS (FVTPL)						
A. Quoted Investments (fully paid)						
Investments in Mutual Funds	-	-	-	-	77.52	-
Total Quoted Investments					77.52	
TOTAL INVESTMENTS CARRIED AT FVTPL [II]					77.52	
Of the above, investments designated at FVTPL	-	-	-	-	-	-
Of the above, investments held for trading- carried at FVTPL	-	-	-	-	77.52	-
Other investments carried at FVTPL	-	-	-	-	-	-
TOTAL INVESTMENTS			3.14		77.52	3.75
TOTAL IMPAIRMENT VALUE OF INVESTMENTS (III)						
TOTAL INVESTMENTS CARRYING VALUE (I) + (II) - (III)			3.14		77.52	3.75
Other disclosures						
Aggregate amount of quoted investments	-	-	-	-	77.52	-
Aggregate amount of Market value of investments	-	-	-	-	77.52	-
Aggregate amount of impairment in value of investments	-	-	-	-	-	-

NOTE NO. 7 - TRADE RECEIVABLES

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
Unsecured, considered good	539.46	13.20	533.26	6.82
Less: Allowance for Credit Losses	(17.03)	-	(14.99)	-
TOTAL	522.43	13.20	518.27	6.82

Notes:

- i) Refer Note 30 (iii) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.
- 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 company has expected credit losses based on a provision matrix which uses historical credit loss experience of the Company.
- iii) Trade Receivables are hypothecated to Banks against working capital facility.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 8 - LOANS

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Loan to related party		
Unsecured, considered good	15.00	15.00
Total	15.00	15.00

Note:

i) Refer Note 30 (iii) for disclosures related to credit risk, impairment under expected credit loss model and related disclosures.

NOTE NO. 9 - OTHER FINANCIAL ASSETS

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
Financial assets at amortised cost				
a) Bank Deposit				
Under lien with Government authority with more than 12 months of original maturity	-	0.01	-	-
Total	-	0.01	-	-
b) Security Deposits				
i. Unsecured, considered good	10.74	23.03	11.30	18.40
ii. Doubtful	0.79	0.01	0.12	0.27
Less: Allowance for Losses	(0.79)	(0.01)	(0.12)	(0.27)
Total	10.74	23.03	11.30	18.40
c) Other items				
i. Interest Accrued	0.66	-	0.39	-
ii. Accrued Sales	235.40	-	213.14	-
iii. National Saving Certificates	-	0.01	-	0.01
iv. Equity Shares in Zoroastrian Cooperative Bank Limited	-	0.02	-	0.02
v. Other Receivables	0.31	0.10	15.56	0.01
Less: Allowance for Losses	(0.05)	-	(0.05)	-
Total	236.32	0.13	229.04	0.04
Total (a+b+c)	247.06	23.17	240.34	18.44

NOTE NO. 10 - DEFERRED TAX ASSETS

Movement in deferred tax balances

Year ended 31st March, 2020

Particulars	₹ in Crores			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
A. Tax effect of items constituting deferred tax liabilities				
a) VAT allowance	1.09	(0.30)	-	0.79
b) Property, Plant and Equipment	2.35	(0.76)	-	1.59
c) Deposits received	-	-	-	-
d) Mutual Funds	0.05	(0.05)	-	-
Total	3.49	(1.11)	-	2.38
B. Tax effect of items constituting deferred tax assets				
a) Property, Plant and Equipment	4.80	(1.27)	-	3.53
b) Employee Benefits	7.04	(2.13)	0.01	4.92
c) Allowances for credit losses	5.83	(0.81)	-	5.02
d) ESOP Expenses	1.96	1.70	-	3.66
e) Income tax Loss	1.84	(0.30)	-	1.54
f) MAT Credit	0.64	(0.07)	-	0.57
g) Leases*	1.63	1.17	-	2.80
h) Others	0.45	(0.14)	-	0.31
Total	24.19	(1.85)	0.01	22.35
Net Tax Asset/(Liabilities) (B-A)	20.70	(0.74)	0.01	19.97

*Opening balance of deferred tax on lease liabilities has been restated by ₹ 1.95 crores to give impact of transition to Ind AS

Year ended 31st March, 2019

Particulars	₹ in Crores			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
A. Tax effect of items constituting deferred tax liabilities				
a) VAT allowance	1.09	-	-	1.09
b) Property, Plant and Equipment	2.44	(0.09)	-	2.35
c) Deposits received	-	-	-	-
d) Mutual Funds	0.02	0.03	-	0.05
Total	3.55	(0.06)	-	3.49
B. Tax effect of items constituting deferred tax assets				
a) Property, Plant and Equipment	3.53	1.27	-	4.80
b) Employee Benefits	6.20	0.81	0.03	7.04
c) Allowances for credit losses	4.80	1.03	-	5.83
d) ESOP Expenses	-	1.96	-	1.96
e) Income tax Loss	2.42	(0.58)	-	1.84
f) MAT Credit	0.63	0.01	-	0.64
g) Leases	(0.25)	(0.08)	-	(0.33)
h) Others	0.33	0.11	-	0.44
Total	17.66	4.53	0.03	22.22
Net Tax Asset/(Liabilities) (B-A)	14.11	4.59	0.03	18.73

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 11 - OTHER ASSETS

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
A. Capital advances				
a) For Capital work in progress	-	0.36	-	0.76
b) For intangible asset	-	17.52	-	15.35
Total (A)	-	17.88	-	16.11
B. Advances other than capital advances				
a) Advances to suppliers - considered good	56.19	-	42.13	-
b) Advances to suppliers - considered doubtful	1.81	-	1.65	-
c) Balances with government authorities (service tax, VAT, GST etc)	25.37	6.54	3.36	5.70
d) Prepaid Expenses	3.18	0.30	3.61	0.59
e) Advances to employees (refer note (a) below)	0.99	-	1.78	-
f) other receivables	14.75	-	9.81	-
Total (B)	102.29	6.84	62.34	6.29
C. Consumables Tyres	0.05	-	0.07	-
TOTAL (A+B+C)	102.34	24.72	62.41	22.40
Less: Allowances for credit losses	(1.81)	-	(1.65)	-
Total (D)	(1.81)	-	(1.65)	-
TOTAL (A+B+C+D)	100.53	24.72	60.76	22.40

Note:

- a) 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. 12 - CASH AND CASH EQUIVALENTS

Particulars	As at	
	31st March, 2020	31st March, 2019
A. Cash and cash equivalents		
a) Balances with banks	58.66	29.59
b) Cheques, drafts on hand	-	0.28
c) Cash on hand	0.87	0.08
d) Bank deposits with original maturity of less than 3 months	40.00	25.00
Total	99.53	54.95
B. Other Bank Balances		
Fixed Deposits with original maturity greater than 3 months but less than 12 months.	-	15.00
Total	-	15.00

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 7.8 % to 11.00% p.a.

NOTE NO. 13 - INCOME TAX ASSETS (NET)

Particulars	As at	
	31st March, 2020	31st March, 2019
Advance Income Tax / TDS Receivable (Net)	84.71	77.32
Total	84.71	77.32

NOTE NO. 14 - NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

Particulars	As at	
	31st March, 2020	31st March, 2019
Land held for sale	1.91	1.91
Total	1.91	1.91
Liabilities associated with assets held for sale	-	-

Notes:

- i) During the financial year 2011-2012, cost of land situated at Sembiya Manali Village, Ponneri taluka, Tiruvallore District, amounting to ₹1.89 crores and related development costs of the land amounting to ₹ 0.02 crores was classified as Non-Current Asset held for sale.
- ii) Being a non-core asset, the management decided to sell the land. The Group is looking for a prospective buyer through advertisements including print media. The property is available for immediate sale in its present condition.

NOTE NO. 15 - EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	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	7,15,37,256	71.54	7,14,47,684	71.45
Total	7,15,37,256	71.54	7,14,47,684	71.45

(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year.

Particulars	As at			
	Opening Balance	Fresh Issue	Other Changes	Closing Balance
A. Equity Shares with Voting rights				
Year Ended 31st March, 2020				
No. of Shares	7,14,47,684	89,572	-	7,15,37,256
Amount	71.45	0.09	-	71.54
Year Ended 31st March, 2019				
No. of Shares	7,11,41,924	305,760	-	7,14,47,684
Amount	71.14	0.31	-	71.45

Notes:

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.

(ii) Details of shares held by Holding Company / and their Subsidiaries

Name of shareholder	As at	
	31st March, 2020	31st March, 2019
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 TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

(iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
A. Equity shares with voting rights				
a) Mahindra & Mahindra Limited	4,18,12,157	58.45%	4,18,12,157	58.52%
b) Normandy Holdings Limited	-	-	64,15,083	8.98%

Note:

i) For details of shares reserved for issuance under options, please refer note no 25.

NOTE NO. 16 - OTHER EQUITY

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Securities premium reserve	105.52	102.23
Retained earnings	352.91	318.80
Equity-settled employee benefits reserve	14.68	5.74
Non-Controlling Interest	5.43	5.71
Total	478.54	432.48

Movement in Reserves

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
(A) Retained Earnings		
Balance as at the beginning of the year	318.80	248.47
Add: Profit for the year	55.12	85.64
Less: Actuarial gain for the year	0.32	0.01
Less: Dividend paid on Equity Shares (including tax thereon)	(15.50)	(12.86)
Less: Payment to shareholders of Lords for additional acquisition	-	(2.46)
Less: Impact on transition to IND AS 116	(5.83)	-
Balance as at the end of the year	352.91	318.80
(B) Securities Premium Reserve		
Balance as at the beginning of the year	92.67	98.49
Add: Additions during the year	12.85	3.74
Less: Deletion during the year	-	-
Balance as at the end of the year	105.52	102.23
(C) Equity-settled Employee benefits reserve		
Balance as at the beginning of the year	2.46	1.50
Add: Additions during the year	11.95	5.62
Less: Deletion during the year	0.27	(1.38)
Balance as at the end of the year	14.68	5.74

Nature and purpose of other reserves:

Securities Premium Reserve:

Securities premium account is created when shares are issued at premium. The reserve can be utilized in accordance with the provisions of the Companies Act 2013.

Equity-settled employee benefits reserve:

Equity settled employee benefit reserve represents reserve towards the premium for the equity shares to be issued against the options granted.

Retained earnings:

Retained earnings represents the accumulated surplus. The reserve can be distributed/utilised by the Group in accordance with the Companies Act, 2013.

Note

The Board of Directors at its meeting held on 20th May, 2020 have recommended a payment of final dividend of ₹ 1.50 (Rupee one and paise fifty only) per equity share of face value of ₹ 10 each for the year ended 31st March, 2020. The same amounts to ₹ 10.73 crores.

NOTE NO. 17 - BORROWINGS

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non-Current	Current	Non-Current
A. Secured Borrowings				
(a) Loans repayable on demand				
(1) from Banks	20.97	-	14.08	-
(b) Term Loan				
(1) from Banks	-	2.31	-	8.89
(2) from related party	-	-	-	-
Total Secured Borrowings	20.97	2.31	14.08	8.89
B. Unsecured Borrowings				
(1) from Banks	6.03	-	5.55	-
(2) from other parties	-	-	-	-
Total Unsecured Borrowings	6.03	-	5.55	-
Total Borrowings	27.00	2.31	19.63	8.89

Notes:

- Secured borrowing for working capital from banks is in the nature of Cash Credit facility against trade receivables.
- Unsecured borrowing for working capital from banks is in the nature of overdraft facility.
- Working capital facilities has been availed at the rate of interest ranging from 7.8% to 11% p.a.
- 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. 18 - OTHER FINANCIAL LIABILITIES

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non-Current	Current	Non-Current
Other Financial Liabilities Measured at Amortised Cost				
(a) Security Deposits	3.57	-	3.82	-
(b) Current maturities of Long-term debts				
- From banks	6.58	-	9.18	-
(c) Other Liabilities				
- Creditors for Capital Supplies/Services	6.44	-	2.29	-
- Deferred Revenue	0.55	-	-	-
- Other Liabilities	0.05	-	11.82	-
Total	17.19	-	27.11	-

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for the year ended 31st March, 2020

NOTE NO. 19 - PROVISIONS

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
Provision for employee benefits				
a) Provision for Compensated absences	5.60	15.14	5.13	16.04
b) Post- Employment Benefit -Gratuity Liability	0.03	0.53	0.03	0.32
Total	5.63	15.67	5.16	16.36

Note:

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 34 on Employee Benefits.

NOTE NO. 20 - OTHER LIABILITIES

Particulars	₹ in Crores			
	As at 31st March, 2020		As at 31st March, 2019	
	Current	Non- Current	Current	Non- Current
A. Advances received from customers	0.27	-	1.18	-
B. Statutory dues				
a) Taxes Payable	14.49	-	16.80	-
b) Employee Liabilities	2.66	-	2.48	-
C. Post-Employment Benefit-Gratuity Liability	3.96	-	3.51	-
Total	21.38	-	23.97	-

Note:

For disclosures related to employee benefits, refer note 34.

NOTE NO. 21 - TRADE PAYABLES

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
	a) Total outstanding dues of micro enterprises and small enterprises	5.00
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)	609.57	593.47
- Acceptances	2.60	-
Total	617.17	600.06

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.

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
	a) Dues remaining unpaid	
- Principal	4.93	6.35
- Interest on the above	0.07	0.24
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	2.02	-
- Interest paid in terms of section 16 of the Act	0.02	-
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	0.03	0.24
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	0.04	0.24
e) Amount of interest accrued and remaining unpaid at the end of accounting year	0.14	0.24

NOTE NO. 22 - REVENUE FROM OPERATIONS

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
	a) Revenue from rendering of services	3,471.01
b) Other operating revenue	0.13	0.18
Total	3,471.14	3,851.34

A. Country-wise break up of Revenue Year ended 31st March, 2020

Country	₹ in Crores				
	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
India	3,463.74	-	3,463.74	13.98	3,477.72
Australia	0.07	-	0.07	-	0.07
Bangladesh	0.12	-	0.12	-	0.12
Brazil	-	-	-	-	-
Canada	0.37	-	0.37	-	0.37
China	0.12	-	0.12	-	0.12
Czech Republic	0.01	-	0.01	-	0.01
Denmark	0.01	-	0.01	-	0.01
France	0.01	-	0.01	-	0.01
Germany	0.08	-	0.08	-	0.08
Hong Kong	0.37	-	0.37	-	0.37
Indonesia	-	-	-	-	-
Israel	-	-	-	-	-
Italy	0.02	-	0.02	-	0.02
Kazakhstan	0.07	-	0.07	-	0.07
Kenya	0.02	-	0.02	-	0.02
Korea (South)	0.15	-	0.15	-	0.15
Kuwait	0.01	-	0.01	-	0.01
Malaysia	0.02	-	0.02	-	0.02
Nepal	(0.01)	-	(0.01)	-	(0.01)
Netherlands	0.07	-	0.07	-	0.07
New Zealand	0.01	-	0.01	-	0.01
Philippines	-	-	-	-	-
Qatar	0.03	-	0.03	-	0.03

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

₹ in Crores					
Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
Saudi Arabia	0.01	-	0.01	-	0.01
Singapore	0.09	-	0.09	-	0.09
Slovakia	-	-	-	-	-
Spain	0.01	-	0.01	-	0.01
Sri Lanka	0.05	-	0.05	-	0.05
Switzerland	-	-	-	-	-
Turkey	0.03	-	0.03	-	0.03
UAE	1.17	-	1.17	-	1.17
United Kingdom	0.69	-	0.69	-	0.69
United States Of America	3.80	-	3.80	-	3.80
Vietnam	-	-	-	-	-
Total	3,471.14	-	3,471.14	13.98	3,485.12

Year ended 31st March, 2019

Country	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
India	3,846.01	-	3,846.01	7.63	3,853.64
Australia	0.01	-	0.01	-	0.01
Canada	0.05	-	0.05	-	0.05
China	0.14	-	0.14	-	0.14
Croatia	-	-	-	-	-
Czech Republic	0.01	-	0.01	-	0.01
France	-	-	-	-	-
Germany	-	-	-	-	-
Ghana	0.01	-	0.01	-	0.01
Hong Kong	0.30	-	0.30	-	0.30
Indonesia	-	-	-	-	-
Italy	0.02	-	0.02	-	0.02
Japan	-	-	-	-	-
Jordan	0.01	-	0.01	-	0.01
Kazakhstan	0.03	-	0.03	-	0.03
Korea (South)	0.39	-	0.39	-	0.39
Malaysia	0.01	-	0.01	-	0.01
Myanmar	0.01	-	0.01	-	0.01
Nepal	0.02	-	0.02	-	0.02
Netherlands	0.06	-	0.06	-	0.06
New Zealand	-	-	-	-	-
Poland	-	-	-	-	-
Qatar	0.02	-	0.02	-	0.02
Singapore	0.19	-	0.19	-	0.19
Slovakia	0.01	-	0.01	-	0.01
Spain	0.02	-	0.02	-	0.02
Sri Lanka	0.10	-	0.10	-	0.10
Sweden	0.02	-	0.02	-	0.02
Switzerland	0.03	-	0.03	-	0.03
Taiwan	0.06	-	0.06	-	0.06
Thailand	-	-	-	-	-
Turkey	-	-	-	-	-
UAE	1.05	-	1.05	-	1.05

₹ 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	0.17	-	0.17	-	0.17
United States Of America	2.56	-	2.56	-	2.56
Vietnam	0.03	-	0.03	-	0.03
Total	3,851.34	-	3,851.34	7.63	3,858.97

B. Reconciliation of revenue from contract with customer

₹ in Crores			
Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019	
Revenue from contract with customer as per the contract price	3,521.54	3,917.38	
Adjustments made to contract price on account of :-			
a) Sales Returns / Reversals / adjustments	50.40	66.04	
Revenue from contract with customer as per the Statement of Profit and Loss	3,471.14	3,851.34	

