

Our Ref: MLLSEC/110/2021

Tel: + 91 22 28715500
Toll Free: 1800 258 6787
www.mahindralogistics.com

28 June 2021

Regd Office
Mahindra Towers,
P. K. Kurne Chowk, Worli,
Mumbai – 400 018
CIN: L63000MH2007PLC173466
E-mail Id: cs.mll@mahindra.com

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

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

Dear Sirs,

Sub: Notice of 14th Annual General Meeting and Annual Report 2020-21 – Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("the Listing Regulations")

Ref: Notice to Shareholders on information on 14th Annual General Meeting through Video Conference ("VC") /Other Audio-Visual Means ("OAVM") vide letter dated 17 June 2021

Further to our letters dated 29 April 2021 and 17 June 2021 and in compliance with Regulations 30(6) and 34 read with Schedule III and other applicable provisions of the Listing Regulations and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI permitting conduct of AGM through VC/OAVM, please find enclosed herewith :

1. The Notice of the 14th AGM of the Company dated 29 April 2021 informing that 14th AGM of the Company is scheduled to be held on Tuesday, 27 July 2021 at 3.30 p.m. (IST) through VC/OAVM;
2. The Annual Report of the Company for the financial year 2020-21 prepared as per Regulation 34 of the Listing Regulations and other applicable laws.

The Notice convening the AGM of the Company along with the Annual Report for FY 2020-21 is being dispatched electronically (through e-mail) to all the Members whose e-mail addresses are registered with the Company and/or the Depository Participant(s), as on cut-off date of Friday, 18 June 2021. The requirement of dispatching physical copy of the Notice of the AGM and Annual Report to the Members have been dispensed with by the MCA and SEBI, for the year 2021.

The Notice of the AGM and the Annual Report for FY 2020-21 is also available on the website of the Company at: <https://mahindralogistics.com/financial-information/>.

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

Sr. No.	Agenda/Resolutions proposed to be passed at the 14 th AGM	Manner of approval
Ordinary Business:		
1.	To adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2021 and the Reports of the Board of Directors and the Statutory Auditors thereon.	Ordinary Resolution
2.	To adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021 and the Report of the Statutory Auditors thereon.	Ordinary Resolution
3.	To declare final dividend (Rs. 2.50 per equity share of face of Rs. 10/- each fully paid) on the equity shares of the Company for the financial year ended 31 March 2021	Ordinary Resolution
4.	To resolve not to re-appoint and not fill the vacancy caused due to retirement by rotation of Mr. S. Durgashankar (DIN:00044713), Non-Executive Director of the Company	Ordinary Resolution

Sr. No.	Agenda/Resolutions proposed to be passed at the 14 th AGM	Manner of approval
Special Business:		
5.	To appoint Dr. Anish Shah (DIN:02719429) as a Non-Executive Director of the Company, liable to retire by rotation	Ordinary Resolution
6.	To appoint Mr. Amit Kumar Sinha (DIN:09127387) as a Non-Executive Director of the Company, liable to retire by rotation	Ordinary Resolution
7.	To re-appoint Mr. Darius Pandole (DIN:00727320) as an Independent Director of the Company for a second term of five consecutive years commencing from 25 July 2022 to 24 July 2027 (both days inclusive), not liable to retire by rotation	Special Resolution
8.	To re-appoint Mr. Ranu Vohra (DIN:00153547) as an Independent Director of the Company for a second term of five consecutive years commencing from 25 July 2022 to 24 July 2027 (both days inclusive), not liable to retire by rotation	Special Resolution
9.	To approve payment of remuneration to the Independent Directors of the Company	Special Resolution
10.	To approve variation in the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 to extend its benefits to the employees of the Subsidiary Company(ies) of the Company	Special Resolution
11.	To approve grant of Restricted Stock Units to the employees of the Subsidiary Company(ies) of the Company under Mahindra Logistics Employee Restricted Stock Unit Plan 2018	Special Resolution

Remote e-voting, e-voting at and electronic participation at the 14th AGM

Cut-off date to determine Shareholders eligible for e-voting	Tuesday, 20 July 2021
Commencement of remote e-voting	Thursday, 22 July 2021 at 9:00 a.m. (IST)
End of remote e-voting	Monday, 26 July 2021 at 5:00 p.m. (IST)
Links for casting votes through remote e-voting and attending and e-voting at the 14 th AGM	
For all Shareholders through NSDL Portal :	https://www.evoting.nsdl.com
For Individual Shareholders holding shares in demat mode with NDSL :	https://eservices.nsdl.com
For Individual Shareholders holding shares in demat mode with CDSL :	https://web.cdslindia.com/myeasi/home/login

In terms of SEBI Circular on single e-voting login facility, Individual Shareholders holding shares in demat mode are advised to register/update their mobile number and e-mail id with their Depository Participant(s) at the earliest for seamless access to the e-voting facility. Detailed instructions in this regard are provided in the Notice of the AGM.

Kindly take the above on record and acknowledge receipt.

This intimation is also being uploaded on Company's website <https://www.mahindralogistics.com>

Thanking you,
For **Mahindra Logistics Limited**

Brijbala
Mohanlal
Batwal

Digitally signed
by Brijbala
Mohanlal Batwal
Date: 2021.06.28
20:10:09 +05'30'

Brijbala Batwal
Company Secretary
Enclosures: As above

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 FOURTEENTH ANNUAL GENERAL MEETING ("AGM") of MAHINDRA LOGISTICS LIMITED will be held on Tuesday, 27th July, 2021 at 3:30 p.m. (IST) through video conferencing ("VC")/any other audio visual means ("OAVM") to transact the following businesses.

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

ORDINARY BUSINESS:

1. To adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 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 31st March, 2021 and the reports of the Board of Directors and the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

2. To adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 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 31st March, 2021 and the report of the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

3. To declare final dividend on the equity shares of the Company for the financial year ended 31st March, 2021

To declare final dividend on the equity shares of the Company for the financial year ended 31st March, 2021 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a final dividend at the rate of ₹ 2.50/- (Rupees two and paise fifty only) per equity share of the

face value of ₹ 10/- (Rupees ten only) each, fully paid-up of the Company, be and is hereby declared for the financial year ended 31st March, 2021 and the same be paid, as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2021."

4. To resolve not to re-appoint and not fill the vacancy caused due to retirement by rotation of Mr. S. Durgashankar, Non-Executive Director of the Company

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

"RESOLVED THAT Mr. S. Durgashankar (DIN:00044713), who was appointed as a Director of the Company liable to retire by rotation, and who does not seek re-appointment upon expiry of his term at this Annual General Meeting, be not re-appointed a Director of the Company;

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled."

SPECIAL BUSINESS:

5. To appoint Dr. Anish Shah 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") and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Anish Shah (DIN:02719429), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) and Chairman of the Board of the Company with effect from 2nd April, 2021 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an

Notice (contd.)

Additional Director up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent), liable to retire by rotation."

6. To appoint Mr. Amit Kumar Sinha 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") and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the the Board of Directors of the Company, Mr. Amit Kumar Sinha (DIN:09127387), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 29th April, 2021 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation."

7. To re-appoint Mr. Darius Pandole as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Mr. Darius Pandole (DIN:00727320), who was appointed by the Members of the Company at their Extraordinary General Meeting held on 27th July, 2017 as an Independent Director of the Company for a first term of five consecutive years commencing from 25th July, 2017

and who holds office of the Independent Director up to 24th July, 2022 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 25th July, 2022 to 24th July, 2027 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto."

8. To re-appoint Mr. Ranu Vohra as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company to the Members, Mr. Ranu Vohra (DIN:00153547), who was appointed by the Members of the Company at their Extraordinary General Meeting held on 27th July, 2017 as an Independent Director of the Company for a first term of five consecutive years commencing from 25th July, 2017 and who holds office of the Independent Director up to 24th July, 2022 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 25th July, 2022 to 24th July, 2027 (both days inclusive), not liable to retire by rotation and on such terms as stated in the explanatory statement hereto."

9. To approve payment of remuneration to the Independent Directors of the Company

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

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members of the Company at their Extraordinary General Meeting held on 27th July, 2017, pursuant to the provisions of Sections 149, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules framed

thereunder, Regulation 17(6) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, such other approval(s), permission(s) and sanction(s) as may be necessary, in addition to the sitting fees and re-imbursement of expenses for attending the Meetings of the Board of Directors and Committees thereof, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of remuneration including profit related commission to the Independent Directors of the Company, appointed from time to time, of such amount up to a limit of ₹10,00,000/- (Rupees ten lakhs only) per Independent Director, per annum, effective 1st April, 2020, which may exceed 1% or 3% of the net profits of the Company, as the case may be, computed as per Section 198 of the Act, payable in such form and manner as the Board of Directors of the Company may from time to time determine;

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to its Independent Directors as minimum remuneration, for a period not exceeding three years or such other period as may be statutorily permitted subject to receipt of the requisite approvals;

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) 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 issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard to give effect to this Resolution and for the matters connected therewith or incidental thereto."

10. To approve variation in the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 to extend its benefits to the employees of the Subsidiary Company(ies) of the Company

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

"RESOLVED THAT pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies

Act, 2013 ("the Act"), the Rules made thereunder, the provisions of the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 and applicable circulars issued by SEBI thereunder (collectively referred to as "the SEBI SBEB Regulations"), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and such other approval(s), permission(s) and sanction(s) as may be necessary from time to time and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s) as maybe necessary, pursuant to the recommendation of the Nomination and Remuneration Committee and the recommendation and approval of the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee) and in partial modification of the Special Resolution passed by the Members at the 11th Annual General Meeting held on 2nd August, 2018 approving the 'Mahindra Logistics Employee Restricted Stock Unit Plan 2018' ("RSU Plan 2018"), consent of the Members of the Company be and is hereby accorded for variation in RSU Plan 2018 as given hereunder to extend the benefits of the RSU Plan 2018 to the eligible employees of the Subsidiary Company(ies) of the Company and accordingly clauses 2(vi), 2(ix), 5.2 and 7.2 of the RSU Plan 2018 be replaced and substituted as under (insertions underlined for reference purposes only):

2(vi) "Company Policies/Terms of Employment" means the Company's policies for Employees and the terms of employment as contained in the employment letter and the Company handbook, which includes provisions requiring a desired level of performance, securing confidentiality, non-compete and non-poaching of other employees and customers. Policies/terms of employment of the Holding Company or the Subsidiary Company, as the case maybe, as regards an Option Grantee on the payrolls of such Holding Company or Subsidiary Company shall be deemed to be "Company Policies/Terms of Employment" for such Option Grantee.

2(ix)"Employee" means

- (i) a permanent employee of the Company working in India or out of India; or
- (ii) a Director of the Company, whether a whole time Director or not but excluding an independent director; or

Notice (contd.)

- (iii) an employee, as defined in sub-clauses (i) or (ii) above, of a Holding Company or of a Subsidiary Company of the Company;

but excludes

- a. an employee who is a Promoter or belongs to the Promoter Group; and
- b. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

5.2 The Plan shall be applicable to the Company, its Holding Company, if any, its Subsidiary Company, if any and any Successor Company thereof and Options may be granted to the Employees of the Company, or its Holding Company, or its Subsidiary Company as determined by the Committee at its sole discretion.

7.2 Vesting of Option would be subject to continued employment with the Company, including, the Holding Company or the Subsidiary Company, as the case may be, and thus the Option would vest essentially on passage of time. In addition to this, the Committee may also specify certain performance criteria subject to satisfaction of which the Options would vest.

RESOLVED FURTHER THAT the Board of the Company 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 issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard as it may consider appropriate to give effect to this Resolution and for the matters connected therewith or incidental thereto."

11. To approve grant of Restricted Stock Units to the employees of the Subsidiary Company(ies) of the Company under Mahindra Logistics Employee Restricted Stock Unit Plan 2018

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the provisions of Regulation 6 and other applicable provisions of the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 and applicable circulars issued by SEBI thereunder (collectively referred to as "the SEBI SBEB

Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed from time to time while granting such approval(s), permission(s) and sanction(s), pursuant to the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee) and in partial modification and approval of the Special Resolution passed by the Members at the 11th Annual General Meeting held on 2nd August, 2018 approving the 'Mahindra Logistics Employee Restricted Stock Unit Plan 2018' ("RSU Plan 2018") with an overall aggregate pool of 10,50,000 Restricted Stock Units ("RSUs"), approval of the Members of the Company be and is hereby accorded to extend the benefits of the RSU Plan 2018 to the eligible employees including Directors (other than Promoter(s), employees belong to promoter group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares) of any Subsidiary Company(ies) of the Company and to create, grant, offer, issue and allot from time to time, in one or more tranches, such number of RSUs not exceeding 5% of the overall RSU Pool approved by the Members of the Company where one RSU would convert into one equity share of face value of ₹ 10/- (Rupees ten only) each fully paid-up upon exercise, on such terms and conditions and in such manner as the Board may decide from time to time in accordance with the provisions of the applicable laws and the provisions of RSU Plan 2018;

RESOLVED FURTHER THAT the new equity shares so issued and allotted shall rank pari passu in all respects with the equity shares of the Company;

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 including authorizing or directing to appoint consultants, experts, merchant bankers, and other advisors being incidental to the effective implementation and administration of RSU Plan 2018 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to

take all such steps and decisions in this regard as it may consider appropriate to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

**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

Place: Mumbai
Date: 29th April, 2021

NOTES AND SHAREHOLDER INFORMATION:

1. Dispatch of Notice and Annual Report through electronic means

The Annual Report 2020-21 comprising of the Financial Statements, Report of the Board of Directors, the Auditor's report or other documents required to be attached therewith including the Notice of the 14th Annual General Meeting ("AGM") of the Company is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s) pursuant to Sections 101 and 136 of the Companies Act, 2013 ("Act") read with rules framed thereunder and Regulation 36(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in compliance with the Ministry of Corporate Affairs ("MCA") Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020, 17/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 respectively (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ("SEBI Circulars"),

In compliance with the MCA Circulars, the Company has published a public notice by way of advertisements made on 18th June, 2021 in Business Standard (in English language) and Sakal (in Marathi language) newspapers 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 at the earliest. The said Notice sent to the Shareholders is also uploaded on website of the Company and website of the Stock Exchanges.

Weblink to access the Notice of AGM and Annual Report 2020-21

Members may note that the Notice of the AGM along with the Annual Report 2020-21 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 ("NSDL"), e-voting agency	https://www.evoting.nsdl.com

Notice (contd.)

2. Convening of 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 in the Country and pursuant to the MCA Circulars, convening of AGMs is permitted through VC or OAVM, without the physical presence of the Members at a common venue.

Accordingly, the AGM of the Company will be held and convened through VC/OAVM and the registered office of the Company shall be deemed to be the venue of the AGM as stated in the Notice. Hence, a Route Map is not required to be annexed to this Notice.

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(ies) to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

Since the AGM will be held through VC/OAVM, physical attendance of Members has been dispensed in terms of the MCA Circulars. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Quorum

Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Physical attendance of Members is not required at the AGM.

3. Instructions for Members for attending the AGM through VC/OAVM:

- The Company is providing a facility to the Members to participate at the AGM electronically through VC/OAVM facility ("VC Facility") provided by NSDL.
- The streaming link for Members to join the AGM through the VC Facility will be kept open from 3:00 p.m. (IST) on 27th July, 2021 i.e. 30 minutes before the time scheduled to start the AGM and will be open throughout the proceeding of the AGM.
- Link to attend and participate in the AGM of the Company through the VC Facility

For all Shareholders through NSDL Portal	https://www.evoting.nsdl.com
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For Individual Shareholders holding shares in dematerialised ("demat") mode with NSDL	https://eservices.nsdl.com
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For Individual Shareholders holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")	https://web.cdslindia.com/myeasi/home/login
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Refer note no. 14 below for detailed process to be followed to cast votes electronically and attend the AGM through VC facility. Members can also use the OTP based login for logging into the e-voting system of NSDL.

- Members can join the AGM through laptops/desktops/ notepads/tablets/Smartphones with front camera. Members connecting from their smartphones or via mobile hotspot may experience Audio/Video loss due to fluctuation in network. It is therefore recommended to use high speed internet Wi-Fi or LAN Connection to avoid any disturbance during the AGM and have a seamless experience.
- Speaker Shareholders:** Members holding equity shares of the Company as on cut-off date i.e. 20th July 2021 and who would like to express their views or ask questions/queries during the AGM with regard to the Financial Statements or any other agenda item to be placed at the AGM, need to register themselves as a Speaker Shareholder by sending written request from their registered e-mail address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to the Company's investor desk at cs.mll@mahindra.com at least 48 hours before the start of the AGM i.e. by 25th July, 2021 3:30 p.m. (IST).

Only those Members who have registered themselves as a Speaker will be allowed to speak/ express their views or ask questions/queries during the AGM. The Company reserves the right to restrict the number of speakers and time allotted to speak, as appropriate depending on the availability of time at the AGM for smooth conduct thereof.

- Live Webcast:** The Company will be providing the facility of live webcast of proceedings of the AGM. During the live webcast of AGM, Members may post their queries in the message box provided on the screen. Members are encouraged to use this facility of webcast.
- Connect for help:** Members who need any technical or other assistance or have any queries or grievance regarding e-voting or attending the AGM, can contact NSDL on e-mail at evoting@nsdl.co.in or call toll free nos. 1800 1020 990 or 1800 2244 30 or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, A - Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, at their designated

e-mail addresses: amitv@nsdl.co.in or pallavid@nsdl.co.in. Kindly quote your name, DP ID and Client ID/ Folio no. and the Company's E-voting Event Number (116198) in all your communications.

4. 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 to 11 of the accompanying Notice, is annexed hereto.

Further additional information with respect to Item Nos. 5 to 8 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.

5. Corporate Representations

Institutional Shareholders and Corporate Members are encouraged to attend the AGM through their Authorised Representatives and vote thereat.

Pursuant to the provisions of Section 113 of the Act, body corporates/company/institutional members who intend to authorise their representatives to attend the AGM through VC Facility and vote on their behalf are requested to send certified copy of the relevant Board Resolution/Authority letter with details and proof of authorised representative(s) to the Scrutiniser by e-mail at mll.scrutinizer@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in and the Company at cs.mll@mahindra.com or upload the same on the e-voting portal.

6. Auditor Ratification

The Members of the Company had, at their 10th AGM held on 14th August, 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 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 mandatory requirement of ratification of the appointment of Auditors by the Members at every AGM is omitted vide the MCA notification dated 7th May, 2018. Accordingly, no resolution is proposed for ratification of appointment of Auditors.

7. Registrar and Share Transfer Agent

Link Intime India Private Limited ("Link Intime") is the Company's Registrar and Share Transfer Agent for its share registry work. Queries relating to the equity shares of the Company or other correspondence may be addressed to Link Intime at their correspondence details given below: 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
Members may also reach out to the Company's investor help desk at: cs.mll@mahindra.com

8. Dividend Distribution Policy

The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations. The amendment to Dividend Distribution Policy of the Company was approved by the Board of the Company at its meeting held on 29th April, 2021 to inter alia, maintain a Dividend pay-out of an optimal range of at least 20% of annual audited standalone PAT of the Company. The Dividend recommended by the Board for the financial year 2020-21 is in line with the Dividend Distribution Policy of the Company.

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

9. Book Closure and Dividend on equity shares for the financial year ended 31st March, 2021

The Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 21st July, 2021 to Tuesday, 27th July, 2021 (both days inclusive) for determining the entitlement of the Shareholders to the Final Dividend for the financial year 2020-21, if declared and approved at the AGM.

The Final Dividend on equity shares for the financial year ended 31st March, 2021 as recommended by the Board of Directors of the Company, if declared at the AGM would be paid/dispensed on or after 28th July, 2021 through permitted mode to those Members:

- i. Whose names appear as Beneficial Owners as at the end of business hours on Tuesday, 20th July, 2021 in the list of beneficial owners to be furnished by NSDL and CDSL in respect of the equity shares held in demat mode; and
- ii. Whose names appear as Members in the Register of Members of the Company on Tuesday, 20th July, 2021 in respect of the equity shares held in physical form.

10. 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 the Members electronically.

Notice (contd.)

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 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 PAN, Bank Account Number, including 9 Digit MICR Code and 11-digit IFSC Code, e-mail ID and Mobile Number for receipt of dividend directly into their registered bank account. Updation of e-mail Ids and mobile no(s) will enable receipt of communication(s) relating to credit of dividend, unpaid and unclaimed dividend, withholding tax, etc.**
- d. Members holding equity shares in demat mode 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 demat mode for any change of Bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Instructions, if any, given by the Members in respect of equity shares held in physical form will not be automatically applicable to equity shares held in demat mode.
- e. Members holding equity shares in physical form can update their PAN, Bank Account details, mobile no., and e-mail address in the following manner:
 - ♦ Web portal for updation Click on link https://web.linkintime.co.in/EmailReg/Email_Register.html; select the Company name -Mahindra Logistics Limited and submit the online form after filling the details prompted therein;
 - ♦ Submit a written request by 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.

11. Taxation of Dividend

Dividend is taxable in the hands of the Shareholders and accordingly, the Company shall be liable to deduct withholding tax ("TDS") as per the prescribed rates applicable to each category of Shareholder on the book closure date i.e. close of business hours on Tuesday, 20th July, 2021.

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

Category	TDS rate (plus surcharge and cess as applicable)
For Resident Members	
- PAN registered by the Member	10%#
- PAN not registered by the Member	20%
a. Individual Member having valid registered PAN and Final dividend payable (on PAN clubbed basis) is less than ₹ 5,000/- per financial year	Nil
b. Resident Insurance Companies and Resident Mutual Fund Shareholders covered under Section 10(23D) of the Income Tax Act	Nil
c. Members with PAN registered and submitting Form 15G/Form 15H (as applicable)	Nil
For Non-Resident Members	20%*

** 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 Member, if they are more beneficial to them. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Member.*

For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident Shareholder will have to provide the following:

- i. Self-attested true copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the Shareholder is resident;
- ii. Self-declaration in Form 10F - ([Click here to download](#))
- iii. Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
- iv. Self-declaration in the format prescribed by the Company ([Click here to download](#)), certifying the following points:

- a. Shareholder is and will continue to remain a tax resident of the country of its residence during the financial year 2021-22;
- b. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
- c. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
- d. Shareholder does not have a taxable presence or a Permanent Establishment ("PE") in India during the Financial Year 2021-22. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
- e. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
- f. Non-resident Shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1st April, 2020 (if applicable).

All Members are requested to update their PAN, bank account details and verify the correctness of their residential status and category of holding and update the same with their respective depository participant or with the Company on or before Tuesday, 20th July, 2021 at the web-portal : <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction after Tuesday, 20th July, 2021 shall be considered for payment of final dividend for financial year 2020-21.

Shareholders holding shares under multiple accounts under different status/category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

#Mandatory PAN and Aadhar Linking (effective 1st July, 2021)

The Central Government has extended the last date of linking of Aadhar with PAN, till 30th June, 2021. In case the Aadhar is not linked with PAN by the said date, PAN will be rendered invalid and withholding tax (TDS) will be deducted at higher rate of 20% instead of 10%.

Members are requested to link their Aadhar with PAN before Wednesday, 30th June, 2021 on the income tax website viz. <https://www.incometax.gov.in/iec/foportal> to avoid levy of higher TDS rates.

Further, Section 206AB has been introduced by the Finance Act, 2021, whereby, in case a person has not filed his/her Return of Income for each of the two preceding financial years and the aggregate of tax deducted at source in his/her case is ₹ 50,000 or more in each of these two financial years. TDS will be higher of the following:

- i. Twice the rate specified in the relevant provision of the Income-tax Act; or
- ii. Twice the rate or rates in force; or
- iii. The rate of 5%;

These provisions will be effective from 1st July, 2021.

For detailed information, declarations to be provided and Frequently Asked Questions on the tax rates prescribed and the documents required for availing applicable tax rates, Members are requested to visit the Company's website: <https://mahindralogistics.com/shareholder-information>.

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, there would still be an option available with the Members to file the return of income and claim refund from Income Tax department, if eligible. No claim shall lie against the Company for such taxes deducted.

After filing of the quarterly TDS Returns of the Company, post payment of the said Dividend, 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).

Notice (contd.)

Shareholders should consult their tax advisors for requisite action to be taken by them in terms of taxation on their dividends.

Communications through newspaper advertisements and e-mails (at the registered e-mail Ids of the Members) and website uploads informing the Shareholders regarding applicability of TDS on dividend under the Income-tax Act, 1961 as well as the relevant procedure to be adopted by them to avail the applicable tax rate, were sent by the Company.

12. Unpaid and Unclaimed Dividend

- In terms of the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), dividend(s) which are unpaid and unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.
- The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as on 31st March, 2021 is given hereunder:

Financial year	Date of declaration of Dividend	Amount of Dividend declared per equity share	Total amount of Dividend paid	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
2019-20	30 th July, 2020	₹ 1.50/-	₹ 10.74 crores	₹ 30,227.00	20,690 shares	30 th August, 2027
2018-19	1 st August, 2019	₹ 1.80/-	₹ 12.86 crores	₹ 31,703.40	17,613 shares	4 th September, 2026
2017-18	2 nd August, 2018	₹ 1.50/-	₹ 10.67 crores	₹ 32,586.00	21,724 shares	5 th September, 2025

There is no unclaimed/unpaid dividend for financial years prior to financial year 2017-18. The Company has uploaded the Shareholder-wise details of said unpaid and unclaimed amounts lying with the Company as on 31st March, 2021 on the website of the Company at: <https://mahindralogistics.com/shareholder-information>

- All Shareholders are requested to verify the status of their dividends. In case the dividend is unclaimed/unpaid, kindly lodge a claim with Link Intime in the manner described in the FAQs uploaded on the website of the Company. The same can be accessed from the below link: <https://mahindralogistics.com/wp-content/uploads/2021/06/FAQs-on-Dividends.pdf>
- 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.

As on 31st March, 2021, no share on which dividend has not been paid or claimed for seven consecutive years or more and no unpaid and unclaimed Dividend of earlier years, has been transferred or is due to be transferred to the IEPF during the financial year 2021-22 in terms of the applicable provisions of the Act read with the IEPF Rules, as amended from time to time.

13. 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 demat mode 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.

14. Transfer of securities only in demat mode

The SEBI has, effective 1st April, 2019, mandated that securities of a listed company can be transferred in demat mode only. Accordingly, Members of the Company are requested to note that, with effect from 1st April, 2019:

- Requests for effecting transfer of equity shares of the Company shall not be processed unless such equity shares are held in demat mode. Accordingly, any Shareholder holding equity shares in physical form after 1st April, 2019, desirous of transferring his/her 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 1st April, 2019;
- Only transmission or transposition requests shall be processed in physical form.

We request all Shareholders 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://mahindralogistics.com/wp-content/uploads/2019/12/Transfer-of-Shares-only-in-Demat-Form.pdf> and websites of the Depository Participant.

15. Voting through Electronic Means

- a. 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. Tuesday, 20th July, 2021. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- b. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the 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 AGM by electronic means provided by NSDL.

Cut-off date for Voting	Remote e-voting period	Electronic voting during the AGM
Tuesday, 20 th July, 2021	Commencement of remote e-voting: 9:00 a.m. (IST), Thursday, 22 nd July, 2021 End of remote e-voting: 5:00 p.m. (IST) Monday, 26 th July, 2021	On Tuesday, 27 th July, 2021 3:30 p.m. onwards till conclusion of the AGM (on announcement by Chairman)

- c. The instructions for Members voting electronically:
 - (i) At the end of the remote e-voting period, the remote e-voting facility shall forthwith be blocked by NSDL and Members shall not be allowed to vote through remote e-voting beyond the said date and time.
 - (ii) The Members attending the AGM through the VC Facility who have not cast their votes by remote e-voting shall only be able to exercise their voting rights during the AGM.
 - (iii) A person who is not a 'Member' as on cut-off date should treat this Notice for information purposes only.

- (iv) A Member can participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again.
- (v) In case of joint holders attending the AGM, only such joint holder(s) who is/are higher in the order of names will be entitled to vote.
- (vi) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (vii) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM i.e. Tuesday, 27th July, 2021.
- (viii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after dispatch of this notice and holds shares as of the cut-off date i.e. 20th July, 2021, may obtain the login id and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in

- d. **SEBI Circular on single e-voting facility:** Shareholders are requested to note in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, with an objective to increase the efficiency of the voting process

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

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

Brief process of the same is given hereunder.

Notice (contd.)

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

Step 1: Access to e-voting system

A) FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Login method is given below:

Type of Shareholders	Login Method						
Individual Shareholders holding securities in demat mode with NSDL	- Register on NSDL IDeAS facility in the manner given below: - Open NSDL e-Services website: https://eservices.nsdl.com in web browser and select option "Register Online for IDeAS" available on the left hand panel on the home page; - Fill in the requested DP ID and Client ID, mobile No. and verification code and click on submit; - Authenticate your demat account by selecting One-Time Password (OTP) option or with your bank account details linked with your demat account; - Create your User ID and password and confirm your account details and submit; - A confirmation message of successful registration will appear on your screen. - After registering or if you are already registered for NSDL IDeAS facility cast your votes through NSDL IDeAS platform or the e-voting platform in manner given below: <table border="1"> <thead> <tr> <th>NSDL IDeAS Platform (By single Login)</th><th>Through NSDL e-voting platform</th></tr> </thead> <tbody> <tr> <td>New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Members.</td><td>This will enable Shareholders to cast votes only for companies which have opted for NSDL as service provider.</td></tr> <tr> <td> - Visit the NSDL e-Services: https://eservices.nsdl.com/; - Once the home page is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open; - Enter your User ID and Password. - After successful authentication and login, you will be able to see e-Voting services on left hand panel. - Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. - Click on options available against Mahindra Logistics Limited or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period - Follow the above process to join the AGM through VC/OAVM facility and cast your votes during the AGM. </td><td> - Visit the e-voting website of NSDL.: https://www.evoting.nsdl.com/ - Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder/ Member" section. A new screen will open. - Login using your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. - After successful authentication, you will be redirected to NSDL IDeAS services webpage - Follow steps given at iv to vi in the adjoining column for casting your vote during the remote e-voting period or to join the AGM through VC/OAVM facility and cast your votes during the AGM. </td></tr> </tbody> </table>	NSDL IDeAS Platform (By single Login)	Through NSDL e-voting platform	New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Members.	This will enable Shareholders to cast votes only for companies which have opted for NSDL as service provider.	- Visit the NSDL e-Services: https://eservices.nsdl.com/; - Once the home page is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open; - Enter your User ID and Password. - After successful authentication and login, you will be able to see e-Voting services on left hand panel. - Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. - Click on options available against Mahindra Logistics Limited or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period - Follow the above process to join the AGM through VC/OAVM facility and cast your votes during the AGM.	- Visit the e-voting website of NSDL.: https://www.evoting.nsdl.com/ - Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder/ Member" section. A new screen will open. - Login using your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. - After successful authentication, you will be redirected to NSDL IDeAS services webpage - Follow steps given at iv to vi in the adjoining column for casting your vote during the remote e-voting period or to join the AGM through VC/OAVM facility and cast your votes during the AGM.
NSDL IDeAS Platform (By single Login)	Through NSDL e-voting platform						
New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Members.	This will enable Shareholders to cast votes only for companies which have opted for NSDL as service provider.						
- Visit the NSDL e-Services: https://eservices.nsdl.com/; - Once the home page is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open; - Enter your User ID and Password. - After successful authentication and login, you will be able to see e-Voting services on left hand panel. - Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. - Click on options available against Mahindra Logistics Limited or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period - Follow the above process to join the AGM through VC/OAVM facility and cast your votes during the AGM.	- Visit the e-voting website of NSDL.: https://www.evoting.nsdl.com/ - Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder/ Member" section. A new screen will open. - Login using your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. - After successful authentication, you will be redirected to NSDL IDeAS services webpage - Follow steps given at iv to vi in the adjoining column for casting your vote during the remote e-voting period or to join the AGM through VC/OAVM facility and cast your votes during the AGM.						
Individual Shareholders holding securities in demat mode with CDSL	- Register on CDSL myeasi portal by clicking on the link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration (New e-voting platform to enable Shareholders to cast their votes across all Companies, where they are Members) - Existing users who have already registered for Easi/Easiest, they can login through their user id and password by clicking on the link: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have 3. links of e-Voting service provider viz. NSDL. Click on NSDL to cast your vote. - Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP viz. NSDL where the e-voting of the Company is in progress. - Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43						

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) logging-in through their Depository Participants	- Shareholders can login using the login credentials of their demat account through their respective Depository Participant registered with NSDL/CDSL for e-Voting facility. - Once login, you will be able to see e-Voting option. - Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Mahindra Logistics Limited or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period or to join the AGM through the VC Facility and cast your votes during the AGM.

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

B) FOR ALL OTHER SHAREHOLDERS

Login method is given below:

Step 1	Click on the link: www.evoting.nsdl.com				
Step 2	Once the home page is launched, click on "Login" under the first left tab "Shareholder/Member"				
Step 3	A new screen will open. You will have to enter your User ID, your Password/OTP, the Verification Code as shown on the screen and tick on Agree to "Terms and Conditions" by selecting on the check box. Login using your credentials as given below:				
<table> <tr> <th>Your User ID is</th><th>Your Password is:</th></tr> <tr> <td> For NSDL demat account holders: 8 Character DP ID followed by 8 Digit Client ID# Eg: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. For CDSL demat account holders: 16 Digit Beneficiary ID Eg: If your Beneficiary ID is 12***** then your user ID is 12***** #Client ID is the last 8 Digits of your demat account Number (Kindly procure your details from your demat statement) For Physical Shareholders: EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 116198 then user ID is 116198001*** </td><td> - For Registered Users: Use your existing password to login and cast your vote. - For First time Users: Enter the 'initial password' which was communicated to you as under. Once you enter your 'initial password', the system will ask you to change your password. How to get your 'initial password'? Your 'initial password' is communicated to you on your e-mail id. Trace the top up e-mail sent to you from NSDL on or around the date of receipt of the AGM Notice by you. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client id for NSDL account, last 8 digits of client id for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. If your e-mail address is not registered, please follow steps given at note no. 16 of the Notes below. Members can also use the OTP based login for logging into the e-voting system of NSDL. </td></tr> </table>		Your User ID is	Your Password is:	For NSDL demat account holders: 8 Character DP ID followed by 8 Digit Client ID# Eg: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. For CDSL demat account holders: 16 Digit Beneficiary ID Eg: If your Beneficiary ID is 12***** then your user ID is 12***** #Client ID is the last 8 Digits of your demat account Number (Kindly procure your details from your demat statement) For Physical Shareholders: EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 116198 then user ID is 116198001***	- For Registered Users: Use your existing password to login and cast your vote. - For First time Users: Enter the 'initial password' which was communicated to you as under. Once you enter your 'initial password', the system will ask you to change your password. How to get your 'initial password'? Your 'initial password' is communicated to you on your e-mail id. Trace the top up e-mail sent to you from NSDL on or around the date of receipt of the AGM Notice by you. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client id for NSDL account, last 8 digits of client id for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. If your e-mail address is not registered, please follow steps given at note no. 16 of the Notes below. Members can also use the OTP based login for logging into the e-voting system of NSDL.
Your User ID is	Your Password is:				
For NSDL demat account holders: 8 Character DP ID followed by 8 Digit Client ID# Eg: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. For CDSL demat account holders: 16 Digit Beneficiary ID Eg: If your Beneficiary ID is 12***** then your user ID is 12***** #Client ID is the last 8 Digits of your demat account Number (Kindly procure your details from your demat statement) For Physical Shareholders: EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 116198 then user ID is 116198001***	- For Registered Users: Use your existing password to login and cast your vote. - For First time Users: Enter the 'initial password' which was communicated to you as under. Once you enter your 'initial password', the system will ask you to change your password. How to get your 'initial password'? Your 'initial password' is communicated to you on your e-mail id. Trace the top up e-mail sent to you from NSDL on or around the date of receipt of the AGM Notice by you. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client id for NSDL account, last 8 digits of client id for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. If your e-mail address is not registered, please follow steps given at note no. 16 of the Notes below. Members can also use the OTP based login for logging into the e-voting system of NSDL.				

If you are unable to find or have not received the "Initial password" or have forgotten your existing password:

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

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

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after

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using your log-in credentials, you can proceed with the steps below to cast your vote electronically.

PLEASE NOTE THAT SAME LOGIN CREDENTIALS ARE REQUIRED FOR PARTICIPATING IN THE 14TH AGM THROUGH THE VC FACILITY AND FOR E-VOTING ON RESOLUTIONS DURING THE AGM, IF NOT VOTED EARLIER THROUGH REMOTE E-VOTING

Step 2: Cast your vote electronically on NSDL e-voting system

1. After successful login at Step 1, you will be able to see the Home page of e-voting.
2. Click on e-voting. Then, click on "Active Voting Cycles".
3. After clicking on "Active Voting Cycles", you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
4. **Select "EVEN" of Mahindra Logistics Limited, which is 116198.**
5. Now you are ready for e-voting as the Voting page opens.
6. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of equity shares for which you wish to cast your vote.
7. Vote and click on "Submit" and also "Confirm button" when prompted.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

16. 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:

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

Web-portal	♦ Click on link: https://linkintime.co.in/EmailReg/Email_Register.html ♦ Select the Company name viz. Mahindra Logistics Limited. ♦ Enter the DP ID & Client ID / Physical Folio Number and PAN details, e-mail address and mobile number. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of his/her Share Certificate number. ♦ On submission of the details an OTP will be received by the Shareholder, which needs to be entered in the link for verification. ♦ The system will then confirm the e-mail address for receiving this AGM Notice.
Physical Shareholders	Write an e-mail with request letter mentioning name, folio number and sending scanned copy of self-attested PAN and cancelled cheque leaf bearing name of the Member to Link Intime at rnt.helpdesk@linkintime.co.in Or Using above web-portal link
Demat Shareholders	Connect with your respective Depository Participants Or Using above web-portal links Please note that in case of shareholding in demat mode, the updation of e-mail address through web-portal will be temporary and limited for the purpose of the 14 th AGM.