C. Break-up of Provision for Expected Credit Losses recognised in P&L

₹ in Crores		
Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Expected Credit loss recognised during the year on trade receivables	17.03	14.99
Total	17.03	14.99

D. Movement of Contract Assets and Contract Liabilities

Movement of Contract Assets

₹ in Crores		
Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Opening Balance	213.14	73.58
Additions during the year	235.40	213.14
Reclassification Adjustments: -		
- Reclass of opening balances of contract assets to trade receivables	(213.14)	(73.58)
Closing Balance	235.40	213.14

Movement of Contract Liabilities

₹ in Crores		
Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
Opening Balance	1.18	0.08
Additions during the year	0.27	1.18
Reclassification Adjustments: -		
- Reclass of opening balances of contract liabilities to revenue	(1.18)	(0.08)
Closing Balance	0.27	1.18

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 23 - OTHER INCOME

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Interest Income		
i. Financial assets carried at amortised cost	3.39	1.08
ii. Finance Income on Net investment in Lease	1.21	-
iii. Other assets	5.47	2.58
b) Dividend Income		
i. From mutual funds at FVTPL #	0.00	0.00
c) Miscellaneous Income		
i. Net gain arising on financial assets carried at FVTPL	1.11	2.14
ii. Net gain arising on financial liabilities carried at amortised cost	0.00	0.00
iii. Gain on exchange fluctuation	0.08	0.13
iv. Other income	2.72	1.70
Total	13.98	7.63

denotes less than ₹ 50,000

NOTE NO. 24 - OPERATING EXPENSES

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
Freight & Other Related Expenses	2,528.38	2,978.01
Labour & Other Related Expenses	271.98	237.49
Rent	33.83	67.42
Warehouse & Other Related Expenses	56.30	41.56
Hire & Service Charges	13.57	14.21
Power & Fuel	23.27	27.62
Repairs Machinery	5.31	5.34
Repairs Building	1.52	0.75
Total	2,934.16	3,372.40

NOTE NO. 25 - EMPLOYEE BENEFITS EXPENSE

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Salaries and wages, including bonus	248.80	220.35
b) Contribution to provident and other funds	15.25	13.33
c) Gratuity	4.59	3.74
d) Share based payment expenses	11.95	5.62
e) Staff welfare expenses	26.07	20.73
Total	306.66	263.77

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.
- Share based payment**
The Company has introduced a MLL - Key Executives Stock Option Scheme, 2012 ("Plan") as approved at its Board Meeting held on 27th April, 2012 and subsequently amended on 5th February, 2014, 27th October, 2015 and 3rd August, 2017. The plan provides that eligible employees and the Partners' Enterprise (Formerly, Mahindra Partners Employees Options Trust (the

Trust)) as defined in the Plan are granted options to acquire equity shares of the Company that vests in a graded manner. The vested options can be exercised within a specified period from the date on which the shares of the Company get listed on a recognized stock exchange or on happening of an event as specified in the Plan. The number of options granted is calculated in accordance with the performance- based formula approved by the Board as recommended by the then ESOP committee.

The Company has granted 1,80,313 (One Lakh Eighty Thousand Three hundred and Thirteen) Restricted Stock Units (RSU's) under Company's Restricted Stock Unit Plan 2018 to its identified employees. This grant is effective from 4th November 2019, 1st February 2020 and 4th February 2020 for 128313, 40000 & 12000 RSUs respectively. These shall vest as per the vesting schedule approved by the board of governance, Nomination and Remuneration Committee (NRC) and can be exercised over the exercise period as approved by NRC in their meeting held on 4th November 2019. Personnel Cost mentioned above includes ₹ 1.21 crores for the year towards the said grants.

iv) Information in respect of options outstanding:

Particulars	₹ in Crores				
	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
As at 31st March, 2020					
Equity Settled					
i. Restricted Stock Units	12,000	04/02/2020	04/02/2021	10.00	391.74
ii. Restricted Stock Units	40,000	01/02/2020	02/02/2021	10.00	365.80
iii. Restricted Stock Units	6,667	04/11/2019	04/11/2020	10.00	366.06
iv. Restricted Stock Units	6,667	04/11/2019	17/07/2021	10.00	365.31
v. Restricted Stock Units	6,666	04/11/2019	17/07/2022	10.00	364.26
vi. Restricted Stock Units	36,105	04/11/2019	04/11/2020	10.00	366.06
vii. Restricted Stock Units	36,104	04/11/2019	30/06/2021	10.00	365.36
viii. Restricted Stock Units	36,104	04/11/2019	30/06/2022	10.00	364.31
ix. Restricted Stock Units	92,254	01/11/2018	01/11/2019	10.00	538.29
x. Restricted Stock Units	1,45,106	01/11/2018	30/06/2020	10.00	537.73
xi. Restricted Stock Units	1,26,061	01/11/2018	30/06/2021	10.00	536.82
xii. Restricted Stock Units	1,26,060	01/11/2018	30/06/2022	10.00	536.01
xiii. Option 6	39,444	10/07/2017	10/07/2021	87.28	44.96

Particulars	₹ in Crores				
	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
As at 31st March, 2019					
Equity Settled					
i. Restricted Stock Units	1,53,371	01/11/2018	01/11/2019	10.00	538.29
ii. Restricted Stock Units	1,53,371	01/11/2018	30/06/2020	10.00	537.73
iii. Restricted Stock Units	1,53,371	01/11/2018	30/06/2021	10.00	536.82
iv. Restricted Stock Units	1,53,371	01/11/2018	30/06/2022	10.00	536.01
v. Option 6	76,164	10/07/2017	10/07/2021	87.28	44.96

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for the year ended 31st March, 2020

v) Movement in Share Options

Particulars	Year ended 31st March, 2020		Year ended 31st March, 2019	
	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	6,89,648	18.53	4,59,360	87.28
b) Granted during the year	1,80,313	10.00	6,13,484	10.00
c) Forfeited during the year	71,151	10.00	77,436	87.28
d) Exercised during the year	89,572	41.68	3,05,760	87.28
e) Expired during the year	-	-	-	-
f) Outstanding at the end of the year	7,09,238	14.30	6,89,648	18.53
g) Exercisable at the end of the year	7,09,238	14.30	6,89,648	18.53
h) Remaining contractual life (no. of days)	-	838	-	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	4/2/2020	1/2/2020	4/11/2019	4/11/2019	4/11/2019	4/11/2019	4/11/2019
	RSU (i)	RSU (ii)	RSU (iii)	RSU (iv)	RSU (v)	RSU (vi)	RSU (vii)
Share price at grant date	404.15	378.25	378.25	378.25	378.25	378.25	378.25
Exercise price	10.00	10.00	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	31.49%	29.09%	29.09%	29.09%	29.09%	29.09%	29.09%
Expected life / Option Life (weighted-average)	2.00	2.25	2.00	2.70	3.70	2.00	2.65
Expected dividends yield	0.44%	0.44%	0.44%	0.44%	0.44%	0.44%	0.44%
Risk-free interest rate (based on government bonds)	5.85%	5.88%	5.83%	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	10/7/2017
	RSU (viii)	RSU (ix)	RSU (x)	RSU (xi)	RSU (xii)	Option 6 (xiii)
Share price at grant date	378.25	549.85	549.85	549.85	549.85	87.28
Exercise price	10.00	10.00	10.00	10.00	10.00	87.28
Expected volatility (weighted-average)	29.09%	34.30%	34.30%	34.30%	34.30%	58.27%
Expected life / Option Life (weighted-average)	3.65	2.00	2.66	3.66	4.66	4.00
Expected dividends yield	0.44%	0.27%	0.27%	0.27%	0.27%	0.00%
Risk-free interest rate (based on government bonds)	6.24%	7.74%	7.71%	7.63%	7.98%	6.72%

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. 26 - FINANCE COST

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Interest expense on financial instruments designated at amortised cost	3.60	3.48
b) Interest expense on lease liability	14.03	-
Total	17.63	3.48

NOTE NO. 27 - OTHER EXPENSES

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Rent including lease rentals	4.73	8.22
b) Legal and Other professional costs	21.63	14.28
c) Hire and service charges	1.14	0.83
d) Travelling and Conveyance expense	13.26	12.50
e) Provision for expected credit loss on trade and other receivables	2.04	2.40
f) Provision for doubtful advance	0.57	0.80
g) Power and Fuel	1.75	1.35
h) Expenditure on Corporate Social Responsibility (CSR)	2.05	1.54
i) Advertisement	0.98	0.97
j) Net loss on sale of property, plant and equipments	0.21	0.60
k) Repairs and Maintenance:	4.35	4.07
i) Buildings	-	0.01
ii) Machinery	0.51	0.45
iii) Others	3.84	3.61
l) Auditors remuneration and out-of-pocket expense	0.34	0.39
i) As Auditors	0.26	0.32
ii) For Taxation matters	0.02	0.01
iii) For Other services	0.05	0.05
iv) For reimbursement of expense	0.01	0.01
m) Other Expenses	19.00	15.98
i) Miscellaneous expense	17.29	15.07
ii) Loss arising on derecognition of financial assets- Bad debts/advances written off	1.71	0.91
Total	72.05	63.93

NOTE NO. 28 - CURRENT TAX AND DEFERRED TAX

(a) Income Tax recognised in Profit & Loss

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
A. Current Tax:		
a) In respect of current year	25.09	51.46
b) In respect of prior years	(0.09)	(0.08)
Total	25.00	51.38
B. Deferred Tax:		
a) In respect of current year	0.74	(4.59)
b) In respect change in tax rate	-	-
Total	0.74	(4.59)
Total (A+B)	25.74	46.79

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for the year ended 31st March, 2020

(b) Income tax recognised in Other Comprehensive Income

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
A. Current Tax:		
Remeasurement of defined benefit obligations	(0.12)	(0.03)
Total	(0.12)	(0.03)
B. Deferred Tax:		
Total	0.01	0.03
Classification of income tax recognised in other comprehensive income		
Income taxes related to items that will not be reclassified to profit or loss	(0.11)	-
Total	(0.11)	-

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Profit Before tax	81.19	133.44
b) Income Tax using the Company's domestic tax rate #	20.44	46.41
c) Change in tax rate	4.96	-
d) Expenses not allowed for tax purpose	0.59	0.61
e) Exempt Income for tax purpose	-	-
f) Deduction under Income tax u/s 80G	(0.16)	(0.14)
g) Tax impact on Business Loss	-	(0.03)
	25.83	46.85
h) Adjustments recognised in the current year in relation to the current tax of prior years	(0.09)	(0.06)
Income tax expense recognised In profit or loss	25.74	46.79

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.

(d) Amounts on which deferred tax asset has not been created:

Deferred tax assets have not been recognised in respect of following items since it is not probable that future taxable profit will be available against which the Group can use the benefit therefrom.

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Unused Tax losses (Capital in nature)	-	10.29
Total	-	10.29

Note:

The unrecognised tax losses carried forward expired entirely in FY 2019-2020.

NOTE NO. 29 - EARNINGS PER SHARE

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
A. Basic Earnings Per Share (in ₹) (face value ₹ 10/- per share)	7.71	12.02
B. Diluted Earnings Per Share (in ₹) (face value ₹ 10/- per share)	7.67	11.97

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 31st March, 2020	Year ended 31st March, 2019
Profit for the year attributable to owners of the group	55.12	85.64
Profit for the year used in the calculation of basic earnings per share	55.12	85.64
Weighted average number of equity shares	7,14,70,864	7,12,48,536
Earnings per share from continuing operations - Basic (in ₹)	7.71	12.02

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 31st March, 2020	Year ended 31st March, 2019
a) Profit for the year used in the calculation of basic earnings per share	55.12	85.64
b) Add: adjustments on account of dilutive potential equity shares	-	-
Profit for the year used in the calculation of diluted earnings per share	55.12	85.64

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 31st March, 2020	Year ended 31st March, 2019
a) Weighted average number of equity shares used in the calculation of Basic EPS	7,14,70,864	7,12,48,536
b) Add: Dilutive impact of potential equity shares on account of ESOPs and RSUs	3,67,175	3,20,935
Weighted average number of equity shares used in the calculation of Diluted EPS	7,18,38,039	7,15,69,471
Earnings per share from continuing operations - Diluted (in ₹)	7.67	11.97

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

NOTE NO. 30 - FINANCIAL INSTRUMENTS

i) Capital Management Policy

- a) The Company'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 31st March, 2020	As at 31st March, 2019
Equity	544.65	498.22
Borrowings	35.89	37.70
Capital	580.54	535.92

Note:

The above capital management disclosures are based on the information provided internally to key management personnel.

ii) Categories of financial assets and financial liabilities

Particulars	As at 31st March, 2020			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Trade Receivables	13.20	-	-	13.20
b) Other Financial Assets	23.17	-	-	23.17
Total	36.37	-	-	36.37
B. Current Assets				
a) Investments	-	-	-	-
b) Trade Receivables	522.43	-	-	522.43
c) Cash and Bank Balances	99.53	-	-	99.53
d) Loans	15.00	-	-	15.00
e) Other Financial Assets	247.06	-	-	247.06
Total	884.02	-	-	884.02
C. Non-current Liabilities				
a) Borrowings	2.31	-	-	2.31
b) Lease Liabilities	119.72	-	-	119.72
Total	122.03	-	-	122.03
D. Current Liabilities				
a) Borrowings	27.00	-	-	27.00
b) Lease Liabilities	45.69	-	-	45.69
c) Trade Payables	617.17	-	-	617.17
d) Other Financial Liabilities	17.19	-	-	17.19
Total	707.05	-	-	707.05

Particulars	As at 31st March, 2019			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Trade Receivables	6.82	-	-	6.82
b) Other Financial Assets	18.44	-	-	18.44
Total	25.26	-	-	25.26
B. Current Assets				
a) Investments	-	77.52	-	77.52
b) Trade Receivables	518.27	-	-	518.27
c) Cash and Bank Balances	69.95	-	-	69.95
d) Loans	15.00	-	-	15.00
e) Other Financial Assets	240.34	-	-	240.34
Total	843.56	77.52	-	921.08
C. Non-current Liabilities				
a) Borrowings	8.89	-	-	8.89
Total	8.89	-	-	8.89
D. Current Liabilities				
a) Borrowings	19.63	-	-	19.63
b) Trade Payables	600.06	-	-	600.06
c) Other Financial Liabilities	27.11	-	-	27.11
Total	646.80	-	-	646.80

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.

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for the year ended 31st March, 2020

(vi) The loss allowance for trade receivables using expected credit loss for different ageing periods is as follows:

Particulars	As at 31st March, 2020			
	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	226.53	274.10	52.03	552.66
b) Loss allowance provision	5.05	2.59	9.39	17.03

Particulars	As at 31st March, 2019			
	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	284.44	220.44	35.20	540.08
b) Loss allowance provision	5.50	2.88	6.61	14.99

(vii) Reconciliation of loss allowance provision for Trade Receivables

Particulars	₹ in Crores	
	Year ended 31st March, 2020	Year ended 31st March, 2019
a) Balance as at beginning of the year	14.99	12.60
b) Impairment losses recognised in the year based on lifetime expected credit losses		
- On receivables originated in the year	4.19	2.99
- Other receivables	0.02	0.43
c) Impairment losses reversed / written back	(2.17)	(1.03)
d) Balance at end of the year	17.03	14.99

(viii) During the year, the Group has written off ₹1.63 crores (Previous year ₹ 0.88 crores) of trade receivables and NIL (Previous year ₹ NIL) deposits given. These trade receivables and deposits are not subject to enforcement activity.

Investment in Mutual Funds

The Group has NIL investments as at 31st March, 2020 (₹ 77.52 crores as at 31st March, 2019) in growth oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31st March, 2020, the Group holds cash and cash equivalents of ₹ 99.53 crores (As at 31st March, 2019 ₹ 69.95 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 31st March, 2020			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
A) Non-derivative financial liabilities				
a) Trade Payables	617.17	-	-	-
b) Borrowings	33.58	2.31	-	-
c) Lease Liabilities	57.47	93.22	30.95	13.05
d) Security Deposits	3.57	-	-	-
e) Other Financial liabilities	7.04	-	-	-
Total	718.83	95.53	30.95	13.05

Particulars	As at 31st March, 2019			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
a) Trade Payables	600.06	-	-	-
b) Borrowings	19.63	15.76	2.31	-
c) Security Deposits	3.82	-	-	-
d) Other Financial liabilities	14.11	-	-	-
Total	637.62	15.76	2.31	-

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.

(iii) Financing arrangements

The Group has access to following undrawn borrowing facilities at the end of the reporting year:

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
a) Secured Cash Credit facility		
- Expiring within one year	59.03	60.92
b) Bank Guarantees*		
- Expiring beyond one year	1.95	2.10
c) Unsecured Bank Overdraft facility		
- Expiring within one year	5.16	1.45

*These limits are as a sub-limit of secured cash credit facility.

(iv) Maturities of financial assets

Table showing maturity profile of financial assets

Particulars	As at 31st March, 2020			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
a) Trade Receivables	522.43	9.82	3.38	-
b) Security Deposits	11.53	17.78	4.36	1.84
c) Loan to related parties	15.00	-	-	-
d) Others	236.32	0.14	-	-
Total	785.28	27.74	7.74	1.84

Particulars	As at 31st March, 2019			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
a) Trade Receivables	511.45	4.53	2.29	-
b) Security Deposits	11.42	16.73	2.56	0.36
c) Loan to related parties	15.00	-	-	-
d) Others	229.04	0.04	-	-
Total	766.91	21.30	4.85	0.36

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.

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for the year ended 31st March, 2020

c) Market Risk Management

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors.

There has been no significant changes to the Group's exposure to market risk or the methods in which they are managed or measured.

Currency Risk

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Group's exposure to currency risk relates primarily to the Group's operating activities when transactions are denominated in a different currency from the Group's functional currency.

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	
		As at 31st March, 2020	As at 31st March, 2019
Trade Receivables	USD	6,52,169	2,25,522
	EUR	2,402	1,019
	SGD	3,447	3,447
	GBP	1,542	2,118
	HKD	7,486	24,957
Trade Payables	USD	25,75,706	7,949
	HKD	13,45,425	7,52,393
	EUR	2,38,511	28,710
	GBP	1,76,763	47,421
	SGD	8,726	10,298
	CAD	2,234	-
	DKK	-	1,434
	CHF	-	450
	AUD	-	600
	SEK	16,655	16,655
	NOK	-	-
	JPY	1,56,058	13,63,976
	AED	-	4,238

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
As at 31st March, 2020	USD	+10%	1.45	1.45
	USD	-10%	(1.45)	(1.45)
	HKD	+10%	0.13	0.13
	HKD	-10%	(0.13)	(0.13)
	EUR	+10%	0.20	0.20
	EUR	-10%	(0.20)	(0.20)
	GBP	+10%	0.16	0.16
	GBP	-10%	(0.16)	(0.16)

Particulars	Currency	Change in rate	Effect on profit before tax	Effect on pre-tax equity
As at 31st March, 2019	USD	+10%	(0.15)	(0.15)
	USD	-10%	0.15	0.15
	GBP	+10%	0.04	0.04
	GBP	-10%	(0.04)	(0.04)
	EUR	+10%	0.02	0.02
	EUR	-10%	(0.02)	(0.02)
	HKD	+10%	0.06	0.06
	HKD	-10%	(0.06)	(0.06)

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)
As at 31st March, 2020	Cash Credit	Floating	7.93%	20.97	1.00%	(0.21)	1.00%	0.21
As at 31st March, 2020	Bank Overdraft	Floating	8.75%	6.03	1.00%	(0.06)	1.00%	0.06
As at 31st March, 2019	Cash Credit	Floating	9.35%	14.08	1.00%	(0.14)	1.00%	0.14
As at 31st March, 2019	Bank Overdraft	Floating	8.75%	5.55	1.00%	(0.06)	1.00%	0.06

NOTE NO. 31 - 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 31st March, 2020	As at 31st March, 2019				
A) Financial assets						
Investments						
Mutual fund investments	-	77.52	Level 1	Quoted Market Prices	NA	NA
Total financial assets	-	77.52				

As at the reporting date, the Group does not have any financial liability measured at fair values

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b) Fair value of financial assets and financial liabilities that are measured at amortised cost:

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	Carrying amount	Fair value	Carrying amount	Fair value
A) Financial assets				
Financial assets carried at Amortised Cost				
i) Loans to related parties	15.00	15.00	15.00	15.00
ii) Trade receivables	535.63	535.63	518.27	518.27
iii) Deposits given	33.77	33.77	29.70	29.66
iv) Cash and cash equivalents	99.53	99.53	54.95	54.95
v) Bank Balances other than (iv) above	-	-	15.00	15.00
vi) Others	236.46	236.46	229.08	229.08
Total	920.39	920.39	862.00	861.96
B) Financial liabilities				
Financial liabilities held at Amortised cost				
i) Borrowings	35.89	35.42	37.70	30.51
ii) Lease Liabilities	165.41	165.41	-	-
iii) Deposits received	3.57	3.57	3.82	3.82
iv) Trade and other payables	617.17	617.17	600.06	600.06
v) Other financial liabilities	7.04	7.04	14.11	14.11
Total	829.08	828.61	655.69	648.50

NOTE NO. 32 - SEGMENT INFORMATION

- The management of the Group has chosen to organise the Group on the basis of nature of services. No operating segments have been aggregated in arriving at the reportable segments of the Group.
- Specifically, the Group's reportable segments and the type of product or service from which they derive income are:
 - Supply Chain Management(SCM) - Goods Transportation service, including warehouse management service and freight forwarding activity etc.
 - Enterprise Mobility Services - People Transportation service
- 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 :-

Particulars	Year ended 31st March, 2020				
	SCM	Enterprise Mobility Services	Total Segments	Elimination	Total
Revenue					
I. External customers	3,103.53	367.61	3,471.14	-	3,471.14
II. Inter segment Revenue	-	-	-	-	-
Total revenue	3,103.53	367.61	3,471.14	-	3,471.14
Results					
Segment Result	252.92	33.81	286.73	-	286.73
Less:					
Finance Cost					(17.63)
Unallocated corporate income net of unallocated expenses					(187.91)
Profit before tax					81.19
Income Taxes					(25.74)
Profit after tax					55.45
Other Information					
Segment Assets	1,036.98	103.04	1,140.02	-	1,140.02
Unallocated Corporate Assets	-	-	-	-	281.82
Total Assets	1,036.98	103.04	1,140.02	-	1,421.84
Segment Liabilities	747.14	43.27	790.41	-	790.41
Unallocated Corporate Liabilities	-	-	-	-	81.35
Total Liabilities	747.14	43.27	790.41	-	871.76
Capital Expenditure	61.02	1.39	62.41	-	62.41
Depreciation and Amortisation expenses	73.31	0.12	73.43	-	73.43

Particulars	Year ended 31st March, 2019				
	SCM	Enterprise Mobility Services	Total Segments	Elimination	Total
Revenue					
I. External customers	3,465.87	385.47	3,851.34	-	3,851.34
II. Inter segment Revenue	-	-	-	-	-
Total revenue	3,465.87	385.47	3,851.34	-	3,851.34
Results					
Segment Result	264.94	40.52	305.46	-	305.46
Less:					
Finance Cost					(3.48)
Unallocated corporate income net of unallocated expenses					(168.54)
Profit before tax					133.44
Income Taxes					(46.79)
Profit after tax					86.65
Other Information					
Segment Assets	800.61	120.21	920.82	-	920.82
Unallocated Corporate Assets	-	-	-	-	284.29
Total Assets	800.61	120.21	920.82	-	1,205.11
Segment Liabilities	582.43	53.40	635.83	-	635.83
Unallocated Corporate Liabilities	-	-	-	-	65.35
Total Liabilities	582.43	53.40	635.83	-	701.18
Capital Expenditure	29.68	3.03	32.71	-	32.71
Depreciation and Amortisation expenses	17.41	0.31	17.72	-	17.72

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Other disclosures

- (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 a group basis.
- (ii) 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.
- (iii) The accounting policies of the reportable segments are the same as the Group's accounting Policies described in Note 2.19.
- 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 31st March, 2020	Year ended 31st March, 2019
Revenue from external customers		
India	3,463.74	3,846.00
Outside India	7.40	5.34
Total revenue per statement of profit or loss	3,471.14	3,851.34

(vi) Segment Assets

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
India	1,134.96	919.11
Outside India	5.06	1.71
Total	1,140.02	920.82

(vii) Capital Expenditure

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
India	62.41	32.71
Outside India	-	-
Total	62.41	32.71

(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	
	As at 31st March, 2020	As at 31st March, 2019
Transportation	2,495.94	2,942.25
Warehousing & other related activities	574.91	502.18
Enterprise Mobility Services	367.61	385.47
Total	3,438.46	3,829.90

The revenues of the Group from holding company and group of customers under common control of the holding company amounts to around 51.03% (Previous year: 56.06%) of its total revenues during the year ended 31st March, 2019.

NOTE NO. 33 - LEASES

Operating Lease

The Group has adopted Ind AS 116 'Leases' with the date of initial application being 1st April 2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The Group has applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings as at 1st April, 2019. As a result, the comparative information has not been restated. In adopting Ind AS 116, the Group has applied the below practical expedients:

The Group has applied a single discount rate to a portfolio of leases with reasonably similar characteristics

The Group has treated the leases with remaining lease term of less than 12 months as if they were "short term leases"

The Group has excluded the initial direct costs from measurement of the right-of-use asset at the date of transition

The Group has used hindsight, in determining the lease term if the contract contains options to extend or terminate the lease

On transition to Ind AS 116, the Group recognised right-of-use assets amounting to ₹ 112.17 crore, Net Investment in sublease of ROU of ₹ 1.76 crore, and a corresponding lease liabilities amounting to ₹ 121.71 crores by adjusting retained earnings of ₹ 5.07 crores (including the impact of deferred tax created of ₹ 2.72 crore). The Group has discounted lease payments using the applicable incremental borrowing rate as at April 1, 2019, which is 8.70% for measuring the lease liability.

Reconciliation of operating lease commitments as at March 31, 2019 with the lease liabilities recognized in the Balance Sheet as at 1st April, 2019:

Particulars	₹ in Crores
	Year ended 31st March, 2020
A. Operating lease commitments disclosure as per Ind AS 17 as at 31st March, 2019	56.06
Weighted average incremental borrowing rate	8.70%
B. Present value using incremental borrowing rate as at 1st April, 2019	88.58
Recognition exemption for:	
Short term leases	(1.64)
Leases of low value assets	-
Extension and termination options reasonably certain to be exercised	34.77
Lease liabilities recognised as at 1st April, 2019	121.71

Following are the changes in the carrying value of right of use assets for the year ended 31st March, 2020:

Particulars	₹ in Crores
	Year ended 31st March, 2020
Balance as at 1st April, 2019	-
Impact of adoption of Ind AS 116	113.10
Additions	80.39
Disposals	(11.85)
Amortisation expense for the year	(47.82)
Balance as at March 31, 2020	133.82

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for the year ended 31st March, 2020

The following is the movement in lease liabilities during the year ended 31st March, 2020:

Particulars	₹ in Crores	
	Year ended 31st March, 2020	
Lease liabilities recognised at 1st April, 2019		121.71
Additions		98.08
Finance cost accrued during the period		14.03
Deletions		(12.64)
Payment of lease liabilities		(55.77)
Balance as at March 31, 2020		165.41

The following is the break-up of current and non-current lease liabilities as at 31st March, 2020:

Particulars	₹ in Crores	
	Year ended 31st March, 2020	
Non-current lease liabilities		119.72
Current lease liabilities		45.69
Total		165.41

The table below provides details regarding the contractual maturities of lease liabilities as at 31st March, 2020 on an undiscounted basis:

Particulars	₹ in Crores	
	Year ended 31st March, 2020	
Less than one year		57.47
One to Three years		93.22
Three to five years		30.95
More than five years		13.05
Total undiscounted lease liabilities at Balance sheet date		194.69

Rental expense recorded for short-term leases was ₹ 38.56 crores for the year ended 31st March, 2020.

The following is the movement in the net investment in sublease of ROU asset during the year ended 31st March, 2020:

Particulars	₹ in Crores	
	Year ended 31st March, 2020	
Net investment in sublease in ROU recognised at 1st April, 2019		1.76
Additions		19.84
Finance Income on net investment in sublease in ROU		1.21
Deletions		-
Rental Income on net investment in sublease in ROU		(2.34)
Balance as at March 31, 2020		20.47

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 31st March, 2020	
Less than one year		3.35
One to Three years		6.97
Three to five years		6.44
More than five years		11.60
Total		28.36

Impact of adoption of Ind AS 116 on retained earnings:

Particulars	₹ in Crores	
	Year ended 31st March, 2020	
Reclassification of operating lease under Ind AS 17 'Leases' to right-of-use assets		5.07
Impact on retained earnings as at 1st April, 2019		5.07

Impact of adoption of Ind AS 116 on the statement of profit and loss:

Particulars	₹ in Crores	
	Year ended 31st March, 2020	
Finance Income on Net investment in Lease		1.21
Upfront notional gain on sub-lease arrangement		0.94
Rental Income on Sub-Lease		(2.34)
Interest on lease liabilities		(14.03)
Depreciation of Right-of-use assets		(47.82)
Unrealised gain on reversal of ROU		0.80
Payment of lease liabilities		55.77
Impact of Ind AS 116 (on profit and loss before Tax)		(5.47)

Leases not yet commenced to which Group is committed amounts to ₹ 11.10 crores for a lease term ranging from 3 years to 5 years

NOTE NO. 34 - EMPLOYEE BENEFITS

a) Defined Contribution Plan

The Group's contribution to Provident Fund, superannuation Fund and other funds aggregating ₹ 15.25 crores (2019: ₹ 13.33 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).

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for the year ended 31st March, 2020

(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 31st March, 2020	As at 31st March, 2019	As at 31st March, 2020	As at 31st March, 2019
a) Discount rate(s)	6.60%	7.40%	6.55% to 6.60%	7.30%-7.50%
b) Expected rate(s) of salary increase	5% for first 3 years and 7% thereafter	8.00%	7% to 8%	6% to 8%
c) Average Longevity	IALM (2012-14) Ultimate	IALM(2006-08) Ultimate	IALM(2012-14) Ultimate and 60 years	IALM(2006-08) Ultimate

(d) Defined benefit plans – as per actuarial valuation

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	As at 31st March, 2020	As at 3 1st March, 2019	As at 31st March, 2020	As at 31st March, 2019
I. Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:				
a) Service Cost	-	-	-	-
b) Current Service Cost	4.15	3.31	0.15	0.12
c) Past service cost and (gains)/losses from settlements	-	-	-	-
d) Net interest expense	0.26	0.30	0.02	0.01
Components of defined benefit costs recognised in profit or loss	4.41	3.61	0.17	0.13
a) Remeasurement on the net defined benefit liability	-	-	-	-
b) Return on plan assets (excluding amount included in net interest expense)	(0.16)	(0.05)	-	-
c) Actuarial gains and loss arising from changes in demographic assumptions	-	(0.48)	-	-
d) Actuarial gains and loss arising from changes in financial assumptions	(1.07)	0.45	0.05	0.01
e) Actuarial gains and loss arising from experience adjustments	0.77	(0.02)	(0.03)	0.09
Components of defined benefit costs recognised in other comprehensive income	(0.46)	(0.10)	0.02	0.10
Total	3.95	3.51	0.19	0.23
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March				
a) Present value of defined benefit obligation	(20.36)	(16.51)	(0.53)	(0.35)
b) Fair value of plan assets	16.41	13.00	-	-
c) Surplus/(Deficit)	(3.95)	(3.51)	(0.53)	(0.35)
d) Current portion of the above	(3.95)	(3.51)	(0.03)	(0.03)
e) Non current portion of the above	-	-	(0.41)	(0.32)

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	As at 31st March, 2020	As at 3 1st March, 2019	As at 31st March, 2020	As at 31st March, 2019
III. Change in the obligation during the year ended 31st March				
a) Present value of defined benefit obligation at the beginning of the year	16.51	13.76	0.35	0.23
b) Add/(Less) on account of Scheme of Arrangement/ Business	-	-	-	-
c) Transfer	0.01	-	-	-
d) Expenses Recognised in Profit and Loss Account				
- Current Service Cost	4.15	3.31	0.15	0.12
- Past Service Cost	-	-	-	-
- Interest Expense (Income)	1.22	1.06	0.02	0.01
e) Recognised in Other Comprehensive Income				
Remeasurement gains / (losses)				
i. Demographic Assumptions	-	(0.48)	-	-
ii. Financial Assumptions	(1.07)	0.45	0.05	0.01
iii. Experience Adjustments	0.77	(0.02)	(0.03)	0.09
f) Benefit payments	(1.23)	(1.57)	(0.01)	(0.11)
g) Present value of defined benefit obligation at the end of the year	20.36	16.51	0.53	0.35
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	13.00	9.87	-	-
ii) Expenses Recognised in Profit and Loss Account				
- Expected return on plan assets	0.96	0.76	-	-
iii) Recognised in Other Comprehensive Income				
Remeasurement gains / (losses)				
- Actual Return on plan assets in excess of the expected return	0.16	0.05	-	-
iv) Contributions by employer (including benefit payments recoverable)	3.52	3.89	-	-
v) Benefit payments	(1.23)	(1.57)	-	-
vi) Fair value of plan assets at the end of the year	16.41	13.00	-	-
V. The Major categories of plan assets				
- Insurance Funds	16.41	13.00	-	-
VI. Actuarial assumptions				
a) Discount rate	6.60%	7.40%	6.55%to6.60%	7.30%-7.50%
b) Expected rate of return on plan assets	6.60%	7.40%	7.70%	7.50%
c) Attrition rate	9.00%	12.00%	0%to12.00%	11%to12.00%

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 31st March, 2020		As at 31st March, 2019	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
a) Discount rate	1.00%	19.44	22.51	15.67	18.17
b) Salary growth rate	1.00%	22.47	19.44	18.12	15.69
c) Rate of employee turnover	1.00%	20.69	21.08	16.67	17.00

i) The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit

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obligation calculated with the projected unit credit method at the end of the reporting year) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.

- ii) The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous year.
- iii) The weighted average duration of the defined benefit obligation as at 31st March, 2020 is 7 years.

f) Plan Assets

The fair value of Group's plan asset of Funded Gratuity Plan by category are as follows:

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Asset category:		
Deposits with Insurance companies	16.41	13.00
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	₹ in Crores	
	2020	2019
Within 1 year	2.25	1.75
1-2 years	2.28	1.74
2-3 years	2.74	2.05
3-4 years	2.24	2.08
4-5 years	2.15	1.84
5-10 years	9.33	8.22
More than 10 years	16.58	15.63

h) Experience Adjustments :

Particulars	As at	As at	As at	As at	As at
	31st March, 2020	31st March, 2019	31st March 2018	31st March 2017	31st March 2016
1. Defined Benefit Obligation	(20.89)	(16.86)	(14.00)	(9.75)	(6.81)
2. Fair value of plan assets	16.41	13.00	9.87	6.67	4.58
3. Surplus/(Deficit)	(4.48)	(3.86)	(4.13)	(3.08)	(2.23)
4. Experience adjustment on plan liabilities [(Gain)/Loss]	0.74	0.07	1.49	0.16	(0.36)
5. Experience adjustment on plan assets [Gain/(Loss)]	0.16	0.05	0.22	0.03	0.10

- 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.