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

17. Scrutiniser for voting

Mr. P. N. Parikh or failing him Mr. Mitesh Dhabliwala and failing him Ms. Sarvari Shah of M/s. Parikh & Associates, Practising Company Secretaries, have been appointed as Scrutiniser to scrutinise the voting process through remote e-voting and e-voting during the AGM in a fair and transparent manner.

18. Voting Results

The voting results shall be declared within two working days from the conclusion time of the Meeting. The results declared along with the Scrutiniser's Report will be placed on the website of the Company at <https://mahindralogistics.com> and the website of NSDL at: <https://www.evoting.nsdl.com> immediately after the result is declared by the Chairman or any other person authorised by the him in this regard and will simultaneously be sent to BSE Limited and National Stock Exchange of India Limited, where equity shares of the Company are listed and shall be displayed at the Registered Office as well as the Corporate Office of the Company.

19. Inspection of Statutory Registers

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 27th July, 2021. Members seeking to inspect such documents can send an email to cs.mll@mahindra.com.

20. Queries

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 AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, at the Company's investor desk at cs.mll@mahindra.com at least 48 hours before the start of the AGM i.e. by 25th July, 2021 by 3:30 p.m. (IST).

21. Transcript of AGM

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

22. Request to Members to participate in green initiative

In compliance with the MCA Circulars and the SEBI Circulars, all Members holding shares in physical form or demat mode, are requested to register/keep their records viz. e-mail address, PAN, Bank Account details, registered Mobile Nos. updated to:

- ♦ Receive electronic copies of the all Company communications to Shareholders viz. Notice of AGMs/EGMs/Postal Ballot notice, Annual Reports, Dividend mandates and other correspondence on their registered e-mail address.
- ♦ Receive seamless credit of Dividend directly to the registered bank account through electronic clearing services or any other means.

**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

Place: Mumbai

Date: 29th April, 2021

Notice (contd.)

ADDITIONAL INFORMATION IN RESPECT OF ITEM NO. 4 OF THIS NOTICE

Item No. 4

To resolve not to re-appoint and not fill the vacancy caused due to retirement by rotation of Mr. S. Durgashankar, Non-Executive Director of the Company

Mr. S. Durgashankar (DIN:00044713) has been serving as Non-Executive (Non-Independent) Director on the Board of your Company since 7th May, 2019.

Pursuant of Section 152(6) of the Companies Act, 2013 ("the Act"), Mr. S. Durgashankar is liable to retire by rotation at 14th AGM of the Company. Although being eligible for re-appointment, he has expressed his unwillingness to be re-appointed and not offered himself for re-appointment at the 14th AGM, owing to his pre-occupation. Accordingly, Mr. S. Durgashankar would cease to hold office as a Director of the Company at the conclusion of the 14th AGM of the Company.

The Board of Directors ("Board") places on record their earnest appreciation to the invaluable contributions, leadership and guidance extended by Mr. S. Durgashankar to the Board and the Management of the Company during his association. He has immensely contributed in channelizing the Company towards high governance standards and practices.

The Board of your Company comprises of eleven Directors as on 29th April, 2021 with an optimal mix of Executive and Non-Executive Directors, with more than one-half being Independent Directors. Considering the current composition of Board being adequate with diverse mix of experience, skills, expertise and acumen and in compliance with the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of your Company, basis the recommendation of the Nomination and Remuneration Committee, at its respective meetings held on 29th April, 2021, has decided that the vacancy caused in the position of Mr. S. Durgashankar be not filled for the time being. The composition of the Board would continue to remain statutorily compliant.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board commends passing of the ordinary resolution as set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

All relevant documents and papers relating to Item No. 4 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to cs.mll@mahindra.com.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the Special Businesses at Item Nos. 5 to 11 mentioned in the accompanying Notice, should be taken as forming part of this Notice.

Item No. 5

To appoint Dr. Anish Shah as 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") at its meeting held on 8th March, 2021, basis the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Dr. Anish Shah (DIN:02719429) as an Additional Director (Non-Executive and Non-Independent) with effect from 2nd April, 2021 and also as Chairman of the Board from the said date.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Articles of Association of the Company, Dr. Anish Shah being an Additional Director, holds office up to the date of the 14th Annual General Meeting ("AGM"). The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Dr. Anish Shah for the office of a Director of the Company.

Dr. Anish Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Brief Profile

Dr. Anish Shah is the Managing Director ("MD") and CEO of M&M, with responsibility for the Group Corporate Office and full oversight of all businesses other than the Auto and Farm sectors.

Prior to the same, he was Deputy MD and group CFO of M&M and Group President (Strategy), where he led strategy development; built capabilities such as digitization and data sciences; enabled synergies across Group companies and managed the Risk and performance review of organisations. Dr. Anish Shah has over 26 years of experience and is also a Director on the Board of other Companies including listed companies of the Mahindra Group.

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

GE spanned 14 years, during which he held several leadership positions at GE Capital's US and global units. As Director, Global Mortgage, he worked across 33 countries to drive growth and manage risk. As Senior Vice President (Marketing and Product Development) at GE Mortgage Insurance, he led various growth initiatives and played a key role in preparing the business for an IPO, as a spinoff from GE. In his initial years with GE, Dr. Anish Shah also led Strategy, eCommerce and Sales Force Effectiveness and had the unique experience of running a dot-com business within GE. Dr. Anish Shah also received GE's prestigious Lewis Latimer Award for outstanding utilisation of Six Sigma in developing a "Digital Cockpit".

He also has diverse experience with global businesses beyond GE. He led Bank of America's US Debit Products business, where he launched an innovative rewards program, led numerous initiatives in payment technology and worked closely with various teams across the Bank to enhance value for the customer.

As a strategy consultant at Bain & Company in Boston, he worked across multiple industries, including banking, oil rigs, paper, paint, steam boilers and medical equipment. His first role was with Citibank in Mumbai, where he issued bank guarantees and letters of credit as Assistant Manager, Trade Services.

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

Dr. Anish Shah would be entitled to remuneration including sitting fees, commission, stock options/RsUs as permitted by law, and by himself or on beneficial basis for any other person as may be approved by the Board from time to time, subject to such further approvals, as applicable.

Dr. Anish Shah does not hold any equity shares of the Company by himself or on beneficial basis for any other person as on date of this Notice and is not inter-se related to any Director or Key Managerial Personnel ("KMPs") of the Company. He does not have any material pecuniary relationships or transactions with the Company, its subsidiaries, or any of the Directors, which would have any potential conflict with the interests of the Company at large.

Other disclosures and details of terms and conditions of appointment of Dr. Anish Shah 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.

Save and except for Dr. Anish Shah, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board is of the view that Dr. Anish Shah's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

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

Item No. 6

To appoint Mr. Amit Kumar Sinha 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"), had appointed Mr. Amit Kumar Sinha (DIN:09127387) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 29th April, 2021.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Article of Association of the Company, Mr. Amit Kumar Sinha being an Additional Director, holds office up to the date of the 14th Annual General Meeting ("AGM") of the Company. The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Amit Kumar Sinha for the office of a Director of the Company.

Mr. Amit Kumar Sinha is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority.

Brief Profile of Mr. Amit Kumar Sinha

Mr. Amit Kumar Sinha is the President, Group Strategy of Mahindra & Mahindra Limited, effective 1st November, 2020. Amit is leading the Group Strategy Office and works with Group's overall portfolio of businesses for growth over the short, medium and long-term. He also champions the international council and helps coordinate international synergies across Americas, Asia Pacific and Africa. His portfolio also includes

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the Risk and Economist functions. He is part of the Group Corporate Office Leadership Team.

Prior to joining Mahindra & Mahindra Limited, Mr. Amit Kumar Sinha was a Senior Partner and Director with Bain & Company. Over 18 years at Bain, he managed large-scale, multi-country strategy, organization, digital and performance improvement projects. He also led numerous commercial due diligences and full potential portfolio strategy projects (post buyout) for leading Private equity funds across U.S., and India. Mr. Amit Kumar Sinha has over 24 years of experience and started his career with Tata Motors and worked with IGate Patni (now Capgemini) in technology leadership roles in India, Singapore and US.

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

Mr. Amit Kumar Sinha does not hold any equity shares of the Company by himself or on beneficial basis for any other person as on date of this Notice and is not inter-se related to any Director or Key Managerial Personnel ("KMPs") of the Company. He does not have any material pecuniary relationships or transactions with the Company, its subsidiaries, or any of the Directors, which would have any potential conflict with the interests of the Company at large.

Mr. Amit Kumar Sinha would be entitled to remuneration including sitting fees, commission, stock options/RSUs as permitted by law, and as may be approved by the Board from time to time, subject to such further approvals, as applicable.

Other disclosures and details of terms and conditions of appointment of Mr. Amit Kumar 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 and read as part hereof.

Save and except for Mr. Amit Kumar Sinha, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board is of the view that Mr. Amit Kumar Sinha's knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

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

Item Nos. 7 and 8

To re-appoint Mr. Darius Pandole and Mr. Ranu Vohra as Independent Directors of the Company.

Mr. Darius Pandole (DIN:00727320) and Mr. Ranu Vohra (DIN:00153547) were appointed as Independent Directors on the Board of Directors of your Company ("the Board") effective 25th July, 2017 for a first term of five consecutive years pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Members at their Extraordinary General Meeting held on 27th July, 2017. They hold office as Independent Directors of the Company up to 24th July, 2022 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

In terms of Section 149(10) read with Section 152 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the company and disclosure of such appointment in the Board's report. In compliance thereof, the approval of the Members for re-appointment of the said Independent Directors through Special Resolution is being sought at this Annual General Meeting prior to expiry of their respective first term.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Darius Pandole and Mr. Ranu Vohra for the office of Director of the Company.

The Company has received declarations from Mr. Darius Pandole and Mr. Ranu Vohra confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Mr. Darius Pandole and Mr. Ranu Vohra are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to continue as Directors. They are not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. They do not hold any equity shares by themselves or on beneficial basis for any other person in the Company as on date of this Notice.

Brief Profile of Mr. Darius Pandole and Mr. Ranu Vohra are mentioned below:

Mr. Darius Pandole

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 25th July, 2017 and is a member of the Audit Committee and Chairman of the Nomination & Remuneration Committee, Stakeholders Relationship Committee, and Investment 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

Mr. Ranu Vohra has over 18 years of experience in the Indian financial services industry and has been a part of several transactions in investment banking and private equity. He is the Managing Director and CEO and co-founder of Avendus Capital Private Limited. Prior to co-founding Avendus, he worked with a communications equity associate, Tampa (US) based technology and media investment bank, and also with Hinduja Finance Corporation Limited. He was appointed on the Board of the Company effective 25th July, 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. Ranu Vohra holds a master's degree in Business Management from the Faculty of Management Studies, University of Delhi, and a bachelor's degree in Technology (Mechanical Engineering) from the Indian Institute of Technology, Delhi.

In accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, Mr. Darius Pandole and Mr. Ranu Vohra have confirmed that they have registered themselves with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA"). Mr. Darius Pandole is exempted from appearing and Mr. Ranu Vohra has passed the online proficiency self-assessment test conducted by IICA.

The Nomination and Remuneration Committee ("NRC") and the Board at their respective Meetings held on 29th April, 2021 taking into account the declarations and consent received, the external business environment, the business knowledge, acumen, experience including proficiency, skills and the substantial contributions made by Mr. Darius Pandole and Mr. Ranu Vohra during their respective tenures, formed an opinion that both, Mr. Darius Pandole and Mr. Ranu Vohra confirm to the criteria of independence prescribed under the Act and the SEBI Listing Regulations, are persons of integrity and possess relevant expertise, proficiency and experience to continue as Independent Directors of the Company.

Further the performance evaluation of Mr. Darius Pandole and Mr. Ranu Vohra was carried out by the Board and the NRC based on various criteria, inter-alia, including attendance at Board and Committee Meetings and their advice, inputs and contribution therein, skills possessed, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry, etc. Given the high performance ratings received by the said Independent Directors in their respective performance evaluation, the Board, basis the recommendation of NRC, is of the view that continued association of Mr. Darius Pandole and Mr. Ranu Vohra as Independent Directors of the Company would be of immense benefit and value to the Company.

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

None of them are inter-se related to each other or to any other Director or Key Managerial Personnel ("KMPs") of the Company. Their attendance record at Board and Committee meetings of the Company held during last three years, on an average, has been more than 80%.

Other disclosures and details of terms and conditions of re-appointment of Mr. Darius Pandole and Mr. Ranu Vohra 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.

Terms and conditions of the appointment of Mr. Darius Pandole and Mr. Ranu Vohra as Independent Directors of the Company are available on the website of the Company and can be accessed on the weblink: <https://mahindralogistics.com/disclosures/>.

Save and except for Mr. Darius Pandole and Mr. Ranu Vohra, and their respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMPs of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 7 and 8 of the Notice.

The Board recommends the Special Resolutions as set out at Item Nos. 7 and 8 of the accompanying Notice for the re-appointment of Mr. Darius Pandole and Mr. Ranu Vohra, as Independent Directors of the Company to hold office for a second term of five consecutive years, commencing from 25th July, 2022 to 24th July, 2027 on such terms as stated herein for approval of the Members of the Company.

Notice (contd.)

All relevant documents and papers relating to Item Nos. 7 and 8 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to cs.mll@mahindra.com.

Item No. 9

To approve payment of remuneration to the Independent Directors of the Company

Legal provisions and background

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

Further, the Companies (Amendment) Act 2020 effective 18th March, 2021 inter alia provides that if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its Non-Executive Directors, including an Independent Director, any remuneration except in accordance with the provisions of Schedule V of the Act. The remuneration thresholds as prescribed in Schedule V of the Act can be exceeded by passing of special resolution by the Members of the Company.

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

The Members of the Company at their Extraordinary General Meeting held on 27th July, 2017 had approved the payment of commission out of profits of the Company to the Independent

Directors of the Company, present and future, up to ₹ 6,00,000/- (Rupees six lakhs only) per annum per Independent Director, subject to a maximum of 1% or 3% of the Annual Net Profits of the Company, as the case maybe, computed in accordance with the provisions of Sections 198 of the Act for each of the financial years commencing from 1st April, 2017.

Rationale and proposal

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

With the enhanced corporate governance requirements, increased responsibilities and duties of the Directors under the Act and the SEBI Listing Regulations and the competitive business environment, the role of the Board, particularly the Independent Directors, has become more onerous, requiring enhanced level of decision making ability, greater time commitments with high level of oversight.

In view of the above and in appreciation to the contribution and services the Independent Directors have rendered and continue to render to the Company, the Board, basis recommendation of the Nomination and Remuneration Committee ("NRC"), at their respective meetings held on 29th April, 2021, have approved and recommended an increase in the limits of remuneration (including profit related commission) of the Independent Directors, subject to maximum of ₹10,00,000/- (Rupees ten lakhs only), per Independent Director, per annum effective 1st April, 2020.

The NRC and the Board would determine the annual remuneration (including commission) payable to the Independent Directors taking into consideration various factors

such as Director's participation in Board and Committee meetings and association with the Company during the year and contributions therein, other responsibilities undertaken, time devoted in carrying out their duties, role and functions as envisaged in Act and such other factors as the NRC may consider fit within the overall limits approved by the Members of the Company.

The remuneration (excluding sitting fees) to the Independent Directors of the Company in past three financial years is as under:

Particulars	Financial year 2020-21	Financial year 2019-20	Financial year 2018-19
No. of Independent Directors associated as at the financial year end	6	4	4
Total commission paid to the Independent Directors (₹ in lakhs)	31.99*	24.00	22.92
Net profits of the Company (on standalone basis) as per Section 198 of the Act (₹ in lakhs)	4,258	8,636	13,547
Commission as a % of Net Profits	0.75%	0.28%	0.17%

*payment is subject to receipt of Members' approval at this AGM.

As given above, the total remuneration paid to the Independent Directors of the Company has been within 1% of the Net Profits of the Company. However, considering the unprecedented changes in the economy in view of the Covid-19 pandemic coupled with competitive and uncertain business environment, an enabling approval of the Members is being requested so as to be able to appropriately remunerate the Independent Directors of the Company. The remuneration may exceed the statutory limits

prescribed under Section 197 of the Act but shall be subject to a maximum limit of ₹10,00,000/- (Rupees ten lakhs only), per Independent Director, per annum. Further, in case of loss or inadequacy of profits, the said amount would be paid as minimum remuneration in accordance with Schedule V of the Act for a period not exceeding three years or such other period as may be statutorily permitted, with requisite approvals.

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 aforementioned proposed remuneration would be in addition to the sitting fees and re-imbursement of related expenses for attending meetings of the Board of Directors and its Committees, as approved by the Board from time to time.

Additional information on the Company and proposal is given below:

I. General information:								
1.	Nature of industry	Logistics including Warehousing and Transportation Services						
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 24 th August, 2007 and was granted the certificate of commencement of business on 15 th October, 2007. Date of commercial production is not applicable since the Company is a service provider.						
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (The Company is an existing company).						
4.	Financial performance based on given indicators as per Audited Financial Statements for the year ended 31 st March, 2021	Particulars (on Standalone basis)				₹ (in crores)		
Total Revenue						2,974.61		
Profit Before Tax (PBT)						32.64		
Net Profit in accordance with Section 198 of the Act						42.58		
Net Worth						551.17		
	Foreign investments or collaborations, if any	Not Applicable						
II. Information about the appointee:								
1.	Background details	Detailed profile of the Independent Directors given in the Annual Report. The same should be read as part of this explanatory statement. Details of the skill sets prescribed for the Board Members and expertise possessed by the Independent Directors is as under:						
		Skills						
			Mr. Ajay Mehta	Ms. Avani Davda	Mr. Darius Pandole	Mr. Dhananjay Mungale	Ms. Malvika Sinha	Mr. Ranu Vohra
	Business Acumen		√	√	√	√	x	√
	Corporate governance expertise		√	√	√	√	√	√
	Financial Acumen		√	√	√	√	√	√
	Industry and sector experience or Knowledge		√	√	√	√	√	√
	Leadership and Board experience		√	√	√	√	√	√
	M&A		x	√	√	√	x	√
	Member, Community and Stakeholder Engagement		√	√	√	√	√	√
	Strategic Thinking		√	√	√	√	√	√
	Technology & Digitisation		√	√	x	x	x	√
2.	Past remuneration	(₹ in Lakhs exclusive of taxes)						
		Particulars		Amount				
		Total Commission paid (for financial year 2019-20) to Independent Directors		24.00				
		As approved by the Board, effective 30 th October, 2020, Independent Directors are paid sitting fees at an enhanced rate of ₹ 100,000 per Board meeting and ₹ 50,000 per Committee meeting except Stakeholders' Relationship Committee and Corporate Social Responsibility. The sitting fee for Stakeholders' Relationship Committee is ₹ 30,000 and the Sitting fee for Corporate Social Responsibility Committee has been waived by the Directors.						

Notice (contd.)

Besides this the Independent Directors are reimbursed with expenses incurred by them for attending the meetings of the Board and its Committees.

For the past three financial years, Independent Directors have been paid commission of ₹ 6,00,000/- (Rupees six lakhs only) per annum (prorated as per the tenure of Director) per Independent Director.

Proposed Commission to Independent Directors for financial year 2020-21:

Considering the increased responsibilities and duties of the Independent Directors, for financial year 2020-21, the Board has, basis recommendation of the NRC, approved payment of commission of ₹ 6,60,000/- (Rupees six lakhs sixty thousand only) per Independent Director (increase of modest 10% over commission paid last year). The said Commission would be paid subject to and post receipt of the approval of the Members of the Company at the 14th AGM.

The Members are further informed that the annual remuneration paid to a single Non-Executive Director has not exceeded 50% of the total annual remuneration payable to all the Non-Executive Directors during the financial year 2020-21.

The Non-Executive and Non-Independent Directors of the Company have not been paid any commission, sitting fees or re-imbursement of expenses for attending meetings of the Board of Directors and its Committees during the financial year 2020-21.

3. Recognition or awards	Refer detailed profile of the Independent Directors given in the Annual Report and should be read as part of this explanatory statement.
4. Job profile and suitability	The Directors of the Company play an important role in the sustainable growth, attaining the overall strategic goals of the Company and ensure adoption of good governance practices. The Independent Directors of your Company bring with them significant professional expertise and rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. They actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.
5. Remuneration proposed	Remuneration including profit related commission up to a maximum of ₹10,00,000/- per Independent Director, per annum effective 1 st April, 2020.
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, scale of operations, performance and the business of the Company, the diverse mix of skills, expertise, acumen the Independent Directors bring, and the external business environment, the increased responsibilities and duties of the Independent Directors under the Act and the SEBI Listing Regulations, the remuneration proposed to be paid is commensurate. The ratio of remuneration of the Independent Directors (associated for the full financial year 2020-21) to median remuneration of the permanent employees of the Company for the financial year 2020-21 was 1.82.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides drawing remuneration as stated above, Independent Directors of your Company do not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel of the Company.

III. Other information:

Reasons of loss or inadequate profits	Not applicable, as the Company has posted a PBT of ₹ 32.64 crores during the year ended 31 st March, 2021.
Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits.
Expected increase in productivity and profits in measurable terms	

IV. Disclosures:

All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director;	Disclosures in detail are stated in the resolution at Item no. 9 of this Notice and this explanatory statement.
Details of fixed component, and performance linked incentives along with the performance criteria;	Independent Directors have not been paid any severance fees, not been granted with any stock options/ RSUs nor received any performance linked pay or incentives.
Service contracts, notice period, severance fees; and	The appointment of Independent Directors on the Board of the Company is a contract for service and not a contract for employment. The terms and conditions of appointment of Independent Directors are uploaded on the website of the Company and can be accessed from the weblink: https://mahindralogistics.com/disclosures/ .
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.	

Save and except for Independent Directors of the Company, and their respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

The Board recommends passing of the Special Resolution for payment of remuneration to the Independent Directors of the Company as set out at Item No. 9 of the accompanying Notice for approval of the Members of the Company.

All relevant documents and papers relating to Item No. 9 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to cs.mll@mahindra.com.

Item Nos. 10 and 11

To approve variation in the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 to extend its benefits to the employees of the Subsidiary Company(ies) of the Company and approve grant of RSUs to the employees of the Subsidiary Company(ies) of the Company.

Background

The Members of the Company by way of Special Resolutions passed at the 11th Annual General Meeting ("AGM") held on 2nd August, 2018 inter alia approved implementation of the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 ("RSU Plan 2018") and grant, issue, and allotment from time to time of up to 10,50,000 Restricted Stock Units ("RSUs") to eligible employees of the Company and the Holding Company of the Company.

Further the Members by Special Resolution passed at the 12th AGM held on 1st August, 2019 approved grant, issue and allotment of up to 80,000 RSUs (in any one financial year and in aggregate) to the Non-Executive Non-Independent Directors of the Company within the overall pool of 10,50,000 RSUs approved by the Members on 2nd August, 2018.

The total RSU Pool approved and balance RSUs available for grant is as under:

Particulars	Details
Total RSU Pool approved by the Members (in nos.)	10,50,000
No. of equity shares in the paid-up capital of the Company as on 31 st March, 2021	71,670,340
Total RSU Pool as a percentage of the Share capital of the Company as on 31 st March, 2021	1.47%
RSUs available for future grants as on 31 st March, 2021	2,05,969
Proposed RSU grant to employees of Subsidiary Companies	Up to 5% of the approved RSU Pool (constituting 0.07% of paid-up share capital of the Company as on 31 st March, 2021)

As on 31st March, 2021, the Company has granted 12,000 RSUs to certain employees of Holding Company of the Company who were associated in propelling the performance of the Company. Other details of RSUs exercised and outstanding, granted to senior management personnel of the Company, etc. as on 31st March, 2021 can be accessed from the ESOP Disclosure uploaded on the website of the Company at the weblink: <https://mahindralogistics.com/financial-information/>.

Details of the Subsidiaries of the Company as on 31st March, 2021 are given below:

Names of Subsidiaries (Unlisted)	Nature of business	Company's holding	Financial performance of the Subsidiaries	Contribution to the Company's total Consolidated Revenue	Permanent Employee Strength
Lords Freight (India) Private Limited	An international freight forwarding service provider	99.05%	Total Revenue: ₹ 299.42 crores Profit after Tax: ₹ 6.55 crores	9.12%	142
2x2 Logistics Private Limited	An automotive outbound logistics solutions provider	55.00%	Total Revenue: ₹ 36.61 crores Net Loss: ₹ 2.63 crores	1.12 %	22

None of the Promoters or Directors of the Company hold any equity shares in the Subsidiaries of the Company as on 31st March, 2021.

Notice (contd.)

Details of Variation to RSU Plan 2018

Full extract of the specific clauses of the RSU Plan 2018 that are proposed to be amended is given in Special Resolution at Item no. 10 of this Notice with insertions/amendments underlined. The amendments have been made to give effect to the proposal of extending the benefits of the RSU Plan 2018 to the employees of the Subsidiary Companies of the Company. Apart from the amendments and variations proposed, all other terms and conditions of the RSU Plan 2018 as approved by the Members at the AGMs held on 2nd August, 2018 and 1st August, 2019, shall remain unchanged. The terms of RSU Plan 2018 as amended from time to time shall mutatis mutandis apply to employees of the Subsidiaries of the Company.

The select/key employees of the Subsidiary Companies, to whom RSUs would be granted under the RSU Plan 2018 would be the beneficiaries of the variation. The variations proposed are not detrimental to the interest of the employees of the Company.

Consequent to the aforesaid variation, necessary amendments/changes would be made appropriately in the RSU Plan 2018.

Rationale and Proposal

Stock options have long been recognized as an effective instrument to align the interest of employees with those of the company and its shareholders, providing an opportunity to employees to share the growth of the company, and to create long-term wealth in the hands of the employees. It creates a sense of ownership between the company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholders value while attracting and retaining qualified, talented and competent workforce. As the global business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company and its Subsidiaries.

Considering the contribution of the Subsidiaries of the Company in sustaining the overall growth of the Company and with an objective to attract, retain and motivate talented, critical and key employees of the Subsidiaries; encourage them to align their individual performance with the Company's vision and purpose; reward their performance with ownership in proportion to their contribution to the Company at a consolidated level, the Board, basis recommendation of the NRC, considered it appropriate to extend the benefits of the RSU Plan 2018 to the employees of the Subsidiary Company(ies) of the Company of such quantum not exceeding 5% of the overall RSU Pool approved by the Members. The Subsidiaries of the Company do not have their own ESOP Plan, which are operative as on date.

It is proposed to grant RSUs to select/key employees of Subsidiary Company(ies) on similar vesting criteria as applicable to the existing senior management of the Company i.e. 30% Time-based vesting and 70% Company Performance-based Vesting to ensure alignment of interests between the employees

of the Subsidiaries and the Shareholders of the Company. The Performance based vesting would be linked to the Company's Consolidated performance on financial parameters viz. Revenue, PAT and Free Cash Flow as approved by the NRC

The selection parameters for grant of RSUs that would be determined by NRC would include qualification and expertise, tenure of association, critical position held, performance evaluation and ratings, potential to play a key role in driving growth of the respective Subsidiary and in turn contribute to growth of the Company at consolidated level, thereby maximizing the return for the Shareholders.

The quantum of RSUs proposed for eligible employees of the Subsidiary companies is commensurate with the growth in the profits and operations of the Company and the respective Subsidiaries and the contribution of the respective Subsidiary to the overall Revenue and profits of the Company at a consolidated level.

Disclosures pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015 and the Companies Act, 2013 are as under:

Main features of the RSU Plan 2018 (as amended to include Subsidiary Companies)

A. Brief Description of the Plan:

Keeping in view the aforesaid objectives, the RSU Plan 2018 contemplates grant of RSUs to the eligible employees of the Company and of its Holding Company and Subsidiary Company(ies). After vesting of RSUs, the eligible employees earn a right (but not obligation) to exercise the vested RSUs within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The NRC shall act as Compensation Committee for the administration of RSU Plan 2018. All questions on interpretation of the RSU Plan 2018 shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in RSU Plan 2018.

B. Total number of RSUs to be granted:

The total number of RSUs to be granted under the RSU Plan 2018, in one or more tranches to the eligible employees of the Company and of its Holding company and Subsidiary company, shall not exceed the aggregate limit of 10,50,000 (Ten lakhs fifty thousand) RSUs, in one or more tranches, as prescribed under RSU Plan 2018. Each option when exercised would be converted in to one equity share of ₹ 10/- (Rupees ten only) each fully paid-up.

Further, a sub limit of 5% of the overall RSU Pool approved by the Members would be applicable for grant of RSUs to the employees of Subsidiary(ies) of the Company.

Within the overall limit of RSU Pool, the Non-Executive Non-Independent Directors of the Company are allocated up to 80,000 (Eighty thousand) RSUs in aggregate, pursuant to approval of the Members vide Special Resolution dated 1st August, 2019.

Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, changes in capital structure, merger, sale of division/undertaking etc., a fair and reasonable adjustment needs to be made to the RSUs granted. In this regard, the NRC shall adjust the number and price of the RSUs granted in such a manner that the total value of the RSUs granted under the RSU Plan 2018 remain the same after any such corporate action. Accordingly, if any additional RSUs are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 10,50,000 (Ten lakhs fifty thousand), shall be deemed to be increased/modified to the extent of such additional RSUs issued.

C. Identification of classes of employees entitled to participate in the RSU Plan 2018:

All permanent employees and Directors (hereinafter referred to as "employees") of the Company including that of its Holding Company and Subsidiary Company shall be eligible subject to determination or selection by the NRC. Following classes of employees/Directors are eligible being:

- i. a permanent employee of the Company who has been working in India or outside India;
- ii. a director of the Company, whether a whole-time director or not
- iii. an employee as defined in clause (i) or (ii) of a Holding Company or Subsidiary Company of the Company.

But does not include—

- (i) an employee who is a Promoter or person(s) belonging to the Promoter Group; or
- (ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; or
- (iii) An independent director within the meaning of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)

D. Requirements of Vesting and period of Vesting:

All the RSUs granted on any date shall vest not earlier than minimum of 1 year and not later than a maximum of 5 years from the date of grant of RSUs as may be determined

by the NRC. The NRC may extend, shorten or otherwise vary the vesting period from time to time, subject to these minimum and maximum vesting period.

The vesting dates in respect of the RSUs granted under the RSU Plan 2018 shall be determined by the NRC and may vary from employee to employee or any class thereof and/or in respect of the number or percentage of RSUs to be vested.

RSUs shall vest essentially based on continuation of employment/service as per requirement of SEBI SBEB Regulations. Apart from that the NRC may prescribe achievement of any performance condition(s) for vesting.

In a case where RSUs are granted by the Company under RSU Plan 2018 in lieu of RSUs held by the same person under an Employees Stock Option Scheme in another company, which has merged or amalgamated with the first mentioned company, the period during which the RSUs granted by the merging or amalgamating company were held by him shall be adjusted against the minimum vesting period required under this clause.

E. Maximum period within which the RSUs shall be vested:

All the RSUs granted on any date shall vest not later than a maximum of 5 years from the date of grant of RSUs as stated above.

F. Exercise price or pricing formula:

The exercise price per option shall be the face value of the equity shares of the Company i.e. ₹10/- (Rupees ten only).

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of 1 year from the date of respective vesting or such other shorter period as may be decided by the NRC from time to time.

The vested option shall be exercisable by the option grantees by making a written application to the Company expressing his/her desire to exercise such RSUs in such manner and on such format as may be prescribed by the NRC from time to time. Exercise of RSUs shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The RSUs shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the RSU Plan 2018:

The appraisal process for determining the eligibility shall be decided from time to time by the NRC. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, his/her future potential, critical position, performance evaluation, performance linked parameters, etc.

Notice (contd.)

I. Maximum number of RSUs to be issued per employee and in aggregate:

The maximum number of RSUs under the RSU Plan 2018 that may be granted to each Employee of the Company or of the Holding Company or subsidiary companies in any year shall in aggregate not exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions, if any) of the Company at the time of grant of Option.

J. Maximum quantum of benefits to be provided per employee under the RSU Plan 2018:

Apart from grant of RSUs as stated above, no monetary benefits are contemplated under the RSU Plan 2018.

K. Route of RSU Plan 2018 implementation:

The RSU Plan 2018 shall be implemented and administered directly by the Company.

L. Source of acquisition of shares under RSU Plan 2018:

The RSU Plan 2018 contemplates issue of new equity shares/primary shares by the Company.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present RSU Plan 2018.

N. Maximum percentage of secondary acquisition:

This is not relevant under the present RSU Plan 2018.

O. Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share based Payments and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India ("ICAI") from time to time, including the disclosure requirements prescribed therein. In case, the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by the ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.

P. Method of option valuation:

The Company shall adopt 'fair value method' for valuation of RSUs as prescribed under Guidance Note or under any Accounting Standard, as applicable, notified by appropriate authorities from time to time.

Q. Declaration:

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Mr. Rampraveen Swaminathan the Managing Director & CEO and Mr. Yogesh Patel, Chief Financial Officer of the Company, may be deemed to be concerned or interested, to the extent of their Non-Executive Directorships in the Subsidiaries of the Company, and to the extent of shareholding held by them or their relatives, if any, in the Company. None of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 10 and 11 of the Notice.

As per the Regulations 6 and 7 of the SEBI SBEB Regulations, variation to the terms of the Employee Stock Scheme requires the approval of Members by way of a Special Resolution and an approval through a separate Special Resolution is also required to be passed if the benefits of stock option schemes are to be extended to employees of the holding company and the subsidiary company. The Board recommends passing of the Special Resolutions as set out at Item Nos. 10 and 11 of the accompanying Notice for approval of the Members of the Company.

Copy of the amended RSU Plan 2018 and all relevant documents and papers relating to Item Nos. 10 and 11 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to cs.mll@mahindra.com.

**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

Place: Mumbai

Date: 29th April, 2021

ANNEXURE TO THE NOTICE OF 14TH AGM

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

Resolution	Item No. 5 To appoint Dr. Anish Shah as a Non-Executive Director of the Company	Item No. 6 To appoint Mr. Amit Kumar Sinha as a Non-Executive Director of the Company	Item No. 7 To re-appoint Mr. Darius Pandole as an Independent Director of the Company	Item No. 8 To re-appoint Mr. Ranu Vohra as an Independent Director of the Company
Name of Director	Dr. Anish Shah	Mr. Amit Kumar Sinha	Mr. Darius Pandole	Mr. Ranu Vohra
Director Identification Number (DIN)	02719429	09127387	00727320	00153547
Nationality	USA	Indian	Indian	Indian
Date of first appointment on the Board	2 nd April, 2021	29 th April, 2021	25 th July, 2017	25 th July, 2017
Tenure with the Company (up to 29 th April, 2021)	1 month	Not Applicable since joined on 29 th April, 2021	3 years nine months	3 years nine months
Age	51 years	47 years	55 years	49 years
Capacity/Position	Chairman and Director (Non-Executive, Non-Independent)	Director (Non-Executive, Non-Independent)	Independent Director	Independent Director
List of Directorships* (as on 29 th April, 2021)	1. Mahindra & Mahindra Limited (MD & CEO) (L) 2. Mahindra & Mahindra Financial Services Limited (C and NED) (L) 3. Mahindra Lifespace Developers Limited (NED) (L) 4. Mahindra Holidays & Resorts India Limited (NED) (L) 5. Tech Mahindra Limited (NED) (L) 6. New Democratic Electoral Trust (NED) 7. Mahindra Logistics Limited (C and NED) (L)	1. Mahindra & Mahindra Financial Services Limited (NED) (L) 2. Mahindra Logistics Limited (NED) (L) 3. Fifth Gear Ventures Limited (NED) 4. Mahindra Electric Mobility Limited (NED) 5. Mahindra First Choice Wheels Limited (NED)	1. Fairchem Organics Limited (ID) (L) 2. Mahindra Logistics Limited (ID) (L) 3. Credibility Financial Services Private Limited (NED) 4. JM Financial Asset Management Limited (NED) 5. The Cricket Club of India Limited (NED)	1. Avendus Capital Private Limited (ED) 2. Avendus PE Investment Advisors Private Limited (NED) 3. Avezo Advisors Private Limited (NED) 4. Ocean Dial Asset Management India Private Limited (NED) 5. Avendus Capital Asset Management (UK) Limited (NED) 6. Mahindra Logistics Limited (ID) (L)
Audit Committee*	Mahindra & Mahindra Financial Services Limited (M)	Mahindra Electric Mobility Limited (C)	1. Mahindra Logistics Limited (M) 2. Fairchem Organics Limited (M)	-
Nomination and Remuneration Committee	1. Mahindra & Mahindra Financial Services Limited (M) 2. Mahindra Holidays & Resorts India Limited (M) 3. Mahindra Lifespace Developers Limited (M) 4. Mahindra Logistics Limited (M)	Mahindra First Choice Wheels Limited (C)	1. Mahindra Logistics Limited (C) 2. Fairchem Organics Limited (M)	Mahindra Logistics Limited (M)

Resolution	Item No. 5 To appoint Dr. Anish Shah as a Non-Executive Director of the Company	Item No. 6 To appoint Mr. Amit Kumar Sinha as a Non-Executive Director of the Company	Item No. 7 To re-appoint Mr. Darius Pandole as an Independent Director of the Company	Item No. 8 To re-appoint Mr. Ranu Vohra as an Independent Director of the Company
Risk Management Committee	1. Mahindra & Mahindra Limited (C) 2. Tech Mahindra Limited (M)	-	JM Financial Limited (M)	Mahindra Logistics Limited (M)
Stakeholders' Relationship Committee*	Mahindra & Mahindra Limited (M)	-	1. Mahindra Logistics Limited (C) 2. Fairchem Organics Limited (M)	-
Corporate Social Responsibility Committee	Mahindra & Mahindra Limited (M)	-	JM Financial Asset Management Limited (M)	1. Mahindra Logistics Limited (C) 2. Avendus PE Investment Advisors Private Limited (C) 3. Avendus Capital Private Limited (M)
Other Committees	1. Strategic Investment Committee - Mahindra & Mahindra Financial Services Limited (M) 2. Investment Committee - Tech Mahindra Limited (M) 3. Loans & Investment Committee - Mahindra & Mahindra Limited (M) 4. Sale of Assets Committee - Mahindra & Mahindra Limited (M) 5. Loans & Investments Committee - Mahindra Lifespace Developers Limited (M)	-	1. Investment Committee - Mahindra Logistics Limited (C) 2. Investment Advisory Committee - JM Financial Asset Management Limited (M) 3. Investment Committee (M) and Swimming Committee (VC)- The Cricket Club of India Limited	-
Last drawn remuneration (including sitting fees and commission) from the Company	Nil	Nil	Remuneration Sitting fees Commission (of FY 2019-20 paid in FY 2020-21)	Remuneration Sitting fees Commission (of FY 2019-20 paid in FY 2020-21)
			10.05 6.00	6.90 6.00
Terms and Conditions of appointment, details of remuneration to be paid, nature of expertise in functional areas	As stated in the explanatory statement (Item no. 5) of this Notice.	As stated in the explanatory statement (Item no. 6) of this Notice.	As stated in the explanatory statement (Item no. 7) of this Notice.	As stated in the explanatory statement (Item no. 8) of this Notice.