NOTE 35 - RELATED PARTY TRANSACTIONS

i) List of Related Parties:

a) Holding Company :

Mahindra & Mahindra Limited

b) Joint Venture

1 Transtech Logistics Private Limited (w.e.f. 5th October 2018)

c) Fellow Subsidiaries:

- 1 Gromax Agri Equipment Limited
- 2 Mahindra Auto Steel Pvt Ltd
- 3 Mahindra Defence Systems Limited
- 4 Mahindra Electric Mobility Limited
- 5 Mahindra E-market Ltd
- 6 Mahindra EPC Irrigation Limited (Formerly known as EPC Industrié Limited) (Name changed w.e.f. 28.02.2019)
- 7 Mahindra Greenyard Private Limited
- 8 Mahindra Heavy Engines Limited
- 9 Mahindra Holidays & Resorts India Limited
- 10 Mahindra Integrated Business Solutions Private Limited
- 11 Mahindra Intertrade Limited
- 12 Mahindra Lifespace Developers Limited
- 13 Mahindra Marine Private Limited
- 14 Mahindra MSTC Recycling Private Limited
- 15 Mahindra Retail Limited
- 16 Mahindra Rural Housing Finance Limited
- 17 Mahindra Steel Service Centre Limited
- 18 Mahindra Susten Private Limited
- 19 Mahindra Trucks and Buses Limited
- 20 Mahindra Two Wheelers Limited
- 21 Mahindra Vehicle Manufacturers Limited
- 22 Mahindra Water Utilities Limited
- 23 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 M.I.T.R.A Agro Equipments Private Limited
- 4 Mahindra World City Developers Limited

b) Associate of Holding Company

- 1 Brainbees Solutions Private Limited
- 2 Mahindra CIE Automotive Ltd
- 3 Swaraj Engines Limited
- 4 Tech Mahindra Limited

c) Subsidiary of Associate of Holding Company

- 1 Comviva Technologies Limited

d) Subsidiary of Joint Venture of Holding Company

- 1 Mahindra Industrial Park Chennai Ltd

e) Associates of Fellow subsidiaries

- 1 Medwell Ventures Private Limited

d) Key management Personnel:

- 1 Rampraveen Swaminathan (w.e.f. 18th July 2019)
- 2 Pirojshaw Sarkari (upto 30th Sep 2019)

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ii) Details of transaction between the Group 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-20	1.28	0.06	-	-
	31-Mar-19	0.37	0.13	-	-
b) Rendering of services	31-Mar-20	1,568.85	121.61	72.81	-
	31-Mar-19	1,902.29	166.24	47.68	-
c) Receiving of services	31-Mar-20	2.51	0.33	0.01	1.19
	31-Mar-19	7.54	0.46	-	0.36
d) Reimbursements made to parties	31-Mar-20	9.39	0.01	-	-
	31-Mar-19	1.74	0.04	-	-
e) Reimbursements received from parties	31-Mar-20	0.03	0.06	-	-
	31-Mar-19	0.01	0.20	-	0.08
f) Sale of property and other assets	31-Mar-20	0.49	-	-	-
	31-Mar-19	-	-	-	-
g) Loans/Deposits given	31-Mar-20	-	-	-	-
	31-Mar-19	-	15.00	-	-
h) Interest Income on inter-corporate deposits	31-Mar-20	-	1.15	-	-
	31-Mar-19	-	0.01	-	-
i) Bad & doubtful debts recognised in respect of dues from related parties	31-Mar-20	0.25	-	-	-
	31-Mar-19	-	-	0.01	-
Balances Outstanding with Related Parties					
a) Trade payables	31-Mar-20	5.62	0.05	-	-
	31-Mar-19	3.55	0.07	-	0.06
b) Trade receivables	31-Mar-20	111.97	12.60	12.93	-
	31-Mar-19	104.51	18.87	-	-
c) Other receivables	31-Mar-20	-	0.54	-	-
	31-Mar-19	-	-	-	-
d) Inter Corporate Deposits outstanding	31-Mar-20	-	15.00	-	-
	31-Mar-19	-	15.00	-	-
e) Provision of bad & doubtful debts related to amount due from related parties	31-Mar-20	0.12	0.07	0.19	-
	31-Mar-19	0.12	0.07	0.19	-

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	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Short-term employee benefits	3.31	2.08
Issue of ESOPs during the year	-	0.94

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.

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-20	1.28	-	-	-
	31-Mar-19	0.37	-	-	-
Mahindra Water Utilities Limited	31-Mar-20	-	0.05	-	-
	31-Mar-19	-	-	-	-
Mahindra Integrated Business Solutions Pvt Ltd	31-Mar-20	-	0.01	-	-
	31-Mar-19	-	0.04	-	-
NBS International Limited	31-Mar-20	-	-	-	-
	31-Mar-19	-	0.09	-	-
b) Rendering of services					
Mahindra & Mahindra Limited	31-Mar-20	1,568.85	-	-	-
	31-Mar-19	1,902.29	-	-	-
Mahindra Vehicle Manufacturers Ltd.	31-Mar-20	-	92.88	-	-
	31-Mar-19	-	121.00	-	-
Brainbees Solutions Pvt Ltd.	31-Mar-20	-	-	7.19	-
	31-Mar-19	-	-	-	-
Classic Legends Private Limited	31-Mar-20	-	-	16.36	-
	31-Mar-19	-	-	-	-
Mahindra CIE Automotive Ltd.	31-Mar-20	-	-	9.78	-
	31-Mar-19	-	-	-	-
Tech Mahindra Ltd.	31-Mar-20	-	-	38.79	-
	31-Mar-19	-	-	47.68	-
c) Receiving of services					
Mahindra & Mahindra Limited	31-Mar-20	2.51	-	-	-
	31-Mar-19	7.54	-	-	-
Mahindra Retail Ltd.	31-Mar-20	-	-	-	-
	31-Mar-19	-	0.19	-	-
Mahindra Integrated Business Solutions Pvt Limited	31-Mar-20	-	0.23	-	-
	31-Mar-19	-	0.25	-	-
Mahindra Defence Systems Limited	31-Mar-20	-	0.08	-	-
	31-Mar-19	-	-	-	-
Mahindra World City Developers Limited	31-Mar-20	-	-	0.01	-
	31-Mar-19	-	-	-	-
Transtech Logistics Pvt. Ltd.	31-Mar-20	-	-	-	1.19
	31-Mar-19	-	-	-	0.36
d) Reimbursements made to parties					
Mahindra & Mahindra Limited	31-Mar-20	9.39	-	-	-
	31-Mar-19	1.74	-	-	-
Mahindra Defence Systems Limited	31-Mar-20	-	0.01	-	-
	31-Mar-19	-	-	-	-
NBS International Ltd.	31-Mar-20	-	0.03	-	-
	31-Mar-19	-	-	-	-
e) Reimbursements received from parties					
Mahindra & Mahindra Limited	31-Mar-20	0.03	-	-	-
	31-Mar-19	0.01	-	-	-
Mahindra Intertrade Ltd.	31-Mar-20	-	0.04	-	-
	31-Mar-19	-	0.11	-	-
Mahindra Steel Service Centre Ltd.	31-Mar-20	-	0.02	-	-
	31-Mar-19	-	0.05	-	-
Mahindra Lifespace Developers Ltd.	31-Mar-20	-	-	-	-
	31-Mar-19	-	0.03	-	-
Transtech Logistics Pvt Ltd.	31-Mar-20	-	-	-	-
	31-Mar-19	-	-	-	0.08

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

Particulars	Year	Holding Company	Fellow Subsidiary	Other related parties	Joint Venture
f) Sale of Property and other assets					
Mahindra & Mahindra Limited	31-Mar-20	0.49	-	-	-
	31-Mar-19	-	-	-	-
g) Loans/ Deposits Given					
Mahindra Rural Housing Finance Limited	31-Mar-20	-	-	-	-
	31-Mar-19	-	15.00	-	-
h) Interest Income on inter-corporate deposits					
Mahindra Rural Housing Finance Limited	31-Mar-20	-	1.15	-	-
	31-Mar-19	-	-	-	-
i) Bad & doubtful debts recognised in respect of dues from related parties					
Mahindra & Mahindra Limited	31-Mar-20	0.25	-	-	-
	31-Mar-19	-	-	-	-
Comviva Technologies Limited	31-Mar-20	-	-	-	-
	31-Mar-19	-	-	0.01	-

v) Disclosure required under section 186(4) of the Companies Act, 2013 for Loans given

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Mahindra Rural Housing Finance Limited	15.00	15.00

Above inter corporate loans have been given for general business purposes for meeting their working capital requirements @7.20%

NOTE NO. 36 - CONTINGENT LIABILITIES

Particulars	₹ in Crores	
	As at 31st March, 2020	As at 31st March, 2019
Contingent liabilities (to the extent not provided for)		
Claims against the Group not acknowledged as debt		
a) VAT	5.41	5.41
b) Service Tax	3.72	3.51
c) Income Tax	-	0.08
d) Other matters	6.90	11.66

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.

NOTE NO. 37 - 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 31st March, 2020	As at 31st March, 2019	
Lords Freight (India) Private Limited	Freight Forwarding via sea and air	Mumbai	82.92%	82.92%	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 31st March, 2020	As at 31st March, 2019
Lords Freight (India) Private Limited	Mumbai, India	17.08%	17.08%
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	
	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
Lords Freight (India) Private Limited	0.26	0.19	1.34	1.08
2 X 2 Logistics Private Limited	(0.54)	0.57	4.09	4.63

(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	
	31st March, 2020	31st March, 2019	31st March, 2020	31st March, 2019
Current Assets	63.07	49.68	20.82	20.85
Non Current Assets	6.64	7.50	17.03	23.88
Current Liabilities	58.76	48.42	26.38	25.47
Non Current Liabilities	1.32	0.65	2.38	8.94
Equity Interest Attributable to the owners	1.24	0.69	(0.67)	0.70
Non Controlling Interest	0.26	0.18	(0.54)	0.57
Revenue	205.14	174.38	47.66	59.24
Expenses	203.62	173.44	48.87	57.97
Profit / (Loss) for the year	1.52	0.94	(1.21)	1.27
Profit / (Loss) attributable to the owners of the Company	1.26	0.75	(0.67)	0.70
Profit / (Loss) attributable to the non controlling interest	0.26	0.19	(0.54)	0.57
Profit / (Loss) for the year	1.52	0.94	(1.21)	1.27
Other Comprehensive Income attributable to the owners of the Company	(0.02)	(0.06)	-	-
Other Comprehensive Income Profit / (Loss) attributable to the non controlling interest	-	(0.01)	-	-
Other Comprehensive Income	(0.02)	(0.07)	-	-
Total Other Comprehensive Income attributable to the owners of the Company	1.24	0.69	(0.67)	0.70
Total Other Comprehensive Income Profit / (Loss) attributable to the non controlling interest	0.26	0.18	(0.54)	0.57
Total Other Comprehensive Income	1.50	0.87	(1.21)	1.27
Dividends paid to non controlling interest	-	-	-	-
Net Cash Flow from operating activities	(5.08)	(10.65)	10.46	10.54
Net Cash Flow from investing activities	(0.10)	(0.20)	0.06	(0.01)
Net Cash Flow from financing activities	5.19	10.35	(10.39)	(10.60)
Net Cash inflow/ (outflow)	0.01	(0.50)	0.13	(0.07)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2020

Additional Information as required by Schedule III to the Companies Act, 2013:

Name of Entity in the Group	₹ in Crores							
	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	95.66%	545.31	99.44%	55.14	106.25%	0.34	99.48%	55.48
Subsidiaries								
Indian								
a) LORDS Freight (India) Private Limited	1.91%	10.86	2.27%	1.26	-6.25%	(0.02)	2.22%	1.24
b) 2 X 2 Logistics Private Limited	1.48%	8.42	-1.21%	(0.67)	0.00%	-	-1.20%	(0.67)
Minority Interests in all Subsidiaries	0.95%	5.43	-0.50%	(0.28)	0.00%	-	-0.50%	(0.28)
TOTAL	100.00%	570.02	100.00%	55.45	100.00%	0.32	100.00%	55.77

NOTE NO. 38

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

Sr. No.	Particulars	Subsidiary 1		Subsidiary 2	
		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	0.09	7.26		
8.	Total assets	37.85	69.71		
9.	Total Liabilities	28.76	60.08		
10.	Investments	Nil	Nil		
11.	Total Turnover	47.42	204.68		
12.	Profit/(loss) before taxation	(1.68)	2.17		
13.	Provision for taxation	(0.47)	0.64		
14.	Profit after taxation	(1.21)	1.52		
15.	Proposed Dividend	Nil	Nil		
16.	Extent of shareholding (in percentage)	55.00%	82.92%		

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, 2019 to 31st March, 2020

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)
Sr. No.	Particulars	Joint Venture
1.	Name of associates/Joint Ventures	Transtech Logistics Private Limited
2.	Latest audited Balance Sheet Date	31st March, 2020
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	(0.61)
	ii. Not Considered in Consolidation	(0.93)

- 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

Note:

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**V S Parthasarathy**Chairman
DIN: 00125299**Yogesh Patel**

Chief Financial Officer

Place: Mumbai

Date: 20th May 2020

Rampraveen SwaminathanManaging Director and Chief Executive officer
DIN:01300682**Brijbala Batwal**

Company Secretary

NOTICE**MAHINDRA LOGISTICS LIMITED**

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

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

Phone: +91 22 2490 1441 Fax: +91 22 2490 0833

CIN: L63000MH2007PLC173466 ISIN: INE766P01016

NOTICE

Notice is hereby given that the THIRTEENTH ANNUAL GENERAL MEETING of MAHINDRA LOGISTICS LIMITED will be held on Thursday, July 30, 2020 at 3:30 p.m. (IST) through Video Conferencing ("VC") at the Registered Office of the Company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018 to transact the following businesses.

ORDINARY BUSINESS:**1. To adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020.**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Statutory Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Statutory Auditors thereon laid before this Meeting, be and are hereby considered and adopted."

2. To adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020.

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of the Statutory Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 and the report of the Statutory Auditors thereon laid before this 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 March 31, 2020.

To declare final dividend on the equity shares of the Company for the financial year ended March 31, 2020 and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT a final dividend at the rate of ₹1.50/- (Rupee One and Paise Fifty only) per equity share of ₹10/- (Rupees Ten only) each fully paid-up of the Company, be and is hereby declared for the financial year ended March 31, 2020 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 March 31, 2020."

4. To appoint a Director in place of Mr. Parag Shah, who retires by rotation and, being eligible, offers himself for re-appointment.

To appoint a Director in place of Mr. Parag Shah, who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Parag Shah (DIN: 00374944), who retires by rotation at the 13th Annual General Meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:**5. To appoint Mr. V. S. Parthasarathy as a Non-Executive Director of the Company.**

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 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (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 basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. V. S. Parthasarathy (DIN:00125299), who was appointed as an Additional Director of the Company by the Board of

Directors of the Company with effect from March 25, 2020 pursuant to provisions of Section 161 of the Act and applicable provisions of the Articles of Association of the Company, and who holds office as an Additional Non-Executive (Non-Independent) Director up to the date of 13th Annual General Meeting of the Company, and who is eligible for being appointed and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of a Non-Executive (Non-Independent) Director, be and is hereby appointed as a Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation.”

6. To appoint Mr. Rampraveen Swaminathan as Managing Director & CEO 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 152, 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company, the Company’s Policy on appointment and remuneration of Directors and Senior Management and succession planning, the approval of the Audit Committee with respect to the related party transaction and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any Committee thereof which the Board has constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), subject to the approval of the Central Government, if required, and such other approval(s), permission(s) and sanction(s), as may be required and subject to such condition(s) and modification(s), as may be prescribed or imposed by any of the authority(ies) while granting such approval(s), permission(s) and sanction(s), Mr. Rampraveen Swaminathan (DIN:01300682), who was appointed as an Additional Director and re-designated as the Managing Director & CEO of the Company by the Board with effect from February 4, 2020, and who holds office up to the date of the 13th Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature

for the office of a Director of the Company, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Rampraveen Swaminathan as the Managing Director & CEO of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from February 4, 2020 to February 3, 2025 (both days inclusive) on the terms and conditions and remuneration as set out below and detailed in the explanatory statement annexed hereto, with the liberty, power and the authority to the Board to revise, alter and vary the terms and conditions of his appointment and/or his remuneration as it may deem fit within the limits as approved by the Members of the Company:

Remuneration:

- i. **Basic Salary:**
Basic salary of ₹8,75,000/- per month in the scale of ₹8,00,000/-per month up to ₹16,00,000/- per month.
- ii. **Perquisites and Allowances:**
In addition to basic salary, Mr. Rampraveen Swaminathan will be entitled to and paid such perquisites and allowances as per the Company’s Rule(s)/Policy(ies), as amended from time to time which would include:
 - a. Furnished/unfurnished residential accommodation or house rent allowance in lieu thereof, including house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishings, residential telephone and other communication facilities, etc.;
 - b. Allowances viz. conveyance allowance, education allowance, special allowance, flexi-pay allowance etc.;
 - c. Reimbursements viz. medical reimbursement, mobile reimbursement, etc.;
 - d. Leave travel concession/allowance, if any for self and family, entitlement for leaves with full pay and/or encashment thereof as per the HR policies of the Company;
 - e. Contribution to provident fund, superannuation fund, pension fund, gratuity fund, annuity fund and other retiral benefits as per the applicable laws;
 - f. Provision for use of Company’s car including reimbursement of repairs, maintenance, fuel, running expenses and driver’s salary;

- g. Insurance and mediclaim including medical and personal accident insurance, term life insurance, directors & officers liability insurance, etc.;
- h. Club membership viz. reimbursement of membership fee including admission and annual membership fee;
- i. Performance linked/variable pay of up to 20% of total remuneration, payable basis the Company and Individual KRAs (as applicable to other senior executives), on achievement of various financial and non-financial targets set by the Company in accordance with the Company’s Rule(s)/Policy(ies). Financial Parameters include Revenue growth, improved cash flow, PBT growth etc. The actual payout towards the Performance linked/Variable pay would vary basis performance for each financial year or part thereof, as may be recommended by the Nomination and Remuneration Committee (“NRC”) and approved by the Board (which includes any other committee thereof);
- j. Such other allowances, flexible allowance structure, perquisites, benefits, amenities and facilities etc. as may be entitled to him in accordance with the Company’s Rule(s)/Policy(ies) and/or as the Board may from time to time decide.

Provided that:

- The value of the perquisites/allowances would be evaluated as per Income-Tax Rules, 1962 and any rules thereunder, wherever applicable (including any statutory modification(s) or re-enactment(s) thereof). In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost;
- The Company’s contribution to provident fund, superannuation fund, annuity fund and gratuity would not be included in the computation of ceiling on remuneration to the extent these, either singly or put together, are not taxable under the Income-Tax Act, 1961 (including any statutory modification(s) or re-enactment(s) thereof). The age for superannuation shall be 60 years, as per Company’s policy;
- For the purpose of provident fund, gratuity, superannuation and other like benefits, if any, the service of Mr. Rampraveen Swaminathan will be

considered as continuous service from the date of his joining the Company;

- Encashment of earned leave at the end of the tenure as per Company’s Rule(s)/Policy(ies) shall not be included in the computation of ceiling on remuneration;
- Provision of car, telephone and other communication facilities at residence for official purposes/ Company’s purpose would not be considered as perquisites.
- Restricted Stock Units (“RSUs”) :
 - 72,375 RSUs in terms of the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 (“RSU Plan”), granted in November 2019.
 - Long term performance-based grant of 200,000 RSUs under the Company’s RSU Plan, with effective date of the grant being date of the Members approval i.e. July 30, 2020, as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Rampraveen Swaminathan, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Rampraveen Swaminathan the remuneration (by way of salary, perquisites and other allowances and benefits as specified above and detailed in the explanatory statement annexed hereto) as the minimum remuneration for a period not exceeding three (3) years or such other period as may be statutorily permitted subject to receipt of requisite approvals, if any;

RESOLVED FURTHER THAT the Board 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, applications, documents, papers, forms, and writings that may be required, for and on behalf of the Company, to settle all such issue(s), question(s), difficulty(ies) or doubt(s) whatsoever that may arise and to take all such steps and decisions in this regard 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.”

7. To appoint Ms. Malvika Sinha as a Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and all the other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) as amended from time to time and the Articles of Association of the Company, Ms. Malvika Sinha (DIN:08373142), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Non-Executive Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from the date of the 13th Annual General Meeting i.e. July 30, 2020 to July 29, 2025 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company.”

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

Brijbala Batwal
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; Fax: +91 22 2490 0833

Mumbai, June 17, 2020

NOTES AND SHAREHOLDER INFORMATION:

1. Annual General Meeting (“AGM”) through video conferencing (“VC”) or any other audio-visual means (“OAVM”)

In view of the continuing Coronavirus (Covid-19) pandemic, social distancing norms to be followed and the restriction of movement of persons at several places in the Country, the Ministry of Corporate Affairs had, vide its Circular No. 20/2020 dated May 5, 2020 read with Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”), permitted the holding of the 13th AGM through VC or OAVM, without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), the said MCA Circulars and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), the 13th AGM of the Company will be held and convened through VC. The VC AGM shall be deemed to be convened at the venue as stated in the Notice of the 13th AGM.

2. Dispatch of Notice and Annual Report through electronic means

Pursuant to Sections 101 and 136 of the Act read with rules framed thereunder and Regulation 36(1) of the SEBI Listing Regulations, in compliance with the said MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“SEBI Circular”), owing to the difficulties involved in dispatching of physical copies of the Financial Statements (including Report of the Board of Directors, the Auditor’s report or other documents required to be attached therewith), such statements including the Notice of the 13th AGM of the Company along with the Annual Report 2019-20, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s).

In compliance with the said MCA Circulars, the Company has published a public notice by way of advertisements made on June 16, 2020 in Business Standard – All India Edition (in English language) and Sakal – Mumbai Edition (in Marathi language), both having a wide circulation in India and Mumbai respectively along with their electronic editions, inter alia, advising the Shareholders whose e-mail address are not registered/updated with the Company or the Depository Participant(s), as the case may be, to register/update their e-mail address with them at the earliest. The said Notice sent to the Shareholders is also uploaded on website of the Company and website of the Stock Exchanges.

3. Weblink to access Notice of 13th AGM and Annual Report

Members may note that the Notice of the 13th AGM along with the Annual Report 2019-20 is uploaded and available electronically at the following links:

Company's website	https://www.mahindralogistics.com/investor/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	https://www.evoting.nsdl.com

4. Instructions for Members for attending the 13th AGM through VC:

- The Company has availed the facility for voting by the Members using an electronic voting system from a place other than the venue of the Meeting (“remote e-voting”), participation in the 13th AGM through VC Facility and electronic voting (“e-voting”) at the 13th AGM from National Securities Depositories Limited (“NSDL”).
- Members may join the 13th AGM through VC Facility by following the procedure as mentioned below. The 13th AGM VC streaming link will be kept open for the Members from 3:00 p.m. (IST) i.e. 30 minutes before the time scheduled to start the 13th AGM and the Company may close the window for joining the VC facility 30 minutes after the scheduled time to start the 13th AGM i.e. 4:00 p.m. (IST).
- Members may note that the VC Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the 13th AGM without any restriction on account of first-come-first-served principle.
- To attend the 13th AGM of the Company through VC facility Members shall log-on to the NSDL e-Voting system at <https://www.evoting.nsdl.com> by following the procedure as mentioned below:

Step 1 Click on NSDL e-voting website: <https://www.evoting.nsdl.com>

Step 2 Click on “Login” under the first left tab “Shareholder/Member”

Step 3 Login using your remote e-voting credentials given below
Members 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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

Step 4 Select EVEN for the Company’s 13th AGM : **113052**

Step 5 Go to “e-Voting” under the first left tab and click on “Active E-voting Cycle”

Step 6 Click on the link under “Video Streaming Facility”

Please note that the Members 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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

- Members are encouraged to join the 13th AGM through laptops/desktops with front camera and internet with a good speed to avoid any disturbance during the 13th AGM and seamless experience.
- Please note that the Members connecting from their mobile devices or tablets or through laptop/desktops via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members can express their views and submit questions / queries in advance with regard to the Financial Statements or any other agenda item to be placed at the 13th 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 in advance before the start of the 13th AGM i.e. by July 28, 2020 by 10:00 a.m. (IST). Only such questions received from the Members shall be taken up during the 13th AGM.
- Members, who would like to express their views or ask questions / queries during the 13th AGM with regard to the Financial Statements or any other agenda item to be placed at the 13th AGM, need to register themselves as a speaker Shareholder by sending their written requests from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number and mobile number, at Company’s investor desk at cs.mll@mahindra.com at least 48 hours in advance before the start of the 13th AGM i.e. by July 28, 2020 by 10:00 a.m. (IST).

- i. Only those Members who have registered themselves as a speaker will be allowed to ask questions during the 13th AGM, depending upon the availability of time. The Company reserves the right to restrict the number of speakers and time allotted to speak, as appropriate for smooth conduct of the 13th AGM.
- j. Members who need any technical or other assistance before or during the 13th AGM, can contact NSDL on e-mail at evoting@nsdl.co.in or call toll free no. 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at amitv@nsdl.co.in or at telephone no: 022-2499 4360. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.

5. Attendance Slip and Proxy Form

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

Since the 13th AGM will be held through VC, physical attendance of Members has been dispensed with pursuant to the said MCA Circulars and the SEBI Circular. **Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the 13th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

6. Route Map

Since the 13th AGM will be held through VC, the Route Map is not relevant and not annexed to this Notice.

7. Quorum

Members attending the 13th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Explanatory Statement and details of Directors seeking appointment/re-appointment

Explanatory Statement pursuant to Section 102 of the Act setting out all material facts concerning the special businesses under Item Nos. 5, 6 and 7 of the accompanying Notice, is annexed hereto.

Further additional information with respect to Item Nos. 4 to 7 of this Notice, as required under Regulation 36(3) 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.

9. Corporate Representations

Pursuant to the provisions of Section 113 of the Act, the Members who are Body corporates/companies and who intend to attend the 13th AGM through VC and vote through remote e-voting, are requested to send, to the Company scanned copy of the relevant Board Resolution/ Authority letter etc. in PDF/JPG format with details and proofs of authorised signatory(ies) who shall attend and vote on their behalf, to the Company by e-mail to cs.mll@mahindra.com or to the Scrutiniser by e-mail to scrutinisers@mmjc.in with a copy marked to NSDL by e-mail : evoting@nsdl.co.in or upload the same on the e-voting portal.

Institutional Shareholders and Corporate Members are encouraged to attend the 13th AGM through their Authorised Representatives.

10. Auditor Ratification

The Members of the Company had, at their 10th AGM held on August 14, 2017, approved the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/ W-100018) as the Statutory Auditor of the Company to hold office for a term of five (5) years commencing from the conclusion of the 10th AGM up to the conclusion of 15th AGM of the Company to be held in the year 2022, subject to ratification at every AGM as may be required under the Act from time to time.

The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors.

11. Registrar and Share Transfer Agent

The Company's Registrar and Share Transfer Agent for its share registry work is Link Intime India Private Limited

Link Intime India Private Limited ("Link Intime")
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

Queries relating to the equity shares of the Company or other correspondence may be addressed to the Company's Registrar and Share Transfer Agent: Link Intime at their correspondence details given above or to the Company's investor desk at: cs.mll@mahindra.com

12. Dividend on equity shares for the financial year ended March 31, 2020

The Final Dividend on equity shares for the financial year ended March 31, 2020 as recommended by the Board of Directors of the Company, if declared at the 13th AGM would be paid/dispatched to those Members:

- Whose names appear as Beneficial Owners as at the end of business hours on Friday, July 24, 2020 in the list of beneficial owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the equity shares held in dematerialised form; and
- Whose names appear as Members in the Register of Members of the Company on Friday, July 24, 2020 in respect of the equity shares held in physical form.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / Demand Drafts/ Cheques will be dispatched to the registered address of the Members who have not updated their bank account details, after normalisation of the postal service.

13. Book Closure

The Register of Members and Share Transfer books of the Company will remain closed from Saturday, July 25, 2020 to Thursday, July 30, 2020 (both days inclusive) for determining the entitlement of the Shareholders to the Final Dividend for the financial year 2019-20, if declared and approved at the 13th AGM.

14. Taxation of Dividend

In accordance with the provisions of Finance Act, 2020, effective April 1, 2020, Dividend is taxable in the hands of the Shareholders and accordingly, the Company shall be liable to deduct withholding tax ("TDS") as per the rates applicable to each category of Shareholder on the Record date i.e. close of business hours on Friday, July 24, 2020.

- For Resident Shareholders**, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 7.5% (plus applicable surcharge and cess) on the amount of Dividend declared and paid by the Company during financial year 2020-21 provided PAN is registered by the Member. If PAN is not registered, TDS would be deducted @ 20% as per the provisions of the Income Tax Act, 1961.

However, no withholding of tax is applicable to resident individual Shareholders having valid PAN and if the dividend payable is less than ₹5,000/- per financial year and no withholding of tax is applicable in cases

of resident Insurance Companies and resident Mutual Fund Shareholders.

- For Non-resident Shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend declared and paid by the Company during financial year 2020-21. However, as per Section 90 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them.

In view of the above to receive the relevant information from Shareholders to determine the rate of tax deduction, we request all Shareholders to verify the correctness of their respective residential status and category of holding and update the same with their respective depository participant or with the Registrar and Share Transfer Agent of the Company – Link Intime at the earliest and submit the documents required as given below for each category of Shareholder for availing exemption of TDS on Dividend.

The documents mentioned below are required to be uploaded on the Portal of Link Intime at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> and alternatively can also be submitted by writing to Company's investor desk at cs.mll@mahindra.com up to July 24, 2020. No documents received after July 24, 2020 will be considered for withholding tax for payment for final dividend for FY 2019-20.

For more information and Frequently Asked Questions ("FAQs") on the detailed tax rates applicable and the documents required for availing applicable tax rates, Members are requested to visit the Company's website: https://www.mahindralogistics.com/media/pdf_files/taxationon-dac8be9e98f4278.pdf

Documents to be submitted by each category of Shareholder for exemption of TDS on dividend is given in the brief referencer at the end of this Notice. It may be further noted that in case the tax on the said Dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you, there would still be an option available with the Members to file the return of income and claim an appropriate refund, if eligible.

The Company will issue soft copy of the TDS certificate to its Members through e-mail registered with the Company/

the Depository Participants post payment of the dividend, if approved. Members will also be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).

Shareholders should consult their tax advisors for requisite action to be taken by them in terms of taxation on their dividends.

15. 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

Financial year	Date of declaration of Dividend	Amount of Dividend declared per equity share	Total amount of Dividend paid (excluding tax)	Amount of 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
2018-19	August 1, 2019	₹1.80/-	₹12.86 crores	₹31,746.60/-	17,637 shares	September 4, 2026
2017-18	August 2, 2018	₹1.50/-	₹10.67 crores	₹32,673.00/-	21,782 shares	September 5, 2025

There is no unclaimed/unpaid dividend for financial years prior to FY 2017-18.

The Company has uploaded the Shareholder-wise details of said unpaid and unclaimed amounts lying with the Company as on March 31, 2020 on the website of the Company at: <https://www.mahindralogistics.com/investor/shareholder-information>

- c. **Members who have not encashed their dividend(s) so far in respect of the aforesaid period(s), are requested to make their claim to Link Intime, the Company's Registrar and Share Transfer Agent well in advance of the above due dates.**

All Shareholders are requested to visit the website of your Company by accessing the above link and verify the payment status of their dividend. In case the dividend is unpaid, a claim may be lodged with Link Intime, the RTA of your Company in the manner described in the FAQs uploaded on the website of the Company. The same can be accessed from the below link: https://www.mahindralogistics.com/media/pdf_files/fagsonuncl-4d53df1c7af0e81.pdf

- d. Further, pursuant to the provisions of Section 124 of the Act read with the IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

unpaid and unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.

- b. The Company has declared and paid the final dividend for both financial years post listing of the Company's equity shares on the stock exchanges on November 10, 2017, viz. financial year 2017-18 and financial year 2018-19. The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as on March 31, 2020 is given hereunder:

As on March 31, 2020, no shares on which dividend has not been paid or claimed for seven consecutive years or more and no unpaid and unclaimed Dividend of earlier years, has been transferred or is due to be transferred to the IEPF during the financial year 2019-20 in terms of the applicable provisions of the Act read with the IEPF Rules, as amended from time to time.

16. Nomination

Members can avail facility of nomination in respect of equity shares held by them pursuant to Section 72 of the Act and rules made thereunder.

Members holding equity shares in dematerialised form may contact their respective Depository Participant for availing this facility.

Members holding equity shares in physical form desiring to avail this facility may send their nominations in the prescribed Form No. SH-13 duly filled in, to Link Intime at the above-mentioned address.

17. Request for updation of Bank Mandate for payment of Dividend

- a. SEBI has made it mandatory for all companies to use the bank account details furnished by Depositories and maintained by the Registrar and Share Transfer Agent for payment of dividend to Members electronically.

In the absence of details for electronic payment 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. The Company is pleased to extend the facility of electronic credit of dividend directly to respective bank accounts of the Members 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 Members electronically, as directed by SEBI.

- c. **Members are requested to update their Bank Account Number, including 9 Digit MICR Code and 11-digit IFSC Code, E-mail ID and Mobile Number.** Updation of E-mail IDs and Mobile No(s) will enable sending communication(s) relating to credit of dividend, unpaid and unclaimed dividend, etc.

- d. **Members holding equity shares in dematerialised form** are requested to update their Bank Account details with their respective Depository Participant in case of any change therein. The Company or Link Intime cannot act on any request received directly from the Members holding equity shares in dematerialised form for any change of Bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further instructions, if any, already given by the Members in respect of equity shares held in physical form will not be automatically applicable to equity shares held in dematerialised mode.

- e. **Members holding equity shares in physical form** can update their Bank Account details, in case of any change therein, by submitting a written request quoting their folio number along with original cancelled cheque bearing their name on it or bank passbook/ statement attested by their Bank to Link Intime through e-mail on rnt.helpdesk@linkintime.co.in or through courier at C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083.

- f. **Web portal for updation:** Physical Shareholders can also update their email address and bank account details through web-portal at https://www.linkintime.co.in/EmailReg/Email_Register.html for the limited purpose of credit of dividend for the financial year 2019-20 directly into their bank accounts.