Resolution	Item No. 5 To appoint Dr. Anish Shah as a Non-Executive Director of the Company	Item No. 6 To appoint Mr. Amit Kumar Sinha as a Non-Executive Director of the Company	Item No. 7 To re-appoint Mr. Darius Pandole as an Independent Director of the Company	Item No. 8 To re-appoint Mr. Ranu Vohra as an Independent Director of the Company
Number of meetings attended during financial year 2020-21	Not applicable since appointed on 2 nd April 2021	Not applicable since appointed on 29 th April 2021	Board 8 attended out of 8 held (100%) Audit 4 attended out of 4 held (100%) NRC 5 attended out of 5 held (100%) SRC 2 attended out of 2 held (100%) Investment Committee 1 attended out of 1 held (100%) ID 2 attended out of 2 held (100%)	Board 7 attended out of 8 held (87.50%) RMC 1 attended out of 1 held (100%) NRC 4 attended out of 5 held (80%) CSR 2 attended out of 3 held (67%) ID 2 attended out of 2 held (100%)
Relationship with other Directors/ Key Managerial Personnel ("KMP")	He is not related to any other Director/KMP of the Company.	He is not related to any other Director/KMP of the Company.	He is not related to any other Director/KMP of the Company.	He is not related to any other Director/KMP of the Company

* As on date of this Notice, Directorships and Committee positions held by the above Directors are within the applicable limits prescribed under Section 165 of the Act and Regulation 26 of the SEBI Listing Regulations.
NED=Non-Executive Non-Independent Director; ID=Independent Director; L= Listed Company; C=Chairman; M=Member; VC=Vice Chairman.

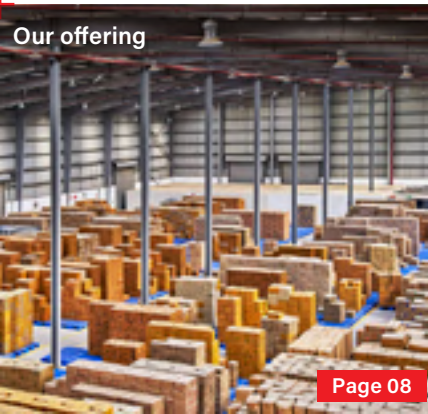
INFORMATION AT A GLANCE FOR THE SHAREHOLDERS FOR THE 14TH ANNUAL GENERAL MEETING OF THE COMPANY

Particulars	Details		
14th Annual General Meeting (“AGM”)			
Day, date and time and mode of convening of the AGM	Tuesday, 27 th July, 2021 at 3:30 p.m. (IST) through Video Conferencing (“VC”) / Any Other Audio Visual Means (“OAVM”)		
Cut-off date to determine Shareholders eligible to vote and attend the AGM and receive dividend, if declared	Tuesday, 20 th July, 2021		
Electronic voting	Commencement of Remote e-voting	Conclusion of Remote e-voting	E-voting during the AGM
	Thursday, 22 th July, 2021, 9:00 a.m. (IST)	Monday, 26 th July, 2021, 5:00 p.m. (IST)	Tuesday, 27 th July, 2021, 3.30 p.m. (IST) onwards (on announcement by Chairman)
Link and Instructions for e-voting and attending the AGM through VC/OAVM	For all Shareholders through NSDL Portal	https://www.evoting.nsdl.com	
	For Individual Shareholders holding shares in demat mode with NSDL	https://eservices.nsdl.com	
	For Individual Shareholders holding shares in demat mode with CDSL	https://web.cdslindia.com/myeasi/home/login	
	Detailed instructions for e-voting and attending the AGM is provided in Notes to the Notice. Members can log in for the AGM from 3:00 p.m. (IST) onwards.		
Registration as Speaker Shareholder at the AGM	E-mail to cs.mll@mahindra.com before 25 th July, 2021, 3:30 p.m. (IST) mentioning DP ID and Client ID / Folio No. and registered mobile number.		
Update/register e-mail address and contact details to receive AGM Notice, instructions for e-voting and participation in AGM			
Web-portal	Click on link: https://linkintime.co.in/EmailReg/Email_Register.html select the Company name viz. Mahindra Logistics Limited and submit the form after filling the details prompted therein.		
Physical Shareholders	Write an e-mail with request letter mentioning name, folio number and sending scanned copy of self-attested PAN and scan copy of share certificate to Link Intime at rnt.helpdesk@linkintime.co.in or use above web-portal link.		
Demat Shareholders	Connect with your respective Depository Participants or use the above web-portal link.		
Queries for participation in AGM or e-voting or for technical assistance	Contact: Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager at: Toll free nos.: 1800 1020 990 or 1800 22 44 30 E-mail: evoting@nsdl.co.in or amitv@nsdl.co.in or pallavid@nsdl.co.in Kindly quote your name, DP ID-Client ID/Folio no. and the Company's E-voting Event Number (116198) in all your communications.		
Final Dividend for financial year 2020-21			
Final Dividend recommended by Board	₹ 2.50/- per equity share of ₹ 10/- each (25%)		
Dividend Payment Date	On or after Wednesday, 28 th July, 2021		
Book Closure Dates	Wednesday, 21 st July, 2021 to Tuesday, 27 th July, 2021 (both days inclusive)		
Information of Taxation on Dividend	To receive dividends directly into the registered Bank accounts and to ensure levy of applicable TDS rates as prescribed, Members are requested to on or before 20 th July, 2021: a. update their records viz. PAN, Bank Account details, 9 Digit MICR and 11 digit IFSC Code, e-mail address, Mobile Nos.; b. Ensure their PAN and Aadhar is linked; c. Ensure that Return of Income for each of the two preceding financial years is filed with the income tax authorities in case aggregate of tax deducted at source is ₹50,000/- or more in each of these two financial years (for Indian residents); d. Verify their residential status and category of holding with their respective Depository Participants or with the Company and submit tax declarations as applicable at the web-portal: https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html For more information and Frequently Asked Questions on the detailed tax rates applicable and the documents to be submitted for availing applicable tax rates/DTAA benefits, Members are requested to visit the Company’s website at: https://mahindralogistics.com/shareholder-information		

Reimagine



WHAT'S INSIDE



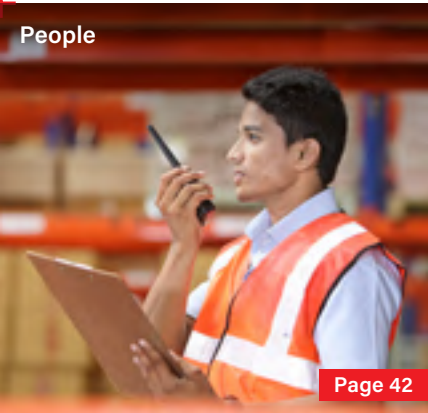
Our offering

Page 08



Reimagining Mobility

Page 14



People

Page 42

FINANCIAL METRICS FY21

₹3,264 cr
Total revenue

₹152 cr
EBITDA

₹29 cr
PAT

₹4.19
Basic EPS

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Reimagine...

We continuously reimagine every aspect of our business, as we strive to serve our customers better and the entire ecosystem of our stakeholders, as we seek inclusive growth. We set for ourselves high benchmarks to pave way for new industry trends.

Reimagining a sustainable future for logistics in India and our expanding role in it is both our priority and commitment. With best-in-class technology, we are helping enhance the ease of doing business and empower all our stakeholders to RISE.

We continue to deliver on our commitments to customers, invest in upskilling and supporting our people and partners, and ensure the wellbeing of the communities we work with. Through our services, operations and community initiatives, we are reimagining a bright and sustainable future for all.

There are huge unexplored possibilities in our key markets. Equally, there are new challenges to be addressed every day. This calls for reimagining and innovation at every step. That is what we do best at Mahindra Logistics.

Reimagining Indian Logistics and Mobility through Strong Foundation

- ♦ Legacy, values, governance and culture
- ♦ Acquisition of clients from diverse industries
- ♦ State-of-the-art technology and innovation

Read more 06

Redefining our Performance

- ♦ Strategic objectives
- ♦ Commitment to deliver
- ♦ Close monitoring of our operations' impact
- ♦ Continuous focus non-financial performance. Endeavour to improve non-financial performance

Read more 18

OUR GOVERNING PIVOTS

Re-evaluating the Value we Create

- ♦ Operational excellence
- ♦ Focus on digital transformation
- ♦ Building an inclusive and diverse work environment
- ♦ Robust risk management

Read more 24

Reassessing our ESG Performance

- ♦ Reducing our carbon footprint
- ♦ Employee empowerment
- ♦ Upliftment of communities
- ♦ Best corporate governance practices

Read more 40

CORPORATE IDENTITY

Transformation for us Begins with Reimagining

We have always challenged the status quo to reimagine our brand and the solutions that we offer in line with our customer’s aspirations and the broad industry trends. The result is that we have emerged as India’s leading third-party logistics (3PL) solutions provider, offering a wide array of bespoke, technology-enabled integrated logistics solutions and corporate mobility services.

Our business is not only supported by a wide array of offerings, but also enabled by our extensive network of strategically located warehouses and our pan-India transportation network.

Our two business segments – Supply Chain Management and Enterprise Mobility - serve over 400 marquee customers across various industries. We are an end-to-end 3PL logistics solutions provider; from looking after shipping the components to the manufacturing plant, to storing them and getting them to the assembly line, finally bringing the product to the market. We also offer integrated employee transportation solutions to enterprises through our Enterprise Mobility business.

Our unique asset-light business model and our continued commitment to reimagine and innovate form the cornerstones of every strategic decision we make. By integrating technology into our supply chain solutions, we ensure high levels of visibility, efficiency and responsiveness to everchanging needs. With a target of achieving carbon neutrality by 2040, we are finding ways to sustainably reimagine our offerings to meet our rapidly evolving markets and expectations.

Throughout the COVID-19 pandemic we have been true to our core purpose, proving our operating resilience and leveraged our competencies to bring positive change to the communities we operate in.



OUR VISION

RISE to be a **₹10,000 crore** Logistics Service Provider by FY26, delivering exceptional customer experience through differentiated, technology-enabled solutions

Be among the **10 most-admired global logistics companies** by the year 2030

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 99.05% subsidiary of the Company, established in 2011, offers world-class 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. Present across nine prominent cities in India, 50+ trade lanes globally and 100+ network partners, LORDS is expanding its reach 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 has partnered with IVC Logistics Limited (IVC) in 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/assembly locations to stockyards or directly to the distributors through specially designed vehicles. It owns and operates over 150 vehicle carriers and has Mahindra Logistics as its primary customer.



Transtech Logistics Private Limited

Transtech Logistics (ShipX), a technology start-up, launched in 2008, 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 provides solutions that ensure better visibility and control of operations across the network of transportation businesses, including their branches, franchise locations and customer branches. The Company holds a stake of 39.79% in Transtech Logistics.

HIGHLIGHTS OF THE YEAR

The Year in Retrospect

Resilient
Performance

- ♦ Significant growth witnessed in integrated warehousing, freight forwarding, distribution and our value-added services
- ♦ Focused on transforming our transportation capabilities, developing and implementing core operating technology
- ♦ Significantly expanding our Build to Suit (BTS) warehousing network, a series of very large multi-user complexes
- ♦ Launched 'EDel', an electric vehicle service for last mile delivery to cater to growing demands especially from the E-commerce, Consumer and Freight Forwarding verticals
- ♦ Effective mitigation of first wave of COVID-19 through strict safety protocols and online training sessions
- ♦ The Board of Directors have recommended an increased dividend of 25% (₹2.50 per share)

₹2.50

Dividend per share-
recommended for FY 21

Sustaining
Growth

- ♦ Witnessed a record growth of 38% in the E-commerce business 20% in the consumer business 49% in the freight forwarding business
- ♦ Revenue from warehousing services and solutions grew 12% with continued focus on solutions-led approach and integration with distribution and last mile delivery

38%

Growth in the
E-commerce business

20%

Growth in the
consumer business

49%

Growth in the freight
forwarding business

Operational
Excellence

- ♦ One of the first 3PL companies in India to achieve an Integrated management System (IMS) certification and completed IMS surveillance audit
- ♦ Established common operating systems through initiatives such as LIFE, PULSE, FOCUS and Centres of Excellence (COEs) across the country
- ♦ Undergoing a digital transformation through initiatives such as 'M-Safe' dashboard and augmented reality / virtual reality (AR/VR) fire safety training module

Diversity and
Equal Opportunity

- ♦ Implemented various initiatives under our five-year Diversity and Inclusion (D&I) road map, fostering a culture of equality and acceptance
- ♦ Implementing policies focussing on creating a diverse and inclusive environment with hiring differently abled people (PwDs) and people from the LGBTQ community
- ♦ 'Udaan' – A Second Career Programme for women
- ♦ V.E.E.R – A Veteran Employment Engagement and Retention Programme for Armed Forces Veterans in operations

Supporting
Communities

- ♦ Launch of Oxygen on Wheels (O2W) programme, a public service initiative to deliver oxygen cylinders to hospitals across different cities of India free of cost
- ♦ Free emergency cab service provided for senior citizens and pregnant ladies for vaccination and other medical services
- ♦ Supported our drivers financially during the pandemic through Helping our People during Emergencies (HOPE) initiative
- ♦ Transformed lives of 140,000+ people through our CSR activities on disaster management, community development initiatives and Nanhi Kali

OUR SOLUTIONS AND INDUSTRY COVERAGE

Reimagining our Business in Varied Ways

Being frontrunners in the logistics industry, we are constantly re-envisioning ways in which we can provide effective logistics solutions to our customers across our business segments of SCM and Enterprise Mobility.

Supply Chain Management (SCM)

We offer customised end-to end logistics solutions under our supply chain management business segment, that includes transportation and distribution, warehousing, in-factory logistics, fulfilment services, express, returns management and various value-added services to our customers. We are devoted to providing innovative and cost-efficient solutions to improve transparency and visibility for our clients and make the journey from supplier to factory to the end customer more efficient and reliable.



MAHINDRA LOGISTICS ADVANTAGE



Powered by Technological Transformation

- Automation of warehouse operations
- Telematics
- Compliance
- Portal for Business Associates
- TMS Dashboards for Greater Visibility
- NextGen Solution for Freight Forwarding
- Load optimisation and Route Planning,
- Tracking and vehicle health monitoring
- E-Way bill Automation
- Digitisation of HR Processes



Process led

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



Widespread Network

Extensive network of trusted partners and associates supporting transportation, warehousing assets and freight forwarding



Diversified Industry Experience

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



Compliance Management

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

OUR STRENGTHS

17+ mn sq ft
Warehousing space

10,000+
Vehicles deployed every month

16
Offices

500+
Client and operating locations

1,450+
Active business partners

50+
Stores and linefeed operations

300+
Customers

50+
Network Hubs



OUR SOLUTIONS AND INDUSTRY COVERAGE

OUR OFFERINGS

Warehousing



Warehousing services are offered in two ways, as a standalone service and as a part of our integrated logistics solutions. This service encompasses inventory control, order management, storage management and a variety of value-added services.

We manage a mix of built-to-suit, dedicated, and multi-user warehouses. We have deployed customised Material Handling Equipment (MHE) as well as extensive automation, and are proficient in managing both inbound to manufacturing as well as finished goods distribution warehousing.

Our strategically located stockyards across the country consist of large format multi-user complexes in key locations, ensuring flexibility and scalability. We use best in class latest proprietary tools and technologies for improving productivity and increasing efficiency.

Transportation



Through our large and varied fleet of vehicles, from 1 tonne to ODC trailers, we are well positioned to cater to any transportation requirement across India. This includes backend information technology infrastructure, control tower operations and front-end technology that gathers information and report real time on key shipment data. Our transportation services primarily comprise:

- ◆ In-bound to Manufacturing
- ◆ Multi Modal and Intermodal Solutions
- ◆ Finished Vehicle Logistics (Auto Outbound)
- ◆ ODC and Project Cargo
- ◆ Express Logistics
- ◆ Last mile delivery
- ◆ Control Tower enabled Distribution Solutions

In-factory Logistics



These services are specially customised to each specific plant and we take over all non-production activities. Through our Stores and Line Feeding (SLF) offerings, we provide:

- ◆ In-factory or external storage and inventory control
- ◆ 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

Fulfilment Logistics



Our fulfilment and distribution solutions are created specifically to cater to the needs of customers who seek world-class and on-time order fulfilment with the greatest reliability and accuracy.

Right from warehouse management to regional distribution centre operations, secondary and last-mile delivery, we take care of it all. We also manage OTIF (On-Time-In-Full) and complete inventory control, all at market-leading costs, enabled by utilising the finest technology in the industry today.

Freight Forwarding



Our offerings also include freight forwarding services, through our subsidiary LORDS. LORDS' strong global network and partnerships allow us to offer a full suite of international forwarding solutions:

- ◆ Air freight and ocean freight operations - Inbound and Outbound
- ◆ Customs brokerage operations
- ◆ Project Management Office (PMO) support in critical implementations
- ◆ Full Container Load (FCL) and Less than Container Load (LCL) services

OUR SOLUTIONS AND INDUSTRY COVERAGE

INDUSTRIES WE SERVE

Automobile 	Engineering 	Consumer 
- Fully integrated solutions spanning Multi-modal transportation – Inbound & Outbound, Warehousing solutions, Stores and Linefeed services, Yard management, Just-in-Time services, Spare part and Aftermarket logistics - Industry expertise, extensive partner network and state of the art technology - Major investments in technology and skill building - Optimisation of cost, quality and inventory for some of the largest OEMs spanning across sub-segments of Auto such as 2-wheeler, 4-wheeler, Heavy Vehicles, Tractor and farm, Auto Components, Auto Aftermarket and Spares etc. with presence and customers all over India	- Integrated solutions encompass everything from inventory control, inbound to manufacturing, production support and lean warehousing - Expertise panning across segments like capital goods, heavy machinery/ equipment, light engineering products such as castings, forgings, power generation and transmission equipment, ferrous and non-ferrous metal products and parts etc. with footprints pan-India - Focus on optimisation and global best practices	- Extensive distribution network across the country - Integrated approach from design to delivery; managing warehousing and distribution centres, secondary and last mile delivery, all based on re-designed network optimised for the FMCG, Consumer Durables and large retailers - Network redesign and optimisation - Omni-Channel Solutions - White Label Fulfillment

Pharma 	Telecom 	E-commerce 
- Supply chain solutions spanning borders, maintaining global quality standards and the strict regulatory compliances - Designing and managing both cross-border and domestic supply chains across MNC and Indian pharma Cos - Temperature controlled and ambient logistics solutions	- Wide array of solutions across the country that helps network operators of large telecom firms in India to run smoothly - Offer storage, distributions and returns, to highly specialised and technical offerings such as maintenance, network expansion and critical parts delivery - High Adherence to Quality, Safety and Compliances - Maintenance of Infrastructure	- Largest partners of the E-commerce industry understanding scalability, flexibility and focus on customer experience - Offer storage and processing, automation and robotics, transportation, returns processing and last mile delivery and last-mile deliveries, we provide end-to-end solutions with the highest levels of performance and reach - Last mile deliveries on EVs (EDel)

Commodities

- Maximising efficiency and optimising cost with a blend of network redesign in telematics and transportation management systems
- Control tower operations unlock significant total logistics cost benefits to a wide range of industries

TECHNOLOGIES WE DEPLOY

- With the latest and proprietary technology, we improved our productivity and increased efficiency through:
- Transport Management Solutions (TMS) system
 - Warehouse Management Solutions (WMS) system
 - Warehouse automation
 - Solution, design, network optimisation and layout optimisation software
 - Automated KPIs reporting and MIS dashboards
 - Control Tower support for tracking and visibility
 - EDel – last mile fleet management
 - App based delivery technology
 - Integration with customers systems



OUR SOLUTIONS AND INDUSTRY COVERAGE

Enterprise Mobility Services (EMS)

Alyte', our Enterprise Mobility business, offers employee mobility services across major Indian cities with an emphasis on safety and cost. Alyte offers end to end employee transportation services right from daily pick-up-drop to on-call services for varied industries including – IT, ITeS, business process outsourcing, financial services, consulting and manufacturing.

We have a large and diverse fleet of small and mid-sized vehicles, sports utility vehicles (SUVs), Electric Vehicles (EVs) and buses, all provided by a network of business associates. We cater to the transport needs of enterprises offering the best-in-class, safe, cost effective and reliable solutions.

MAHINDRA LOGISTICS ADVANTAGE



Expanding Horizons across India

With multi-service, multi-city presence



Keeping track 24x7

Of our vehicle fleet through Control Tower Operations (CTO)



Use of Dashboard Analytics

To analyse vehicle performance and track the fleet



Technology Driven and Transparent Operations

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



Underpinned by Safety and Compliance

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



EV Ecosystem

Deployed charging infrastructure across locations to support clean and green mobility



OUR STRENGTHS

200+

Operating locations across India

12 cities

Presence across India

5,500+

Vehicles deployed per day

6,000+

Drivers

50,000+ people

Experience our service everyday

OUR OFFERINGS

Employee Transportation Services

We provide ease and comfort to our customer and employees for their daily commute.

- 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

Enterprise Oncall Services

We offer chauffeur-driven car rental services, giving our customers the best in terms of reliability, safety and quality.

- Well-maintained and young fleet
- Extremely well trained and groomed chauffeurs
- Mobile-based app for the entire process – from booking to billing
- 24X7 customer care
- Flexible customised packages on need
- Personal travel packages

Event Transportation Services

We ensure comfortable travel for our customers, assisting them in planning, scheduling and operating charter buses, luxury coaches, luxury and premium cars for events, exhibitions and occasions.

TECHNOLOGIES WE DEPLOY

- Dashboard Analytics – to analyse vehicle performance & track the fleet
- Real time optimisation of routes and vehicles
- Control Tower Operations (CTO) for tracking and safety 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

OUR SOLUTIONS AND INDUSTRY COVERAGE

Reimagining Mobility

The world as a whole is moving towards a clean and green Electric Future. We are committed to converting our entire last mile fleet to EV's.

EVS FOR CARGO MOBILITY

EDel - Last mile delivery

We have introduced 'EDel', a last-mile cargo delivery service entirely operated on EVs with an aim to streamline B2C deliveries across the major cities in India. EDel is aimed at catering to the growing demand for E-commerce, consumer goods, pharma and retail clients. EDel promises to give our customers an edge in terms cost efficiency and sustainable operations.

We are one of the first movers in the EV cargo space, working closely with our customers, designing and operating in a high-tech environment, ensuring the very best delivery performance, cost efficiency and zero carbon footprint.

Currently EDel operates in 6 major Indian cities, including Mumbai, Pune, Bengaluru, New Delhi, Kolkata and Hyderabad. Our plan is to scale our fleet up to over 1000 EV's across 14 cities across India and target to bring about a transformation in the way distribution systems are built and managed.



EVS IN ENTERPRISE MOBILITY

In step with the broader national objective of making 30% of all vehicles electric in India by 2030, we have been replacing ICE vehicles in our EM business with EVs for the past two years.

Through our brand 'Alyte', we aim to provide technology driven EV ecosystems to corporates for employee transportation requirements. We hope to not only be green, but save costs and enhance service levels too.

GREEN FLEET ADVANTAGE



Connected

With telematics and intelligence energy management systems



Cost Effective

Low running cost powered by Lithium-ion batteries



Green Technology

Supported by Zero emissions and regenerative braking



Convenient

Direct drive transmission with fast charging and easy control



COVID-19 RESPONSE

Combating the Crisis

The world has been radically transformed by COVID-19, impacting economies, businesses, lives and livelihoods. The pandemic has also left its mark on some of our key end markets. We saw significant reduction and cessation of operations during the lockdown period with business gradually picking up momentum only in the second half of FY21.



Business Response

- Increased focus on accelerating customer acquisition
- Reworking supply contracts and driving cost reduction and productivity improvement across locations
- Undertook measures to improve liquidity by preserving cash and effectively managing working capital
- Focus on automation and technology to improve productivity and utilisation



People Response

- Implemented work from home for all employees across the Company during the lockdown
- Operating locations providing essential services were up and running, non-essential operations were shut during the lockdown phase, adhering to the various local and state government directives
- Established incident management teams, formulated 'return to work' protocols and rolled out Personal Protective Equipment across sites
- Initiated home counselling and home diagnostic medical facilities for employees and their families and also introduced a COVID-19 leave policy



Community Response

- Started an initiative called 'HOPE - Helping Our People during Emergencies' to provide financial assistance to our driver partners and launched a national helpline for employees and drivers
- As a part of immediate relief during the lockdown, we financially supported our driver's, also providing health insurance cover and leveraging government schemes and loans
- Ramped up access to healthcare by strengthening a healthcare network to aid families in need through digital channels

OUR STORIES OF CHANGE



Delivering Life- Critical Oxygen on Wheels

Oxygen on Wheels, a public service initiative by Mahindra Logistics was launched to provide transportation support for the delivery of oxygen cylinders to hospitals and other medical facilities. The service was launched in the challenging times when people in hospitals and COVID centres across India were in need of oxygen.

More than 100 vehicles were deployed across different cities in India - Mumbai, Nagpur, Nashik, Pune, Delhi, Hyderabad, Chennai, Punjab etc. More than 53,000 oxygen cylinders were transported as a part of this initiative.



Alyte Emergency Cab Service

Alyte free emergency cab service was launched across major Indian cities including Mumbai, Hyderabad, New Delhi, Chennai, Kolkata, Cochin etc. to provide transportation during COVID-19 lockdown.

This service was provided to senior citizens, pregnant women and people with disabilities who were in need of cabs to travel for vaccination or other medical appointments. This initiative was also extended to the front-line workers such as doctors and nurses among others.

CHAIRMAN'S STATEMENT

Reimagining Ourselves

Dear Stakeholders,

I would take this opportunity to thank you for your enduring trust in our abilities. It is this trust that empowers us, liberates our thoughts, and gives us the confidence to boldly reimagine the future. This is a future where our success will be shaped by our sense of responsibility; this is a future that will see us enabling more, accelerating more and caring more.



Dr. Anish Shah
Chairman & Non-Executive Director

The year gone by has been perhaps the most challenging in the history of your Company. Yet Mahindra Logistics (MLL) has emerged not only stronger financially, but also with a deeper and more steadfast resolve to reimagine change and shape the future of logistics and mobility in India.

In a year fraught with unimagined challenges, we have continued to rise – in the face of challenges big or small, in the goals we seek to fulfil, in bringing positive changes to people's lives. I am proud to say that we have continued to accelerate change, grow the business and enable communities to rise. The year gone by has been perhaps the most challenging in the history of your Company. Yet Mahindra Logistics (MLL) has emerged not only stronger financially, but also with a deeper and more steadfast resolve to reimagine change and shape the future of logistics and mobility in India. Let me put on record my deep appreciation, and this is echoed by the Board, for those of our people who have continued to work through the pandemic – at times putting themselves and their families at risk – to keep essential services operating while providing relief to communities and those in need wherever and whenever possible. We owe a lot to our people and our business associates and without their support, we would not have been able to deliver and exceed our commitments during the year.

The Changing Face of the Logistics Industry and our Business Model

Although change is intrinsic to our industry, and though there has been a substantial change with the advent of

the Goods and Service Tax, there has never come a time when change of such immense proportions, as those caused by the pandemic, have been thrust upon us. Both international trade and domestic logistics have undergone nothing short of a revolution in a matter of 14 months. While this journey has been hard, it has also created the ideal environment to reinvent and reimagine solutions, offerings and business models. Demand, consumption, channels, supply, and advantage have been completely re-charted, giving us opportunities never seen before. The advent of supply chains focussing on fulfilment logistics, cross border logistics, returns processing, multi-modal logistics, omni-channel retail and the emergence of direct-to-consumer as one of the fastest growing segments, made us reimagine our focus areas and the way we deliver value at MLL.

The scalability and flexibility of our asset-light business model has allowed us to continue growing even in such challenging times. We have seen 28% growth in the core segments of supply chain and freight forwarding, achieved a revenue of ₹3,264 crores and Profit After Tax (PAT) of ₹31crores for FY21. A large part of the growth has been driven by integrated solutions and our innovative approach to serving our customers despite disruption and uncertainty. We have further pushed this envelope and have been able to successfully execute

end-to-end integration of solutions while taking over planning and operating all logistics activities for customers.

The Future of Delivery Services

Despite the challenges this year, we continuously worked towards reimagining a sustainable future for logistics and our role in it. We secured ourselves a firm foothold in that future by launching one of India's largest electric vehicle based last mile delivery services, EDel by Mahindra Logistics. EDel is already operational across six major cities in India and will be expanded to a total of 14 cities in the next 12 months. EDel not only ensures a net zero carbon footprint delivery system in urban and semi-urban areas, but also does so by optimising economics with EVs better than conventional vehicles. Our long-term association with the largest e-commerce and consumer products companies in India ensure that our fleet expansion plans and average utilisation are industry-leading as always. EDel is enabled by proprietary technology and control systems that are bound to enhance customer experience while ensuring safety and carbon neutrality.

₹3,264 cr
Revenue achieve in FY21



Reimagining Solutions and Industry Focus

While leveraging change to drive growth has been a significant factor for us this past year, we have only been able to do so through our ability to change, adapt and adopt. Our freight forwarding business, though severely affected at the start of the year, has rapidly recalibrated value propositions and shown strong momentum. Two key segments of our supply chain management business i.e. e-commerce and consumer logistics, have nearly doubled in size over the past 18 months and the ability to innovate and create new solutions has been at the forefront of growth. This has been possible due to the integration of solutions across diverse supply chain functions and processes, as well as the accretive bundling of technology in all that we do. Disruptive trends favouring scalability and the inherent flexibility of your Company's asset light business model allowed us to recognise, design for and deliver propositions ahead of competition.

4 mn sq ft
Additional space contracted

97%
Capacity utilization

Expanding Reach and Building World-class Facilities

We have also embarked on a journey of aggressive expansion of our warehousing footprint across the country, setting up large format, multi-user warehouses with world class infrastructure, facilities, and operations. Your Company has added more than 1 million sq. ft. of modern large format warehousing, while following global standards on health and safety and environmental impact. The average utilisation of this added space has consistently been in excess of 97%, and we have further contracted an additional 4 million sq. ft. that will be inducted in the next few months as part of our objective of adding over 20 million sq. ft. in the next 36 months. The strategic location of these new investments will give us, and our customers, unhindered access to every major consumption cluster in the country together with the proximity to production or manufacturing centres. A key enabler has been our express, part-load and full-truck load transportation network that link manufacturers, our warehouse network and consumers.

Staying Technology Focussed

We have continued to focus on developing and implementing world-class technology in both front-line as well as support functions. While helping us retain our competitive advantage, this gave us the freedom to innovate and grow in emerging segments and markets. Our key focus has also been on deploying the very best in data analytics to enhance customer experience and satisfaction. This year has seen us integrate all transport management and track and trace technology into fully automated and intelligent control towers. We have further deployed standardisation and control systems in our warehousing, stores and linefeed and employee mobility businesses. This will

not only help us drive greater efficiency and quality in our services but has also enabled cost optimisation amid a challenging external environment.



Growing with our Partners

Our asset-light business model would not have retained its advantage without the support of a large, trusted and expanding ecosystem of business associates. We have reimagined our approach to this critical pillar by launching and adopting a 360-degree platform for our business associates This platform allows business partners to grow along with us, while giving them a variety of loyalty benefits, including financial incentives, support and recognition. This collaborative ecosystem has allowed us to bring centralised procurement scale benefits to our smaller partners while encouraging a focus on quality, Environment, Health, Safety (EHS) and compliance. Our objective is to create many more entrepreneurs, small and medium businesses owners, and enable them to consistently succeed in the industry. We are further planning educational, financial, safety, compliance and best practices programmes for our business associates.

Driving Positive Change

Keeping with the lofty traditions of the Mahindra Group, we, at MLL, took another step towards securing greater diversity and inclusion among our people. This year, we have inducted more than 700 women into our frontline workforce, encouraging women to take on non-traditional roles as MHE operators, drivers, and supervisors. Our second careers programme, Udaan, allows women to return to their professional life after a break.

We launched the LGBTQIA Inclusion policy to create an equal place to work for all including the LGBTQ+ community. Your Company has also formulated policies and supportive processes for hiring and inducting persons with disabilities (PWD). This has allowed us to bring into our family more than 80 PWD and 12 LGBTQ+ employees and create an equal and comfortable workplace. Last but not the least, we are proud to announce a career transition programme through direct employment for ex-armed forces personnel, which has allowed us to successfully induct over 12 personnel.

Keeping the Wheels Turning and Helping Communities

Even while recalibrating our growth strategies, we remained a responsible organisation that we have always been. Your Company remained at the forefront of India's emergency response, serving to its utmost needs of customers in the pharmaceutical, food and grocery and other essential items segments despite all difficulties. Helping these

700+
Women inducted in
frontline workforce

We have also embarked on a journey of aggressive expansion of our warehousing footprint across the country, setting up large format, multi-user warehouses with world class infrastructure, facilities, and operations. Your company has added more than 1.4 million sq. ft. of modern large format warehousing, while following global standards on health and safety and environmental impact.

customers maintain supply and deliveries of essential goods and lifesaving drugs was our biggest objective and our teams performed superlatively.

Simultaneously, we launched Alyte free emergency services under our Enterprise Mobility business, Alyte. Through this service we provided free transportation services to senior citizens or pregnant women who were in urgent need of medical attention or wanted to go for vaccination and to thousands of people in dire need of transportation reached out to us for help through our helpline. Meanwhile, our teams took it upon themselves to support truck drivers stranded on the highways with food, medicine and other assistance. When normalcy returned with the lifting of the lockdown, we were at the forefront, resuming our services. This sense of service has been unflagging even during the second wave of COVID-19 infections sweeping the country.

Looking Ahead

The logistics industry will continue its robust growth, but it is our belief that 3PL logistics will grow much faster, and in turn, lead to the growth of fulfilment logistics, channel consolidation, cross border logistics, express services

and integrated solutions. This places your Company in a unique position to reimagine solutions, grow and create new and innovative business models of the future. We will continue to invest where we see the most impact and what enables us to dream and deliver big. With our intrinsic belief that doing well is not enough unless we can do good as well, we continue to rise to promote what is good for everyone in these challenging times.

I would like to express my heartfelt gratitude to all our employees and their families who have kept us Rising in these difficult times. I would also like to thank our MD and CEO, Rampraveen Swaminathan and his team for leading by example and exemplifying the values of the Mahindra Group. Thank you and I wish you all the very best of health and well-being.