18. Transfer of securities only in demat mode

- a. SEBI has, effective April 1, 2019, mandated that securities of a listed company can be transferred in dematerialised form only.
- b. Accordingly, Members of the Company are requested to note that, with effect from April 1, 2019:
- Requests for effecting transfer of equity shares of the Company shall not be processed unless such equity shares are held in dematerialized form with a Depository Participant. Accordingly, any Shareholder holding equity shares in physical form after April 1, 2019, desirous of transferring his equity shares can do so only after the equity shares are dematerialised. However, this does not prohibit a Shareholder from holding equity shares in physical form even after April 1, 2019;
 - Only transmission or transposition requests shall be processed in physical form.

We request all Shareholder(s) holding equity shares in physical form to dematerialise their holdings at the earliest.

Process for dematerialisation is available on the website of the Company: <https://www.mahindralogistics.com/investor/shareholder-information> and websites of the Depository Participant.

19. Green Initiative

Members are requested to support the GREEN Initiative by registering/updating their e-mail address with the Depository Participant (in case of equity shares held in dematerialised form) or with Link Intime (in case of equity shares held in physical form).

This initiative would enable the Members to receive Company communications promptly besides protecting the environment by reducing consumption of paper.

20. Request for updating contact, Bank and other details

Members are requested to:

- Intimate respective Depository Participant, of the changes, if any, in their registered address, contact numbers or e-mail id at an early date, in case of equity shares held in dematerialised form;**
- Update their bank accounts for electronic credit of dividends;**
- Intimate to the Company's Registrar and Share Transfer Agent - Link Intime, changes, if any, in their registered

address, contact numbers and e-mail id at an early date, in case shares held in physical form;

- d. Quote their DP ID and Client ID/folio number in all correspondence;
- e. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long.

21. Voting through Electronic Means

- a. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and SS-2 as amended from time to time, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered and transacted at the 13th AGM by electronic means.

Cut-off date for Voting	Remote e-voting period	Electronic voting during the 13th AGM
Thursday, July 23, 2020	From 9:00 a.m. (IST), Saturday, July 25, 2020 to 5:00 p.m. (IST) Wednesday, July 29, 2020	On Thursday, July 30, 2020

Note: A Member can opt for only a single mode of voting i.e. through remote e-voting or e-voting at the 13th AGM. Members who have already cast their votes by remote e-voting are eligible to attend the 13th AGM through VC. However, these Members are not entitled to cast their vote again at the 13th AGM.

- b. The e-voting shall also be made available at the 13th AGM and the Members attending the 13th AGM through VC who have not cast their votes by remote e-voting shall only be able to exercise their voting rights during the 13th AGM.
- c. **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.**
- d. **The instructions for Members voting electronically are as under:**
 - (i) **Commencement of remote e-voting: From 9.00 a.m. (IST) on Saturday, July 25, 2020 and End**

- 4. Your User ID details are given below :

of remote e-voting: Upto 5:00 p.m. (IST) on Wednesday, July 29, 2020. At the end of the remote e-voting period, the remote e-voting facility shall forthwith be blocked by NSDL and Members shall not be allowed to vote through remote e-voting beyond the said date and time.

- (ii) Only persons whose name is recorded in Register of Members or Register of Beneficial holders maintained with the Depositories as on cut-off date i.e. **Thursday, July 23, 2020** shall be entitled to avail the facility of voting electronically.
- (iii) Those Members, who shall be present in the 13th AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 13th AGM.
- (iv) A person who is not a 'Member' as on cut-off date should treat this Notice for information purposes only. Provided further that a Member may participate in the 13th AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again.

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

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/> How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 113052 then user ID is 113052001***

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .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'.
 - ii. If your email ID is not registered, please follow steps mentioned under **point no. g** for registration of email ID and obtaining User ID / Password for e-voting.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on the "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to 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. Click on e-voting. Then, click on "Active Voting Cycles".
2. 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.
3. Select "EVEN" of Mahindra Logistics Limited, which is 113052.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your

vote and click on “Submit” and also “Confirm button” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

f. General Guidelines for Shareholders

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, July 23, 2020. Members are eligible to cast vote electronically only if they are holding shares as on that date.
3. 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 www.evoting.nsdl.com to reset the password.

Contact details in case of e-voting grievances

4. In case of any queries or issues or grievances regarding remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in 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 the designated e-mail IDs: evoting@nsdl.co.in or amitv@nsdl.co.in

or pallavid@nsdl.co.in or at telephone nos. : 022-2499 4360 or 022-2499 4545.

g. Process for those Shareholders whose e-mail ids are not registered with the Depository Participants for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. **Members holding shares in physical form** and who have not registered their email address with the Company and who wish to participate in the 13th AGM or cast their vote through remote e-voting or through the e-voting system during the 13th AGM, may obtain the login ID and password by sending scanned copy of:

- i) a signed request letter mentioning your name, folio number and complete address;
- ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company;

to the email address of the Company at cs.mll@mahindra.com

2. **Members holding shares in dematerialised mode** are requested to register / update their email addresses with the relevant Depository Participants.

h. Voting at the 13th AGM:

The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the 13th AGM. The Members are requested to follow the same procedure for e-voting at the 13th AGM as mentioned above for remote e-voting.

In case of joint holders attending the 13th AGM, only such joint holder(s) who is/are higher in the order of names will be entitled to vote. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the 13th AGM i.e. Thursday, July 30, 2020.

9. Scrutiniser for voting

Mr. Makarand Joshi or failing him Ms. Kumudini Bhalariao partners of M/s. Makarand M. Joshi & Co., Practising Company Secretaries, has been appointed as Scrutiniser to scrutinise the voting process through remote e-voting and e-voting during the 13th AGM in a fair and transparent manner.

10. Voting Results

The voting results shall be declared not later than forty-eight hours 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 www.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 the Board in this regard and will simultaneously be sent to BSE Limited and National Stock Exchange of India Limited, where equity shares of the Company are listed and if practicable, shall be displayed at the Registered Office as well as the Corporate Office of the Company.

11. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

12. Inspection of relevant documents

- a. All relevant documents referred to in this Notice and Explanatory Statement are available for inspection through electronic mode.

13. Queries

Queries on Financial Statements and proposals in this Notice, if any, may be sent to the Company at cs.mll@mahindra.com at least 48 hours before the 13th AGM i.e. by July 28, 2020 by 10:00 a.m. (IST) so as to enable the Board/ Management to respond suitably.

14. Transcript of 13th AGM

The recorded transcript of the forthcoming 13th AGM shall also be made available on the website of the Company <https://www.mahindralogistics.com/investor> and the website of the stock exchanges as soon as possible after the 13th AGM is over.

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

Brijbala Batwal
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; Fax: +91 22 2490 0833

Mumbai, 17 June 2020

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 Special Businesses at Item Nos. 5, 6 and 7 mentioned in the accompanying Notice, should be taken as forming part of this Notice.

Item No. 5

To appoint Mr. V. S. Parthasarathy as a Non-Executive Director of the Company

Pursuant to provisions of Section 152 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") of the Board, approved the appointment of Mr. V. S. Parthasarathy (DIN: 00125299), as an Additional and Non-Executive (Non-Independent) Director on the Board of the Company with effect from March 25, 2020, liable to retire by rotation, subject to the approval of the Members of the Company. Mr. V. S. Parthasarathy was also appointed as Chairman of the Board effective March 25, 2020 by the Board, basis the recommendation of the NRC, at the said meeting.

The Audit Committee of the Board had, at its meeting held on March 24, 2020, approved the appointment of Mr. V. S. Parthasarathy as an Additional and Non-Executive Director and Chairman of the Board with respect to Related Party Transaction in compliance with Section 177 of the Act and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder, Mr. V. S. Parthasarathy being an Additional Director, holds office up to the date of the 13th Annual General Meeting of the Company and is eligible to be appointed as a Non-Executive Director of the Company.

Mr. V. S. Parthasarathy is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act read with applicable rules made thereunder and has given his consent to act as a Non-Executive Director of the Company. Mr. V. S. Parthasarathy is not debarred from holding the office of a Director by virtue of any SEBI order or order of any other such authority.

As on date of this Notice, Mr. V. S. Parthasarathy does not hold directorship positions in more than twenty (20) companies

(including ten (10) public limited companies) or more than seven (7) listed companies and is not a whole-time director in any Company. Further he is not a Member of more than ten (10) committees and Chairman of more than five (5) committees, across all the Indian public limited companies in which he is a Director. For the purpose of determination of committee position limits, chairpersonship and membership of the Audit Committee and the Stakeholders' Relationship Committee have been considered in terms of Regulation 26 of the SEBI Listing Regulations.

The Company has received a notice in writing from a Member of the Company under Section 160(1) of the Act proposing the candidature of Mr. V. S. Parthasarathy for the office of a Non-Executive Director of the Company.

Pursuant to the terms and conditions of appointment, Mr. V. S. Parthasarathy will not draw any remuneration or commission from the Company. Presently he is not entitled to ESOPs/Restricted Stock Units of the Company under the existing ESOP Schemes of the Company.

Mr. V. S. Parthasarathy does not hold any equity shares of the Company as on date of this Notice and are not inter-se related to any Director or Key Managerial Personnel ("KMP") of the Company. Mr. V. S. Parthasarathy does not have any material pecuniary relationships or transactions with the Company, its Subsidiaries, or Directors, which would have any potential conflict with the interests of the Company at large.

Brief Profile of Mr. V. S. Parthasarathy

Mr. V. S. Parthasarathy, Chairman of the Board is a much awarded professional, a thought leader and a votary of transformational changes with over 3 decades of experience.

With effect from April 1, 2020, Mr. Parthasarathy was appointed as the President of the newly created Mobility Services Sector of the Mahindra Group. He is a Member of the Group Executive Board of Mahindra Group, and on the Board of listed Mahindra Group companies viz. Tech Mahindra Limited, Mahindra & Mahindra Financial Services Limited, Mahindra Holidays and Resorts India Limited, CIE Automotive S.A. Spain as well as other entities including Smartshift Logistics, Meru Travel Solutions, Mahindra First Choice Services, etc.

Mr. Parthasarathy began his career with Modi Xerox as a Management Trainee. Before joining Mahindra & Mahindra Limited ("M&M") in 2000, he was the Associate Director at Xerox. Mr. Parthasarathy's journey at M&M began with an HR stint where he brought about organisational transformation – performance management system, policy deployment, strategic planning – and journeyed through Deming Prize. He later

spearheaded functions like Finance, M&A, IT and International Business, prior to being the Group CFO and the Group CIO at M&M until March 31, 2020. His areas of expertise include organisational transformation, leadership, strategic planning, finance, international operations, etc.

He is a well-recognised speaker in the fields of finance and IT. He was awarded with the Lifetime Achievement awards for both his CFO and CIO roles. He is also the recipient of the BusinessWorld - Yes Bank Hall of Fame Award, Best CFO of India Award by IMA, Corporate Excellence Awards and Digital Icon of India Award by HPE.

Mr. V. S. Parthasarathy is the President of the Bombay Chamber of Commerce & Industry (BCCI) and the Chairman of the FICCI CFO Council. He runs for Nanhi Kali (the Girl Child Education NGO) at Mumbai Marathon as a Change Legend.

He holds a bachelor's degree in Commerce, is a Fellow Member of the Institute of Chartered Accountants of India, and a Member of the Institute of Chartered Accountants of England and Wales. He is an alumnus of Harvard's Advanced Management Program (2011).

Mr. V. S. Parthasarathy is also Member of the Nomination and Remuneration Committee of the Board of the Company.

Other details and terms and conditions of appointment of Mr. V. S. Parthasarathy 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 are provided in the Annexure to this Explanatory Statement and should be taken and read as part hereof.

Mr. V. S. Parthasarathy is interested in this Resolution as it pertains to his appointment as a Non-Executive Director of the Company. The relatives of Mr. V. S. Parthasarathy may be deemed to be interested in this resolution to the extent of their shareholding, if any, in the Company.

Save and except for Mr. V. S. Parthasarathy, none of the other Directors, KMPs and/or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice. None of the Directors and KMPs of the Company are inter-se related to each other.

All relevant documents and papers relating to Item No. 5 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members are requested to e-mail any requests for inspection of said documents at designated e-mail ID i.e. cs.mll@mahindra.com. On receipt of requests, the Company shall arrange to make the copy available for inspection.

The Board recommends passing of the ordinary resolution for appointment of Mr. V. S. Parthasarathy as a Non-Executive Director of the Company as set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Item No. 6

To appoint Mr. Rampraveen Swaminathan as Managing Director & CEO of the Company.

The Board of Directors of the Company ("Board"), basis the recommendation of the Nomination and Remuneration Committee of the Board ("NRC"), at its meeting held on July 10, 2019, had appointed Mr. Rampraveen Swaminathan as the Chief Executive Officer and Key Managerial Personnel ("KMP") of the Company with effect from October 1, 2019 in terms of Section 203 of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactment thereof for the time being in force).

Thereafter, the Board of the Company, basis the approval of the Audit Committee with respect to related party transaction and recommendation of the NRC, at its meeting held on February 4, 2020, considering his background, experience, proficiency and contributions to the Company, appointed Mr. Rampraveen Swaminathan (DIN: 01300682) :

- As an Additional Director on the Board of the Company, with effect from February 4, 2020 to hold office up to the date of the ensuing Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier;
- As Managing Director and re-designated him as Managing Director & CEO of the Company for a period of 5 (five) years commencing from February 4, 2020 to February 3, 2025 (both days inclusive), liable to retire by rotation, and approved his terms and conditions of appointment and his remuneration, subject to approval of the Shareholders.

As per Section 161(1) of the Act and the Articles of Association of the Company, Mr. Rampraveen Swaminathan being an Additional Director, holds office up to the ensuing Annual General Meeting of the Company and is eligible to be re-appointed as a Director of the Company.

Mr. Rampraveen Swaminathan is not disqualified from being appointed as Director in terms of Section 164 of the Act read with applicable rules made thereunder and has given his consent to act as a Director of the Company. Mr. Rampraveen Swaminathan is not debarred from holding the office of a Director by virtue of any SEBI order or order of any other such authority.

Mr. Rampraveen Swaminathan does not belong to and nor is he a Member or employee of the promoter group.

As on date of this Notice, Mr. Rampraveen Swaminathan does not hold directorship positions in more than twenty (20) companies (including ten (10) public limited companies) or more than seven (7) listed companies. Further he is not a Member of more than ten (10) committees and Chairman of more than five (5) committees, across all the Indian public limited companies in which he is a Director. For the purpose of determination of committee position limits, chairpersonship and membership of the Audit Committee and the Stakeholders' Relationship Committee have been considered in terms of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

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

Mr. Rampraveen Swaminathan does not hold any equity shares of the Company as on date of this Notice and is not inter-se related to any Director or KMP of the Company.

Brief Profile of Mr. Rampraveen Swaminathan

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.

He serves as a Non-Executive Director on the Board of Lords Freight (India) Private Limited, a subsidiary of the Company. He is also an Independent Director on the Board of Dodla Dairy Limited.

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 MBA degree in Finance and Strategy 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 also Member of the Risk Management Committee of the Board.

Other details of appointment of Mr. Rampraveen Swaminathan 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 are provided in the Annexure to this Explanatory Statement and should be taken as part thereof.

The key terms and conditions of appointment and remuneration of Mr. Rampraveen Swaminathan as the Managing Director & CEO of the Company are as follows:

A. Tenure of appointment:

The appointment of Mr. Rampraveen Swaminathan as Managing Director & CEO of the Company shall be for a period of 5 (five) years with effect from February 4, 2020 to February 3, 2025 (both days inclusive).

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 he 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.

Mr. Rampraveen Swaminathan will also continue in his capacity as KMP of the Company as per the provisions of Sections 2(51) and 203 of the Act and the Rules framed thereunder.

B. REMUNERATION

i. Salary and Perquisites:

As stated in Resolution at agenda Item No. 6 of this Notice.

The said remuneration to Mr. Rampraveen Swaminathan may be paid by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, and shall be subject to the usual, required withholdings.

ii. Restricted Stock Units ("RSUs") :

As a CEO of the Company, Mr. Rampraveen Swaminathan was granted 72,375 RSUs in terms of the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 ("RSU Plan"). The said RSUs are unvested in entirety as on the date of this Notice.

The Board recognised the initiatives taken by Mr. Rampraveen Swaminathan as CEO of the Company and on being appointed as Managing Director & CEO, in order to incentivise him to drive the Company's performance in line with the Company's vision and performance targets in terms of growth and

profitability and to motivate and retain him, the Board at its meeting held on February 4, 2020, basis the recommendation of the NRC, approved a one time, long term performance-based grant of 200,000 RSUs under the RSU Plan, as part of his terms of appointment

and remuneration as Managing Director & CEO of the Company, subject to approval of the Members of the Company. If approved by the Members, the effective date of the grant of 200,000 RSUs would be the date of 13th Annual General Meeting i.e. July 30, 2020.

The details of RSUs granted, terms and conditions of the grant, as approved by the NRC and the Board, are as under:

Particulars	Mahindra Logistics Employee Restricted Stock Unit Plan 2018		
	Mr. Rampraveen Swaminathan, Managing Director & CEO		
No. of RSUs granted	52,375	20,000	200,000
Effective date of grant	November 4, 2019 (granted as CEO)	November 4, 2019 (granted as CEO)	July 30, 2020 (Date of Shareholder approval for his appointment as Managing Director & CEO)
Vesting period (subject to minimum vesting period of one year)	In three annual installments upto financial year 2022-23	In three equal annual installments upto financial year 2022-23	Single vesting in the financial year 2024-25
Vesting Conditions	30% Time based vesting and 70% Company Performance Based Vesting	100% Time based vesting	100% 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 (4) year period on base profit of FY 2019-20, as determined / may be determined by NRC to align with the Company's stated goals.
Perquisite value of RSUs granted based on the market price of equity shares of the Company as on March 31, 2020 (₹ in Crores)	1.19	0.45	4.53
Rationale / objective for performance based grant	To create long term Shareholder wealth	NA	To create long term Shareholder wealth
Exercise Period	On the date of vesting or within one year from the date of vesting*		
Exercise Price	₹10/- per share		

* none of the RSUs granted have been vested or exercised as on date of this Notice.

The performance based RSUs granted to Mr. Rampraveen Swaminathan shall vest subject to the Company's attainment of goals and achievement of stated performance targets. The total RSUs granted to him does not exceed 1% of the issued capital of the Company at the time of grant.

The aggregate of RSUs (excluding lapsed RSUs) granted to all Senior Management Personnel (one level below Executive Director) till 31 March 2020 under RSU Plan is 297,792. Other details can be accessed from the ESOP Disclosure on the website of the Company. Mr. Rampraveen Swaminathan, is the only Executive Director on the Board.

The exercise period and other terms and conditions of the RSUs granted hereinabove shall be in accordance with applicable laws, the RSU Plan of the Company approved by the Members at its meeting held on August 2, 2018, or any amendment thereto from time to time. Mr. Rampraveen Swaminathan will also be entitled to participate in future ESOP/ RSU Plans to be instituted by the Company, if any, subject to necessary approvals.

- iii. Commission:**
Mr. Rampraveen Swaminathan shall not be entitled to receive any Commission on Net Profits.
- C. Termination:**
The office of the Managing Director & CEO may be terminated by either party by giving the other party 3 (three) months' notice in writing or 3 (three) months' salary including allowances in lieu of notice.
- D. Severance pay:**
Mr. Rampraveen Swaminathan shall not be entitled to any severance pay.

He does not have any external arrangements to receive remuneration, compensation or profit sharing in connection with dealings in the equity shares of the Company.

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

The following additional information as required by Schedule V to the Act is given below:

I. General information:												
1.	Nature of industry	Logistics including Warehousing and Transportation Services.										
2.	Date or expected date of commencement of commercial production	The Company was incorporated on August 24, 2007 and was granted the certificate of commencement of business on October 15, 2007. Date of commercial production is not applicable since the Company is a service provider.										
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (The Company is an existing Company).										
4.	Financial performance based on given indicators as per audited financial results for the year ended March 31, 2020	<table border="1"> <thead> <tr> <th>Particulars</th> <th>₹ (in crores)</th> </tr> </thead> <tbody> <tr> <td>Gross Turnover & Other income</td> <td>3,274.19</td> </tr> <tr> <td>Net profit as per Statement of Profit & Loss (After Tax)</td> <td>55.14</td> </tr> <tr> <td>Computation of Net Profit in accordance with Section 198 of the Act</td> <td>86.36</td> </tr> <tr> <td>Net Worth</td> <td>545.31</td> </tr> </tbody> </table>	Particulars	₹ (in crores)	Gross Turnover & Other income	3,274.19	Net profit as per Statement of Profit & Loss (After Tax)	55.14	Computation of Net Profit in accordance with Section 198 of the Act	86.36	Net Worth	545.31
Particulars	₹ (in crores)											
Gross Turnover & Other income	3,274.19											
Net profit as per Statement of Profit & Loss (After Tax)	55.14											
Computation of Net Profit in accordance with Section 198 of the Act	86.36											
Net Worth	545.31											
5.	Foreign investments or collaborations, if any.	Not Applicable.										
II. Information about the appointee:												
1.	Background details	Refer Profile Section as stated above.										
2.	Past remuneration – (during the financial year ended March 31, 2020)	Mr. Rampraveen Swaminathan joined the Company as CEO-Designate from July 18, 2019. He was appointed as CEO and KMP with effect from October 1, 2019 and as Managing Director & CEO effective February 4, 2020. During his association with the Company, Mr. Rampraveen Swaminathan was paid a remuneration of ₹2.07 crores for the period July 18, 2019 to March 31, 2020. Additionally, he is also entitled to the performance-based variable pay (amounting up to 20% of his annual remuneration) payable during financial year 2020-21 as maybe approved by the NRC and the Board of Directors the Company. The performance-based variable pay for FY 2019-20 is 100% linked to Company performance based on financial and non-financial parameters.										
3.	Recognition or awards	He has held senior leadership positions across Companies including as 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.										

4.	Job profile and his suitability	As part of the Company's succession planning process, Mr. Rampraveen Swaminathan joined the Company as CEO-designate with effect from July 18, 2019 and took over as Chief Executive Officer and Key Managerial Personnel of the Company effective October 1, 2019. Mr. Rampraveen Swaminathan brings with him over 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. Considering Mr. Rampraveen Swaminathan's track record and performance as CEO of the Company, the Board appointed him as the Managing Director & CEO of the Company for a term of five (5) years effective February 4, 2020 to February 3, 2025 (both days inclusive). Taking into consideration his qualifications, skill matrix and expertise in relevant fields, the Managing Director is best suited for the responsibilities currently assigned to him.
5.	Remuneration proposed	Salary of ₹8,75,000/- per month (in the scale of ₹8,00,000/-per month up to ₹16,00,000/- per month). Perquisites and Stock Options as stated in detail in the resolution and the explanatory statement. Mr. Rampraveen Swaminathan has been granted 2,72,375 RSUs in terms of the RSU Plan. The said RSUs are vested in entirety as on the date of this Notice and would vest during the vesting period, subject to the same being approved by Members at the 13th Annual General Meeting. The actual perquisite value of the RSUs/stock options would depend on the actual number of options vested and exercised and the market price of the equity shares of the Company on the date of exercise of the RSUs/options granted. Mr. Rampraveen Swaminathan did not draw any perquisites in the financial year 2019-20. Mr. Rampraveen Swaminathan has not exercised any of the aforesaid RSUs up to the date of this Notice. It is proposed to authorise the Board (which term shall be deemed to include any duly authorised Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to revise the remuneration payable to Mr. Rampraveen Swaminathan, within the abovementioned scale of salary. The annual increment in fixed pay would be determined basis annual Performance appraisal, as applicable to other senior executives and employees of the Company.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size, performance and complexity of the business of the Company, the profile of Mr. Rampraveen Swaminathan, his past background and remuneration, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies with similar responsibilities.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to him, Mr. Rampraveen Swaminathan does not have any other pecuniary relationship with the Company or relationship with the managerial personnel. He or his immediate relative(s) do not hold any equity shares in the Company as on date and are not related inter se to any other Director and/or the Chairman or any other Key Managerial Personnel of the Company.

III. Other information:		
1.	Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of ₹55.14 crores during the year ended March 31, 2020. The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Act, in case the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Rampraveen Swaminathan i.e. till February 3, 2025.
2.	Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits.
3.	Expected increase in productivity and profits in measurable terms	
IV. Disclosures:		
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	The information and disclosures of the remuneration package of the Managing Director have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors".
2.	Details of fixed component, and performance linked incentives along with the performance criteria;	
3.	Service contracts, notice period, severance fees; and	
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	

Mr. Rampraveen Swaminathan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for appointment.

Mr. Rampraveen Swaminathan is interested in this Resolution as it pertains to his appointment as Managing Director & CEO of the Company. The relatives of Mr. Rampraveen Swaminathan may be deemed to be interested in this resolution to the extent of their shareholding, if any, in the Company.

Save and except for Mr. Rampraveen Swaminathan, none of the other Directors, KMP and their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors. The Company have not issued any non-convertible debentures. The related party transaction relating to appointment of CEO as Managing

Director & CEO, is in ordinary course of business and on arms' length basis.

In compliance with Section 190 of the Act, a Memorandum of terms of Service of Managing Director & CEO along with all relevant documents and papers relating to Item No. 6 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members are requested to e-mail any requests for inspection of said documents at designated e-mail ID i.e. cs.mll@mahindra.com. On receipt of requests, the Company shall arrange to make the copy available for inspection.

The NRC and the Board of Directors is of the opinion that Mr. Rampraveen Swaminathan's vast knowledge and varied experience will be of immense value to the Company and he would play a significant role in growth of the Company and be instrumental in long term value creation for Shareholders. The Board recommends passing of the special resolution for appointment of Mr. Rampraveen Swaminathan as Managing Director & CEO of the Company as set out at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Item No. 7

To appoint Ms. Malvika Sinha as a Non-Executive Independent Director of the Company.

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, has proposed to the Members of the Company, appointment of Ms. Malvika Sinha (DIN: 08373142) as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years commencing from the date of the 13th Annual General Meeting ("AGM") of the Company i.e. July 30, 2020 and ending on July 29, 2025.

Ms. Malvika Sinha is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") read with the rules made thereunder and has given her consent to act as a Director of the Company. The Company has received a declaration from Ms. Malvika Sinha stating that she meets the criteria of independence as prescribed under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"). Ms. Malvika Sinha is not debarred from holding the office of Director pursuant to any Order issued by the SEBI or any other authority.

As on date of this notice, Ms. Malvika Sinha does not hold directorship or committee position in the Holding Company or any of the subsidiary companies of the Company or any other company/body corporate.

Ms. Malvika Sinha does not have any material pecuniary relationships or transactions with the Company, its Subsidiaries, or their Promoters, or Directors, during the two (2) immediately preceding financial years or during the current financial year which would affect her independence, judgement or has potential conflict with the interests of the Company at large.

The composition of the Board of the Company post induction of Ms. Malvika Sinha, if approved by the Members will continue to be in compliance with the requirements of Regulation 17 of the SEBI Listing Regulations and the Act.

The Company has received notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Ms. Malvika Sinha for the office of Independent Director of the Company.

Brief Profile of Ms. Malvika Sinha

Ms. Malvika Sinha 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.

Ms. Malvika Sinha joined the RBI in 1982 as a career central banker and served in various departments – Department of Banking Operations and Development, Department of Banking Supervision, Urban Banks Department, Secretary's, Department of Government and Bank Accounts, Exchange Control Department, among others – and in different centres viz. Patna and Delhi and has over four decades of experience.

She was RBI's Nominee Director on the Board of State Bank of Bikaner and Jaipur before its merger with SBI. 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.

Other details and terms and conditions of appointment of Ms. Malvika Sinha 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 are provided in the Annexure to this Explanatory Statement and should be taken as part thereof.

As applicable to the other Independent Directors of the Company, Ms. Malvika Sinha would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committee(s) thereof and reimbursement of out of pocket expenses incurred by her in connection thereto. In addition, she would be entitled to commission of upto ₹600,000/- p.a. out of profits, if any, of the Company as determined by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee of the Board and within the limits already approved by the Members of the Company at their Extraordinary General Meeting held on July 27, 2017. The total remuneration payable to Ms. Malvika Sinha would not exceed 50% of the total remuneration payable to all Non-Executive Directors.

Ms. Malvika Sinha or her immediate relative(s) do not hold any equity Shares in the Company and are not related inter se to any other Director and/or the Chairman or any other Key Managerial Personnel of the Company.

In the opinion of the Board, Ms. Malvika Sinha, fulfils the conditions specified in the Act read with the rules made thereunder and the SEBI Listing Regulations for appointment

as an Independent Director and is independent of the management of the Company.

The Board of the Company after taking the declarations and consent received from Ms. Malvika Sinha on record and acknowledging the veracity of the same, is of the opinion that Ms. Malvika Sinha is a person of integrity and possess the relevant expertise and experience to qualify as an Independent Director of the Company and is Independent of the Management of the Company. Ms. Malvika Sinha is registered as an Independent Director in the databank maintained by the Indian Institute of Corporate Affairs ("IICA"). The Board is further of the view that Ms. Malvika Sinha's skills, experience and knowledge will be of immense benefit and value to the Company and therefore, the Board recommends her appointment to the Members.

Terms and conditions of the appointment of Ms. Malvika Sinha as an Independent Director of the Company and all the relevant documents and papers relating to Item No. 7 and referred to in this Notice and Explanatory Statement shall be open for inspection by the Members of the Company. Members are requested to e-mail any requests for inspection of said documents at designated e-mail ID i.e. cs.mll@mahindra.com. On receipt of requests, the Company shall arrange to make the copy available for inspection.

Ms. Malvika Sinha is interested in this Resolution as it pertains to her appointment. The relatives of Ms. Malvika Sinha may be deemed to be interested in this resolution to the extent of their shareholding, if any, in the Company.

Save and except for Ms. Malvika Sinha, none of the other Directors, Key Managerial Personnel and their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 7 of the Notice. None of the Director and Key Managerial Personnel of the Company are inter-se related to each other.

The Board recommends passing of the Ordinary Resolution for appointment of Ms. Malvika Sinha as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from the date of the 13th Annual General Meeting i.e. July 30, 2020 and ending July 29, 2025 as set out at Item No. 7 of the accompanying Notice for approval by the Members of the Company.

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

Brijbala Batwal
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; Fax: +91 22 2490 0833

Mumbai, June 17, 2020

ANNEXURE TO ITEM NOS. 4, 5, 6 AND 7 OF THE NOTICE CONVENING THE 13TH ANNUAL GENERAL MEETING OF THE COMPANY

Details of Directors seeking re-appointment and appointment at the 13th Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

Resolution	Item No. 4: Re-appointment of Director retiring by Rotation of the Company	Item No. 5: Appointment of Non-Executive Director of the Company	Item No. 6: Appointment of Managing Director & CEO of the Company	Item No. 7: Appointment of Non-Executive Independent Director of the Company
Name of Director	Mr. Parag Shah, Non-Executive Director	Mr. V. S. Parthasarathy, Non-Executive Director	Mr. Rampraveen Swaminathan, Managing Director & CEO	Ms. Malvika Sinha, Non-Executive Independent Director
Director Identification Number (DIN)	00374944	00125299	01300682	08373142
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	April 28, 2009	March 25, 2020	February 4, 2020	Not Applicable
Tenure with the Company (upto June 2020)	11 years and 2 months	3 Months	11 Months (from July 18, 2019)	Not Applicable
Age	44 years	57 years	45 years	60 years
Qualifications	Bachelor's degree in Science in Computer Engineering from the Illinois Institute of Technology and Graduate of the General Management Program of the Harvard Business School (2007).	Bachelor's degree in Commerce, Fellow Member of the Institute of Chartered Accountants of India, and a Member of the Institute of Chartered Accountants of England and Wales. He is an alumnus of Harvard's Advanced Management Program (2011).	Bachelor's degree in Accounting from University of Bangalore, MBA in Finance and Strategy from TA Pai Management Institute. He is an alumnus of Harvard Business School - Executive Strategy Program (2007).	Masters' Degree in Arts from Elphinstone College, Mumbai University, Masters' Degree in Public Administration from the Woodrow Wilson School of Public and International Affairs, Princeton University, USA and a Certified Associate of the Indian Institute of Banking
Capacity	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Managing Director & CEO	Non-Executive Independent Director
List of directorships (as on June 17, 2020)	Indian companies 1. Mahindra Logistics Limited (Listed) 2. HDFC Asset Management Company Limited (Listed) 3. Mahindra Retail Limited 4. Mahindra Intertrade Limited 5. Mahindra Vehicle Manufacturers Limited 6. Mahindra Consulting Engineers Limited 7. Mahindra Susten Private Limited 8. Mahindra Waste to Energy Solutions Limited (effective April 30, 2020) 9. PSL Media & Communications Limited	Indian companies 1. Mahindra Logistics Limited (Listed) 2. Mahindra Holidays & Resorts India Limited (Listed) 3. Tech Mahindra Limited (Listed) 4. Mahindra & Mahindra Financial Services Limited (Listed) 5. Mahindra Electric Mobility Limited 6. Mahindra First Choice Services Limited 7. Mahindra First Choice Wheels Limited (Vice Chairman) 8. Fifth Gear Ventures Limited	Indian companies 1. Mahindra Logistics Limited (Listed) 2. Lords Freight (India) Private Limited 3. Dodla Dairy Limited	Indian companies Nil

Resolution	Item No. 4: Re-appointment of Director retiring by Rotation of the Company	Item No. 5: Appointment of Non-Executive Director of the Company	Item No. 6: Appointment of Managing Director & CEO of the Company	Item No. 7: Appointment of Non-Executive Independent Director of the Company
Name of Director	Mr. Parag Shah, Non-Executive Director	Mr. V. S. Parthasarathy, Non-Executive Director	Mr. Rampraveen Swaminathan, Managing Director & CEO	Ms. Malvika Sinha, Non-Executive Independent Director
	10. New Delhi Centre for Sight Limited 11. The Indian and Eastern Engineer Company Private Limited 12. Mahindra Marine Private Limited	9. Smartshift Logistics Solutions Private Limited - Chairman 10. New Democratic Electoral Trust 11. Bombay Chamber of Commerce & Industry 12. Meru Travel Solutions Private Limited Chairman (effective May 14, 2020)		
	Body Corporates: Nil	Body Corporates: 1. CIE Automotive, S.A. 2. Mahindra-BT Investment Company (Mauritius) Limited	Body Corporates: Nil	Body Corporates: Nil
Chairmanship and Membership in the Committees of the Boards of companies in which he/she is a Director (as on June 17, 2020)				
Audit Committee	Nil	1. Mahindra Holidays & Resorts India Limited 2. Tech Mahindra Limited 3. Mahindra & Mahindra Financial Services Limited 4. Mahindra Electric Mobility Limited (Chairman)	Lords Freight (India) Private Limited	Nil
Nomination and Remuneration Committee	1. Mahindra Logistics Limited 2. HDFC Asset Management Company Limited	1. Mahindra Logistics Limited 2. Tech Mahindra Limited 3. Mahindra & Mahindra Financial Services Limited 4. Mahindra Electric Mobility Limited 5. Mahindra First Choice Wheels Limited (Chairman)	Lords Freight (India) Private Limited	Nil
Risk Management Committee	Mahindra Logistics Limited	1. Tech Mahindra Limited 2. Mahindra & Mahindra Financial Services Limited	Mahindra Logistics Limited	Nil
Stakeholders' Relationship Committee	Mahindra Logistics Limited	1. Mahindra Holidays & Resorts India Limited 2. Tech Mahindra Limited	Nil	Nil
Corporate Social Responsibility Committee	Mahindra Logistics Limited	1. Mahindra Holidays & Resorts India Limited 2. Tech Mahindra Limited	Nil	Nil