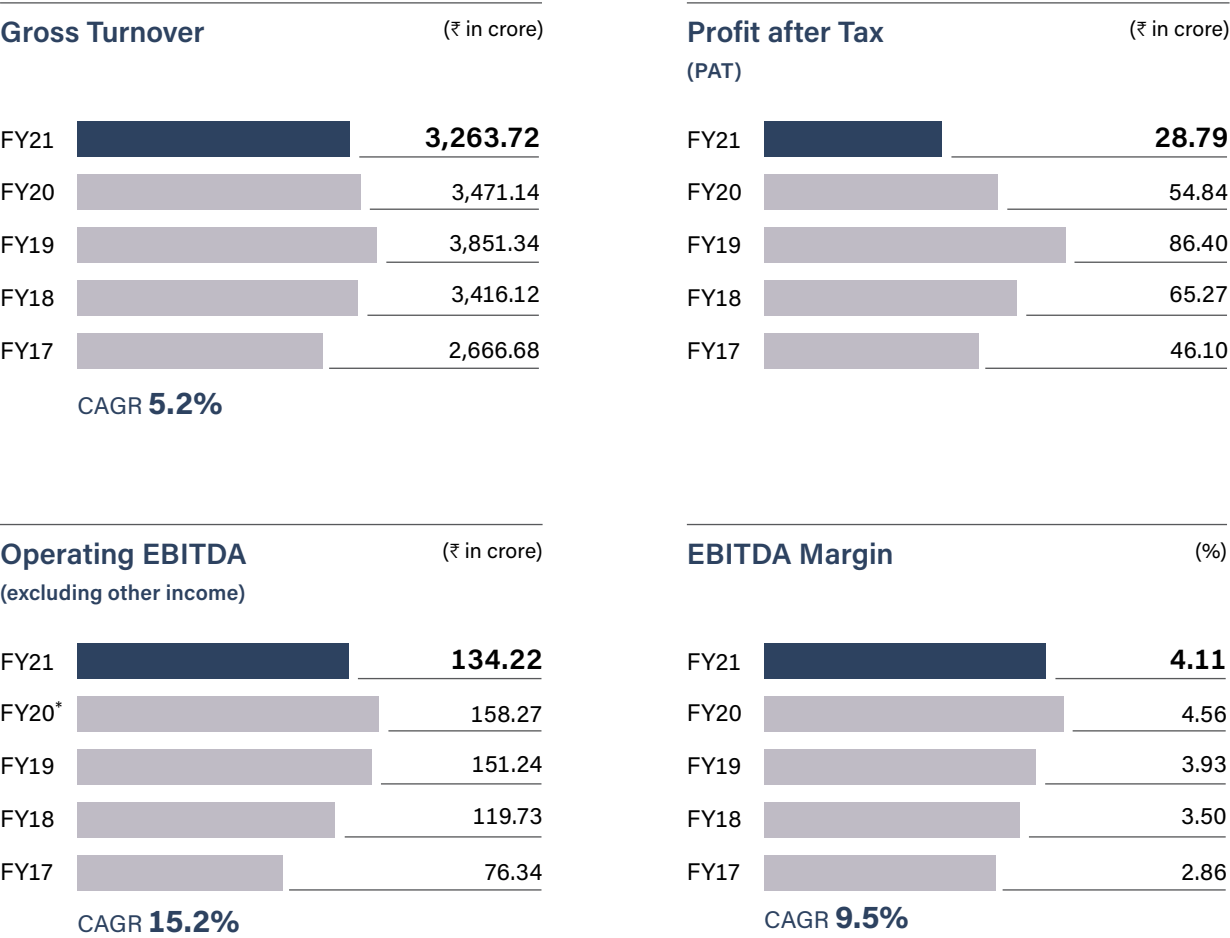
Dr. Anish Shah
Chairman & Non-Executive Director

KEY PERFORMANCE INDICATORS

Growing Steady, Going Strong

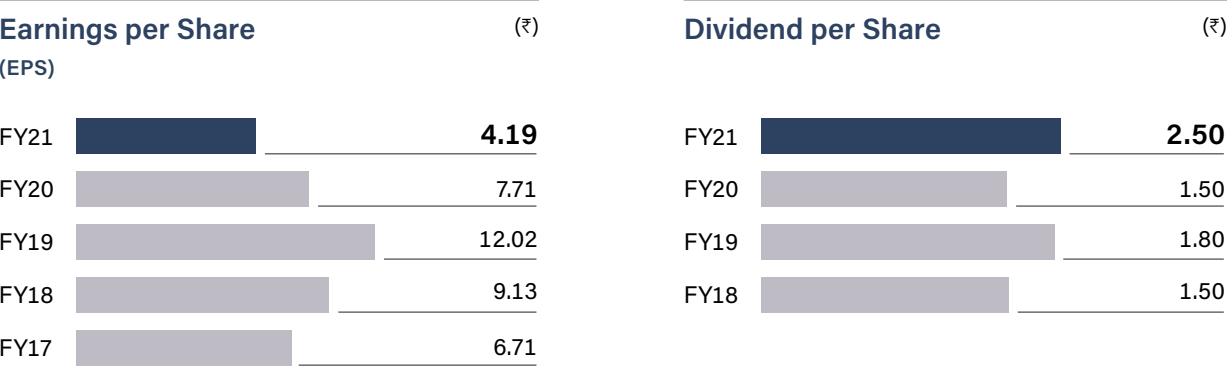
The intrinsic resilience of our business model has enabled us to create value, despite facing a challenging year. Our growth trajectory is empowered by our business wins and expansion of our solutions business, aided by a significant increase in multi-user warehouse space and our express transportation network.

Profit and Loss Metrics

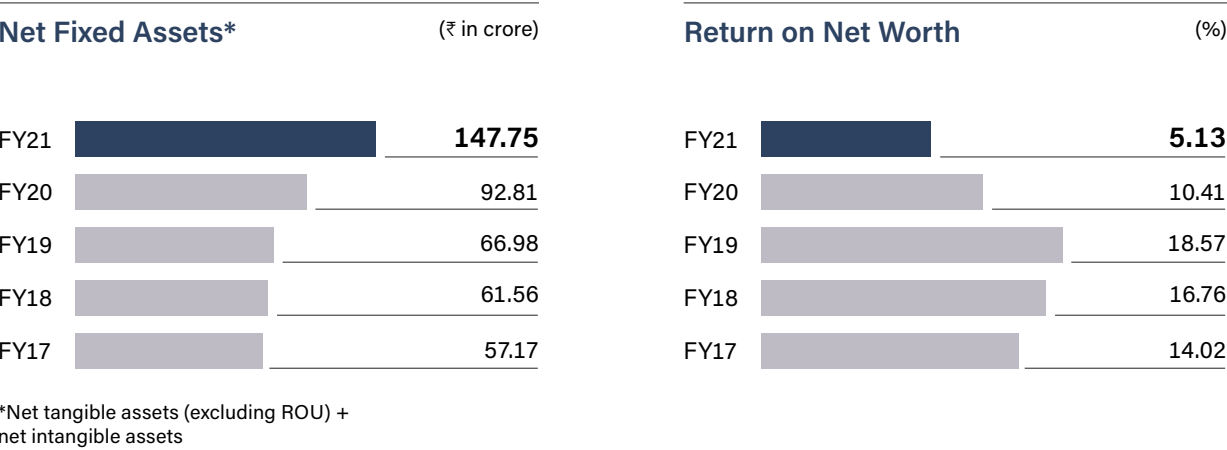


* The Company has adopted Ind AS 116 with effect from April 1, 2019. Hence, Operating EBITDA numbers for F20 and F21 are after considering the IND AS 116 impact.

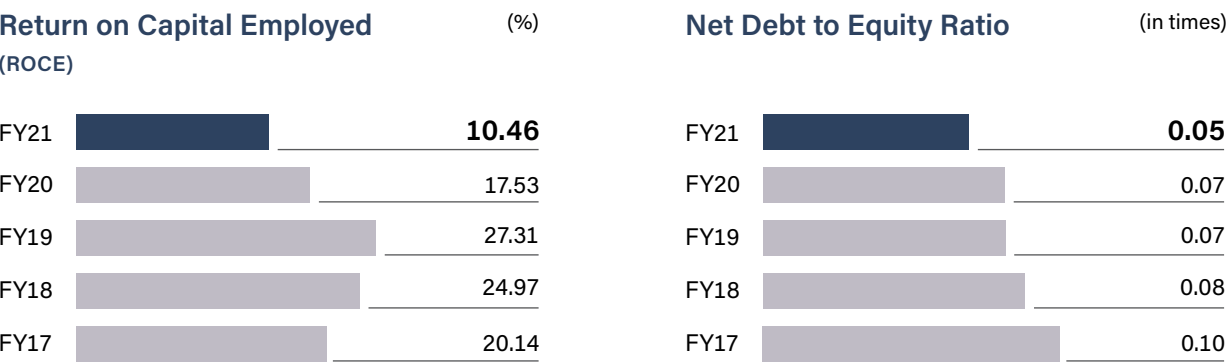
Shareholder Metrics



Balance Sheet Metrics



*Net tangible assets (excluding ROU) + net intangible assets



OUR VALUE CREATION APPROACH

Designed to deliver value that matters

Our asset light business model supports our core strategy of profitable growth based on flexible and scalable solutions, while creating a positive impact on the communities and environment. This is in line with our triple-bottom line approach.

Value shared with



Shareholders



Customers



Employees



Business Associates



Governing Bodies

Inputs



Financial Capital

Prudence in capital deployment and focus on shareholder values



Infrastructure Capital

Availability and development of an effective network of warehouses and integrated transportation network



Human Capital

Attracting and Retaining talented and skilled individuals who drive the Company's operations



Social Relationships Capital

Building long lasting relationships with stakeholders, resulting in holistic and mutual growth



Intellectual Capital

Developing, responding and integrating new technological trends in the business



Natural Capital

Maintaining a focus on environment and sustainability while carrying out the company's operations

Our Business Segments

Supply Chain Management

Enterprise Mobility Services



Outputs and value created*



₹3,264 cr

Revenue from operations



₹29 cr

Profit after Tax



₹152 cr

EBITDA



₹4.19

Basic EPS



17+ mn sq.ft

Total warehouses space



50+

Manufacturing locations



3,500+

On rolls employees



370+

Fixed term contract employees



14,000+

Third party contract employees



1,40,000+

Total number of lives impacted



70%

Enhanced customer satisfaction score

Digital initiatives launched:

M-Safe dashboard

Augmented Reality training modules



Committed to SBTi and carbon neutrality

Reducing carbon footprint through route and fleet optimisation

Introducing electric EDel and Alyte Fleet

Reducing energy consumption to increase efficiency through switch to greener alternatives

*31st March, 2021

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STRATEGY

Our Roadmap to the Future

We consistently enhance our capabilities and improve our competitive position in a changing environment and evolving priorities of customers. Our strategic vision has enabled us to drive consistent value creation for our stakeholders in the past and will continue to do so in the future.

+

KEY ENABLERS FOR FY21

Strategic Priorities Ensuring Growth and Profitability

+

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

+

Position MLL as an integrated and differentiated solutions provider focussed on end market value chains

+

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

+

Focus on digitisation and innovation by leveraging technology to create integrated business systems

Expand EV (electric vehicle) portfolio, enterprise on-call services and build subscription services in Enterprise Mobility business

+

Develop an integrated technology platform which supports asset optimisation and multi-offerings

+

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



+

OUR STRATEGIC ROADMAP FOR FY22



- IMPROVE FINANCIAL PERFORMANCE BY
- Improving Return on equity
 - Enhance profitability and free cash flow



- DRIVE GROWTH OF SOLUTIONS BY
- Proactively adding value to our key accounts and other customers
 - Expanding share of solutions and new services



- DRIVE OUR INTERNAL PROCESSES IMPROVEMENTS
- Improve governance and controls through internal audits and compliance
 - Improve employee engagement and become a great place to work



- DEVELOP PROCESS CAPABILITIES AND ENHANCE PERFORMANCE
- Executing projects on time, implementing operating and safety standards
 - Aggressively focussing on cost savings
 - Implementing and executing key digital projects

Trust Takes Us Farther

Our ability to craft bespoke solutions for our clients with speed, accuracy, and by leveraging the right technology has made us one of the largest partners in the e-commerce industry.

Right from storage and processing to transportation and last-mile deliveries, our integrated solutions make it possible for us to handle each project with agility and ease. Moreover, as our record performance during peak season, we are able to achieve this feat with zero safety incidents!

343,000+

Inbound items processed

131,000+

Items sorted

350,000+

Outbound items managed

A Firm Commitment to Deliver

COVID-19 disrupted our business significantly, but we persevered, despite lockdowns and the plummeting rate of freight movement, ensuring delivery of consignment as per our commitment to customer without any hassle. Some of our significant projects were:

Forwarding freight from Scotland to Mumbai for a manufacturing giant

Our team arranged a pickup in Scotland, managed the repacking for airworthy carriage efficiently, completed customs clearance and handed over the consignment to the airline – all within a day! The consignment arrived in Mumbai in due time. From the shipper's factory in Scotland to the Mumbai airport, we had managed the delivery within a span of two days.

Cargo transportation from Chennai to France

We were required to transport 175 tonnes of cargo in six days. The pandemic created enormous challenges – from the flights being cancelled and freighters being grounded for 20 days, creating a huge backlog of cargo and an increase in the freight rate. Despite these obstacles, our team diligently carried out the operations, meeting the deadline, that too at the agreed bid rate. We ensured door-to-door movement and delivered 80% of the material at the right time, helping our customer meet set targets within a record time of five days.



EXTERNAL ENVIRONMENT

Macro Trends Shaping our Industry

The logistics industry is rapidly transforming with an emphasis on knowledge and technology. Players are revolutionising the way the industry works by enhancing cargo visibility, error reduction by digitising documentation processes and by bringing transparency in pricing and commercial contracts.

The logistics sector is expected to witness steady growth in the medium to long term, supported by various infrastructure, development measures taken by the government.

MULTI-MODAL LOGISTICS

Favourable government initiatives and infrastructure development is emphasising the need and opportunity to leverage rail, sea and waterways in addition to road transport.



BIG DATA

Logistics companies with the help of big data can improve efficiency and generate cost savings. GPS and location sensors proliferation with real time updates are helping companies optimise their resources for quick and efficient operations.



DIGITAL ENCAPSULATION

Bringing in new edge technologies to improve the predictability of supply chains is the new normal. Logistics service providers are deploying digital tools and platforms to build flexibility and enhance customer experience.

PORTFOLIO INTEGRATION AND EXPANSION

Many 3PL companies are now integrating services and offerings to fill portfolio gaps. Rather than providing piecemeal services, the focus is to provide integrated services to meet customer demands.



EMERGENCE OF OMNI CHANNEL RETAIL

A transition underpinned by a shifting approach to satisfy multi-channel demand. Smaller brands can rely on 3PL companies not just for fulfilment, but also technology and inventory optimisation.



WAREHOUSE ROBOTICS

Warehouse operations supported by machine learning is being completely reimaged with tech integration, bringing to life autonomous guided vehicles and multifunctional bots which have the potential to significantly speed up warehouse processes while driving down costs.

RISK MANAGEMENT

A Proactive Approach to Mitigate Risks

We operate in a largely volatile, uncertain and complex environment. To safeguard our operations in this landscape, we have adopted a well-defined and robust risk management framework. Our risk management strategy is a firewall protecting our business while simultaneously strengthening our competitive position.

Our robust risk management framework enables us to identify, quantify, manage and report on the principal risks that may affect our ability to implement our strategy and to deliver on our commitments.

Fostering a Culture to Identify Risks

We believe in well-assessed and regularly reviewed risk management practices. The executive management is committed to implement and continuously strengthen the risk management framework within the Company by:

- Identifying, assessing and reporting existing and new risks in a structured manner
- Inculcating a culture that encourages all staff to identify risks and opportunities and respond to them effectively

Risk Identification and Management Framework

We identify key risks on the basis of potential impact to the Company's strategic goals and the management details the mitigation plan for the key risks across varied areas including non-financial risks covering people, compliance, governance, reputation, brand, impact of emerging breakthrough innovations, disruptive business models and changing customer behaviour.

Risk Management Policy

We have developed and implemented a Risk Management Policy approved by the Board for identification and assessment of risks, their likelihood and impact, mitigation steps and reporting of existing and new risks associated, to facilitate the effective management of risks and opportunities towards achievement of our company's objectives.

Risk Management

The Board of the Company constituted the Risk Management Committee of the Board effective from 2nd August, 2018 in accordance with the SEBI Listing Regulations comprising of the members of the Board of Directors of the Company.

The Chief Financial Officer 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.

Refer the Report on Corporate Governance for details on the Committee composition and charter.

The key risks to achieving our business goals in FY21, their categories and the respective mitigation measures are mentioned below:

Risk Cateh	Risks	Mitigation Measures
 CUSTOMER RISKS	- Customer concentration - High weightage of automotive sector business - Sustain and grow client satisfaction	- Sales strategy and key account management teams ensure focus on widening the customer base - Cutting-edge value-added service offering in addition to traditional models - Increased levels of customer intimacy and interactions including at CXO levels - Timebound redressal mechanism to customer needs and robust CRM processes
 COMPETITION RISKS	- New-age start-ups - Unorganised / fragmented market - International Competition	- Ensuring right penetration and mix of volume and high margin deals/sector growth - Use of technology and innovation as a differentiator to achieve cost efficiencies for customers - Strong controls on resource/asset deployment against volume forecast - Study Industry best practices and adopt it suitably to our delivery model and calibrate it with growth
 INTERNAL RISKS	- Adequacy of Working Capital - Health and Safety norms across sites - Technology adoption - Sustain right level and quantum of skill	- Readiness of banking lines and strong process to regular monitoring of cash flows - Uniform practices and standard Health and Safety processes to monitor developments and forecast potential situations - Investments in integrated technology-based solutions, transport consolidation solutions - Upscaling of employee skills to serve customer needs and solutioning accuracy
 PARTNER-RELATED RISKS	- Availability of relevant supplies - IR issues on labour - Compliance to laws	- Invest in being Infra ready on warehousing offerings and development of a strong partner eco-system - Strong legal/contractual framework and ensuring coverage of Partner compliances - Business partner life-cycle management and wide partner base - Engagement programmes for labour in close coordination with customer site operations - Compliance monitoring tool and a strong culture of adherence
 NON- MARKET / SOCIO-POLITICAL RISKS	- Adverse policy changes /reforms - Macro-economic activity / conditions - IT systems failure and cybersecurity	- Robust Corporate Governance framework and strong internal control mechanism - Constant monitoring of Government policies across industries and strategy to mitigate potential impact - Diversification across sectors to beat economic fluctuations and downturns - Tested fail-over procedures - Firewalls /Software-based solutions
 CLIMATE AND ENVIRONMENT RISK	Use of fossil fuel-based energy in our supply chain	- Responsible waste management - Provision of products and solutions with reduced environmental footprint which assist customers to achieve their sustainable development objectives - Firewalls /Software-based solutions

STAKEHOLDER ENGAGEMENT

Co-creating Value with Transparency

Our Company has developed a comprehensive and meaningful process that ensures sustained stakeholder relationships over time. We engage with our stakeholders to collectively drive positive outcomes for our business and society.

Our transparent and effective modes of engagement with stakeholders

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 one-on-one / group meetings with investors	- 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 Sandhaan – Leadership development programme Disha and Unnati – Programmes for mid-level and entry-level employees Diversity and Inclusion (D&I) initiatives such as Udaan, Birth and Beyond Policy and She Survey AXLERATE	- Creation of a coaching culture with internally certified coaches - Talent attraction and retention - Strengthening of the ability to manage teams and ensure result orientation with execution excellence - Functional and soft skill development - Functional capability building - Inclusion of D&I in the organisation - Build next generation of leaders

Stakeholders	Modes of Engagement	Objectives
 EMPLOYEES	Mahindra CARES (MCARES) – Engagement survey Swayam – Health and wellness programme Nectar – HRMS Platform Hive	Promote employee wellness Drive health and wellness across various levers such as financial wellness, physical fitness, personal counselling, nutrition counselling, and sports and yoga Initiated for the HR white collared employees. Empowered employees by making data easily available An intranet portal streamlining employee engagement aiming to drive better communication
 BUSINESS ASSOCIATES (BAS)	Business Associate (BA) Development Programme Coffee with CEO	Inculcate good practices and develop them, focus on new business opportunities, rewards and recognitions, etc. The CEO meets the best BAs of the cluster and discusses current business scenarios and ideas

STAKEHOLDER ENGAGEMENT



Stakeholders	Modes of Engagement	Objectives
 BUSINESS ASSOCIATES (BAs)	Mann Ki Baat with COO	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)	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)	A platform where BAs log in with their commercial and operational issues
	BA Employee Training (Cluster wise)	Training by professional trainers (Hero Mind Mine) grooming, email and telephone etiquettes, team management, etc.
	BA Council	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	Annual event to appreciate the performance of the best BAs in various categories
	Celebrations (Driver's Day and Children's Day)	Boost the morale of drivers and encourage their performance
	Key Account Management Customer Satisfaction Survey Quarterly Newsletter Periodic Reviews Customer Events Customer Communication Initiatives / activities	Monitoring and building intimacy with key customers. Feedback from customers on our service delivery and action planning to improve the service efficiency. Updates on new initiatives, new launches, technology, operations, policies, etc. Monthly and quarterly reviews with customers knowledge sharing / networking events with customers.
 CUSTOMERS		

Stakeholders	Modes of Engagement	Objectives
 LOCAL COMMUNITIES	Nanhi Kali	Educational and material support to underprivileged girls from poor urban, remote rural and conflict-afflicted communities across India
	Project Samantar - A holistic driver welfare programme	Designed to improve the working conditions of the driver community
	Certification programme for drivers under the Pradhan Mantri Kaushal Vikas Yojana (PMKVY)	Focussed on providing driving skills, warehousing skills and training to the youth, where the prior competencies of candidates are assessed and on successful completion, they receive a monetary reward, mark sheet and Government certificate
	Gram Vikas	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)	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	Reduced fatality and major injuries, gradually, to zero on the Nashik - Bhiwandi Expressway (160 km distance)
	 GOVERNMENT AND OTHER BODIES	- Member of important industry associations - Active participation in policy formulation
 MEDIA	- Regular press meets - Media briefing and interaction	- Regular media updates - Sharing critical information

Customer-centricity Reaffirming Our Purpose

We offer our customers a wide array of customisable solutions. We are adept at handling primary assembly and sub-assembly with contract packaging across industries.

Recently, we handled a last-minute request from our customer by extending the engine production line by a few hours. Our team despite having left the site after their day shift, rushed back to complete the task, ensuring no halts in production. Our team's unwavering spirit and relentless efforts, defines customer centricity at Mahindra Logistics.

45 Engines

Produced post-office hours, ensuring no delays in production the next day



Reimagining Solutions

Our team has been transporting vehicles through the Indian Railway's New Modified Goods (NMG) wagons – a safe and economical solution compared to transport by road. Recently, our Auto Outbound team realised a possibility of improvement in the NMG wagons which would improve the operational efficiency.

We worked in association with Indian Railways to improve the overall design and functioning of the wagons. In collaboration with Central Railways, we developed a new prototype for the NMG wagons with several value additions such as higher speed potential of 110 kmph, proper entry slope, louvers for ventilation, among other substantial benefits.



ENVIRONMENT

Reimagining a Sustainable Future for all

At Mahindra Logistics, we recognise the importance of energy efficiency and impact of GHG emissions on our environment. Our overriding objective is to work towards attaining carbon neutrality by 2040.

To reach our target, we are expanding the share of energy-efficient technologies across our assets and running our transport services in a carbon-neutral manner. We will continue to undertake similar strategies to fulfil our commitment towards being a green and responsible company.



OUR COMMITMENTS

SBTi

To improve the focus in the area of GHG reduction, the Company has made a commitment to Science Based Targets Initiative (SBTi) to reduce scope 1 and 2 GHG emissions by 88% per employee and reduce scope 3 GHG emissions by 69% per million kilometer by the year 2033 from a 2018 base year.

Carbon Neutrality

We aim to be carbon neutral by 2040 and have signed up for Carbon Neutrality programme covering scope 1 and 2 emissions.

- ♦ EP100 Programme
- ♦ RE10 Programme

OUR STRATEGY TOWARDS ACHIEVING OUR GOAL



Ensure our business adheres to doubling the energy productivity by 2040



Ensure our business will adhere to consuming 10% of electrical energy generated from renewable energy sources by 2040



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

INITIATIVES FOR REDUCING OUR CARBON FOOTPRINT



Transportation

- ♦ Route and Fleet Optimisation
- ♦ Updated Technology of Vehicles
- ♦ Alternate Modes:
- ♦ Alternate Fuels:



Warehousing

- ♦ Reducing energy consumption in warehouse
- ♦ Alternate Fuel MHEs
- ♦ Renewable Energy Usage:
- ♦ Utilities Optimisations



Office Administration

- ♦ Energy Efficiency by incorporating renewable sources of energy and switching to LED lighting
- ♦ Pool transport for employees

PEOPLE

Reimagining Progress with our Go-getters

Our people are our true brand ambassadors, who drive the wheels of change and progress. Mahindra Logistics is powered by its strong and capable team of 17,000+ (on-roll and off-roll) employees, and upholds a congenial, transparent and safe work environment for all employees.

EMPOWERING OUR PEOPLE THROUGH KEY FOCUS AREAS

Culture of Growth ◆ Personal and professional development ◆ Best talent pool ◆ Safe and transparent working environment	Diversity and Inclusion ◆ Gender equality ◆ Second career options to women army officials ◆ Veteran employment and engagement programme ◆ Policies on LGBTQ, PwDs and work-life balance	Learning, Development and Capacity Building Initiatives ◆ Learning Management system ◆ Sandhaan ◆ Sanjeevni Platform ◆ Swayam ◆ Axlerate programme
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Our various inclusion initiatives include:

- ◆ We offer career opportunities to women officers from the armed forces and strengthened our Second Career Programme for women called 'Udaan'.
- ◆ We have launched the 'Veteran Employment, Engagement and Retention Program' (V.E.E.R) for veterans of the Armed Forces.
- ◆ An LGBTQIA inclusion policy was launched to offer employment opportunities to the members of LGBTQ+ community.
- ◆ We offer opportunities and hire the differently abled (Persons with disabilities – PwDs) and deploy them at key operations after conducting sensitisation
- ◆ We have also implemented a Birth & Beyond policy for women to help them maintain a work-life balance to simplify and balance their responsibilities.

Swayam – Driving Employee Health and Wellness

Swayam was created as a comprehensive employee health and wellness platform where employees can benefit from emotional counselling, nutrition counselling as well as financial counselling.

We organised counselling sessions on anxiety, stress, personal well-being, amongst other topics to empower employees with the right skills and insights to manage the environment and themselves.

2,560+
Employees covered

250+
One-on-one counselling sessions

Sandhaan

Sandhaan is a programme designed for account delivery managers who manage teams at locations to strengthen customer experience and managerial skills.

Through this programme, employees are taken on a blended learning experience with virtual sessions. We provided them with a platform to share their learnings among colleagues to then drive business impact projects by creating 'Moments of Truth' for customers – called 'Sandhaan Moments of Truth'. These are then evaluated by a jury and a few best ones are showcased to the senior leadership team.

400+
Account Delivery Managers
Participated across all three phases of Sandhaan

90+
Business impact projects
Submitted by the Account Delivery Managers

Learning Management System

Learning agility is an important element of career growth and capability development. We empower our employees with right tools to enable learning. We launched the learning management system which provides over 7000+ courses on leadership, behavioural and technical topics. This platform provides an opportunity for learners to accelerate their learning curve.

2,000+
Employees have used Unified LMS

170+
Self-paced courses completed

The Sanjeevani Platform

The platform circles around inclusive participation, capability building, communication and welfare among employees, especially among fixed-term and third-party contractual employees.

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.

3,850+
Permanent and Fixed-term contractual employees

14,000+
Third-party contractual employees

AXLERATE

The AXLERATE platform, which was created to drive functional capability building, has grown via online training on Stores and Linefeed, Warehouse Management, Quality Tools and Lead with Excel.

AXELRATE 2.0 has been articulated which will leverage on an outside-in perspective on functional capability building wherein after evaluating various learning partners, NITIE was selected to develop functional capabilities with a focussed accent into the future.

3,800+
Employees trained virtually

Prapantran – The Six Sigma Black Belt Programme

This programme for senior leaders is designed to enhance productivity and performance levels across the organisation by focussing on strategic projects and driving process improvements by participants implementing their learnings in Six Sigma across the five phases of Define, Measure, Analyze, Improve and Control.



A Moment of PRIDE

In June 2020, our Company launched its LGBTQIA inclusion policy as an extension of the D&I policy. Through this policy, we aim to sensitise our employees and the society about the LGBTQ+ community. We undertake regular training and sensitisation sessions so that our employees can understand the community better, and accept LGBTQ+ members more whole-heartedly and respectfully.

Inspiring Thoughts

“ Being a trans-woman, I am aware that social acceptance is very difficult. Safe and respectable employment is also hard to find. But Mahindra Logistics has changed my mindset! For me, it is the best company to be associated with! MLL has provided me and other LGBTQ+ members with job opportunity. My colleagues and all the senior members here are friendly and supportive. I am proud to be a part of the Company. MLL is a sterling example of the changing societal perceptions towards the LGBTQ+ community. ”

- Sayantika

“ Everyone is aware that working opportunities for a transgender woman is quite limited in our society. Despite that, I found a great job at MLL – a company that is supporting LGBTQ empowerment. My work is my safe space, and I haven't faced any discrimination here. My team is friendly and respectful towards me, including my seniors. I am proud to be a part of MLL. ”

- Sohini

Diversifying Work Cultures

Our principal aim is to foster growth and inclusivity across our workplace. At our fulfillment centre in Guwahati, launched in September 2020, we are proud to host a 40% gender diversity ratio. The site has seen higher productivity and greater engagement levels than most other centres. Acceptance and acknowledgment of gender diversity has enabled the centre to grow with both vigour and enthusiasm, setting a new standard for other centres.



CORPORATE SOCIAL RESPONSIBILITY

Creating Livelihoods, Uplifting Communities

Our CSR vision is to serve and give back to the communities within which we work with integrity and responsibility. While the growth and success of our business is our priority, we can reach our greater goals only if we cater to the needs of the communities where we operate.

FOCUS AREAS

Disaster Relief and Rehabilitation

- Emergency services during lockdown
- Food distribution to pandemic affected communities
- Flood reliefs or any acts of God
- Safety trainings to drivers on COVID-19

Building Communities

- Providing healthcare and sanitation facilities
- Promoting community welfare through various engagement programs
- Supporting rural development

Skill Development

- Promoting education and employment in local communities
- Enhancing vocational skills among children
- Providing livelihood development opportunities

Sustainability

- Promoting use of renewables
- Conserving and enhancing natural resources

₹2.17cr
CSR spends in FY21



Disaster Relief and Rehabilitation

The pandemic has adversely impacted many lives. During this perilous period our Company has continued to drive a positive change to enable people and communities to "RISE FOR GOOD".

Our Company provides consistent and timely support for disaster management services, by contributing to the Prime Minister's or Chief Minister's Relief Fund or directly engaging in rebuilding the communities and helped relief and rehabilitation of those affected across India. We supported communities with initiatives such as providing cooked food packets, dry ration, soaps, sanitisers, and masks for the drivers and the community. The Mahindra foundation provided cash relief and arsenic album medicines to improve immunity of drivers and daily wage workers.

Apart from the pandemic, we also forayed into helping people and communities affected by disasters such as floods and cyclones across India and extended our help to the victims through relief material and grocery distribution.

2,350+
Volunteers

For Disaster Relief and Rehabilitation

61,000+
Beneficiaries

From Disaster Relief and Rehabilitation

18,000+
Man hours spent

For Disaster Relief and Rehabilitation

The Nanhi Kali project

An initiative of the K.C Mahindra Education Trust which we support, Nanhi Kali aims to educate every girl child in India. Through this initiative, we at Mahindra logistics are providing primary education to the underprivileged girls. We provide support for education and material support for the underprivileged girls from poor urban, remote rural, and conflict-afflicted communities across India.

2,300+
Girls Supported
through Mahindra Logistics
contribution in FY21



Mahindra Hariyali

Our tree plantation initiative, recognised by the Ministry of Jal Shakti, was conducted to reduce CO2 emissions by carbon sequestration. This is a viable method of reducing the amount of carbon dioxide in the atmosphere. We also distributed 10,000+ high fruit yielding trees to farmers and 6,000+ bamboo samplings to bamboo weavers.

2,100+
Man hours spent

42,450+
Trees planted

Mahindra ESOPs

Through this Employee Social Option Programmes (ESOPs), we encourage employees to volunteer for CSR projects in the areas of education, health and environment. Our employees have contributed to some notable projects such as Zero Accident Project, HIV/AIDS awareness and basic treatments, tree plantations and Swachh Bharat Abhiyan among many others.

25,500+
People

Supported across the country

4,100+
Man hours

Contributed by employees



BOARD OF DIRECTORS

Leading with Responsibility

The leadership at Mahindra Logistics formulates appropriate strategies to maximise long-term value for all customers and stakeholders, ensuring ethical and accountable governance in true letter and spirit.

Board Committees

- Audit

Nomination and Remuneration

Risk Management

Chairperson
- Corporate Social Responsibility

Stakeholder Relationship

Member

Dr. Anish Shah
Chairman & Non-Executive Director

M

Mr. Amit Kumar Sinha
Non-Executive Director

Mr. S. Durgashankar
Non-Executive Director

M M M

Mr. Ajay Mehta
Independent Director

C M M

Mr. Darius Pandole
Independent Director

C C M

Ms. Avani Davda
Independent Director

C M

Mr. Rampraveen Swaminathan
Managing Director & CEO

M M

Mr. Naveen Raju
Non-Executive Director

M M

Ms. Malvika Sinha
Independent Director

M M M

Mr. Dhananjay Mungale
Independent Director

M

Mr. Ranu Vohra
Independent Director

C M M



Dr. Anish Shah

Chairman & Non-Executive Director

Dr. Anish Shah is the Managing Director and CEO of Mahindra & Mahindra Limited, with responsibility for the Group Corporate Office and full oversight of all businesses other than the Auto and Farm sectors. Prior to this he held positions of Deputy Managing Director & Group CFO and Group President (Strategy) at Mahindra & Mahindra Limited, where he led strategy development; built capabilities such as digitisation and data sciences; enabled synergies across Group companies and managed the Risk and performance review organisations. He has over 26 years of experience and holds directorship positions on the Board of other listed companies of the Mahindra Group.

Dr. Anish Shah was President and CEO of GE Capital India from 2009-14, where he led the transformation of the business, including a turnaround of its SBI Card joint venture. His career at GE spanned 14 years, during which he held several leadership positions at GE Capital's US and global units. As Director, Global Mortgage, he worked across 33 countries to drive growth and manage risk. As Senior Vice President (Marketing and Product Development) at GE Mortgage Insurance, he led various growth initiatives and played a key role in preparing the business for an IPO, as a spinoff from GE. In his initial years with GE, Dr. Anish Shah

also led Strategy, eCommerce and Sales Force Effectiveness and had the unique experience of running a dot-com business within GE. Dr. Anish Shah also received GE's prestigious Lewis Latimer Award for outstanding utilisation of Six Sigma in developing a "Digital Cockpit."

He also has diverse experience with global businesses beyond GE. He led Bank of America's US Debit Products business, where he launched an innovative rewards programme, led numerous initiatives in payment technology and worked closely with various teams across the Bank to enhance value for the customer.

As a strategy consultant at Bain & Company in Boston, he worked across multiple industries, including banking, oil rigs, paper, paint, steam boilers and medical equipment. His first role was with Citibank in Mumbai, where he issued bank guarantees and letters of credit as Assistant Manager, Trade Services.

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

Mr. Rampraveen Swaminathan

Managing Director & CEO

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

He 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 Programme (2007).

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.

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 also the Chairman of Mahindra Integrated Business Solutions Private Limited, the Service Centre arm of Mahindra & Mahindra Limited.

Mr. Durgashankar is an Alumnus of the Harvard Business School where he attended the Advanced Management Programme. 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 the CFO India League of Excellence Award in March 2015.

Mr. Naveen Raju

Non-Executive Director

Mr. Naveen Raju is the General Counsel and Executive Vice President – Group Legal Affairs at Mahindra & Mahindra Limited. Mr. Naveen Raju has more than two decades of experience in working with leading Indian private sector companies and started his career in 1996 as in-house counsel with Associated Cement Companies, before moving to Crompton Greaves. In the year 2000, he joined as Head of Legal for the oil and gas business at Reliance Industries. He moved to Mahindra & Mahindra Limited in 2014 and since coming on board has been instrumental in implementing a vision to fully integrate the corporate legal function with the group businesses and employ world-class skills, systems and processes.

Mr. Naveen Raju is a Director on the Board of Mahindra Automotive North America Inc., which is a Mahindra group company. He is a member of the global Board of Directors of the Association of Corporate Counsel, which is the world's largest community of in-house counsel with over 40,000 members across six continents.

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

He was a member of the competition law review committee of the Government of India and is a member of the regulatory and the judicial reforms committee of the CII and FICCI. He is the Chairman of the Advocacy Committee of the Association of Corporate Counsel and is Co-Chairman of Legal Affairs & IPR Committee of the Bombay Chamber of Commerce and Industry. He graduated from the National Law School, Bangalore.

Mr. Amit Sinha
Non-Executive Director

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

Prior to joining Mahindra & Mahindra Limited, Mr. Amit Kumar Sinha was a Senior Partner and Director with Bain & Company. Over 18 years at Bain, he managed large-scale, multi-country strategy, organisation, digital and performance improvement projects. He also led numerous commercial due diligences and full potential portfolio strategy projects (post buyout) for leading Private equity funds across U.S., and India. Mr. Amit Kumar Sinha has over 24 years of experience and started his career with Tata Motors and worked with IGate Patni (now Capgemini) in technology leadership roles in India, Singapore and US.

Mr. Amit Kumar Sinha holds a dual MBA from The Wharton School, University of Pennsylvania, specializing in Finance and Strategy, where he was a Palmer scholar and received Siebel Scholarship.