Resolution	Item No. 4: Re-appointment of Director retiring by Rotation of the Company	Item No. 5: Appointment of Non-Executive Director of the Company	Item No. 6: Appointment of Managing Director & CEO of the Company	Item No. 7: Appointment of Non-Executive Independent Director of the Company
Name of Director	Mr. Parag Shah, Non-Executive Director	Mr. V. S. Parthasarathy, Non-Executive Director	Mr. Rampraveen Swaminathan, Managing Director & CEO	Ms. Malvika Sinha, Non-Executive Independent Director
Other Committees	1. Mahindra Logistics Limited – Investment Committee 2. Mahindra Susten Private Limited – Finance and Accounts Audit Committee and MSPL ESOP Committee (non-mandatory Committee)	1. Mahindra Holidays & Resorts India Limited - Securities Allotment Committee 2. Tech Mahindra Limited - Securities Allotment and Investment Committee 3. Mahindra & Mahindra Financial Services Limited - Asset Liability (ALCO) Committee and Committee for Strategic Investments	Mahindra Logistics Limited – Investment Committee	Nil
Number of equity shares held in the Company with by themselves or on beneficial basis for any other person	Nil	Nil	Nil	Nil
Last drawn remuneration from the Company (upto March 31, 2020)	Nil	Not Applicable since appointed with effect from March 25, 2020	₹2.07 crores (from July 18, 2019 to March 31, 2020)	Not Applicable
Terms and Conditions of appointment/re-appointment	Non-Executive (Non-Independent) Director, liable to retire by rotation.	Non-Executive (Non-Independent) Director, liable to retire by rotation.	Managing Director & CEO of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from February 4, 2020 to February 3, 2025 (both days inclusive) as detailed in the Explanatory Statement	Non-Executive Independent Director, not liable to retire by rotation, for a first term of 5 (five) years commencing from the date of the 13th AGM of the Company i.e. July 30, 2020 and ending on July 29, 2025.
Number of meetings attended during the year 2019-20	Board Meetings: 5 out of 6 (83.33%)	Not Applicable since appointed with effect from March 25, 2020.	Board Meetings: 2 out of 2 (100%)	Not Applicable
Relationship with other Directors/ KMPs/ Manager	He is not related to any other Directors/KMPs of the Company. The Company does not have a Manager	He is not related to any other Directors/KMPs of the Company. The Company does not have a Manager	He is not related to any other Directors/KMPs of the Company. The Company does not have a Manager	She is not related to any other Directors/KMPs of the Company. The Company does not have a Manager

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

Brijbala Batwal
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; Fax: +91 22 2490 0833

Mumbai, June 17, 2020

INFORMATION AT A GLANCE FOR THE SHAREHOLDERS FOR THE 13TH ANNUAL GENERAL MEETING OF THE COMPANY

Particulars	Details	
About the Company		
Incorporation Date	August 24, 2007	
Corporate Identification Number (CIN)	L63000MH2007PLC173466	
Registered Office	Mahindra Logistics Limited Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018.	
Corporate Office	1A & 1B, 4th Floor, Techniplex 1, Techniplex Complex, Veer Savarkar Flyover, Goregaon (West), Mumbai-400 062.	
Company Overview	<p>The Company is one of India's largest Third Party Logistics ("3PL") solutions provider. The Company operates in two distinct business segments – Supply Chain Management ("SCM") and Enterprise Mobility Services ("EMS") and caters to over 400 customers across both segments.</p> <p>We provide a wide range of customised, technology enabled integrated logistics and corporate mobility services. Our strength lies in our extensive network of strategically located warehouses and our PAN-India transportation network. We operate on an asset light business model, pursuant to which assets necessary for our operations, such as vehicles and warehouses, are owned or provided by a large network of Business Partners.</p> <p>Our technology enabled, "asset-light" business model allows for scalability of services as well as the flexibility to develop and offer customised logistics solutions across a diverse set of industries.</p> <p>The Company is part of Mobility Services Sector of Mahindra & Mahindra Limited, Holding Company of the Company.</p>	
13th Annual General Meeting ("AGM")		
Day, Date and Time of 13th AGM	Thursday, July 30, 2020 at 3:30 p.m. (IST)	
Mode of holding the 13th AGM and participation	Video Conferencing ("VC")	
Links for accessing the Notice of 13th AGM and Annual Report FY 2019-20	Company's website https://www.mahindralogistics.com/investor/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	
Link and Instructions for attending the AGM through VC	Step 1 Click on NSDL e-voting website: https://www.evoting.nsdl.com Step 2 Click on "Login" under the first left tab "Shareholder/Member" Step 3 Login using your remote e-voting credentials Members 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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL. Step 4 Select EVEN for the Company's AGM : 113052 Step 5 Go to "e-Voting" under the first left tab and click on "Active E-voting Cycle" Step 6 Click on the link under "Video Streaming Facility"	

Particulars	Details
	<p>The video streaming link will be kept open for the Members from 3:00 p.m. (IST) i.e. 30 minutes before the time scheduled to start the 13th AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 13th AGM i.e. up to 4:00 p.m. (IST).</p> <p>If the e-mail address is registered with the Company/the Depository Participant, the login credentials and procedure for remote e-voting will be sent on the registered e-mail address of the Members. Please note that same login credentials are required for participating in the AGM through VC/OAVM and voting on resolutions during the 13th AGM.</p> <p>Detailed instructions for attending the AGM is provided at point No. 4 of the Notes to the Notice.</p>
Contact details for technical assistance for VC participation	E-mail: evoting@nsdl.co.in ; amitv@nsdl.co.in Toll free no.: 1800-222-990 Contact Name : Mr. Amit Vishal, Senior Manager, NSDL Contact No.: 022-2499 4360
Submission of queries / questions with regards to Financial Statements or any other agenda item contained in Notice	Email to cs.mll@mahindra.com before July 28, 2020 by 10:00 a.m. (IST) mentioning DP ID and Client ID / Folio No. and contact details
Registration as Speaker Shareholder at the AGM	Email to cs.mll@mahindra.com before July 28, 2020 by 10:00 a.m. (IST) mentioning DP ID and Client ID / Folio No. and registered mobile number
Important Guidelines for attending the AGM through VC	<ul style="list-style-type: none"> AGM can be attended through desktops/laptops/smartphones with internet facility; Members connecting from using mobile hotspot/mobile internet may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches; Suggested minimum download and update speed required is 2 Mbps; Members can verify their internet network connectivity by going to: https://mediatest.webex.com Ensure no other applications are running in the background.
E-mail and contact details Registration/Updation/ Receipt of credentials for E-voting	
Web-portal	For e-mail address, PAN and Mobile No.: https://linkintime.co.in/EmailReg/Email_Register.html
Physical Shareholders	Writing an e-mail with request letter mentioning name, folio number and scan copy of Self-attested PAN and cancelled cheque leaf bearing name of the Member to Link Intime at rnt.helpdesk@linkintime.co.in or the Company at cs.mll@mahindra.com for updation of records and to receive credentials for e-voting and participation at AGM. Or Using above web-portal links
Demat Shareholders	Connecting with your respective Depository Participants Or Using above web-portal links (for updation of e-mail address, PAN, Mobile No. and upload of dividend exemption documents only)
Benefits of registering/updating e-mail address and contact details	<ul style="list-style-type: none"> Receive electronic copy of 13th AGM and Annual Report Receive electronic mandate of dividend credit directly to registered Bank account, if approved at the 13th AGM Receive electronic copy of TDS Certificate on dividend, if approved at the 13th AGM Participate electronically at the 13th AGM Save the Environment by supporting the green initiative of the Company
E-voting Details	
Cut-off date to determine Shareholders eligible for e-voting	Thursday, July 23, 2020
Remote e-voting start time and date	9:00 a.m. (IST), Saturday, July 25, 2020
Remote e-voting end time and date	5:00 p.m. (IST), Wednesday, July 29, 2020
Electronic voting during the AGM	Thursday, July 30, 2020, 3.30 p.m. onwards (on announcement by Chairman)
E-voting agency and website for e-voting	National Securities Depositories Limited https://www.evoting.nsdl.com/

Particulars	Details
Name, address and contact details of e-voting service provider, in case of queries/ complaints/ grievances.	Name: Amit Vishal, Senior Manager, NSDL or Pallavi Mhatre, Manager, NSDL Address: NSDL, 4th Floor, A-Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013. E-mail: evoting@nsdl.co.in ; amitv@nsdl.co.in ; pallavid@nsdl.co.in Toll Free No.: 1800-222-990 Contact Nos.: 022-2499 4360 or 022-2499 4545
Instructions for e-voting	<p>Step 1 Click on NSDL e-voting website: https://www.evoting.nsdl.com</p> <p>Step 2 Click on "Login" under the first left tab "Shareholder/Member"</p> <p>Step 3 Login using your remote e-voting credentials Members 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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.</p> <p>Step 4 Select EVEN for the Company's AGM : 113052</p> <p>Step 5 Go to "e-Voting" under the first left tab</p> <p>Detailed instructions provided at point No. 21 (e) to the Notes to the Notice.</p>
Scrutiniser	Mr. Makarand Joshi or failing him Ms. Kumudini Bhalerao of M/s. Makarand M. Joshi & Co., Practising Company Secretary
Link to access transcript of the 13th AGM	https://www.mahindralogistics.com/investor
Dividend for Financial year ended 2019-20	
Rate of Final Dividend for FY 2019-20 recommended By Board	₹ 1.50/- per equity share of ₹ 10/- each (15%)
Final Dividend Record Date	Close of Business hours on Friday, July 24, 2020
Final Dividend Payment Date	On or after Friday, July 31, 2020
Book Closure Dates	Saturday, July 25, 2020 to Thursday, July 30, 2020 (both days inclusive)
Information of Taxation on Dividend	Effective April 1, 2020 TDS shall be deducted by the Company on the dividend payable to Shareholders as per the below rates
	Resident Shareholders with valid PAN 7.5%
	Resident Shareholders without valid PAN 20%
	Non-Resident Shareholders 20%
	No TDS shall be deducted for Resident Shareholder having valid PAN if the dividend payable is less than ₹5,000/- per financial year and no withholding of tax is applicable in cases of resident Insurance Companies and resident Mutual Fund Shareholders.

Particulars	Details
Documents to be submitted by each category for availing exemption of TDS	<p>Resident Individual Shareholder with PAN</p> <ol style="list-style-type: none"> Form 15G (If Taxable Income for FY 2021 is not more than Rs 5 Lakhs); Form 15H (In case of Resident Individual's age 60 years or more). <p>Mutual Funds and Insurance Companies</p> <p>Insurance Companies: a declaration that it has full beneficial interest with respect to the shares owned by it along with PAN. Mutual Funds: Self-declaration that they are specified in Section 10 (23D) of the Act along with self-attested copy of PAN card and registration certificate.</p> <p>Resident Company/Firm/HUF/AOP/Trust</p> <ol style="list-style-type: none"> Lower withholding tax certificate; Self-attested copy of PAN card and registration certificate; Documentary Evidence for Tax exemption Status. <p>Resident Alternative Investment Funds (AIF)</p> <p>AIF established/incorporated in India: Self-declaration that its income is exempt under Section 10 (23FBA) of the Act and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate.</p> <p>Non-Resident Shareholder seeking DTAA Benefit</p> <ol style="list-style-type: none"> Copy of Tax Residency Certificate (TRC) for the FY 2020-21; Self-Declaration in Form 10F for Financial Year 2020-21 (on letterhead for non-individual non-resident Shareholder); Self-attested PAN Card; Self-declaration of Beneficial Ownership; Self-declaration for not having Permanent Establishment in India in accordance with the applicable Tax Treaty; Any other documents as prescribed under the Income tax act for lower withholding of taxes if applicable. <p>It may be further noted that in case the tax on the said Dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents, Members would still have an option available with them to file the return of income and claim an appropriate refund, if eligible.</p>
Web-portal for submission of documents for availing TDS benefits	Upload documents on https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html or alternatively e-mail on cs.mll@mahindra.com before July 24, 2020. No documents received after July 24, 2020 will be considered for withholding tax for payment for final dividend for FY 2019-20.
FAQs and information of applicable rates of TDS	https://www.mahindralogistics.com/media/pdf_files/taxationon-dac8be9e98f4278.pdf
Web-portal for Physical Shareholders for updating Bank Mandates for electronic credit of Final Dividend for FY 2019-20	https://www.linkintime.co.in/EmailReg/Email_Register.html for updating email address and bank account details for the limited purpose of credit of dividend for the financial year 2019-20 directly into their bank accounts.
Statement of unpaid/unclaimed Dividends of the Company as on March 31, 2020	https://www.mahindralogistics.com/investor/shareholder-information

Particulars	Details															
FAQs and process for claiming unpaid dividend	https://www.mahindralogistics.com/media/pdf_files/faqsonuncl-4d53df1c7af0e81.pdf															
Registrar and Share Transfer Agent																
Name, address and Contact details of Registrar and Share Transfer Agent	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 Website: https://www.linkintime.co.in/ E-mail ID: rnt.helpdesk@linkintime.co.in Phone: +91 22 4918 6000 / 6200															
Company's investor desk																
Retail Shareholders	Ms. Brijbala Batwal Company Secretary and Compliance Officer Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai-400 018. E-mail ID : cs.mll@mahindra.com															
Institutional Investors	Mr. Yogesh Patel Chief Financial Officer & Chief Investor Relations Officer 1A & 1B, 4th Floor, Techniplex 1, Techniplex Complex, Veer Savarkar Flyover, Goregaon (West), Mumbai-400 062. E-mail ID : cfo.mll@mahindra.com															
Other details																
Details of Holding Company, Subsidiary Company and Joint Venture Company	<table border="1"> <thead> <tr> <th>Name</th> <th>Holding/Subsidiary/Joint Venture</th> <th>% Shareholding (as on March 31, 2020)</th> </tr> </thead> <tbody> <tr> <td>Mahindra & Mahindra Limited</td> <td>Holding Company</td> <td>58.45</td> </tr> <tr> <td>Lords Freight (India) Private Limited</td> <td>Subsidiary Company</td> <td>82.92</td> </tr> <tr> <td>2 x 2 Logistics Private Limited</td> <td>Subsidiary Company</td> <td>55.00</td> </tr> <tr> <td>Transtech Logistics Private Limited</td> <td>Joint Venture Company</td> <td>39.79</td> </tr> </tbody> </table>	Name	Holding/Subsidiary/Joint Venture	% Shareholding (as on March 31, 2020)	Mahindra & Mahindra Limited	Holding Company	58.45	Lords Freight (India) Private Limited	Subsidiary Company	82.92	2 x 2 Logistics Private Limited	Subsidiary Company	55.00	Transtech Logistics Private Limited	Joint Venture Company	39.79
Name	Holding/Subsidiary/Joint Venture	% Shareholding (as on March 31, 2020)														
Mahindra & Mahindra Limited	Holding Company	58.45														
Lords Freight (India) Private Limited	Subsidiary Company	82.92														
2 x 2 Logistics Private Limited	Subsidiary Company	55.00														
Transtech Logistics Private Limited	Joint Venture Company	39.79														
Listing of Equity Shares of the Company	Mahindra Logistics Limited made an initial public offer in 2017 and its equity shares are listed on Stock Exchanges in India effective November 10, 2017															
Stock Exchanges where Company's equity shares are listed	<table border="1"> <thead> <tr> <th>Stock Exchange</th> <th>BSE Limited</th> <th>National Stock Exchange of India Limited</th> </tr> </thead> <tbody> <tr> <td>Security Code/Symbol</td> <td>540768</td> <td>MAHLOG</td> </tr> </tbody> </table>	Stock Exchange	BSE Limited	National Stock Exchange of India Limited	Security Code/Symbol	540768	MAHLOG									
Stock Exchange	BSE Limited	National Stock Exchange of India Limited														
Security Code/Symbol	540768	MAHLOG														

Proud moments for all of us

Over the years of our operations, we have won several recognitions for our service excellence, innovation and excellence. These industry recognitions reflect the highest quality standards that we uphold and the integrity of our people to deliver only the best.

Some of the accolades we were recognised with this year:



CII SCALE Awards 2019

Award for Overall Excellence in Logistics and Supply Chain



Star of the Industry Awards

Award for Brand Excellence in the Supply Chain and Logistics Sector



Vision Zero Awards 2019 organised by the Mahindra Safety Council

- First place at the Vision Zero Awards 2019
- Dual awards for 50% reduction in injury and for recording maximum near misses among all Mahindra Group companies

LACP Annual Report Award

Bronze Award at League of American Communications Professionals (LACP) 2018 Vision Awards Annual Report Competition. The awards benchmark and recognise best practices in reporting.



Grow Care India Safety Awards 2019 at New Delhi

Gold award won by Mahindra Logistics' Nagpur team for the second consecutive year for its safety practices



Double recognition at the Mahindra RISE Awards 2019

- Gold at 'Rise through Diversity Awards 2019' in 'Inspectrum'.
- Leader of the Year Award – Best Sector for Diversity and Inclusion (D&I) Practices

Mahindra Logistics Limited

Mahindra Tower,
P. K. Kurne chowk,
Worli Mumbai - 400018
Maharashtra, INDIA