He holds a Bachelor of Engineering (Electrical and Electronics) from the Birla Institute of Technology, Ranchi. Mr. Amit Kumar Sinha is also an Ananta Aspen Fellow as part of their India leadership fellowship programme.

Mr. Ajay Mehta
Independent Director

Mr. Ajay Mehta a Chartered Accountant by Profession, has over 34 years of experience and practice in the fields of taxation, auditing, accounting, and finance. He is a partner at 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 Co-operative 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.

Ms. Avani Davda
Independent Director

Ms. Avani 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).

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. Darius Pandole
Independent Director

Mr. Darius Pandole has over 26 years of experience in private equity. He is the Managing Director & CEO of the private equity fund management business of JM Financial Limited. Prior to this role, 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.

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

Mr. Ranu Vohra
Independent Director

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

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

Ms. Malvika Sinha
Independent Director

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, 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.

Mr. Dhananjay Mungale
Independent Director

Mr. Dhananjay Mungale is a member of the Institute of Chartered Accountants of India and has a Bachelor's Degree in Commerce and Law from Mumbai University. He has spent a major part of his career in corporate and investment banking in India and Europe. He was Vice President – Private Banking, Bank of America and was a Member – Executive Committee, DSP Merrill Lynch Limited. Presently, he is an advisor to various corporations in both, India and Europe. He is a Member of the National Committee of Mahindra United World College.

Mr. Dhananjay Mungale serves on the Board of several other companies including Mahindra & Mahindra Financial Services Limited, Mahindra CIE Automotive, NOCIL, DSP Investment, Tamilnadu Petroproducts etc.



LEADERSHIP TEAM

Confluence of Experience and Expertise

- 1

Mr. Rampraveen Swaminathan
Managing Director & CEO
- 2

Mr. Sushil Rathi
COO - MLL Transportation & Procurement & CEO Lords Freight
- 3

Mr. Yogesh Patel
Chief Financial Officer
- 4

Ms. Rama Malik
VP - Consumer Business
- 5

Mr. Huafreed Nasarwanji
VP - Sales, Marketing & Communication
- 6

Mr. Prasanna Pahade
VP - M&M Auto & Engineering Business
- 7

Mr. Ankur Singhai
VP - E-commerce Business
- 8

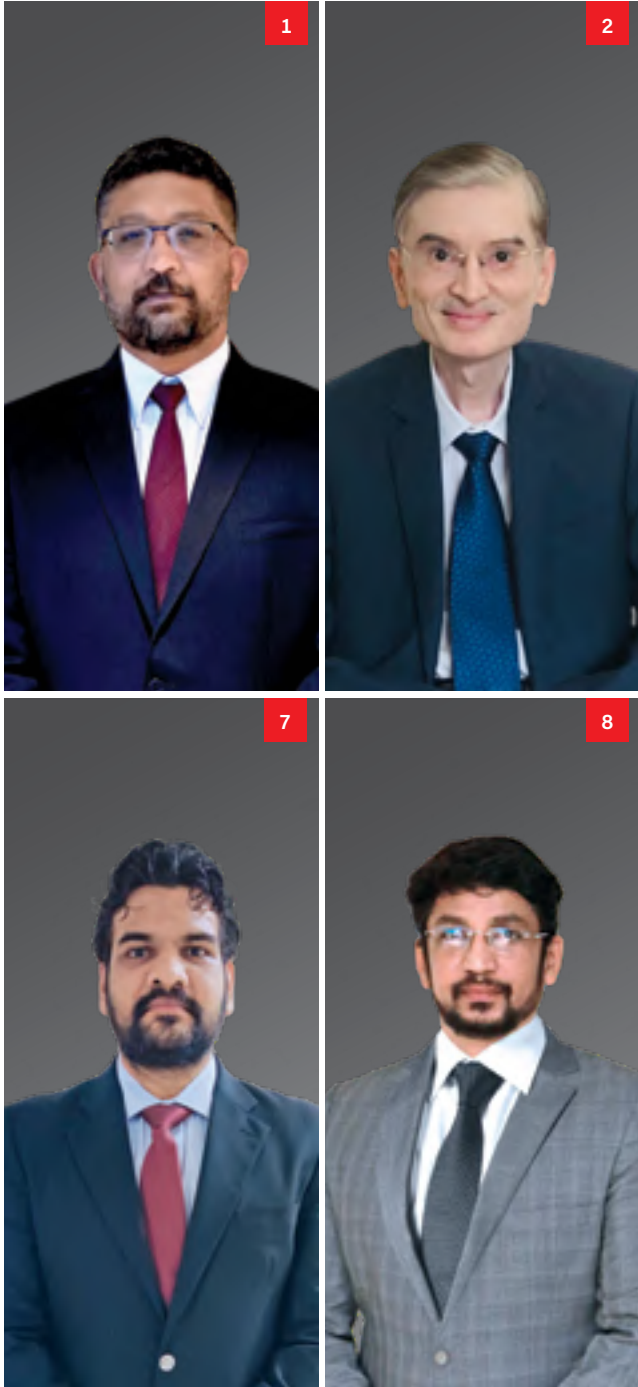
Mr. Rajesh Shetty
VP - Operations Excellence
- 9

Mr. Shailesh Sultania
Chief Digital Officer
- 10

Mr. Vishal Barnabas
Sr. GM - Auto Engineering Non-M&M Business
- 11

Mr. Lovinder Singh Saggu
Sr. GM - Auto Outbound Business
- 12

Ms. Brijbala Batwal
Company Secretary



AWARDS

Moments that Inspire us



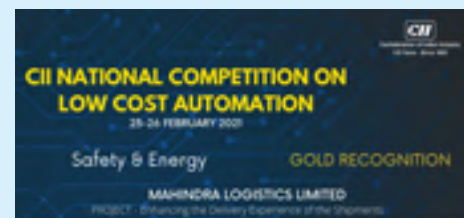
Overall Excellence Award in Gold category at **CII SCALE Awards 2020** for excellent work as a leading 3PL company

Certificate of appreciation from the Ministry Jal shakti for our CSR efforts towards the upliftment of the farmers and environment, notably through our 'Farmer's Livelihood Project'



Mahindra Innovation Awards 2020 for our initiative of providing Free Emergency Cab Services during COVID-19 through 'Alyte' and for enhancing last mile deliveries through 'Edel'

Gold award at the **CII National Competition** for in recognition to the **Safety & Energy initiatives** rolled out by our e-commerce and operations excellence verticals



Gold Award won at the League of American Communications Professionals' (LACP) Annual Report Competition, **2019/20 Vision Awards** in the 'Transportation & Logistics' category

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr. Anish Shah, Chairman & Non-Executive Director
Mr. Rampraveen Swaminathan, Managing Director & CEO
Mr. S. Durgashankar, Non-Executive Director
Mr. Naveen Raju, Non-Executive Director
Mr. Amit Kumar Sinha, Non-Executive Director
Mr. Dhananjay Mungale, Independent Director
Ms. Malvika Sinha, Independent Director
Mr. Ajay Mehta, Independent Director
Mr. Darius Pandole, Independent Director
Mr. Ranu Vohra, Independent Director
Ms. Avani Davda, Independent Director

CHIEF FINANCIAL OFFICER

Mr. Yogesh Patel

COMPANY SECRETARY

Ms. Brijbala Batwal

COMMITTEES

Audit Committee

Mr. Ajay Mehta - Chairperson
Ms. Malvika Sinha
Mr. Dhananjay Mungale
Mr. Darius Pandole
Ms. Avani Davda
Mr. S. Durgashankar

Risk Management Committee

Ms. Avani Davda - Chairperson
Ms. Malvika Sinha
Mr. Ranu Vohra
Mr. Rampraveen Swaminathan

Stakeholders' Relationship Committee

Mr. Darius Pandole - Chairperson
Mr. Ajay Mehta
Mr. S. Durgashankar
Mr. Naveen Raju

Nomination and Remuneration Committee

Mr. Darius Pandole - Chairperson
Mr. Ajay Mehta
Mr. Ranu Vohra
Dr. Anish Shah

Corporate Social Responsibility Committee

Mr. Ranu Vora - Chairperson
Ms. Malvika Sinha
Mr. S. Durgashankar
Mr. Naveen Raju
Mr. Rampraveen Swaminathan

BANKERS

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

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 Id: rnt.helpdesk@linkintime.co.in

REGISTERED OFFICE

Mahindra Towers, P K Kurne Chowk,
Worli, Mumbai - 400 018
Tel No.: +91 22 2490 1441
E-mail Id : cs.mll@mahindra.com

CORPORATE OFFICE

1A & 1B, 4th Floor, Techniplex 1,
Techniplex Complex, Veer Savarkar Flyover,
Goregaon (West), Mumbai - 400 062.
Tel No. : +91 22 4513 2600
Toll free : 1800-258-6787

BOARD'S REPORT

Dear Shareholders,
The Board of Directors of Mahindra Logistics Limited ("the Company") is pleased to present their Fourteenth Annual Report on the business and operations of the Company along with the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 ("financial year under review" or "financial year 2020-21").

A. FINANCIAL SUMMARY AND OPERATIONAL HIGHLIGHTS

Particulars	(₹ in crores)			
	Standalone		Consolidated	
	Financial year 2020-21	Financial year 2019-20	Financial year 2020-21	Financial year 2019-20
Income				
Revenue from Operations	2,959.11	3,260.90	3,263.72	3,471.14
Other Income	15.50	13.29	17.47	13.98
Total Income	2,974.61	3,274.19	3,281.19	3,485.12
Expenses				
Employee benefit expenses	280.43	291.14	296.46	306.66
Operating expenses	2,494.56	2,756.70	2,764.30	2,934.16
Other expenses	63.12	65.28	68.74	72.05
Depreciation and amortisation expenses	82.75	65.95	89.65	73.43
Finance cost	17.11	14.43	20.09	17.63
Total Expenses	2,937.97	3,193.50	3,239.24	3,403.93
Profit before exceptional items and tax	36.64	80.69	41.95	81.19
Exceptional items (net)	4.00	-	2.75	-
Profit Before Tax ("PBT")	32.64	80.69	39.20	81.19
Provision for tax	8.65	25.55	10.02	25.74
Profit After Tax ("PAT")	23.99	55.14	29.18	55.45
Share of loss of joint venture	-	-	(0.39)	(0.61)
Non-controlling interests	-	-	(1.21)	(0.28)
Profit after tax, post share of loss of Joint venture and non-controlling interests	23.99	55.14	30.00	55.12
Other comprehensive income				
Re-measurements of the defined benefit plans – Gains/(Losses)	0.09	0.46	0.07	0.43
Income tax relating to items that will not be reclassified to profit & loss	(0.02)	(0.12)	(0.01)	(0.11)
Total other comprehensive income	0.07	0.34	0.06	0.32
Total comprehensive income	24.06	55.48	28.85	55.16
Attributable to				
(a) Shareholders of the Company	24.06	55.48	30.06	55.44
(b) Non-Controlling interest	-	-	(1.21)	(0.28)
Balance of Profit from earlier years	353.57	319.42	352.91	318.80
Dividend Paid	(10.74)	(15.50)	(10.74)	(15.50)
Balance carried forward to reserves	366.89	353.57	369.68	352.91
Net worth	551.17	530.63	553.96	529.97

The coronavirus pandemic ("Covid-19") outbreak last year had a large impact on the Country's economy as well as businesses across the spectrum. The logistics sector with an estimated size of \$215 billion also suffered the brunt of these unprecedented circumstances. However, with the progression of the lockdown easing, people and businesses across the Nation began adjusting to the new normal and the economy started its path back towards recovery with logistics being a driving force across. Indicators such as rise in e-Way bill collections, increased rail freight activity and improving port volumes etc., continued to suggest a

strong uptick in logistics activity and the gradual recovery of the economy and industry broadly.

Despite challenges, the Company remained focused on delivering value through customised solutions, operational excellence and enhanced digitisation. With strong customer partnerships, deep solution capabilities, customer expansion, process efficiencies and product innovations across the organisation, the Company was able to maintain profitable growth in the prevalent economic scenario.

The Company continues to ensure safety and sanitisation measures across its locations and is following increased protocols to ensure all involved are safe and secure.

We have in place programs to support our ecosystem through measures such as driver helpline, emergency cab services and other relief programs. Keeping in mind the safety of its employees, the Company continues to offer its employees work-from-home facility following directives from the respective Governments.

Standalone Performance
During the financial year under review, the Company's revenue from operations was ₹ 2,959.11 crores as compared to ₹ 3,260.90 crores for the previous year. The profit after tax stood at ₹ 23.99 crores for the financial year under review as against ₹ 55.14 crores for the financial year 2019-20. The total comprehensive income for the financial year under review was lower by 56.63% as compared to the previous year and amounted to ₹ 24.06 crores (after accounting of deferred tax income of ₹ 0.91 crores) as compared to ₹ 55.48 crores in the previous year (after accounting of deferred tax expense of ₹ 1.36 crores).

Segment Performance
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, banking, IT, financial services and insurance and consulting businesses, while also offering integrated employee transportation solutions to enterprises.

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

Supply Chain Management ("SCM")
Despite the headwinds, the financial year 2020-21 bought several green shoots and emerging opportunities with gradual easing of the lockdown. The warehousing, transportation and supply chain business bounced back and recovered to more consistent near pre-Covid-19 levels with changes in consumption patterns, growing digital channels and adoption of omnichannel distribution models driving the growth.

The Farm, E-commerce, Consumer and Pharmaceuticals, Freight Forwarding sectors were front-runners driving accelerated growth at consolidated levels.

The SCM segment revenues stood at ₹ 2,840.03 crores for the financial year under review as compared to ₹ 2,893.29 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 15.98% during the financial year under review.

Enterprise Mobility ("EM")
The EM segment of the Company continues to be severely impacted due to most companies following the work-from-home policy in the wake of Covid-19. Further with the second wave of Covid-19 many States have imposed restrictions which have dampened the recovery in the segment.

The EM Segment reported a de-growth of 67.61% in its total revenues during the financial year 2020-21, amounting to ₹ 119.08 crores as compared to ₹ 367.61 crores for the previous year.

Consolidated Performance
The consolidated revenue from operations for the financial year under review was ₹ 3,263.72 crores as compared to ₹ 3,471.14 crores in the previous year, a de-growth of 5.97% year-on-year.

The non-Mahindra Group consolidated supply chain revenue grew by 12.62% year-on-year to ₹ 1,547.47 crores for the financial year under review in comparison to ₹ 1,374.10 crores for the previous year.

The consolidated EBITDA for the financial year under review stood at ₹ 151.69 crores over the previous year of ₹ 172.25 crores. The consolidated PAT de-grew by 47.38% from ₹ 55.45 crores for the previous financial year to ₹ 29.18 crores for the financial year under review.

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

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

Publication 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://mahindralogistics.com/financial-information/>.

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

Change in the nature of the business

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

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 2020-21 till the date of this report.

B. DIVIDEND FOR FINANCIAL YEAR 2020-21

Based on performance of the Company,

The Board of Directors is pleased to recommend a final dividend of ₹ 2.50/- per equity share (being 25% on face value of ₹ 10/- each) for the financial year 2020-21

payable to those Members whose names appear in the Register of Members and list of beneficial owners as on book closure date.

The Register of Members and Share Transfer books of the Company will remain closed from Wednesday, 21st July, 2021 to Tuesday, 27th July, 2021 (both days inclusive) for the purpose of payment of the said final dividend.

The final dividend is subject to approval of Members at the ensuing Annual General Meeting ("AGM") and deduction of tax at source. The equity dividend outgo for the financial year 2020-21, if declared, would result in cash outflow of approximately ₹ 17.94 crores, being 75% of PAT (as against ₹ 10.74 crores paid (19% of PAT) for the financial year 2019-20).

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

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

Taxation on Dividend

The Company shall be liable to deduct withholding tax ("TDS") as per the rates prescribed to each category of Member appearing in the Register of Members/List of Beneficial owners as on Tuesday, 20th July, 2021.

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 link their PAN with Aadhar, ensure past Income Tax returns are filed, as applicable and verify the correctness of their PAN, 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 20th July, 2021.

Web-portal for submission of tax declarations/forms

The Company has enabled a web-portal for Shareholders to submit tax exemption forms/documents for purposes of tax deduction at source. Members can upload their documents by clicking the link <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>, selecting "Mahindra Logistics Limited" in the Company dropdown and submitting the form after filing the details prompted therein through an one-time password based verification.

Unpaid and Unclaimed Dividend

The details of dividends declared by the Company in the past years and lying unpaid and unclaimed as on 31st March, 2021 is given hereunder:

Financial Year	Date of declaration of Dividend	Amount of Dividend declared per equity share	Total amount of Dividend paid	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
2019-20	30 th July, 2020	₹1.50	₹ 10.74 crores	₹ 30,227.00	20,690 shares	30 th August, 2027
2018-19	1 st August, 2019	₹ 1.80	₹ 12.86 crores	₹ 31,703.40	17,613 shares	4 th September, 2026
2017-18	2 nd August, 2018	₹ 1.50	₹ 10.67 crores	₹ 32,586.00	21,724 shares	5 th September, 2025

A Shareholder-wise statement of the unpaid and unclaimed dividend lying with the Company as on 31st March, 2021 is uploaded on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/shareholder-information/>.

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

There is no unpaid and unclaimed Dividend of earlier years or any equity shares on which dividend has not been paid or claimed for seven consecutive years or more which have been transferred to the IEPF up to 31st March, 2021 or are due to be transferred to the IEPF during the financial year 2021-22 in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time.

Transfer to reserves

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

Dividend Distribution Policy

The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations.

The Dividend Distribution Policy of the Company was amended by the Board of the Company at its meeting held on 29th April, 2021 to inter alia, maintain a Dividend pay-out of an optimal range of at least 20% of the Annual Audited Standalone PAT of the Company.

The Amended 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://mahindralogistics.com/disclosures/>.

C. SUBSIDIARIES AND JOINT VENTURE

Subsidiary Companies

As on date of this report, the Company has two Indian unlisted subsidiaries viz. Lords Freight (India) Private Limited ("Lords") and 2x2 Logistics Private Limited ("2x2"). During the financial year under review, no company has become or has ceased to be a Subsidiary, Associate or Joint Venture of the Company.

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

Operational and performance highlights of the Company's Subsidiary Companies for the financial year 2020-21 is given hereunder:

- I. **Lords** provides international freight forwarding services for exports and imports, customs brokerage operations, project cargo services and charters. During the financial year 2020-21, Lords earned gross income of ₹ 299.42 crores as against ₹ 205.14 crores in the previous year, registering a record growth of 45.96%. Its Net Profit after Tax increased by 330.92% and stood at ₹ 6.55 crores for the financial year under review as against ₹ 1.52 crores for the previous year.

With an objective to further consolidate the Company's Shareholding in Lords, the Company acquired additional stake in Lords during the financial year 2020-21 by purchase of 3,80,970 equity shares of Lords (constituting 16.13% of its capital). As on 31st March, 2021, the Company holds 99.05% stake in Lords.
- II. **2x2** specialises in offering automotive outbound logistics solutions to four-wheeler and two-wheeler industries. During the financial year 2020-21 the gross income of 2x2 de-grew by 23.16% amounting to ₹ 36.62 crores as against ₹ 47.66 crores in the



Board's Report (contd.)

previous year. 2x2 incurred a net loss of ₹ 2.63 crores for financial year 2020-21 as compared to a net loss of ₹ 1.21 crores for the previous year.

The Company holds 55% stake in 2x2 as on 31st March, 2021.

Joint Venture

Transtech Logistics Private Limited ("Transtech")

Transtech is engaged in the business of providing Transport Management Solutions to third party logistics companies, shippers and transporters on a 'Software as a Service' model (SaaS) under the brand name 'ShipX'. For the financial year 2020-21, Transtech recorded gross income of ₹ 1.98 crores as compared to ₹ 1.72 crores in the previous year, an increase of 15.12%. Transtech incurred a net loss after tax of ₹ 0.98 crores during the financial year under review as against a net loss of ₹ 1.54 crores in the previous year.

The Company holds 39.79% stake in Transtech as on 31st March, 2021.

Associate Company

As on 31st March, 2021, the Company has no associate companies.

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 31st March, 2021.

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.

There has been no material change in the nature of the business of the subsidiaries or the joint venture during the financial year 2020-21.

D. AWARDS AND RECOGNITIONS

During the financial year under review, the Company was felicitated with many prestigious awards and certificates of appreciations for excellence in its areas of business. The Company continues to be recognised by its customers for its dedication to work and commitment to delivering results. An illustrative list is given below:

- ♦ **CII SCALE Awards 2020 - Won Gold award** for overall excellence as a leading 3PL Company.
- ♦ **The CII National Competition - Won Gold recognition** in the Safety & Energy category for the Company project titled - 'Enhancing shipment delivery experience for

delivery associates for last mile delivery of heavy & bulky shipments'.

- ♦ **Mahindra Innovation Awards 2020 - Won President's Platinum Innovator Award** for the Company's initiative of providing Free Emergency Cab Services during Covid-19 pandemic.
- ♦ **Ministry of Jal shakti** - Awarded a Certificate of appreciation for our CSR efforts towards the upliftment of the farmers and environment, notably through our 'Farmer's Livelihood Project'. With the project, our CSR team has engaged 11 tribal hamlets with 600+ families, distributed 10,000 fruit trees of high yield variety and 6,000 bamboo saplings to bamboo weavers on complimentary basis with support from NGO - Mission Green Mumbai.
- ♦ **Best Health, Safety and Environment (HSE) Performance Award** - Thermax, awarded the Company's Chinchwad factory location for developing, implementing and complying with the regulations, principles and practices related to environment, health, and safety.
- ♦ **League of American Communications Professionals' (LACP) Annual Report Competition- Won Gold award at the 2019/20 Vision Awards** - The Company triumphed in the Transportation & Logistics category and is notably the only Indian Company to have received the award for its Annual Report for financial year 2019-20 in this category. The Company won Bronze award for its Annual Report for financial year 2018-19.
- ♦ **Quarterly Vendor Safety Partnership** - Procter and Gamble awarded the Company's commitment towards safety and adherence of good On-Site Contractors and Visitors (OSCV) practices for the site at Baddi, Himachal Pradesh.
- ♦ **Best Safety award**- Mahindra Heavy Engines Limited awarded the Company for employee and site safety.
- ♦ **Best Secretarial Audit Report Award** - The Institute of Company Secretaries of India awarded M/s. Makarand M. Joshi & Co., Practicing Company Secretaries with the Best Secretarial Audit Report Award for Secretarial Audit Report issued to the Company for the year 2020.
- ♦ **Logistics Sector Skill Council (LSC) - Women Achievers in Logistics Sector- 2021 award** to Ms. Seema Bhaskar, GM - Compliance & Quality - EM segment of the Company. She won the First Prize in the Logistics Trainer category at the LSC for her valuable contribution in accelerating the PMKVY Defensive Driving trainings and her vast experience, spanning 36 years in Supply Chain Management, Operations, Quality & Compliance.

E. INVESTOR RELATIONS

The 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, video conference calls and participation in investor conferences organised by reputed global and domestic broking houses to provide an overview of the Company's operations, business and financial performance and industry developments.

Interactions with Investors

The Company continued its interactions with the investor community and has had over 65 interactions with Indian and overseas analysts/investors/funds during the financial year under review. The Company believes in building a relationship of mutual understanding with its investors/analysts and ensures uniform dissemination of information by uploading material information about the Company on the Company's website and on the website of the Stock Exchanges where equity shares of the Company are listed for access to all the investors/analysts and Shareholders.

An 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://mahindralogistics.com/investor-information/>.

Silent period

The Company observes a 'Silent / Quiet period' for 15 days prior to the announcement of its quarterly financial results. During this period, no interactions with investors/

analysts/funds are held to ensure protection of Company information. Notice of the Silent period is uploaded on the website of the Company.

F. INTERNAL FINANCIAL CONTROLS

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

An external third-party auditor - Grant Thornton Bharat LLP has audited and assessed the Internal Financial Controls of the Company during the financial year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India. Based on the results of the assessments carried, no material weakness was observed in the effectiveness of internal control systems nor any deficiencies in the design or operation of such internal controls were observed. Further there were no significant changes in internal control over financial reporting and the internal control systems were operating adequately.

The Statutory Auditors have also examined the internal financial controls of the Company and have submitted an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting as at 31st March, 2021.

Further there were no letters of internal control weaknesses issued by the Internal Auditor or the Statutory Auditors during the financial year under review.

The Company's Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by Management and approved by the Audit Committee and the Board. These Accounting Policies are reviewed and updated from time to time.

The Company uses SAP ERP systems as a business enabler and to maintain its books of accounts. The transactional controls built into the SAP ERP systems ensure appropriate segregation of duties, appropriate level of approval mechanisms and maintenance of supporting records. With an objective to digitise the core finance and procurement processes and integrate the key operations applications used, the Company implemented and launched Nucleus (SAP S/4 HANA) during the financial year under review.

**Board's Report (contd.)**

The Company has also adopted policies and procedures for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Code of Conduct for Senior Management and Employees of the Company ("Code") commits Management to financial and accounting policies, systems and processes. The Corporate Governance Policies and the Code are communicated across the Company. The systems, standard operating procedures and controls are reviewed by Management. These systems and controls are audited by Internal Audit and their findings and recommendations are reviewed by the Audit Committee which ensures the implementation.

Pursuant to Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, and based on the framework of internal financial controls and compliance systems established and maintained by the Company, the assessments and audit carried out by the internal auditors, the statutory auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls laid down with reference to the Financial Statements were adequate and effective during the financial year 2020-21.

G. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis for the financial year under review, as stipulated under Regulation 34(2)(e) read with Part B of Schedule V of the SEBI Listing Regulations, is presented in a separate section and forms part of this Annual Report. It provides mandatory disclosures required under the SEBI Listing Regulations comprising of inter-alia details about the overall industry structure, economic scenarios, operational and financial performance of the Company, business strategy, internal controls and their adequacy, risk management systems and other material developments during the financial year 2020-21.

H. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions entered during the financial year under review were in the ordinary course of business and on arms' length basis, pre-approved by the Audit Committee 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.

Apart from Mahindra & Mahindra Limited ("M&M"), no person or entity belonging to the promoter group holds 10% or more shareholding in the Company.

Material Related Party Transactions

The Company has entered into material Related Party Transactions i.e. transactions exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements, with M&M, the Holding Company and Promoter of the Company in terms of approval granted by the Members at the 12th AGM held on 1st August, 2019. 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. 35 of the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021.

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

Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No.:117366W/W-100018) ("Deloitte") is the Statutory Auditor of the Company appointed by the Members of the Company at the 10th AGM held on 14th August, 2017. Deloitte was appointed for a term of five years commencing from the conclusion of the 10th AGM up to the conclusion of 15th AGM of the Company to be held in the year 2022.

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 Annual Audited Standalone and Consolidated Financial Statements for the financial year 2020-21 forms part of this Annual Report and are unmodified i.e. they do not contain any qualification, reservation, or adverse remark.

Secretarial Auditor

M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (Certificate of Practice No.:3662) ("MMJC") is appointed as the Secretarial Auditor of the Company to conduct the audit of the secretarial records of the Company and for providing Annual Secretarial Compliance Report, Corporate Governance certifications and other certifications as may be required under the SEBI Listing Regulations.

Annual Secretarial Compliance Report

The Company has obtained an Annual Secretarial Compliance Report for the financial year ended 31st March,

2021 from MMJC in compliance with the Regulation 24A of the SEBI Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated 8th February, 2019. The said Report has been submitted to the Stock Exchanges within the prescribed statutory timelines. 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.

Unmodified Secretarial Audit Report and Annual Secretarial Compliance Report

The Secretarial Audit Report and the Annual Secretarial Compliance Report for the financial year ended 31st March, 2021 are unmodified i.e. they do not contain any qualification, reservation, or adverse remark.

The Secretarial Audit Report in Form No. MR-3 as per the provisions of Section 204 of the Act read with Rules framed thereunder for the financial year ended 31st March, 2021 is annexed to this Board's Report as **Annexure III** and forms part of this Annual 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 Board has appointed Mr. K. N. Vaidyanathan as the Internal Auditor of the Company with effect from 1st April, 2020. The Internal Auditor reports directly to the Chairman of the Audit Committee. The Internal Audit function develops an audit plan for the Company, which covers, inter-alia, corporate, core business operations, as well as support functions and is reviewed and approved by the Audit Committee. The internal audit approach verifies compliance with the operational and system related procedures and controls.

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

Cost Audit

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

Reporting of frauds by Auditors

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

J. PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES AND SECURITIES

Particulars of the loans given, investments made and the purpose for which the loan is proposed to be utilised by the recipient of the loan are provided in Note Nos. 6 and 35 to the Standalone Financial Statements. No loans/advances have been made to companies/firms in which Directors are interested. The Company has not subscribed to the securities of any other body corporate or provided any guarantees and securities in connection with any loans given during the financial year under review.

Disclosure of transactions which are required to be disclosed in the annual accounts of the Company pursuant to Regulation 34(3) read with Para A of Schedule V of the SEBI Listing Regulations are disclosed in Note No. 35 to the Standalone Financial Statements.

K. PUBLIC DEPOSITS AND LOANS/ADVANCES

The Company has not accepted any deposits from the public or its employees, during the financial year under review and no amount on account of principle or interest thereon was outstanding as of 31st March, 2021. The Company has not accepted any loans from its Directors or from Holding/Subsidiary/Joint Venture Company of the Company during the financial year under review.

L. EMPLOYEES**Key Managerial Personnel**

As on 31st March, 2021, the following persons have been designated as Key Managerial Personnel ("KMP") of the Company pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Mr. Rampraveen Swaminathan, Managing Director & CEO;
2. Mr. Yogesh Patel, Chief Financial Officer ("CFO");
3. Ms. Brijbala Batwal, Company Secretary.

Changes in KMP

There were no changes in the KMP of the Company during the financial year under review.

Employee Stock Option Schemes

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

The Company has in force two Employee Stock Option schemes under the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the SEBI SBEB Regulations"):



Board's Report (contd.)

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 variations made to the said schemes during the financial year under review.

During the financial year under review, the Nomination and Remuneration Committee ("NRC") granted 2,56,483 Restricted Stock Units ("RSUs") to the eligible employees and Executive Director of the Company in accordance with the RSU Plan 2018 approved by the Shareholders.

During the financial year under review no eligible Director/ Employee of the Company has been granted RSUs equal to or exceeding 1% of the issued share capital of the Company at the time of grant.

No stock options were granted under the KESOS Scheme 2012 during the financial year under review.

The Statutory Auditor of the Company viz. Deloitte has certified 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. Copy of the said certificate will be placed at the ensuing AGM for inspection by the Members.

Disclosure in relation to the said stock option schemes of the Company as required under Regulation 14 of the SEBI SBEB Regulations read with the SEBI Circular CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015 has been uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-information/>.

Particulars of employees and related disclosures

The Company had nine employees who were in receipt of remuneration of not less than ₹ 1,02,00,000/- during the financial year under review or not less than ₹ 8,50,000/- per month during any part of the financial year ended 31st March, 2021.

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

Details of employee remuneration as required under the provisions of Section 197(12) of the Act read with

Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 can be accessed at the weblink: <https://mahindralogistics.com/financial-information/> and any Member interested in obtaining a copy of the same may write to the Company Secretary of the Company.

M. EMPLOYEE RELATIONS

As a leading 3PL Solutions provider, the Company is a people driven organisation with more than 17,000 employees (on-rolls and off-rolls) spread over 500 client and operating locations across India. With the inherent belief that people are our greatest asset, the employer-employee relationship can be characterised as fair, just, trusting and caring which has been enmeshed into the employee lifecycle and ensuring that through continual reinforcement via communication platforms and the celebration of success stories, alignment in the organisation is strengthened. The Human Resource ("HR") function has ensured that it has driven process excellence by digitising work processes in tandem with policy changes so that technology-driven engagement, efficiency, simplicity, scalability and empowerment could be achieved.

The Covid-19 pandemic and the subsequent lockdown created various challenges with regards to managing business operations and ensuring the realisation of customer expectations and this created opportunities for the HR function to apply alternative thinking and reimagine solutions and processes to drive engagement, build capability, create alignment and ensure that employees and their families were protected. Delivering profitable and sustained growth has involved the HR function partnering 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.

The Company continues its efforts to propagate and implement employee centric practices by engaging all employees, including fixed term and contract employees through several initiatives/programmes including the following:

- ♦ **iCoach programme**, designed as a leadership development initiative, has successfully enabled the creation of a coaching culture where internally certified Coaches coach employees with potential so that they are equipped with the right skills to overcome challenges and achieve their goals;
- ♦ **Sandhaan**, a platform designed to groom future leaders at the mid management level. Based on the premise that

Happy Employees create Happy Customers, participants share their learnings with their colleagues and then drive business impact projects by creating 'Moments of Truth' for customers;

- ♦ **Disha**, a program for first time supervisors on the shop floor, to strengthen their ability to manage teams and ensure result orientation with execution excellence aligned to the Mahindra Leadership Rise competencies wherein 1500+ employees were covered via this initiative by leveraging on in-house leaders and faculty;
- ♦ **AXLERATE** platform, which was created to drive functional capability building, has grown from strength to strength covering 2300+ employees via online training on Stores and Linefeed, Warehouse Management, Quality Tools and Lead with Excel. The Company has also introduced AXELRATE 2.0 to develop capabilities of employees in partnership with, NITIE an external agency;
- ♦ **Prapantan**, the Six Sigma Black Belt certification programme was launched during the financial year under review. 21 leaders have identified projects linked to optimisation, cost reduction, productivity enhancement etc. specific to their role in the Company with an aim to enhance the problem-solving capability of senior leaders in the Company;
- ♦ **Sanjeevani**, a platform for harmonious work relations for carrying out several initiatives linked to inclusive participation, capability building, communication and welfare creating higher engagement for all employment categories, especially Fixed Term and Third-party Contract staff;
- ♦ **Udaan**, a Second Career Programme for women under the Diversity and Inclusion campaign;
- ♦ **Swayam**, a Health and wellness platform for physical and emotional well-being of employees.

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

N. 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 the Company and is emphasised at all levels through constant communications, awareness 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, firefighting, emergency preparedness and forklift driving. The Company has also initiated ACE, a learning program which includes training on safety practices and best practices related to EHS. During the financial year under review the Company has trained over 50+ manpower on creating and sustaining safety culture at site. A dedicated safety team oversees the implementation of a comprehensive driver safety culture at a PAN India level.

The Company also carries out internal safety audits and external electrical audits of facilities for assessing and managing safety risks with respect to the warehousing and logistics verticals. Safety Themes and various events like National Road Safety Week, National Safety Week, World Environment Day and Drivers' Day are rolled out PAN India on a regular basis for awareness of a safety culture across the organisation. The Company continues its commitment to improve the wellbeing of employees and contract workmen by organising health examination camps, health check-ups, eye check-up camps for drivers and blood donation camps.

LIFE - Life Impacting Injuries and Fatalities Elimination, a safety initiative program furthers the Company's objective of inculcating a safety culture across the Company.

LIFE is a multi-stage program which drives eight safety standards viz. Behavioural 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 safety protocols adopted and implemented by the Company are also appreciated by our customers and business partners. During the financial year under review customers like Thermax, Procter and Gamble, Mahindra Heavy Engines Limited recognised and awarded the Company's commitment towards safety practices and



Board's Report (contd.)

adherence of regulations and principles related to EHS at their respective locations.

O. QUALITY

We believe in adopting an integrated approach to drive excellence in everything we do. At the organisational level, the Company follows 'The Mahindra Way' ("TMW"), the Mahindra Group's Business Excellence Model. It is an integrated approach that extends beyond the quality of our products and services to encompass excellence in all functions, processes and operations within the businesses in the Group. Management and key business processes are selected for driving improvements through a structured and systematic approach. Every year, the Company undergoes an annual assessment by experienced assessors and basis the feedback received, improvements are carried out by following a PDCA (Plan-Do-Check-Act) approach. This provides us with regular feedback on our progress and also serves as a common yardstick to measure TMW maturity (on process and results) for the Company and also across different companies in the Group. The Company follows a continuous improvement approach across businesses and functions. At operating sites / workplaces high Impact Projects are selected for driving improvements using systematic way of problem solving and task achieving approach and Lean Six Sigma approach.

These projects are implemented through use of 7 Quality control tools, advanced statistical tools, lean tools like 5S, process mapping, waste elimination, value stream mapping, makigami analysis, etc.

Quality Initiatives

The Company continued to undertake quality and improvement initiatives across the organisation during the financial year under review. The Company successfully implemented 8000+ Kaizens, 65+ quality circles, 120+ yellow belt projects, 10+ green belt projects and 15+ black belt projects in the financial year 2020-21 covering key process improvements, cost savings, etc. The Company also focussed heavily on the capability building programs as per the needs of the employees and feedback from the customers. Over 1,750 employees were trained on daily work management and standardisation (DWMS), 5S, task achieving quality control, Mahindra yellow belt, Mahindra green belt, Mahindra black belt, Plan-Do-Check-Act, total productive management, diagnostics assessment approach & tools for warehouse, line feeding, transportation and work resumption after Covid-19 lockdown.

The Company recognised and rewarded location teams and their excellence enablers for demonstrating exceptional performance in operations and passion for excellence across all service lines and verticals PAN India at the Operation Excellence Annual Awards Function conducted virtually. The awards were based on achievement of criteria viz. revenue and gross margin earned, driving safety and

quality culture, implementing cost saving initiatives. Top performing location teams and excellence enablers were awarded with 51 Awards across Platinum, Gold, Silver and Bronze categories, special recognition awards and the MD and CEO's Choice Awards.

The Company continues to sustain its commitment to inspire and enable all employees to embrace the quality culture as part of their routine work. To this end in November 2020, the 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 like Poster, Slogan, Quality Quiz, DWMS, BOB locations (Best of Best) organised virtually and Quality Gyan.

Integrated Management System

The Company continues to stay competitive in the market and deliver on our promise to provide quality services to all our customers, every single time. We have well established rigorous processes and systems in place to ensure quality, team performance and productivity, efficiency, safety, quick decision making, etc.

The Company has successfully completed its first Integrated Management System ("IMS"). IMS is a combination of three International Standards: ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environmental Management System) and ISO 45001:2018 (Occupational Health and Safety Management System) surveillance audit, recognised worldwide.

The Company demonstrated successful sustenance of IMS during the online audit conducted at across locations. 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.

P. BOARD & COMMITTEES

Board

As on 31st March, 2021, the Board of the Company consisted of eleven Directors comprising of a Non-Executive Chairman, an Executive Director (Managing Director & CEO), three Non-Executive Non-Independent

Directors and six Independent Directors, of whom two are Women Directors.

Director Appointments/Re-appointments for Members approval

The Board of the Company, on recommendations of the NRC, inter-alia, considering the qualification, experience, knowledge, skills possessed and declarations submitted by each of them approved/recommended the following appointments/re-appointments, on the Board, for approval of Members of the Company at the ensuing AGM. The Company has received the requisite notices from Member proposing each of their appointments/re-appointments, as the case maybe, as a Director of the Company.

Dr. Anish Shah, Chairman and Non-Executive Director

Dr. Anish Shah (DIN:02719429) was appointed 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 2nd April, 2021 and holds office as an Additional Director up to the date of the ensuing AGM of the Company. The Board at its meeting held on 29th April, 2021 has recommended the appointment of Dr. Anish Shah as Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

Mr. Amit Kumar Sinha, Non-Executive Director

Mr. Amit Kumar Sinha (DIN:09127387) was appointed as an Additional Non-Executive (Non-Independent) Director, liable to retire by rotation with effect from 29th April, 2021 and holds office as an Additional Director up to the date of the ensuing AGM of the Company. The Board at its meeting held on 29th April, 2021 has recommended the appointment of Mr. Amit Kumar Sinha as Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

Mr. Darius Pandole, Independent Director

Mr. Darius Pandole (DIN:00727320) was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from 25th July, 2017 up to 24th July, 2022. Accordingly, the first term of office of Mr. Darius Pandole as an Independent Director of the Company is due to expire on 24th July, 2022.

The Board of the Company, based on the recommendation of the NRC and results of the performance evaluation carried out by the NRC and the Board, has recommended the re-appointment of Mr. Darius Pandole as Non-Executive Independent Director for a second term of five consecutive years commencing from 25th July, 2022 up to 24th July, 2027 to the Members for approval through special resolution (prior to expiry of his term). Mr. Darius Pandole confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations.

Mr. Darius Pandole is registered in the data bank maintained by the Indian Institute of Corporate Affairs ("IICA") and is exempted from appearing the proficiency test conducted by IICA. The Board, basis recommendation of the NRC and considering the skills, experience and acumen possessed by Mr. Darius Pandole, is of the opinion that he is a person of integrity and possesses the relevant expertise and experience (including proficiency) to continue as an Independent Director of the Company and is Independent of the Management of the Company.

Mr. Ranu Vohra, Independent Director

Mr. Ranu Vohra (DIN:00153547) was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from 25th July, 2017 up to 24th July, 2022. Accordingly, the first term of office of Mr. Ranu Vohra as an Independent Director of the Company is due to expire on 24th July, 2022.

The Board of the Company, based on the recommendation of the NRC and results of the performance evaluation carried out by the NRC and the Board, has recommended the re-appointment of Mr. Ranu Vohra as Non-Executive Independent Director for a second term of five consecutive years commencing from 25th July, 2022 up to 24th July, 2027 to the Members for their approval through special resolution at the ensuing AGM (prior to expiry of his term). Mr. Ranu Vohra confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations.

Mr. Ranu Vohra is registered in the data bank maintained by the IICA and has passed the online proficiency self-assessment test conducted in accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder. The Board, basis recommendation of the NRC and considering the skills, experience and acumen possessed by Mr. Ranu Vohra, is of the opinion that he is a person of integrity and possesses the relevant expertise and experience (including proficiency) to continue as an Independent Director of the Company and is Independent of the Management of the Company.

None of the Directors of the Company nor any of the Directors proposed to be appointed / re-appointed are disqualified from being appointed as Director in terms of Section 164 of the Act read with applicable rules made thereunder, nor are any of them debarred from holding the office of Director by virtue of any order issued by SEBI or any other such authority.

Directors appointed during the financial year 2020-21

During the financial year 2020-21, Ms. Malvika Sinha, Mr. Naveen Raju and Mr. Dhananjay Mungale were inducted on the Board of the Company as given hereunder.

Director	Designation	Terms and conditions of appointment	Date of Shareholder approval
Ms. Malvika Sinha (DIN:08373142)	Independent Director	From 30 th July, 2020 to 29 th July, 2025	13 th AGM on 30 th July, 2020
Mr. Naveen Raju (DIN:07653394)	Non-Executive Director	From 3 rd September 2020, liable to retire by rotation.	Vide Postal Ballot on 6 th March, 2021
Mr. Dhananjay Mungale (DIN:00007563)	Independent Director	From 29 th January, 2021 up to the date of the AGM to be held in the year 2025.	

The Board, basis recommendation of the NRC and considering the skills, experience and acumen possessed by Ms. Malvika Sinha and Mr. Dhananjay Mungale, is of the opinion that both are persons of integrity and possess the relevant expertise

and experience (including proficiency) to qualify as an Independent Director of the Company and are Independent of the Management of the Company.

None of the Independent Directors have been re-appointed or have resigned during the financial year under review.

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

Mr. V. S. Parthasarathy (DIN:00125299), Non-Executive (Non-Independent) Director and the erstwhile Chairman of the Board of the Company resigned from the Board of the Company with effect 2nd April, 2021 to pursue other interests. Consequently, he also ceased to be a Member of the NRC from the said date.

Mr. Parag Shah, Non-Executive Director
Mr. Parag Shah (DIN:00374944) resigned from the position of Non-Executive (Non-Independent) Director of the Board of the Company due to his pre-occupation with effect from close of business hours of 29th April, 2021. Consequently, he also ceased to be a Member of the NRC, Stakeholders' Relationship Committee, Risk Management Committee, Corporate Social Responsibility Committee and Investment Committee of the Board from the said date.

Director Retiring by Rotation
Mr. S. Durgashankar, Non-Executive Director

In terms of Section 152 of the Act, Mr. S. Durgashankar, Non-Executive (Non-Independent) Director (DIN:00044713), retires by rotation at the ensuing AGM. Although being eligible, he has not offered himself for re-appointment due to pre-occupation. Accordingly he would cease to hold office as Non-Executive (Non-Independent) Director of the Company on expiry of his term ending at the ensuing AGM scheduled to be held on 27th July, 2021.

Consequently, he would cease to be Member of the Audit Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Board from the said date.

The Board places on record its sincere appreciation for the significant contributions made by Mr. V. S. Parthasarathy, Mr. Parag Shah and Mr. S. Durgashankar in guiding and supporting the management during their respective tenures 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 confirmed that they have registered themselves in the Independent Directors data bank maintained by the IICA and unless exempted, have also passed the online proficiency self-assessment test conducted by IICA.

Performance Evaluation
Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board of the Company at its meeting (following the NRC and Independent Director meeting) carried out an annual evaluation of its own performance, performance of its Committees, the performance and independence of Independent Directors as well as the performance of the Directors individually for financial year 2020-21. The Board also carried out performance evaluation of the Managing Director & CEO of the Company.

The Independent Directors in a separate meeting carried out the evaluation of the performance of the erstwhile Chairman of the Company, considering the views of Executive and Non-Executive Directors, the performance of the Non-Independent Directors and the Board as a whole, and also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The NRC at its meeting reviewed the evaluations and the implementation and compliance of the evaluation exercise done for the financial year 2020-21.

Process of evaluation
The performance was evaluated basis feedback for each of the evaluations sought by way of structured questionnaires through a secured electronic portal.

The questionnaires for performance evaluation are comprehensive and in alignment with the guidance note on Board evaluation issued by the SEBI, vide its circular dated 5th January, 2017. The performance evaluation parameters covers various attributes/functioning of the Board such as adequacy of the composition of the Board and its Committees, the Board culture, execution and performance of specific duties, Board's functioning such as Board effectiveness, Board meetings, 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. A detailed note on process of evaluation is provided in the section titled Report on Corporate Governance, which forms part of this Annual Report.

Outcome and results of evaluation
The outcome of the evaluations was presented to the Board, the NRC, and the Independent Directors at their respective meetings for assessment and development of plans/suggestive measures for addressing action points that arise from the outcome of the evaluation.

All Directors of the Company as on 31st March, 2021 participated in the evaluation process. The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise and the outcome of the evaluation process.

The evaluation exercise for the financial year 2020-21 concluded that the transparency and free-flowing discussions at meetings, the adequacy of the Board and its Committee compositions and the frequency of meetings

were satisfactory. They concluded that the Board functions in a cohesive and professional manner.

Suggestions provided to enhance the Board's effectiveness have been noted and taken up for implementation.

The suggestions from previous evaluations were implemented by the Company.

Familiarisation Program for Independent Directors

The Directors are afforded many opportunities to familiarise themselves with the Company, its Management, and its operations during their association with the Company. The Company conducts induction and familiarisation programs for the Directors joining the Board including site visits, to familiarise them.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates terms and conditions of their engagement. The Managing Director & CEO and the Senior Management provide an overview of the operations and familiarise the Directors on matters related to the Company's values and commitments. They are also introduced to the organisation structure, constitution, terms of reference of the Committees, board procedures, management strategies etc. Further the Directors are on a quarterly basis apprised on the powers, role and responsibilities and constitution of the Board Committees, its charter and terms of reference and changes therein, Committee meetings held during a quarter.

The Board Members are apprised by the Senior Management at quarterly Board Meetings by way of presentations which include industry outlook, competition update, company overview, operations and financial highlights, regulatory updates, presentations on internal control over financial reporting, succession planning, strategic investment, etc. which not only give an insight to the Directors on the Company and its operations but also allows them an opportunity to interact with the Senior Management. The Directors are also informed of the various developments in the Company through Press Releases, e-mails 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 Directors under the Act and the SEBI Listing Regulations;
- Board Agenda and Presentations;
- Code of Conduct for Directors;
- Terms and conditions of appointment of Independent Directors;
- Annual Reports.

Details of familiarisation programs imparted during the financial year under review in accordance with the requirements of the SEBI Listing Regulations are available on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/disclosures/>.

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

A Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning ("Appointment and Remuneration Policy") adopted and implemented by the Board of Directors of the Company in accordance with the applicable provisions of the Act and the SEBI Listing Regulations. The said Policy, inter-alia, includes criteria for determining qualifications, positive attributes, independence of directors, identification of persons who are qualified to become Directors, Key Managerial Personnel ("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, KMPs, 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 Policy is also uploaded on website of the Company and can be accessed from the weblink: <https://mahindralogistics.com/disclosures/>.

During the financial year under review, there were no amendments made to 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. The NRC also reviews and recommends to the Board the remuneration of the Senior Management Personnel of the Company.

Non-Executive Directors

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.

Considering the enhanced level of decision-making ability, competitive business environment, and corporate governance norms thereby making the responsibilities of Non-Executive Directors more onerous, and in appreciation of the contribution and services they have rendered / will continue to render to the Company, the Board enhanced the sitting fees payable to the Independent Directors of the Company for attending meetings of the Board and its Committees.

Executive Director - Managing Director & CEO

The Managing Director & CEO of the Company does not draw any remuneration or commission from the holding Company or the subsidiary companies of the Company. Details of remuneration payable to Directors of the Company is provided in the section titled Report on Corporate Governance, which forms part of this report.

Directors' Responsibility Statement

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

- a. In the preparation of the annual accounts for the financial year ended 31st March, 2021 the applicable accounting standards had been followed and there are no material departures therein;
- b. They had in consultation with Statutory Auditors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year on 31st March, 2021 and of the profit of the Company for the financial year ended on that date;
- c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. They have prepared the annual accounts on a going concern basis;
- e. They have laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and were operating effectively during the financial year ended 31st March, 2021;
- f. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively throughout the financial year ended 31st March, 2021.

Board Meetings

During the financial year ended 31st March, 2021, eight Board Meetings were held. For details of meetings of the Board, please refer to the Corporate Governance Report, which is a part of this report.

Annual General Meeting

The 13th AGM of the Company was held on Thursday, 30th July, 2020.

Meeting of Independent Directors

The Independent Directors of the Company meet without the presence of other Directors or the Management of the Company.

The Meetings are conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to review of performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Company (taking into account the views of the Non-Executive Directors) and to assess the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the financial year under review, the Independent Directors met on 20th May, 2020 and 17th March, 2021 and the Meetings were well attended by the Independent Directors of the Company.

Audit Committee

As on 31st March 2021, the Audit Committee comprised of five Non-Executive Directors, of whom four Directors (i.e. more than 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 31st March, 2021 is given hereunder:

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

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

Changes in composition of the Audit Committee

During the financial year 2020-21, the Board of The Company inducted Ms. Malvika Sinha, Independent Director as a Member of the Audit Committee with effect from 30th October, 2020.

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.

Q. GOVERNANCE

Corporate Governance

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

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

The Company is committed to transparency in all its dealings and places high emphasis on business ethics. A detailed Report on Corporate Governance along with a Certificate from a Practicing Company Secretary regarding compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI Listing Regulations is included as a separate section and forms part of this Annual Report.

Vigil Mechanism / Whistle Blower Policy

The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder and the SEBI Listing Regulations, is implemented through the Company's Whistle Blower Policy. The Whistle Blower Policy provides a mechanism for the Directors, employees and all the stakeholders of the Company to report their genuine concerns and provides adequate safeguard against victimization to those who use such mechanism. The Policy also makes provision for direct access to the Chairperson of the Audit Committee.

To build upon our existing governance practices, the Company has partnered with an Independent third-party global company to offer a globally admired secure, confidential and multilingual platform to all stakeholders to report

issues related to Code of Conduct and other violations.

All Stakeholders who have a concern to raise can access the totally secure, independently monitored and transparent modes of logging of complaints viz.

1. A third-party online web-portal :
<https://ethics.mahindra.com>;
2. A 24x7 toll-free secured third-party hotline mechanism - # 000 800 100 4175;
3. Directly writing to the Chairman of the Audit Committee through e-mail - ml.vigil@mahindra.com or by letter address to
The Chairman, Audit Committee
C/o Chief Financial Officer
Mahindra Logistics Limited
1 A & 1B, 4th Floor, Techniplex-I, Techniplex Complex, Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062.
4. Writing to the Company at postal address: Mahindra Logistics Limited, 1 A & 1B, 4th Floor, Techniplex-I, Techniplex Complex, Veer Savarkar Flyover, Goregaon West, Mumbai – 400 062.

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.

The Whistle Blower Policy of the Company is available on the website of the Company and can be accessed at the web link: <https://mahindralogistics.com/disclosures/>.

Prevention of Sexual Harassment at Workplace
The Company has zero tolerance towards sexual harassment at its workplace and has adopted a Policy for Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (“POSH Act”) to provide a safe, secure and enabling environment, free from sexual harassment. The Policy is gender neutral. Internal Complaints Committee has been set across regions to redress complaints received regarding sexual harassment. During the financial year under review and pursuant to Rule 8(5)(x) of the Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of 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 online with an improved and interactive approach.

During the financial year 2020-21, the Company received one complaint in this regard where appropriate action was taken by the ICC. No case is pending as on 31st March, 2021.

Risk Management

The Company has a well-defined risk management framework in place which inter-alia includes identification of elements of risk, if any, which in the opinion of the Management and the Board may impact the performance outcome of the Company.

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

The 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. 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 2020-21 are provided in the section titled Report on Corporate Governance, which forms part of this Annual Report.

R. CORPORATE SOCIAL RESPONSIBILITY AND RELATED MATTERS

Corporate Social Responsibility (“CSR”)
The Company’s CSR efforts continue to be directed towards Building Communities, Skill Development, Sustainability, Disaster Relief and other initiatives in line with the Company’s CSR Policy.

The Covid-19 pandemic emerged as a global challenge, creating disruption across economies and communities. As a responsible member of the communities we serve and operate in, the Company swiftly responded to by contributing to various relief and emergency response initiatives such as distribution of cooked food/meals, ration kits to the migrant workers and families, providing mask,

sanitizers to health workers, launched a national helpline for employees and drivers, etc. The Company launched HOPE (Helping Our People during Emergencies) initiative to provide financial assistance to Driver community. The Company also extended its support to the Police Department, Local Government Departments by providing free emergency cab services for public use.

The Company continued its other ongoing CSR programs towards building communities, skill development, sustainability and disaster relief during the financial year 2020-21, positively impacting over 1,40,000 beneficiaries across all CSR initiatives of the Company during the financial year under review.

The Company was also awarded a Certificate of appreciation from the Ministry of Jal shakti for its CSR efforts towards the upliftment of the farmers and environment, notably through our ‘Farmer’s Livelihood Project’. The CSR team engaged with 11 tribal hamlets with over 600 families, distributed 10,000 fruit trees of high yield variety to the farmers and 6,000 bamboo saplings to the bamboo weavers with support from NGO - Mission Green Mumbai.

CSR Committee

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

The CSR Committee of the Company comprised of five Directors as on 31st March, 2021 as detailed hereunder. The Chairman of the CSR Committee is an Independent Director and the Company Secretary of the Company acts as the secretary to the CSR Committee.

Details of the CSR Committee constitution	Changes during the financial year 2020-21
1. Mr. Ranu Vohra, Independent Director – Chairperson	
2. Mr. Rampraveen Swaminathan, Managing Director and CEO – Member	Inducted as Member effective 29 th January, 2021
3. Mr. S. Durgashankar, Non-Executive Director – Member	
4. Mr. Parag Shah, Non-Executive Director – Member	
5. Mr. Naveen Raju, Non-Executive Director – Member	Inducted as Member effective 30 th October, 2020

Changes in the CSR Committee constitution from 1st April, 2021 to date of this report

Mr. Parag Shah ceased to be Member of the Committee consequent to his resignation effective close of business hours of 29th April, 2021 and Ms. Malvika Sinha was appointed as Member of the Committee effective 29th April, 2021.

The composition of the CSR Committee is uploaded on the website of the Company and can be accessed through the weblink: <https://mahindralogistics.com/board-of-directors/#committee>.

CSR Policy

The Board has adopted a CSR Policy, formulated and recommended by the CSR Committee. During the financial year under review, the CSR Policy of the Company was amended so as to incorporate the amendments in Section 135 of the Act and the Companies (Corporate Social Responsibility) Rules, 2014 which came into effect from 22nd January, 2021, viz. the approach and direction given by the Board of the Company, guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan, etc.

The CSR Policy including a brief overview of the projects or programs approved by the Board with implementation schedule thereof is uploaded on the Company website and can be accessed through the weblink: <https://mahindralogistics.com/disclosures/>.

CSR Spend

During the financial year under review, the Company has spent ₹ 2.17 crores towards CSR activities as stipulated under Schedule VII of the Act vis-à-vis the budgeted spend of ₹ 2.16 crores (being 2% of the average net profits of the Company during the preceding three financial years). There is no unspent CSR expenditure as on 31st March, 2021.

Impact Assessment of CSR Projects

The Company’s average CSR obligation in the three immediately preceding financial years does not exceed ₹ 10 crores. Hence the Company is not required to undertake impact assessment, through an independent agency in terms of Rule 8(3)(a) of the Companies (Corporate Social Responsibility) Rules, 2014.

However, in line with the CSR Policy, the Company voluntarily conducts internal assessments, situational analysis, need assessment surveys, project visits or social audits etc. to monitor and evaluate the CSR projects of the Company.

Annual Report on CSR

Annual Report on CSR for the financial year 2020-21 including the salient features of the CSR Policy adopted by the Company is annexed as **Annexure VI** of this report and forms part of this Annual Report.

S. SUSTAINABILITY

The Company believes that adopting sustainable practices across its operations is both a business imperative and a long-term competitive advantage. We recognise the

Board's Report (contd.)

fact that Green House Gas (“GHG”) emissions have a significant impact on the environment and in this regard the Company continues to adopt multiple strategies to reduce negative impacts from our activities, on the environment. The Company has adopted a Sustainability Policy and roadmap with this objective.

During the financial year under review, the Company continued with its focus on the Environmental, Social and Governance (“ESG”) parameters, by implementing the Sustainability Framework developed, for ensuring a common language and a uniform understanding of the aspects of sustainability across the organisation. This framework promotes sustainability through a three-pronged approach of:

- 1. Promoting Stakeholder Growth;
- 2. Rejuvenating the Environment;
- 3. Long-term Business Growth;

Specific initiatives taken in this regard are detailed in **Annexure VII** of this report. These efforts have resulted in reduction in energy and costs, improved process efficiencies and increased customer satisfaction.

To further improve the focus in the area of GHG reduction, the Company has made a commitment to Science Based Targets Initiative (SBTi) to reduce scope 1 and 2 GHG emissions by 88% per employee and scope 3 GHG emissions by 69% per million kilometer by the year 2033 from a 2018 base year and also become Carbon Neutral by the year 2040.

The Company is preparing to release its first report on the Sustainability performance of the Company elaborated in detail in the GRI Report. The Sustainability Report would be uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/csr-and-sustainability/> on release.

Business Responsibility Report
As stipulated in Regulation 34(2)(f) of the SEBI Listing Regulations, the Business Responsibility Report of the Company, highlighting the initiatives taken by the Company in the areas of social, environment, governance and economic responsibilities of business for the financial year 2020-21, in the prescribed format is available as a separate section and forms part of this Annual Report.

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

The particulars relating to the conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is provided in **Annexure VII** and forms part of this report.

U. POLICIES

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

V. SECRETARIAL
Authorised Share Capital

The authorised share capital of the Company as on 31st March, 2021 was ₹105,00,00,000/- divided into 10,50,00,000 equity shares of the face value of ₹ 10/- each.

Changes in issued, subscribed and paid-up share capital

During the financial year under review, the Company allotted 1,33,084 equity shares of face value of ₹ 10/- each to the eligible employees/ex-employees of the Company and its holding company towards exercise of RSUs under the 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 the Company in all respects.

Changes in the equity share capital from 1st April, 2021 to date of this report

The Company has allotted 41,663 equity shares to employees/ex-employees of the Company and eligible employees of Holding Company, pursuant to exercise of RSUs granted under the RSU Plan 2018 on 12th April, 2021. Consequently, the issued, subscribed and paid-up share capital of the Company as on the date of this report increased from ₹ 71,67,03,400/- (divided into 7,16,70,340 equity shares of ₹ 10/- each fully paid-up) to ₹ 71,71,20,030/- (divided into 7,17,12,003 equity shares of ₹ 10/- each fully paid-up).

Annual Return

The Annual Return of the Company for the financial year ended 31st March, 2021 prepared in compliance with Section 92(3) of the Act and Rules framed thereunder in prescribed Form No. MGT-7 is placed on the website of the Company and can be accessed at the web link: <https://mahindralogistics.com/financial-information/>.

Compliance with Secretarial Standards

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards viz. the Secretarial Standard-1 on Meetings of the Board of Directors (“SS-1”) and the Secretarial Standard-2 on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India and approved by the Central Government, and such systems are adequate and operating effectively.

During the financial year under review, the Company was in compliance with the Secretarial Standards-SS-1 and SS-2.

W. GENERAL

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

- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Issue of sweat equity shares to employees of the Company under any scheme;
- Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company’s operations in future;
- Raising of funds through Preferential Allotment, Rights Issue or Qualified Institutional Placement;
- Voting rights which are not directly exercised by the employees in respect of equity shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Act);

- Suspension of trading of equity shares of the Company;
- There was no revision made in Financial Statements or the Board’s Report of the Company;
- There was no one-time settlement done by the Company and hence the provision of details of difference in valuation arising between such one-time settlement and the loan taken from the Banks does not arise;
- No application for Bankruptcy under the Insolvency & Bankruptcy Code, 2016 was made against the Company during the financial year under review nor are there any pending proceedings for the same.

X. ACCESS TO FINANCIAL STATEMENTS

In accordance with Section 136 of the Act, the Ministry of Corporate Affairs circular no. 20/2020 dated 5th May, 2020 read with circular no. 02/2021 dated 13th January, 2021 and the continuing Covid-19 pandemic, the Audited Financial Statements of Company and the subsidiary and associate companies and all relevant documents are uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/financial-information/>.

ACKNOWLEDGMENTS

As the global Covid-19 pandemic continues to put pressure on the 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 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, bankers and the government for their continued support.

For and on behalf of the Board of Directors

Dr. Anish Shah
Chairman
DIN: 02719429

Place: Mumbai
Date: 29th April, 2021

The movement in the paid-up share capital during the financial year under review is as under:

Date	Particulars	No. of equity shares allotted	Cumulative Equity Shares (in nos.)	Cumulative Share Capital (in ₹)
1 st April, 2020	Opening issued, subscribed and paid-up share capital	-	7,15,37,256	71,53,72,560
29 th April, 2020	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	31,928	7,15,69,184	71,56,91,840
29 th July, 2020	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	29,935	7,15,99,199	71,59,91,990
30 th October, 2020	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	61,068	7,16,60,187	71,66,01,870
29 th January, 2021	Allotment of equity shares to employees pursuant to exercise of RSUs granted under the RSU Plan 2018	10,153	7,16,70,340	71,67,03,400
31 st March, 2021	Closing issued, subscribed and paid-up share capital	-	7,16,70,340	71,67,03,400

Board's Report (contd.)

ANNEXURE I

DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution Policy ("Policy") establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company. The policy has come into force with effect from the date of Listing.

This Policy aims to ensure that the Company makes rational decision with regard to the amount to be distributed to the Shareholders as dividend after retaining sufficient funds for the Company's growth, to meet its long-term objectives and vision and other purposes. It lays down various parameters which shall be considered by the Board of Directors of the Company before recommendation/declaration of Dividend to its Shareholders.

Dividend will be declared on per share basis on the Ordinary Equity Shares of the Company. The Company currently has no other class of shares. Dividend declared will be distributed amongst all shareholders, based on their shareholding on the record date.

Dividend will generally be recommended by the Board annually, after the announcement of the full year results and before the Annual General Meeting (AGM) of the Shareholders, as may be permitted by the Companies Act, 2013 ("Act").

The Company has had a consistent dividend policy that balances the objective of appropriately rewarding Shareholders through dividends and to support the future growth.

As in the past, subject to the provisions of the applicable law, the Company's dividend payout will be determined based on available financial resources, investment requirements and taking into account optimal shareholder return. Within these parameters, the Company would endeavour to maintain a dividend pay-out of an optimal range of at least 20% of annual audited standalone Profit After Tax ("PAT") of the Company.

The Board may consider not declaring dividend and has the power to recommend a different dividend payout for a given financial year, given business environment and conditions and after analyzing the prospective opportunities and threats or in the event of challenging circumstances such as regulatory and financial environment. In such event, the Board will provide rationale in the Annual Report. The Board may also declare special/interim dividend(s) on occasions of significance, as may be permitted by the Act.

The Internal and external factors that shall be considered for declaration of dividend shall include the following:

Internal Factors:

- i. Profitable growth of the Company and specifically, profits earned during the financial year as compared with:
 - a. Previous years and
 - b. Internal budgets,
- ii. Cash flow position of the Company,

- iii. Accumulated reserves,
 - iv. Earnings stability,
 - v. Future cash requirements for organic growth/expansion and/or for inorganic growth,
 - vi. Brand acquisitions,
 - vii. Current and future leverage and, under exceptional circumstances, the amount of contingent liabilities,
 - viii. Deployment of funds in short term marketable investments,
 - ix. Long term investments,
 - x. Capital expenditure(s), and,
 - xi. The ratio of debt to equity (at net debt and gross debt level);
 - xii. Any other factor deemed relevant by the Board.
- External Factors:**
- i. Business cycles,
 - ii. Economic environment,
 - iii. Cost of external financing,
 - iv. Applicable taxes including tax on dividend,
 - v. Industry outlook for the future years,
 - vi. Inflation rate, and,
 - vii. Changes in the Government policies, industry specific rulings & regulatory provisions.
- Apart from the above, the Board may also consider past dividend history and sense of shareholders' expectations while determining the rate of dividend.
- The retained earnings of the Company shall be utilised in any way including the following:**
- i. Capital expenditure for working capital,
 - ii. Organic and/ or inorganic growth,
 - iii. Investment in new business(es) and/or additional investment in existing business(es),
 - iv. Declaration of dividend,
 - v. Capitalisation of shares,
 - vi. Buy back of shares,
 - vii. General corporate purposes, including contingencies,
 - viii. Any other permitted usage as per the Act.
- Disclosures**
- The Policy will be displayed on website of the Company and same will also be published in Annual Report of the Company.
- Review**
- This policy may be reviewed periodically by the Board. Any changes or revisions to the policy will be communicated to the shareholders in a timely manner.
- Amendment**
- In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Board's Report (contd.)

ANNEXURE II

FORM AOC - 2

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto.

- 1. Details of contracts or arrangements or transactions not at arms' length basis:**
There were no contracts or arrangements, or transactions entered into during the year ended 31st March, 2021 which were not at arms' length basis.
- 2. Details of material contracts or arrangements or transactions at arms' length basis:**
The details of material contracts or arrangements or transactions at arms' length basis for the year ended 31st March, 2021 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 (₹ in crores)
1.	Mahindra & Mahindra Limited, Holding company of the Company	Rendering of Services	1,449.52	1 st April, 2020 to 31 st March, 2021	The Related Party Transactions (RPTs) entered into during the year under review were in ordinary course of business and on arms' length basis.	Since these RPTs were in ordinary course and on arms' length basis, approval of the Board is not applicable. However, necessary approvals were granted by the Audit Committee from time to time.	Nil
		Availing of Services	1.48				
		Purchase of goods	1.16				
		Reimbursements made	11.54				
		Dividend paid (for financial year 2019-20) (net of tax)	5.80				
		Total	1,469.50				

For and on behalf of the Board of Directors

Dr. Anish Shah
Chairman
DIN: 02719429

Place: Mumbai
Date: 29th April, 2021

Board's Report (contd.)

ANNEXURE III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2021

[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, 2021 (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, 2021 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (**External Commercial Borrowings and Overseas Direct Investment Not Applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable to the Company during the Audit Period**)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable to the Company during the Audit Period**)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with the Company;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not Applicable to the Company during the Audit Period**) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (**Not Applicable to the Company during the Audit Period**)
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")
- (vi) As identified, there are no laws which are specifically applicable to logistics industry viz. a viz. to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd. and National Stock Exchange of India Limited read with the SEBI Listing Regulations.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI Listing Regulations.

Adequate notice is given to all Directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda are generally sent at least seven days in advance or



Board's Report (contd.)

Annexure III

except where Meetings are held on shorter notice with consent of the Directors including the Independent Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has

- i. Allotted 1,33,084 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 31st March, 2021 amounted to ₹ 71,67,03,400/-;

- ii. Purchased additional stake of 16.13% in Lords Freight (India) Private Limited, subsidiary Company and as on 31st March, 2021, the Company holds 99.05% stake in the said subsidiary Company.

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

Sd/-
Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
UDIN: F005533C000211442
Peer Review No: P2009MH007000

Place: Mumbai
Date: 29th April, 2021

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. Wherever 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: F005533C000211442
Peer Review No: P2009MH007000

Place: Mumbai
Date: 29th April, 2021



Board's Report (contd.)

ANNEXURE IV
DETAILS OF REMUNERATION**Details pertaining to remuneration as required under sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The remuneration of each Director, Chief Financial Officer and Company Secretary as on 31st March, 2021, percentage increase in their remuneration during the financial year 2020-21 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 are as under:

Sr. No.	Name of Director/ KMP	Designation	Remuneration of Director/KMP for the financial year 2020-21		% increase in remuneration in the financial year 2020-21		Ratio of remuneration (Including perquisite value of ESOPs exercised) of each Director to median remuneration of the employees for the financial year 2020-21
			(Excluding perquisite value of ESOPs exercised)	(Including perquisite value of ESOPs exercised)	(Excluding perquisite value of ESOPs exercised)	(Including perquisite value of ESOPs exercised)	
1	Mr. V. S. Parthasarathy	Chairman and Non-Executive Director*	Nil	Nil	NA	NA	NA
2	Mr. Rampraveen Swaminathan	Managing Director & CEO	3.05	3.05	NA	NA	84.05
3	Mr. Parag Shah	Non-Executive Director^	Nil	Nil	NA	NA	NA
4	Mr. S. Durgashankar	Non-Executive Director	Nil	Nil	NA	NA	NA
5	Mr. Naveen Raju	Non-Executive Director\$	Nil	Nil	NA	NA	NA
6	Mr. Ajay Mehta	Independent Director	0.07	0.07	10.00%	10.00%	1.82
7	Mr. Ranu Vohra	Independent Director	0.07	0.07	10.00%	10.00%	1.82
8	Mr. Darius Pandole	Independent Director	0.07	0.07	10.00%	10.00%	1.82
9	Ms. Avani Davda	Independent Director	0.07	0.07	10.00%	10.00%	1.82
10	Ms. Malvika Sinha	Independent Director%	0.04	0.04	NA	NA	NA
11	Mr. Dhananjay Mungale	Independent Director#	0.01	0.01	NA	NA	NA
12	Mr. Yogesh Patel	Chief Financial Officer	1.41	1.78	2.24%	5.64%	-
13	Ms. Brijbala Batwal	Company Secretary	0.30	0.30	0%	0%	-

* Ceased as Chairman & Non-Executive Director effective 2nd April 2021;

^ Ceased as Non-Executive Director effective close of business hours of 29th April 2021;

\$ Appointed as Non-Executive Director effective 3rd September 2020;

% Appointed as Independent Director effective 30th July 2020;

Appointed as Independent Director effective 29th January 2021;

Notes:

- Non-Executive Directors were not paid any remuneration during financial year 2020-21;
- Since associated for part of the financial year 2019-20 percentage increase in remuneration is not reported;
- Since associated for part of the financial year 2020-21 percentage increase in remuneration and ratio to median is not reported.
- The remuneration of Independent Directors comprises of commission payable for the year under review and the same is subject to approval by the Shareholders of the Company at the ensuing Annual General Meeting. Sitting fees paid for Board and Committee Meetings is not included in the remuneration.
- The % increase in remuneration includes pay-cuts taken during the financial year 2020-21 in view of the Covid-19 pandemic;
- All amounts have been rounded off.

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

The median remuneration of permanent employees of the Company during the financial year under review was ₹ 3.63 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 2020-21 have been considered.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Provided in table above.

3. Percentage increase in the median remuneration of employees in the financial year:

There was an increase of 6.50% in the median remuneration of employees in financial year 2020-21 vis-à-vis financial year 2019-20.

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

There were 3,571 permanent employees on the rolls of Company as on 31st March, 2021.

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

The increase in the salaries of permanent employees (other than managerial personnel) in financial year 2020-21 was 7.51% vis-à-vis the increase in managerial remuneration of 6.79%. The increase in remuneration is determined basis the Company and Individual performance, market benchmarks, etc.

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

It is hereby affirmed that the remuneration paid for financial year 2020-21 is as per the Company's Policy for remuneration of Directors, Key Managerial Personnel and other employees.

For and on behalf of the Board of Directors

Dr. Anish Shah

Chairman

DIN: 02719429

Place: Mumbai

Date: 29th April, 2021



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 interalia consists of the following:

1. Group Mediciam (Hospitalisation) insurance policy
2. Group Personal Accident insurance policy
3. Group Term Life policy

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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 Mediclaim (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 Mediclaim 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

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR 2020-21

1. Brief outline on CSR Policy of the Company Approach and Direction of Board towards CSR Activities (including salient features)

As per the approach and direction of the Board of Directors of the Company, the Company's CSR efforts would continue to be directed and focused towards the following areas:

Skill Development

Education and Skill development in local communities is critical for the development of the nation. The logistics sector is a large employer in the Indian economy, and education and skill development enables economic and social empowerment in local communities. The Company would focus on promoting education including special education and employment enhancing vocational skills especially among girls, youth children, women, elderly and the differently abled and livelihood enhancement projects, skill development through Pradhan Mantri Kaushal Vikas Yojana, and other government schemes, safety & defensive training, and the like.

Building Communities

Communities are the backbone of Indian economy. The Company would continue its focus on Community development activities in pockets of rural, marginalised and unprivileged communities.

Sustainability

Sustainability is a key focus area for the Mahindra group and the Company. The Company would consistently support the promotion of sustainable practices in communities through programs for increased usage of renewable energy, waste management, renewal of natural water bodies, enhancement of green cover and bio-diversity etc.

Disaster Relief and rehabilitation

The Company would continue to provide consistent and timely support to relief and rehabilitation initiatives in those parts of India which are affected by natural calamities by either contributing to the Prime Minister's or Chief Minister's Relief Fund or by directly engaging in disaster relief and rehabilitation activities and rebuilding communities.

Our commitment to CSR will be manifested by investing resources in the aforementioned focused areas including in any of the areas as stated in Schedule VII of the Act.

Implementation and Monitoring

The Company has a well-defined and multi-tiered governance mechanism to oversee implementation of and monitor the CSR Policy in compliance with the Section 135 of the Act and rules framed thereunder.

CSR Council: The Company has set up a CSR Council chaired by the Managing Director & CEO of the Company and comprising of members of senior management executives and CSR executives. The CSR Council would implement the Annual Action Plan as laid down by CSR Committee and report to the CSR Committee.

The full CSR Policy of the Company, revised in line with amendments to the CSR provisions made vide MCA Notification dated 22nd January, 2021 to include statement containing the approach and direction given by the Board of the Company including guiding principles for selection, implementation and monitoring of activities and formulation of the annual action plan, is uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/disclosures/>.

2. Composition of CSR Committee (as on 31st March, 2021)

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year [^]
1	Mr. Ranu Vohra	Chairman, Independent Director	3	2 out of 3
2	Mr. Rampraveen Swaminathan	Member, Managing Director & CEO		2 out of 2*
3	Mr. Parag Shah	Member, Non-Executive Director		3 out of 3
4	Mr. S. Durgashankar	Member, Non-Executive Director		2 out of 3
5	Mr. Naveen Raju	Member, Non-Executive Director		2 out of 2*

[^] Attendance is calculated for Meetings attended during the Members' tenure.

* Mr. Rampraveen Swaminathan and Mr. Naveen Raju were inducted as Member on 29th January, 2021 and 30th October, 2020 respectively.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company

Composition of the CSR committee as on 31st March, 2021 is given above. The updated composition as on date is available on the Company's website at the link: <https://mahindralogistics.com/board-of-directors/#committee>

Web-link to the CSR Policy and Projects approved for the financial year 2021-22: <https://mahindralogistics.com/disclosures/>

Web-link of the CSR projects and efforts : <https://mahindralogistics.com/csr-and-sustainability/>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)

The Company's average CSR obligation in the three immediately preceding financial years did not exceed ₹ 10 crores. Hence the Company is not required to undertake impact assessment, through an independent agency in terms of Rule 8(3)(a) of the Companies (Corporate Social Responsibility) Rules, 2014

5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Financial Year	Amount available for set-off from preceding financial years (₹ in crores)	Amount required to be set-off for the financial year, if any (₹ in crores)
1. 2020-21	0.01	Nil
2. 2019-20	Nil	Nil
TOTAL	0.01	Nil

6. Average net profit of the Company as per Section 135(5)	: ₹ 107.92 crores
7. (a) Two percent of average net profit of the Company as per Section 135(5)	: ₹ 2.16 crores
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
(c) Amount required to be set off for the financial year, if any	Nil
(d) Total CSR obligation for the financial year 2020-21 (7a+7b-7c)	₹ 2.16 crores
8. (a) CSR amount spent or unspent for the financial year 2020-21	

Total Amount Spent for the financial year 2020-21 (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 2.17 crores	Nil	NA	NA	Nil	NA

8. (b) Details of CSR amount spent against ongoing projects for the financial year

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
				State	District					Name CSR Registration number
Not Applicable										

8. (c) Details of CSR amount spent against other than ongoing projects for the financial year : ₹ 2.17 crores

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency Name	Mode of implementation - Through implementing agency CSR registration number
1	Building Communities: - Project Sehat: For Health camps; - Project Jeevandan: Blood Donation camps; - Project Nav Drushti: Eye check-up and spectacle distribution camps; - Swachh Bharat Abhiyaan: Cleanliness and Awareness drives, construction of Toilets, Adopting public Infrastructure for development, maintenance and upkeeping; - Project Samantar: Community Welfare, Women empowerment; - Project Gram Vikas: Rural Development projects; - Project Street Smart: Zero Accident Zone - a programme to reduce the fatality rate on the Nashik-Bhiwandi Expressway by providing trainings to the community and long haul drivers; Impact: 32,052 beneficiaries in financial year 2020-21	(i), (iii), (iv), (x) (Promoting healthcare including preventive health care and sanitation, Gender equality, Empowering women, ecological balance, protection of flora & fauna, Rural development projects)	Yes	Chhattisgarh, Karnataka, Kerala, Maharashtra, Tamil Nadu, Telangana, Uttar Pradesh, Uttarakhand, West Bengal	Bangalore, Chennai, Coimbatore, Haridwar, Howrah, Kanchipuram, Lucknow, Medak, Mumbai, Thane, Nagpur, Nasik, Pune, Raipur, Rudrapur, Sangareddy, Thiruvananthapuram, Udhham Singh Nagar, Kolkata	₹ 0.23 crores (including ₹ 0.10 crores through implementing agency)	Direct and through implementation agency	United Way Mumbai	CSR000000762



(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency Name	Mode of implementation - Through implementing agency CSR registration number
2	Skill Development: Project Gyandeep and Hunnar - Contribution to Nanhi Kali - Providing educational support (material & academic) to underprivileged girls in India through an after-school support program. Impact : 2,384 Nanhi Kali's were supported by the Company in financial year 2020-21. - Pradhan Mantri Kaushal Vikas Yojana Trainings - Safety and Defensive driving trainings Total impact: 2,673 beneficiaries in financial year 2020-21.	(ii) (Promoting education, including special education and employment enhancing vocation skills especially among children, woman, elderly & the differently abled and livelihood enhancement projects)	Yes	Delhi, Gujarat, Haryana, Karnataka, Kerala, Maharashtra, Punjab, Chandigarh, Rajasthan, Tamil Nadu, Telangana, Uttar Pradesh, Uttarakhand, West Bengal	Bangalore, Chandigarh, Chennai, Cochin, Coimbatore, Ernakulam, Gautam Buddha Nagar, Gurgaon, Haridwar, Hooghly, Howrah, Hyderabad, Igatpuri, Jaipur, Kanchipuram, Kapurtala, Kolkata, Medak, Mohali, Mumbai, Nagpur, Nasik, Noida, Pune, Raigard, Rangareddy, Rudrapur, Sangareddy, Delhi, Thane, Thiruvananthapuram, Valsad	₹ 1.16 crores (including ₹ 1.08 crores through implementation agency)	Direct and through implementation agency	K. C. Mahindra Foundation	CSR000000511

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/No)	(5) Location of the project	(6) State	(7) Amount spent for the project (in ₹)	(8) Mode of implementation - Direct (Yes/No)	(9) Mode of implementation - Through implementing agency Name	(10) CSR registration number
3	Sustainability: Project Mahindra Hariyali and Green Guardians ♦ Tree Plantation drives for improving green cover. In financial year 2020-21 the Company planted 42,453 trees PAN India. ♦ Environment Awareness and sustainability for promoting sustainable practices in communities through programs for increased usage of renewable energy, waste management, renewal of natural water bodies, protecting biodiversity	(iv) (Ensuring Environmental Sustainability)	Yes	Kerala, Maharashtra, Tamil Nadu, Telangana, Uttar Pradesh, West Bengal	Ernakulam, Gautam Buddha Nagar, Hooghly, Kanchipuram, Medak, Mumbai, Nagpur, Pune, Sangareddy, Thane, Vellore	₹ 0.43 crores	Yes (Implemented Directly through ESOPs (Employee Social Options Platform))	-	-

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency Name	CSR registration number
				State	District				
4	Disaster Management - Covid 19 relief and emergency response - Providing cooked food/meals, Ration kits to the migrant workers and families, providing mask, sanitizers to health workers, Providing emergency cab services to Police Department, Local Government - Departments for public use; Flood Relief by supporting relief and rehabilitation measures in flood affected states - West Bengal, Assam, Bihar, Telangana Impact: 61,080 beneficiaries in financial year 2020-21	(xii) (Disaster Management including relief, rehabilitation and reconstruction activities)	Yes	Assam, Bihar, Delhi, Gujarat, Haryana, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Rajasthan, Tamil Nadu, Telangana, Uttarakhand, West Bengal	Ahmedabad, Alwar, Bangalore, Chakan, Chanderghat, Chennai, Cochin, Coimbatore, Delhi, Ernakulam, Gurgaon, Haridwar, Hooghly, Hyderabad, Indore, Jaipur, Kamrup, Kolar, Kolkata, Kompally, Medak, Mumbai, Thane, Nagpur, Nasik, Delhi, Panch Mahals, Patna, Pune, Purnea, Raigard, Rewari, Rudrapur, Sangareddy, Thiruvananthapuram, Trivandrum, Valsad, Zaheerabad	₹ 0.35 crores	Yes (Implemented Directly through ESOPs (Employee Social Options Platform))	-	-
Total						₹ 2.17 crores			
8. (d) Amount spent in Administrative Overheads									
8. (e) Amount spent on Impact Assessment, if applicable						:	Nil		
8. (f) Total amount spent for the financial year 2020-21 (8b+8c+8d+8e)						:	Nil		
8. (g) Excess amount for set off, if any						:	₹ 2.17 crores		
						:	Nil		

Sl. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	₹ 2.16 crores
(ii)	Total amount spent for the financial year 2020-21	₹ 2.17 crores
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹ 0.01 crores
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	₹ 0.01 crores
		The Company has decided not to set-off any excess CSR spent of the preceeding financial year.



Board's Report (contd.)

Annexure VI

9. (a) Details of Unspent CSR amount for the preceding three financial years	:	Nil
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Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Amount spent in the reporting financial year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any.			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
Not Applicable							

9. (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)	:	Nil
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(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project Duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting financial year (in ₹)	Cumulative amount spent at the end of reporting financial year (in ₹)	Status of the project - Completed /Ongoing
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)	There was no capital asset created or acquired by the Company through its CSR spent for the financial year 2020-21.
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(a) Date of creation or acquisition of the capital asset(s).	:	Not Applicable
(b) Amount of CSR spent for creation or acquisition of capital asset.	:	NIL
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	:	Not Applicable
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	:	Not Applicable

11. Specify the reason(s), if the Company has failed : to spend two per cent of the average net profit as per Section 135(5)	Not Applicable
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For and on behalf of the Board

Mr. Rampraveen Swaminathan
Managing Director & CEO
DIN:01300682

Mr. Ranu Vohra
Chairman CSR Committee
DIN:00153547

Date: 29th April, 2021

ANNEXURE VII

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

(Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

1. CONSERVATION OF ENERGY

a. The steps taken or impact on conservation of energy:

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. 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. 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.

During the financial year under review, your Company continued with its focus on the Environmental, Social and Governance (“ESG”) parameters, by implementing the Sustainability Framework, developed for ensuring a common language and uniform understanding of the aspects of sustainability across the organisation. This framework promotes sustainability through a three-pronged approach of:

1. Promoting Stakeholder Growth;
2. Rejuvenating the Environment;
3. Long-term Business Growth.

The following practices have been integrated in business operations to action the approach:

- ◆ Materiality matrix has been revisited and refined to ensure continued relevance to the issues of high importance to the stakeholders as well as the Company's growth.
- ◆ Sustainability Road map has been revised with targets to ensure continuous improvement for the next 5 years – keeping in mind our Carbon Neutrality and SBTi goals.
- ◆ Continuous awareness about sustainable and responsible practices especially among our Business Associates and employees has been reinforced.
- ◆ Considering that our business has a significant impact on the environment on account of GHG emissions due to fossil fuel usage, we continue to adopt multiple strategies to reduce negative impacts from our activities, on the environment. Major initiatives to reduce our carbon footprint include:
 - Route and Fleet optimisation;
 - Deploying vehicles having better fuel-efficient technologies;
 - Focus on alternative modes of transport - from road transport to rail;

- Deploying alternate energy vehicles - Electric vehicles;
- During the year, there was a major focus on deploying Electric vehicles in last mile delivery in e-Commerce segment as well as in Enterprise Mobility Services segment;
- Reduction in energy consumption, use of renewable energy and optimum use of utilities through continuous measuring and monitoring as well as switching to more energy efficient appliances in our office premises and warehousing operations.

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.

Your Company continues to stand by its commitment to adopt Science Based Target 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.

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 equipments:

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

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 seamless flow of information, continuous innovation and adapting the latest digital trends helps us stay ahead of our competition and provide customer's first-hand experience. The Digital and Transformation office of the Company keeps track of the latest technologies that are transforming the industry and continuously drives initiatives across the Company which benefit the business and the stakeholders involved.

a. The efforts made towards technology absorption:

During the year under review, the Company's existing portfolio of technology products and platforms continued to grow, with new product launches and enhancement of existing platforms with additional features and functionality in the financial year 2020-21. In line with our purpose principle of re-imaging solutions, adoption and exploration of new edge technologies continued to remain the focus for improved cost, efficiency and enabling value added services in across segments with several off the shelves and in-house solutions.

A brief of the key technologies implemented by the Company during the financial year 2020-21 is as under:

Technologies	Deployment areas	Benefits derived
Nucleus (SAP S/4 HANA)	Digitisation of the core finance and procurement processes with inbuilt integration to the key operations applications used by the Company	- Acceleration of data processing and automation through system integration; - Improvements in business performance measurements through diverse and granular dimensions; - Speed in compilation and submission of compliance reports.
Nectar (Human Resource Management system)	Digitisation of HR Processes with integration to ID management and Finance processes	- End-to-end digital file for 5000 + employees including data, documents and other artefacts generated/added from application till separation; - Seamless flow of data captured across an employee's lifecycle; - System generated MIS for internal and external reporting; - Process standardisation with fulfilment controls and reporting; - System driven configurable workflows with auto notifications managed by exception capabilities; - Inbuilt integration with the finance processes on Nucleus.
HIVE (Intranet)	An intranet for centralisation of resources	- Single point access to the Company's IT resources, policies, standard operating practices, user manuals; - Single Sign-On (SSO) platform for the IT applications.

b. The benefits derived like product improvement, cost reduction, product development or import substitution: Detailed benefits are explained at point (a) above.

c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil

d. The expenditure incurred on Research and Development: During the financial year 2020-21, the Company did not incur any expenses towards Research and Development activities.

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

Foreign Exchange earnings and outgo	(₹ in crores)	
	For the Financial Year ended 31 st March, 2021	For the Financial Year ended 31 st March, 2020
Total Foreign Exchange Earned	NIL	NIL
Total Foreign Exchange Outgo	0.18	1.01

For and on behalf of the Board of Directors

Dr. Anish Shah
Chairman
DIN: 02719429

Place: Mumbai
Date: 29th April, 2021



Board's Report (contd.)
ANNEXURE VIII
POLICIES

Your Company is committed to adhere to the highest standards of ethical, moral and legal business conduct. In accordance with the requirements of the provisions of the Companies Act, 2013 ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Insider Trading Regulations") and other applicable laws, as amended from time to time, your Company has formulated certain Policies. These Policies are reviewed periodically and are updated as and when needed. The policy is uploaded on the website of the Company <https://mahindralogistics.com/disclosures/> and on the intranet of the Company.

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
Whistle Blower Policy	The Vigil Mechanism as envisaged in the Act and SEBI Listing Regulations is implemented through Whistle Blower Policy for providing adequate safeguards against victimisation of persons to report genuine concerns regarding unethical behavior or actual or suspected fraud or violation of the Company's Codes and Policies and also makes a provision for direct access to the Chairperson of the Audit Committee.	The Board has amended the Policy for setting up a governance committee, inclusion of additional mechanisms for raising complaints by all stakeholders (Employees, Directors, vendors, customers, etc.) viz. a secured third party online portal and a 24x7 toll-free hotline number.
Code of Conduct	The Board of your Company has laid down Codes of Conduct viz. one for all the Directors and one for all Senior Management and Employees of the Company. These Codes are the central policy documents which specify the requirements for business practices and principles of behavior that the employees working for and with the Company must comply with, regardless of their location.	There have been no changes made to these Codes.
Dividend Distribution Policy	The Dividend Distribution Policy is adopted in accordance to the provisions of Regulation 43A of the SEBI Listing Regulations. It establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company to strike balance between pay-out and retained earnings, in order to address future needs of the Company. The Policy is also annexed as Annexure I to the Board's Report and forms part of this Annual Report.	The Board had at its meeting held on 29 th April, 2021 amended the Policy to mention a Dividend pay-out range.
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI")	This Code has been formulated in accordance with the SEBI Insider Trading Regulations to ensure prompt, timely and adequate disclosure of UPSI which inter alia includes Policy for Determination of "Legitimate Purposes".	There have been no changes made to this Policy.
Policy for 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.	Changes have been made to this Policy to align the same with Schedule III of the SEBI Listing Regulations as amended by SEBI from time to time.
Policy for determining Material Subsidiaries	The Policy is framed in accordance with Regulation 16(1)(c) of the SEBI Listing Regulations and is used to determine the material subsidiaries of the Company and to provide a governance framework for such material subsidiary.	There have been no changes made to this Policy.

Board's Report (contd.)
Annexure VIII

Name of the Policy	Brief Description	Summary of key changes made to the Policies/Codes
Policy on Materiality of and on dealing with Related Party Transactions	The Policy has been framed in accordance with Regulation 23(1) of the SEBI Listing Regulations to regulate all the transactions between the Company and its related parties.	There have been no changes made to this Policy.
Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning	This Policy includes the criteria for determining qualifications, positive attributes and independence of a Director, identification of persons who are qualified to become Directors and who may be appointed in the Senior Management Team in accordance with the criteria laid down therein, succession planning for Directors and Senior Management, the Talent Management framework of the Company and sets out the approach of the Company towards the Compensation of Directors, Key Managerial Personnel, Senior Management Personnel and other employees. The Policy is also annexed as Annexure V to the Board's Report and forms part of this Annual Report.	There have been no changes made to this Policy.
Corporate Social Responsibility Policy	The Corporate Social Responsibility ("CSR") Policy of the Company is aimed promote a unified and strategic approach to CSR initiatives across the Company by identifying select constituencies and causes to work with, thereby ensuring a high social impact.	The Policy was amended by the Board to align the same with the Corporate Social Responsibility (Amendment) Rules, 2021 to contain the approach and direction given by the Board of the Company, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan.

Corporate Overview	Board's Report	Management Discussion and Analysis	Report on Corporate Governance	Business Responsibility Report	Financial Statements	
Name of the Policy	Brief Description	Summary of key changes made to the Policies/Codes				
Archival Policy	This Policy provides for retention of events or information which has been disclosed to the Stock Exchange(s) under Regulation 30 of the SEBI Listing Regulations, on the website of the Company for a period of five years from the date of hosting.	There have been no changes made to this Policy.				
Business Responsibility Policy	The objective of this Policy is to ensure a unified and common approach to the dimensions of Business Responsibility across the Company and act as a strategic driver that will help the Company respond to the complexities and challenges that keep emerging and be abreast with changes in the SEBI Regulations.	There have been no changes made to this Policy.				
Board Diversity Policy	This Policy is framed in accordance with the SEBI Listing Regulations and sets out the approach to diversity of the Board of Directors of the Company.	There have been no changes made to this Policy.				
Environment, Health and Safety Policy	The vision of the Policy is to become an organisation free of accidents, occupational diseases and pollution. The Policy is displayed at all prominent locations and offices and communicated to all stakeholders.	The Policy was amended to include guidelines on resumption of work post Covid-19 lockdown.				
Policy for Prevention of Sexual Harassment ("POSH")	The Policy is adopted in line with the POSH Act to provide a safe, secure and enabling environment, free from sexual harassment. All employees irrespective of their gender identity and expression and sexual orientation as well as women who visit the premises of the Company for any purpose are covered under this Policy.	There have been no changes made to this Policy.				



MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Mahindra Logistics Limited (hereinafter referred to as 'the Company', 'We', 'Our') is one of India's largest third-party logistics ('3PL') solutions providers. We provide a wide range of customised, technology-enabled integrated logistics solutions and corporate mobility services. Our strength lies in our wide bouquet of offerings enabled by our extensive network of strategically located warehouses and our pan-India transportation network.

As we operate an asset-light business model, the assets (vehicles and warehouses) necessary for our operations are owned or provided by a large network of business associates. This technology enabled, 'asset-light' approach enables scalability of services as well as 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').

Our SCM business: We offer customised, end-to-end logistics solutions and services including transportation and distribution, warehousing, in-factory logistics, and value-added services to our clients. We operate through a pan-India network comprising 16 offices and 500+ clients and operating locations. We have a large network of 1,450+ active long-standing business associates who supply vehicles, warehouses and other assets and services to us.

We serve 300+ domestic and multinational companies operating in several industry verticals in India, including automotive, engineering, telecom, consumer goods, pharmaceuticals, e-commerce, and commodities. We have developed expertise in providing scalable and customised solutions in fulfilment, cross-border logistics, 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 17+ million ('mn') square feet ('sq. ft') of warehousing space spanning our pan-India network of multi-user warehouses, built-to-suit warehouses, stockyards, network hubs, and cross-docks. We operate in-factory stores and linefeed at 50+ manufacturing locations. Our express network serves 21,000+ pin codes through 50+ hubs located pan-India.

We have sourced and developed our customised technology systems to provide innovative and cost-efficient solutions to improve transparency and visibility for our clients. With a deep understanding of customer needs gained from serving customers across diverse markets, we have established solution design and development processes to specifically cater to complex requirements of our customers' 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 & remuneration, related party transactions, etc.

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

21,000+

Pin codes served through
50+ hubs across India



Our EMS Business: We provide technology-enabled people transportation solutions and services across India to 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.

The spectrum of our services also include on-call services, green-fleet solutions, event transportation, and subscription services. We offer our services through a fleet of small and mid-sized vehicles, sports utility vehicles, electric vehicles (EVs), and buses provided by a large network of 350+ business associates across 12 cities. We have rolled out a nationwide brand for our mobility service called Alyte. An integrated service platform. Alyte, supports multiple offerings such as employee transport management while customer and network management and utilising a common asset pool to drive efficiency. We offer fully integrated technology services such as application-based interactions for optimised routes, route planning and optimisation engine, round-the-clock control tower operations (CTO) for tracking all vehicles and passengers, and EV telematics.

Our Subsidiaries and Joint Ventures

Lords Freight (India) Private Limited (Lords), a 99.05% subsidiary of the Company, provides international freight forwarding services for exports and imports, customs brokerage operations, project cargo services and charters. With an established global network of agents in China, South Korea, Southeast Asia, and Western Europe, Lords has developed capabilities in providing end-to-end cross-border services. These services 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/assembly locations to stockyards or directly to the distributors through specially designed vehicles. It owns and operates 150+ vehicle carriers and has Mahindra logistics 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 the fiscal year 2019.

A. INDUSTRY OVERVIEW AND TRENDS

A.1 Overview of the Global Economy

The outbreak of COVID-19 has created a considerable and lasting impact on an already stressed global economy. As of March 2021, 125+ million cases of the virus have been reported and over 2.8 million lives have been lost worldwide. Most countries imposed lockdowns to contain the spread of the virus, resulting in restricted mobility and

trade, especially during the first quarter of FY21. These restrictions led to production stoppages, supply shortages, price spikes and inflation across both essential and non-essential goods. According to the International Labour Organisation, 400+ million jobs were lost worldwide between April and June 2020. Major financial markets declined by over 30% from their pre-pandemic levels. The IMF has estimated a contraction of 3.5% of the world economy in 2020.

Governments and central banks globally have implemented unprecedented measures and have announced swift monetary and fiscal policies to cushion the impact of the drop in economic activities, and to fuel future growth. Gradual flattening of the growth curve of COVID cases, steady recovery in economic activities and launch of vaccination programmes have resulted in a strong rebound across major economies in the second half of the year. The IMF projects a y-o-y growth of 5.5% in CY21 for overall world economic output, with 4.3% growth for advanced economies and 6.3% growth for emerging economies. Global trade volumes are likely to grow around 8% in 2021. However, any rise in COVID cases, new mutations and variants, further lockdowns, slower than anticipated medical interventions, potential debt distress and bankruptcies remain as potential downside risks to the growth outlook.

A.2 Overview of the Indian Economy

India's economic growth rate had slowed to 4.2% in 2019. COVID-19 pandemic further magnified the growth challenges for the economy. As India went into phased lockdowns to curb the spread of the virus, severe demand and supply shocks were created. Demand side shocks included reduced investments, muted demand for discretionary items, low consumption due to income loss, and so on. Supply side shocks included bottlenecks with labour supply, and disruption in both global and domestic supply linkages. The initial economic response of the Indian Government was geared towards minimising disruptions, reviving supply and demand, protecting livelihoods and ensuring business continuity. The Government announced economic stimulus packages in three tranches totalling \$420+ billion. The stimulus included a combination of fiscal, monetary, liquidity boosting and administrative measures such as direct benefit transfers, emergency credit line guarantee scheme, emergency health fund, food security measures, collateral free loans and bank guarantees for MSMEs, extension of tax deadlines, loan moratorium, changes in FDI policy and opening of power, defence and space sectors for privatisation. The RBI also announced cuts in repo and reverse repo rates. In the latter half of the year, the Government has shifted focus towards production and consumption revival measures such as production linked incentives, increased capital expenditure and investments in infrastructure

Management Discussion and Analysis (contd.)

development. The Government has also launched 'Atmanirbhar Bharat Abhiyan' to spur growth and achieve a greater degree of self-reliance.

Although the impact of COVID-19 on the economy has been strongly felt, it has been lower than what was initially projected. The year's first half saw a strong dip in GDP and all major economic indicators. GDP declined by 15.7% in the first half, but with unlock and declining uncertainty, the second half saw a 'V' shaped recovery with the GDP registering only a marginal fall of 0.1% over the same period last year. Key economic indicators such as GST collections, E-way bills, power demand, steel consumption, and so on, all rebounded to near pre-pandemic levels by the last quarter of FY21, signalling resumption of economic activities. From around 24% decline in Q1 of FY21, India's GDP showed resilience and gradually entered into positive territory in the last two quarters (0.5% in Q3 and 1.6% in Q4) of FY21. For FY21, India's GDP contracted by 7.3%.

The Economic Survey of India 2020-2021 estimates real GDP to grow by 11% in 2021-22 fuelled by vaccination drive, higher capital expenditure commitment by the government and recovery across services and manufacturing sectors. India is expected to emerge as the fastest growing economy in the next two years as per the IMF. However, FY22 is likely to remain a volatile year as we continue to witness new waves of COVID cases. Subsequent to the 2nd COVID-19 wave, World Bank has revised the GDP growth forecast to 8.3% in FY22. Economic recovery remains contingent on the effective curb of the virus spread, quick vaccination rollout and continuation of economic activities.

8.3% GDP
growth estimate for FY22

A.3 Indian Logistics Industry – Size and Structure

The logistics sector plays a vital role in facilitating economic activity and trade movement in the country. The sector



was estimated to be at ~₹19,56,000 crores in the fiscal year 2019-20. It is expected to reach ~ ₹34,50,000 crores value by 2026, growing at 11-13% CAGR during 2020-26. Short-term growth due to COVID-19 may be slower, but our long-term outlook for the sector remains buoyant.

Based on service offerings, the logistics sector can be sub-divided into road transportation, freight forwarding, warehousing and value-added services and other logistics services such as container logistics, cold chain logistics, coastal shipping, and so on. Road transportation dominates India's logistics spends, given the 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.

Mahindra Logistics serves in the 3PL space, and also provides customised and unique transportation services including line haul, mid-mile, last mile, express and distribution, and freight forwarding services. The Company's total addressable market including 3PL and other services is approximately ₹1,30,000 crores. The 3PL market is estimated to be ~ ₹58,000 crores in FY20. It is expected to register a 17-18% CAGR and potentially become an ₹1,20,000 crores market by FY25 to FY26. 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 and capital goods, pharma and telecom. Bulk, engineering, and auto activities remain largely inbound focused, whereas ecommerce, telecom, pharma and consumer sectors have a high share of outbound and distribution logistics.

Typically, outbound logistics is more complex and costly vis-à-vis in-bound logistics, considering the last-mile delivery of final products to various stores and outlets and high replenishment cycles, as compared to other sectors. The auto industry is a notable exception due to its complex inbound supply chain. There is a 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 and quality control, among others, are increasingly outsourced to focus on core business activities of procurement and sales.

The freight forwarding market is estimated to be ~ ₹45,000 crores in India. The country's growing international trade has provided a significant impetus to the demand for freight forwarding. In terms of transportation the sector can be categorised into 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 thousand 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 transformation, with the use of technology by both new age start-ups and established players to enhance cargo visibility, reducing errors by digitising documentation processes and by bringing transparency in pricing. The sector is expected to witness steady growth in the medium to long-term timeline, on account of growing imports and exports, supported by various infrastructure development measures taken by the government.

₹19,56,000 Cr
size of logistics market in FY20

11-13%
CAGR from 2020 to 2026

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 such as 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 collectively account for the remainder. The Government has undertaken various measures to develop the logistics infrastructure in the country. Some key measures are listed below:

- Logistics sector has been granted infrastructure status in 2017, allowing the sector to have access to funds at easier terms with enhanced limits.
- The government is pushing its Make in India programme. For this purpose, 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.

- National Logistics Policy has been drafted to focus on the development of a fully integrated logistics network with best-in-class technology and automation. The National Logistics Policy will enable the creation of 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 March 2021, the policy is undergoing a review to improve its robustness to handle pandemics such as COVID-19.
- The government launched the National Infrastructure Pipeline (NIP) for the period FY 2020-2025, committing investment of ₹ 102 lakhs crores on infrastructure projects covering 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
- Krishi Rail and Krishi Udaan initiatives have been rolled out to improve connectivity and accessibility between farms and agri markets
- Fitment of FASTag has been mandated by the Ministry of Road Transport and highways with effect from 1st January, 2021 to ensure 100% e-tolling at toll booths. FASTag will ensure ease of payments, and reduction of waiting time at tolls
- Over the past decade, India has significantly improved its logistics infrastructure. The government has undertaken several key infrastructure projects, which include:
 - The 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 650 km stretch of the DFCs was inaugurated in FY21 and the remaining stretch is likely to be completed by 2022 end.
 - Bharatmala Pariyojana has been launched to bridge critical infrastructure gaps through the construction

- of 9,000 km of economic corridors, 6,000 km of feeder routes, 2,000 km of coastal roads, and so on under Phase 1 of the project. This is expected to be completed by 2022 with an estimated cost of ₹5,35,000 crores.
- Sagarmala programme is underway 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 and are under various stages of implementation
 - 100 more airports are planned to be developed by 2024 to support the Udaan scheme

Despite COVID-induced hindrances and delays, these initiatives are steps in the right direction. It will take another two to three years to see fruitful outcomes and the overall benefit at the ground level from some of these initiatives. 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.

India's logistics cost as a percentage of GDP stands at approximately 14%, significantly higher than those in developed countries. The higher costs can be attributed to inefficiencies such as lower transportation speed, higher transit inventory, theft and damages, and a skewed modal mix.

A.5 Key Trends Impacting the Logistics Sector

For the logistics industry, the pandemic has proved to be both a boon and a bane. On the one hand, the COVID-19 situation has increased financial pressure on a lot of companies in the industry, especially transporters. On the other hand, it has accelerated some key transformations within the sector. COVID-19 showed how stretched global supply chains were, and how that stretch made them vulnerable to disruptions, with a disruption at any point



affecting the entire business. To avoid this and to engender greater resilience, logistics in a post-COVID world will need to focus on shortening supply chains and ensuring that goods are delivered across end points quicker. The unavailability of suppliers during the pandemic forced companies to look out for local supply chains to augment shipments from overseas. We see the following trends playing out over the next few years.

Increasing Adoption of Multi-modal Logistics

Over the past year, several large Indian and multinational companies have made significant investments in developing multimodal capabilities. The pandemic has shown the need and opportunity to leverage rail, sea and waterways a lot more effectively.

In many of our key markets such as auto and farm sectors we have seen a steep change, thanks to the increased focus and support from the Railways. 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. The share of road transport in bulk and auto outbound sectors will be significantly impacted by multi-modal systems.

Cross-border supply chains have also become a key focus area for many companies to facilitate global trade. Through the pandemic, most companies have realised the need to improve resilience, real-time visibility, and end-to-end management of their cross-border supply chains.

Technology Integration to Drive Efficiencies

In the post-COVID environment, there is sharper focus on improving the predictability of supply chains. Customers are now focussing on a much more granular and multi-variable dimension of supply chains. 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 like Internet of Things (IoT), drones, Automated Guided vehicles (AGVs), Augmented Reality (AR), 3D printing and marketplace platforms will see greater adoption in the future.

Integrating Services and Offerings

Industry players are integrating offerings to expand the wallet share and fill portfolio gaps. 3PL companies are developing competencies in providing express and distribution services through acquisitions and partnerships. Large pure-play transport and warehousing players are straddling the value chain and redefining

their service levels. Private equity funded start-ups are expanding across segments. Evolving consumer preferences with greater expectations of predictable and faster deliveries have resulted in increased adoption of E-commerce, which in turn has impacted the deliverables of the logistics service providers.

Increasing Demand for Fulfilment will Fuel Warehousing Growth

This trend has been fuelled by GST-led consolidation; and rise of e-commerce and omni-channel retailing. The implementation of GST in 2017 has incentivised industries to rationalise and consolidate their supply chains for operational efficiency. Similarly, the industry has shifted to being consumption driven in the last few years and its parameters have also become competitive due to e-commerce and changing customer behaviours. Therefore, the need to focus on customer fulfilment has become extremely important for companies, which translates to an enormous emphasis around urban logistics, last-mile delivery and warehousing.

Emergence of Omni Channel Retail

Consumers now want to purchase across all sales channels and derive consistent experience across them. Accordingly, brands have to ensure that they have distributed inventory across channels, augmented with the right mix of transportation modes. In the future, we will see a transition from bulky orders to smaller orders that are picked and packed; and brands converting retail stores into mini fulfilment and distribution centres. Such fulfilment strategy will also require deep technological integration for order management, inventory visibility across warehouses and stores, route and network optimisation. Smaller brands that do not have the scale and capabilities to manage such complex supply chains and logistics are likely to partner with third-party LSPs who can offer such services. They will also look for compliant, scalable, and flexible multi-user fulfilment centres on a pay-per-use basis.

Third Party Fulfillment Logistics will Continue to Gain Momentum Fuelled by Strong Growth of E-commerce and Omni Channel Retail

A.6 Enterprise Mobility Services – Size and Structure

Enterprise Mobility Services (EMS), comprising employee transportation services and on-call services was estimated to be an ₹19,000 crores market in FY20, before being impacted by COVID-19. Restrictions on mobility, and shift to 'Work from Home' has led to significant short to medium term shrinkage of the market. We expect the market to recover to pre-COVID levels in the next four to five years despite the headwinds.

Management Discussion and Analysis (contd.)

IT, ITES, financial services, and manufacturing sector clients are the primary target customer segments for Enterprise Mobility services. Enterprise Mobility sector is highly fragmented and is primarily served by local and regional players. We envisage a significant degree of consolidation in this market on account of rising service quality and safety requirements and growing demand for green transportation solutions, which local players find challenging to provide.

A.7 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 requirements.

Service Innovation to Enhance User Experience

Security and safety remain key drivers for enterprise mobility services, especially in light of health concerns highlighted due to the pandemic COVID-19. As the industry matures, there is also a push toward best user experience by providing a 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 consumers and competitors are working towards removing or reducing middlemen from their operations. Many players in this segment have invested in technology platforms and have done away with the traditionally outsourced roles of trip management, route optimisation, and so on.

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

The impact of COVID-19 has been unprecedented across our served end markets. As a B2B company, we saw significant reduction and cessation of operations by many of our customers in April, followed by gradual resumption since May. In the 1st quarter of the year, we witnessed a lot

of volatility in customer supply chains. While sectors such as consumer and e-commerce recovered quickly after the initial shock, sectors such as mobility and commodities are expected to follow a gradual recovery path.

1. **Auto Sector:** The auto sector, already reeling under pressure from a poor FY20, was hit hard by the pandemic. The auto sector performance was also impacted beyond demand by supply-side constraints, both from suppliers in India as well as from overseas suppliers of BS-VI. After a washed out Q1, we saw significant sales uptick in Q2 and a strong turnaround from Q3 onwards. Overall, domestic auto sales (PV, CV, 3Ws, 2Ws) registered a decline of 14% in FY21 vs FY20.
2. **Farm Sector:** Farm sector performed well throughout the year, on the back of favourable rural demand, good monsoon season, increase in credit and long-term government initiatives to restructure the farm sector. Overall, domestic tractor sales witnessed sales growth of 25%+ as compared to FY20.
3. **Consumer Sector:** Consumption led sectors saw strong tailwinds after the initial shock wore off. Essential commodities sector was the earliest to recover, followed by FMCG, personal care, and food industries. Retail industry remained under pressure on account of near-zero sales in the early few months, unsold inventory, inability to pay rents, etc. Full recovery of retail sector is expected to happen gradually with return of consumer confidence.

As the pandemic has transformed consumer behaviour buying patterns, there has been a clear shift to online and omni-channels during this period. The internet ecosystem and evolving consumer needs have made new business models viable and have led to the emergence of the direct-to-consumer (D2C) distribution channel. D2C and brand websites have witnessed over double the growth of online marketplaces.

Pharma sector showed a stellar performance in both domestic and export markets; however, the pandemic has been a wake-up call for pharma companies to diversify their supply chains geographically and develop local sourcing units and also adopt alternative strategies for reducing dependency on a single source.

Logistics for the telecom sector has remained sluggish, despite the growth in the sector. Most of our customers have been working on 5G upgrades and therefore current network expansion and upgradation has been slow-moving. We expect that there will be a demand spurt in the near future as companies start accelerating towards 5G.

4. **E-commerce Sector:** There has been a sharp growth in overall volume of ecommerce marketplaces, with leading marketplaces growing by over 40% y-o-y. A significant portion of this demand emerged from Tier-2 and Tier-3 cities and towns. Marketplaces have also increased their focus to adding more suppliers to their systems and platforms. The segment's growth has accelerated the demand for transportation and fulfilment logistics including sortation, fulfilment centres, return processing and last-mile delivery.
5. **Discreet Manufacturing and Commodities Sector:** Like the auto sector we saw a sharp drop in manufacturing activities for engineering products and commodities in the first quarter of the year, but the sector has been seeing positive month-on-month recovery; and we expect the trend to continue and accelerate once a broader recovery takes place.
6. **Freight Forwarding:** Capacity reduction and manpower shortages have led to an upward movement in both air and ocean freight rates. Despite these challenges, our freight forwarding business grew phenomenally through focused customer acquisitions and strong execution. In a post-COVID world, the sector is likely to undergo rapid digital transformation to reduce shocks and increase resilience.
7. **Mobility Sector:** Enterprise mobility segment remains severely impacted by the pandemic. Most companies are continuing to follow work-from-home policies, which has impacted the number of commuter's trips.

While these headwinds continue to be there, we have made an aggressive effort to add customer accounts from segments such as manufacturing, ecommerce, among others to offset the sharp decline from IT, ITeS and Banking, which have been our traditional markets in this segment. It will be several quarters before we see a full recovery, but our outlook for long-term dynamics of shared mobility remains positive.

B.1 Mahindra Logistics' Response to COVID-19

Our 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. We implemented work from home for all the employees across the Company during the period of lockdown and beyond. Operating locations barring those engaged in providing essential services were shut during the lockdown phase, adhering to the various local and state government directives. To prepare for a speedy restart of operations post lockdown, we established incident management teams, formulated 'Return to Work' protocols and rolled out Personal Protective Equipment across all our sites.

We expanded our support systems to help our employees manage the virus and its impact on the work site as well as home. We have established a home counselling and home diagnostic medical facility for employees and their families. Clinical services, quarantine kits, monitoring trackers, nutritional guidelines, etc. are being provided to employees under this assistance scheme. We have also introduced a COVID-19 leave policy and have launched



Management Discussion and Analysis (contd.)

vaccine support programme for employees through various tie-ups. COVID Response teams have been setup at central and local levels. These teams are tasked with monitoring and tracking of all COVID cases and assisting with hospitalisation and medical support in critical cases. ‘Nerve Center’ helpline has been launched to receive and process requests pertaining to relief to those impacted. Oxygen concentrators have also been made available at office locations and these can be availed by our employees or their dependents in need.

We have also launched financial support measures for our employees. Under these measures, employees can get their hospitalisation expenses reimbursed and avail salary advances. In case of death of an employee, an ex-gratia compensation will be paid out to the nominee of the deceased employee. Dependent family members will continue to get medical coverage for a period of three years from the employee’s demise. The company will also support education of the deceased employees’ children up to senior secondary level.

To maintain and grow business momentum, we increased focus on accelerating customer acquisition, executing our strategy, reworking supply contracts, and driving cost reduction and productivity improvement across locations. We also undertook measures to improve liquidity by preserving cash and effectively managing working capital.

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

40 days of the lockdown. We will continue to engage with our business associates and other stakeholders to improve engagement.

C. OPPORTUNITIES AND CHALLENGES

C.1 SCM Business

Opportunities

Increased consolidation post-GST, channel shifts are increasing demand for fulfilment and forward logistics solutions in consumption-led sectors

Post GST, companies are consolidating their supply chains for market/ supply chain 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 depth and hence have a greater requirement for fulfilment and distribution services. The rise of omni-channel is also leading to several companies redesigning their supply chains, creating immense opportunities for logistics service providers. Small businesses and new brands are also increasingly going Direct to Customer (D2C) and larger brands are starting their own online brand stores. With rapid development in this ecosystem, especially post-COVID, D2C is expected to witness high growth over the next few years and become \$100+ billion market by 2025. Factors such as access to cheap data connectivity, rapid urbanisation, innovative fulfilment models, and easy to set-up tech platforms will drive this growth.

With increasing share of online channels, companies are facing a challenge in managing the complex

requirements to support both B2B and B2C fulfilment. With our widespread presence, significant experience across sectors, strong tech-base and diversified service offerings combining Line Hauls, Mid Mile, Last Mile and Express transportation, and warehousing and distribution solutions, 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, 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 and distribution, returns processing, cross border logistics, spare parts distribution, pop-up (flex) sort centres, and so on.

Growing Demand for Express and Cross-border Logistics Services

Growth in consumer, retail and e-commerce sectors has fuelled the demand for time-sensitive distribution services. The disaggregated nature of demand and supply, high variability, and the complexity of returns for e-retail have 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 chains, 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 attractive growth, higher profitability and increased customer stickiness and are natural extensions to our portfolio of offerings.

Vaccine Distribution can Potentially be a Large Long-term Opportunity

COVID-19 vaccine-related logistics presents a large opportunity for us in Exim logistics, in-country primary distribution, and last-mile distribution. Vaccination drives has already started, and the first-year objective has been to inoculate 30-crore people. The exercise will be a multi-year activity and will involve logistics of large volumes both within and outside the country. While the policy and specific contours are still under evolution, we

are engaging with several pharma companies to find and offer solutions to them.

Challenges

Emergence of Multi-modal Platforms will Impact Share of Road-transport

To improve India’s logistics efficiency and to reduce logistics cost, the government has undertaken several measures to promote the use of multi-modal logistics. We are witnessing linkages of ports, rail and road through hub, 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 by road will shift to other modes like rail, inland waterways, or sea/coastal shipping. The shift would be accelerated in low-cost commodities, which are sensitive to logistics costs and to other categories which 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 can reduce the total costs of transportation and improve reliability and operational efficiencies.

Continued Service Integration by Competitors

The logistics industry has been witnessing partnerships, acquisitions, value-chain integrations, and capability expansions in the past few years. Competitors are moving towards becoming multi-offering players by making play into adjacent service offerings. This poses a threat to our business; however, it also presents Mahindra Logistics with an opportunity to add services to its existing portfolio and create new offerings.

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. Since logistics is a cost-competitive industry, we believe that the strategy of customer acquisition at below-cost is not sustainable in the long run, and technology will have a much stronger role to play in cost optimisation and serving customers effectively and efficiently. We aim to stay ahead of our competition through consistent investments in technology, focus on service quality, consistency and value-added services.



Management Discussion and Analysis (contd.)

Muted Demand and Volatility in Our Focus Markets can Impact our Business

Our business is significantly influenced by the performance of the automotive industry. Approximately 60% of our SCM revenues in FY21 were from clients in the automotive industry. Due to our dependence on Mahindra & Mahindra Ltd. and the automotive sector, any continued softness or downturn in the sector may impact our business.

The pandemic has resulted in customers focusing on cost rationalisation and reduction, and this has led to increased pricing pressure on us. We are addressing this challenge by focusing on value addition and driving cost-reduction initiatives across the organisation.

FY21 saw severe volatility in fuel prices, and overall costs. Our transporter base also witnessed financial distress. We also saw disruptions due to continued farmer's stir. Continuation of such volatility will pose a challenge to our business.

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

Increased Focus on User Experience

The customer focus has been seen to be moving beyond just cost and hygiene, towards providing a broader experience. 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 in post-pandemic conditions. This presents us with an opportunity to build on our current services and provide B2B2C based offerings.



Challenges

Work from Anywhere Poses a Significant Business Threat

Companies are seeing COVID-19 induced work from home as a viable long-term option and many companies might permanently switch to having a significant part of their workforce to work remotely, reducing the demand for mobility services.

Threat of Substitution by Mass Urban Transportation

The development of public transit networks in cities may act as a substitute for the enterprise mobility services we offer.

Threat of Disintermediation

Technology based aggregators are innovating and expanding their service offerings to create differentiation and are building their own fleet and working directly with fleet owners, thereby disintermediating the market.

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 2021		Fiscal 2020	
	Amount	% of total revenue from operations	Amount	% of total revenue from operations
	(₹ cr)	(%)	(₹ cr)	(%)
SCM	3,145.6	96.35	3,103.5	89.41
EMS	119.1	03.65	367.6	10.59
Revenue from operations	3,263.7	100.0	3,471.1	100.0

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 2021	Fiscal 2020
	(%)	(%)
Transportation	67.18	66.03
Warehousing and value-added solutions	20.06	17.49
Freight forwarding	09.11	05.90
Enterprise Mobility Services	03.65	10.59
Total	100.00	100.00

E. BUSINESS STRATEGY

In FY20, we had defined our vision of becoming a ₹10,000 crores Logistics Service Provider by FY26, delivering exceptional customer experience through differentiated, technology-enabled solutions. To achieve this vision, we had defined our strategy to grow in profitable markets through four core strategic platforms. Despite severe disruptions and challenges to the business, we were able to execute the intended strategies for the reporting year. These are listed in the following sections.

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 ecommerce, 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 higher level of complexity on account of greater distribution, fulfilment and returns processing needs. Bulk and commodity products are 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 and Sharpening our Ability to Design and Deliver Solutions

We provide a variety of services to customers in diverse sectors like auto and auto ancillaries, engineering, consumer, pharmaceuticals, commodities, and ecommerce. We plan to expand the portfolio of our



Management Discussion and Analysis (contd.)

offerings, which support our ability to design and deliver end-to-end integrated solutions.

The express logistics market has registered significant growth driven by the distribution needs of key sectors such as ecommerce, auto, FMCG, FMCD, pharmaceuticals and others. These sectors are key focus markets for Mahindra Logistics 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 fostering partnerships with global express firms.

Mahindra Logistics 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 & engineering sector 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 component of our integrated cross-border solution offering and is critical for serving pharmaceutical and ecommerce 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 international markets. We are also evaluating potential partnerships with international freight forwarding companies.

Mahindra Logistics 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 one-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 partnerships with major multi-modal incumbents. Such partnership will enable Mahindra Logistics to offer rail and sea-based services to our customers, and to manage and provide 3PL services in logistics parks.

We have made significant progress across these initiatives in Fiscal Year 2020-2021. Our express and freight forwarding services registered positive growth in a weak economic environment. We also launched an Electric Vehicle based commercial last mile service called 'EDEL' for deliveries in select cities. We plan to expand this service aggressively in the medium term through a fleet of owned and contracted EV fleet. We also continue to provide our customers multi-modal services and expanding rail-based services.

Launched Electric Vehicle based commercial last mile delivery service called 'EDEL' for deliveries in select cities

2. Position Mahindra Logistics as an Integrated and Differentiated Solutions provider, Focused on End-market Value Chains

As supply chain complexities increase, customers demand more than just plain transportation or storage services. They want solutions which optimise their supply chain needs from sourcing, inbound transportation, storage, outbound transportation, distribution, fulfilment, returns processing and reverse logistics. With experience gained from serving ecommerce, consumer, and telecom sector customers, we have developed 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. 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.

In FY21, we deployed nearly a million square feet of short-term flexible warehouse capacity solution for our e-commerce customers. These short-term 'pop-up' facilities enabled our customers to meet their peak demands without investing in permanent facilities. Our focus on providing integrated distribution solutions also led to winning a very large consumer durable account where we will be providing end-to-end supply chain solutions, managing their entire supply chain from vendors to distributors. On account

of a strong value proposition, we saw a healthy order booking across our key focus markets.

3. Build Operational Excellence by transforming our Transportation Capabilities, developing Common Operating Systems, and expanding our Network of Warehouses.

Transportation comprises a major part of Mahindra Logistics' operations. We operate an asset light model whereby we source vehicles from our large network of Business Associates. In order to utilize our assets across customers, sectors, and routes, we intend to focus on cross utilization of assets through digitization and network management.

Our Business Associates 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.

To launch and scale new businesses, and have world class operations, we 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 from 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 and 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 are built to suit the highly flexible needs of ecommerce 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 build-to-suit warehouses over the next few years.

We are on track to achieve 4 million square feet of Built-To-Suit warehouses capacity in FY22 and plan expand it to 12 to 15 million square feet in the medium to long term. We brought a large portion of our fleet on to a track and trace platform thereby improving visibility of shipments. We also worked towards improving safety and productivity across sites, defining, and building standards and driving cost reduction.

4. Focus on Digitisation and Innovation by leveraging Technology to create Integrated Business Systems

We have made consistent investments in digitization 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 Associates. 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.

In Fiscal Year 2020-2021, we upgraded our Transportation management System, launched a fulfilment focused warehouse management system, a new HR management system and integrated site management platform. We also partnered with nine companies focused on technology innovation, automation, transportation, last mile distribution and warehousing through 'Catapult', which is an incubator programme launched by the Mobility Sector.

E.2 EMS BUSINESS STRATEGY

FY21 was a year of defending the EMS business against an extremely challenging external environment. During the year, we made aggressive efforts to add customers from manufacturing & e-commerce companies to offset decline in the IT/ITeS sector. Our long-term strategy for the segment however remains unchanged. 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 long-term Enterprise Mobility growth plans are driven by the following key strategies:

1. Expand EV (Electric Vehicle) Portfolio, Enterprise On-call Services, Event Services and build Subscription Services

Electric vehicle adoption for corporate mobility sector has gained traction as corporates push for more sustainable solutions. EV technology is well suited for mid-range shared mobility applications. Mahindra Logistics' current supply is primarily conventional fuel vehicles. We plan to become the first corporate mobility provider to offer flexi fleet of ICE (Internal



Management Discussion and Analysis (contd.)

Combustion Engine) and EVs. Our long-term goal is to have 30% of our total fleet as EVs. We plan to 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 a differentiated offering and will allow for entry into new premium accounts, which smaller players may find difficult to match.

The on-call business complements our employee transportation business. It is a large segment which requires 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 Technology Platform Supporting Asset Optimisation and Multi-offerings

We are developing Alyte as an end-to-end digital platform which will manage the entire supply and demand lifecycle and use analytics for centralised orchestration and optimal asset utilisation. It will also support modules for contracting, invoicing, and providing 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.

Our technology platform and analytics will help us in route optimisation and network solution designing to drive higher 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 comply 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 Associates. We depend on our Business Associates 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 Associates for every region,

including developing different commercial models to attract Business Associates.

6. We deploy many workers at our in-factory stores and linefeed and warehouse operations. These operations may get impacted by labour unionisation, unrest, and strikes. If labour issues are not resolved in a timely manner, they could limit our ability to serve our clients, and may impact our business.
7. We serve the supply chain logistics and people transport requirements of our clients in India. The 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 ensure 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 an 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 1st April, 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 ₹71.67 crores compared to ₹71.54 crores as at the end of the previous year. The increase is due to the issue of 1,33,084 equity shares on account of exercise of options granted under the 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 31st March, 2021 was at ₹366.89 crores compared to ₹353.57 crores as at 31st March, 2020.

3. Borrowings

The Company continues to remain debt free as at 31st March, 2021.

4. Property, Plant and Equipment and Other Intangible Assets (including CWIP and intangible assets under development)

The property, plant and equipment and other intangible assets including CWIP and intangible assets under development amounted to ₹348.85 crores as at 31st March, 2021 compared to ₹224.94 crores as at 31st March, 2020. The Company follows the asset-light model for carrying out its operations and the capital expenditure incurred during the year of ₹91.62 crores was mainly on account of the 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 ₹144.13 crores.

5. Trade Receivables

Trade receivables as at 31st March, 2021 were ₹408.25 crores which amounted to 13.80% of the Company's revenue from operations compared to ₹475.52 crores as at 31st March, 2020, which amounted to 14.5% of the revenue from operations. Continued focus on the collection throughout the year has helped Company to reduce the receivables at the end of the year.

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 ₹2,959.11 crores in the year ended 31st March, 2021 from ₹3260.90 crores in the year ended 31st March, 2020, registering 9.25% decline. The revenue from the SCM segment reduced by 1.8% whereas the EMS segment reduced by 67.6%. The operations of the Company were suspended following countrywide lockdown announced due to onslaught of COVID-19

Management Discussion and Analysis (contd.)

which has impacted the Company’s revenue. Company has also seen softness in the EMS segment due to COVID related volume reductions.

Other Income

Other income mainly comprises interest income from fixed deposits, dividend from units of mutual funds, gain on sale of units of mutual funds, sundry balances/provisions written back, and interest on income tax refund. The increase in other income from ₹13.29 crores in the year ended 31st March, 2020 to ₹15.50 crores in the year ended 31st March, 2021 was primarily 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 and so on. Employee benefit expense as a percentage of revenue from operations increased to 9.4% from 8.9% 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 84.3% of revenue from operations in the current year as compared to 84.5% in the previous year mainly include freight and related expenses, labour and related expenses, warehouse and related expenses, rent, and so on. Tight cost control and operating leverage have led to an improvement in the operating margin.

Profit before tax for the year ended 31st March, 2021 was at ₹32.64 crores compared to ₹80.69 crores in the year ended 31st March, 2020, registering a 59.5% decline. Similarly, profit after tax is at ₹23.99 crores in the year ended 31st March, 2021 compared to ₹55.14 crores in the year ended 31st March, 2020, registering a decline of 56.4% over the previous year. Company has recorded losses specifically in first quarter of the financial year due to nationwide lockdown imposed by the COVID-19 outbreak, resulting in pressure on overall PAT for the year.

Consolidated Financial Information

The consolidated financials include financials of the Company and two of its subsidiaries i.e. Lords and 2x2. 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 ₹3,263.72 crores in the year ended 31st March, 2021 as against ₹3,471.14 crores in the year ended 31st March, 2020, registering a decline of 5.9%. Consolidated Profit after tax is at ₹29.18 crores compared to ₹55.45 crores registering a decline of 47.3%. Profit after tax for the year attributable to non-controlling interest is at ₹(1.21) crores as against ₹(0.28) crores in the previous year. The operations of the company and its subsidiaries were suspended during countrywide and subsequent regional lockdowns. Even after lifting of lockdowns, volumes from several end markets continued to remain under stress. This has resulted in overall revenue and PAT pressure.



Key Ratios:

Key Matrix	FY21	FY20	Change y-o-y
Debtors Turnover (times)	6.39	6.54	-2.34%
Inventory Turnover (times)	Nil	Nil	Nil
Interest Coverage Ratio* (times)	14.70	27.45	-46.44%
Current Ratio (times)	1.07	1.32	-19.23%
Debt Equity Ratio** (times)	0.05	0.07	-21.62%
Operating Profit Margin%	4.56%	4.96%	-8.04%
Net Profit Margin% #	0.88%	1.58%	-44.17%
Return on Net worth##	5.14%	10.41%	-50.64%
Return on Capital Employed#	10.46%	17.53%	-40.31%

*Interest Coverage Ratio (Excluding interest under IND AS 116) has improved due to lower interest payment on reducing EMI on vehicles loans and lower utilization of cash credit facility.

**Debt equity ratio has improved due to repayment of vehicle loans and lower utilization of cash credit facility.

#Net Profit Margin % has gone down compared to previous year as a result of losses registered specifically in first couple of months of the financial year due to nationwide lockdown and COVID -19 outbreak, resulting in pressure on overall PAT for the year.

##Decrease in Return on Net worth and Return on Capital Employed is due to decrease in profitability.

I. HUMAN RESOURCES DEVELOPMENT

The COVID-19 pandemic and the subsequent lockdown created various challenges with regards to managing business operations and ensuring the realisation of customer expectations and this created opportunities for the HR function to apply alternative thinking to drive engagement, build capability, create alignment and ensure that employees and their families were protected. Delivering profitable and sustained growth has involved the HR function partnering 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, Mahindra Logistics 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. With the inherent belief that people are our greatest asset, the employer-employee relationship can be characterised as fair, just, trusting and caring which has been enmeshed into the employee lifecycle. 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, simplicity, scalability, and empowerment are evident. The digitisation of the HR function took place

with the launch of Nectar, an HRMS platform across all HR processes for white collared employees. Nectar has empowered employees with data availability at their fingertips, efficient workflows, and higher turnaround time in processing employee lifecycle transactions. The organisation has also evaluated various vendors for blue collar staff and will be onboarding the new partner subsequently. The organisation also launched ‘Hive’, an intranet portal where employees can connect and engage with each other. In order to drive communication further, monthly podcasts were launched to keep employees updated about recent developments in the organisation.

The organisation was highly responsive to the challenges posed by COVID-19 wherein in created empowered workgroups at the central and zonal level. The Incidence Management Teams were cross functional and tasked with the responsibility of defining protocols, monitoring sanitisation activities, tracking employees impacted by the pandemic, managing communication, reviewing ‘Back To Work’ guidelines and taking decisive action in locations which were impacted. In addition to this, the organisation introduced various policies pertaining to COVID-19 leave, health insurance at the site level, additional homecare facility and vaccination for eligible employees. The collective proactivity of the IMT’s ensured that operations were restored keeping agility in mind and employees were provided with a safe work environment.

The organisation revamped its Talent Development Framework and has developed robustness through the insights from development centres that were conducted for critical talent and were segmented into the 9-box

Management Discussion and Analysis (contd.)

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 organisation has also created Functional and Apex Talent Councils wherein talent is mobilised for the benefit of business opportunities. The HR function has also identified, mapped and evaluated functional competencies which have been vetted by an external agency so that there is a global outlook to the process. Proficiency levels have been calibrated as well as initiatives pertaining to capability building and talent acquisition have become competency based. The organisation has also endeavoured to extend the development centres to employees at the level of manager and below so that accurate mapping of talent can take place to create a pipeline from a succession readiness perspective.

The iCoach programme, designed as a leadership development initiative, has successfully enabled the creation of a coaching culture where internally certified coaches coach employees with potential so that they are equipped with the right skills to overcome emerging challenges and achieve their goals. A total of 37 coachees underwent coaching with virtual regular sessions and success stories were published at the organisational level. We put emphasis on diversity and inclusion in this endeavour, wherein women associates have also been considered as coachees so that their professional development is expedited. We are now strengthening the coaching culture further by certifying our leaders who successfully complete the course as International Coaching Federation accredited coaches.

The organisation has fortified its efforts in building leadership and customer centric capabilities of its mid-level managers through Sandhaan, a platform designed to groom future leaders at the mid management level. Based on the premise that 'Happy Employees create Happy Customers', participants share their learnings with their colleagues and then drive business impact projects by creating 'Moments of Truth' for customers 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 by developing an inhouse case study after understanding development areas and opportunities that existed to strengthen the customer experience and managerial skills. 300 + employees were covered via the SANDHAAN virtual platform and were taken through a blended learning experience with online virtual sessions conducted by in-house faculty and e-learning self-paced modules. To accelerate learning, a Learning Management System was launched this year that offers over 7000+ courses on leadership, behavioural and technical topics. 1400+ employees have leverage on unified LMS for self-paced learning, accessing over

170+ courses. The organisation launched virtual Disha, a programme for first time supervisors on the shop floor, to strengthen their ability to manage teams and ensure result orientation with execution excellence aligned to the Mahindra Leadership Rise competencies wherein 1500+ employees were covered via this initiative by leveraging on in-house leaders and faculty. During the lockdown, the organisation focused on virtual learning wherein a total of 1,25,000+ man days of learning were conducted, most of which were virtual in nature.

The AXLERATE platform, which was created to drive functional capability building, has grown from strength to strength covering 2300+ employees via online training on Stores and Linefeed, Warehouse Management, Quality Tools and Lead with Excel. The organisation has articulated AXELRATE 2.0 wherein it will leverage on an outside-in perspective on functional capability building wherein after evaluating various learning partners, NITIE was selected to develop capabilities with an accent into the future. To strengthen the focus on enhancing safety within the organisation, the Behaviour Based Safety Programme was launched to create a culture of safety covering key stakeholders across the organisation like safety committee members, safety leads, safety officers, etc. wherein a total of 5 batches were conducted. In order to enhance the problem solving capability of senior leaders in the organisation, Prapantaran, the Six Sigma Black Belt certification programme was launched this year for 21 leaders wherein they have identified projects linked to optimisation, cost reduction, productivity enhancement, etc. specific to their role in the organisation.

In order to strengthen the culture of recognition and appreciation, especially during the lockdown, the organisation launched virtual Bravo and Thank You cards wherein stakeholders can appreciate the efforts of their teams in a virtual environment. In addition to this, the organisation has seen 97% utilisation of Uday Awards, the organisations recognition platform. The organisation has also appreciated the efforts of employees who have walked the extra mile during the COVID-19 situation where they managed operations optimally despite adversities.

The organisation 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 85% of employees have been covered through e-learning module on Diversity & Inclusion. Additionally, manager sensitisation programmes on Unconscious Bias and Gender stereotypes was launched in an instructor led training format. The organisation has also invited external speakers who are subject matter experts in the D&I space as well as women leaders who have achieved corporate success to share their insights

and experiences with the leadership team. Besides gender, the company has made progress in the other spectrums – by hiring and inclusion of People with Disabilities, talent from LGBTQ community and Armed Forces veterans. The organisation also launched the Veteran Employment Engagement and Retention Programme or V.E.E.R to train and deploy retired Armed Forces Veterans in operations. An LGBTQ inclusion policy was launched to cover employees from LGBTQ community in the Medclaim, adoption leave and compassionate leave policies. The POSH policy has also been revised to be a gender-neutral policy, to signify inclusion of all.

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 Associates providing third party manpower, 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 Associates with a view to enhance their competency levels. The organisation 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 organisation 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 organisation 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.

To assess the engagement levels of such a large workforce, the organisation administered the Mahindra CARES (MCARES) engagement survey for its on-roll employees. Your Company scored a rating of 4.4 on the financial year 2020 survey with high scores across employee alignment, empowerment and recognition. The organisation revamped the Performance Management Policy and launched a revised one based on feedback received from employees and key stakeholders. The launch of a focused calibration process with the involvement of the leadership team, an appraisal grievance redressal mechanism, appraiser and appraisee training sessions and several other initiatives to strengthen the appraisal experience. The organisation also launched an e-learning module on performance

feedbacking to drive sensitisation of how to effectively conduct appraisal discussions.

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 revision of key policies like performance management, transfer and relocation, internal job posting and re-hire. The Leadership Speak Series was launched this year to ensure leadership connect with employees during the pandemic, covering over 900+ employees via eight leadership connect sessions. 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 such as #Swayam Fitness Challenge, Swayam Fitness and Health nuggets, Swayam Yoga as well as Tax planning sessions were conducted. The 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. During the pandemic this year to support employees manage their mental health and deal better with anxiety, your Company launched 'Counsellor Speak Series' centrally covering 800+ employees and has also launched 'Nutritionist Speak Series' and 'Financial Expert Speak Series' covering 1300+ employees. The organisation also arranged for free one to one Nutrition Counselling, Financial counselling sessions for supporting employees manage their health and finances better.

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 may be “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, pandemics and so on over which Company does not have any direct control.

REPORT ON CORPORATE GOVERNANCE

COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

Responsible Corporate Governance reflects a Company's culture, policies, relationship with its stakeholders, its commitment to values and ethical business conduct. At Mahindra Logistics Limited ("the Company" or "we"), endeavour to follow the highest standards of governance as practiced across the Mahindra Group and the Industry. It is our firm conviction that good corporate governance emerges from the application of sound management practices, compliance with all laws in letter and spirit, coupled with integrity, transparency, accountability and business ethics. We follow fair, transparent, ethical governance processes and practices embedded in the culture of the Company, which ensure that the interest of all the stakeholders is respected in a balanced and transparent manner.

The Company believes that sound corporate governance is critical to enhance and retain investor trust and hence continues to strengthen its governance principles to generate long term value for its stakeholders on a sustainable basis, ensuring ethical and responsible leadership both at the Board and the Management levels.

COMPLIANCE WITH CORPORATE GOVERNANCE GUIDELINES

The Company is in compliance with the requirements stipulated under Chapter IV read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the SEBI Listing Regulations") with respect to corporate governance.

A report on the Company's compliance with the applicable corporate governance provisions for the financial year 2020-21 is given hereunder.

I. BOARD OF DIRECTORS

The Board of Directors ("the Board") is entrusted with the ultimate responsibility for the management, general affairs, direction and strategies of the Company. The Board 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 the Company is in conformity with the requirements of Regulation 17 of the SEBI Listing Regulations and the applicable provisions of the Companies Act, 2013 ("the Act").

As on 31st March, 2021, the Board of the Company comprised of eleven Directors consisting of a Non-Executive Chairman, a Managing Director & Chief Executive Officer ("CEO"), three Non-Executive Directors, and six Independent Directors, of whom two are Women Directors.

The Board of the Company represents an optimal mix of professionalism, knowledge and experience that enables it to discharge its responsibilities efficiently and provide effective leadership to the business.

Mr. V. S. Parthasarathy, Non-Executive Director was Chairman of the Board as on 31st March, 2021. He stepped down from the Board of the Company effective 2nd April, 2021.

Dr. Anish Shah assumed the role and position of Chairman and Non-Executive Director of the Board effective 2nd April, 2021. The Chairman, though a professional Non-Executive Director in his individual capacity, is an employee of Mahindra & Mahindra Limited ("M&M"), Promoter and Holding Company. More than one-half of the Board of the Company comprises of Independent Directors in compliance with the SEBI Listing Regulations. The Chairman is not related to the Managing Director & CEO or any other Director of the Company. The same was the case with the erstwhile Chairman, Mr. V. S. Parthasarathy.

Inter-se relationship and shareholding of Directors

None of the Directors of the Company are inter-se related to each other or hold any equity shares of the Company as on 31st March, 2021. The Company has not issued any convertible instruments.

Declaration from Independent Directors

All the Independent Directors on the Board of the Company have submitted their respective declarations confirming that they meet the criteria of independence as mentioned in Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Board has carried out an assessment of the declarations and confirmations submitted by the Independent Directors

of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of the Company fulfil the conditions specified in the Act and the SEBI Listing Regulations and are independent of the Management.

The maximum tenure of the Independent Directors is in compliance with the provisions of the SEBI Listing Regulations and the Act. No Independent Director of the Company has resigned or was re-appointed during the financial year under review.

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 confirmed that they have registered themselves with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and unless exempted, have also passed the online proficiency self-assessment test conducted by IICA.

Compliance with Directorship limits and Committee positions

In terms of the provisions of the Act and the SEBI Listing Regulations, the Directors of the Company submit necessary disclosures regarding the positions held by them on the Board and/or the Committees of other companies with changes therein, if any, on a regular basis.

On the basis of such disclosures, it is confirmed that as on 31st March, 2021, none of the Directors of the Company:

- i. Hold Directorship positions in more than twenty companies (including ten public limited companies and seven listed companies);
- ii. Serve as a whole-time director in any listed company;
- iii. Is a Member of more than ten committees and/or Chairperson of more than five committees, across all the Indian public limited companies in which they are Directors;
- iv. Who hold Executive Director positions, serve as an Independent Director in more than three listed companies.

For the purpose of determination of committee position limits, chairperson and membership positions of the Audit Committee ("AC") and the Stakeholders' Relationship Committee ("SRC") have been considered in terms of Regulation 26 of the SEBI Listing Regulations.

Changes in Board composition Appointment of Directors

The Board of the Company, basis the recommendations of the Nomination and Remuneration Committee ("NRC"), inter-alia, considering the qualification, experience, knowledge, skills

possessed, expertise (including proficiency) and declarations submitted by each of them, recommended the following appointments/re-appointments on the Board for approval of Members of the Company at the ensuing Annual General Meeting ("AGM").

The Company has received the requisite notices under Section 160 of the Act proposing the following appointments/ re-appointments on the Board of the Company.

Dr. Anish Shah, Non-Executive Director and Chairman

Dr. Anish Shah (DIN:02719429) was appointed 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 2nd April, 2021 and holds office up to the date of the ensuing AGM of the Company.

Brief resume and area of expertise:

Dr. Anish Shah is the Managing Director ("MD") and CEO of M&M, with responsibility for the Group Corporate Office and full oversight of all businesses other than the Auto and Farm sectors.

Prior to the same, he held positions of Deputy MD and group CFO; and Group President (Strategy) at M&M, where he led strategy development; built capabilities such as digitization and data sciences, enabled synergies across Group companies and managed the Risk and performance review of organisations. He has over 26 years of experience and holds directorship positions on the Board of other listed companies of the Mahindra Group.

Dr. Anish Shah was President and CEO of GE Capital India from 2009-14, where he led the transformation of the business, including a turnaround of its SBI Card joint venture. His career at GE spanned 14 years, during which he held several leadership positions at GE Capital's US and global units. As Director, Global Mortgage, he worked across 33 countries to drive growth and manage risk. As Senior Vice President (Marketing and Product Development) at GE Mortgage Insurance, he led various growth initiatives and played a key role in preparing the business for an IPO, as a spinoff from GE. In his initial years with GE, Dr. Anish Shah also led Strategy, eCommerce and Sales Force Effectiveness and had the unique experience of running a dot-com business within GE. Dr. Anish Shah also received GE's prestigious Lewis Latimer Award for outstanding utilisation of Six Sigma in developing a "Digital Cockpit".

He also has diverse experience with global businesses beyond GE. He led Bank of America's US Debit Products business, where he launched an innovative rewards program, led numerous initiatives in payment technology and worked closely with various teams across the Bank to enhance value for the customer.

As a strategy consultant at Bain & Company in Boston, he worked across multiple industries, including banking, oil rigs, paper, paint, steam boilers and medical equipment. His first role was with Citibank in Mumbai, where he issued bank guarantees and letters of credit as Assistant Manager, Trade Services.

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

Inter-se relationship with other Directors: Nil
Shareholding in the Company: Nil
Directorship and Committee positions of Dr. Anish Shah as on 29th April, 2021:

Directorships	Committee positions
Mahindra Logistics Limited (L) (C, NED)	Nomination and Remuneration Committee (M)
Mahindra & Mahindra Limited (L) (MD & CEO)	1. Risk Management Committee (C) 2. Stakeholders Relationship Committee (M) 3. Corporate Social Responsibility Committee (M) 4. Loans & Investment Committee (M) 5. Sale of Assets Committee (M)
Mahindra & Mahindra Financial Services Limited (L) (C, NED)	1. Audit Committee (M) 2. Nomination and Remuneration Committee (M) 3. Strategic Investment Committee (M)
Tech Mahindra Limited (L) (NED)	1. Risk Management Committee (M) 2. Investment Committee (M)
Mahindra Lifespace Developers Limited (L) (NED)	1. Loans & Investment Committee (M) 2. Nomination and Remuneration Committee (M)
Mahindra Holidays & Resorts India Limited (L) (NED)	Nomination and Remuneration Committee (M)
New Democratic Electoral Trust (NPL) (NED)	-

L=Listed; NPL= Section 8 company; NED = Non-Executive Non-Independent Director; C= Chairman; M= Member.

Mr. Amit Kumar Sinha, Non-Executive Director

Mr. Amit Kumar Sinha (DIN:09127387) was appointed as an Additional and Non-Executive (Non-Independent) Director, liable to retire by rotation, with effect from 29th April, 2021 and holds office up to the date of the ensuing AGM of the Company.

Brief resume and area of expertise:

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

Prior to joining M&M, Mr. Amit Kumar Sinha was a Senior Partner and Director with Bain & Company. Over 18 years

at Bain, he managed large-scale, multi-country strategy, organization, digital and performance improvement projects. He also led numerous commercial due diligences and full potential portfolio strategy projects (post buyout) for leading Private equity funds across U.S. and India. Mr. Amit Kumar Sinha has over 24 years of experience and started his career with Tata Motors and worked with IGate Patni (now Capgemini) in technology leadership roles in India, Singapore and US.

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

Inter-se relationship with other Directors: Nil
Shareholding in the Company: Nil
Directorship and Committee positions of Mr. Amit Kumar Sinha as on 29th April, 2021:

Directorships	Committee Positions
Mahindra Logistics Limited (L) (NED)	-
Mahindra & Mahindra Financial Services Limited (L) (NED)	-
Mahindra First Choice Wheels Limited (PLC) (NED)	Nomination and Remuneration Committee (C)
Fifth Gear Ventures Limited (PLC) (NED)	-
Mahindra Electric Mobility Limited (PLC) (NED)	Audit Committee (C)

L=Listed; PLC=Public Unlisted Company; NED=Non-Executive Non-Independent Director; C= Chairman.

Mr. Darius Pandole, Independent Director

Mr. Darius Pandole has been appointed as an Independent Director of the Company for first term of five consecutive years commencing from 25th July, 2017 to 24th July, 2022.

The Board of the Company, based on the recommendation of the NRC and results of the performance evaluation carried out by the NRC and the Board, has recommended the re-appointment of Mr. Darius Pandole as an Independent Director of the Company for a second term of five consecutive years commencing from 25th July, 2022 up to 24th July, 2027 for the approval of the Members through special resolution at the ensuing AGM scheduled prior to the expiry of his first term, in compliance with the requirements of Section 149 of the Act.

Basis confirmation received, Mr. Darius Pandole confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations. He is also registered in the data bank maintained by the IICA and is exempted from appearing the proficiency test conducted by IICA.

The Board basis recommendation of the NRC and considering the skills, experience and acumen possessed by Mr. Darius Pandole, is of the opinion that he is a person of integrity and

possesses the relevant expertise and experience (including proficiency) to continue as an Independent Director of the Company and is Independent of the Management of the Company.

Brief resume and area of expertise:

Mr. Darius Pandole has over 26 years of experience in private equity. He is the Managing Director & CEO of the private equity fund management business of JM Financial Limited. Prior to this role, 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.

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.

Inter-se relationship with other Directors: Nil
Shareholding in the Company: Nil
Directorship and Committee positions of Mr. Darius Pandole as of 29th April, 2021:

Directorships	Committee position
Mahindra Logistics Limited (L) (ID)	1. Nomination and Remuneration Committee (C) 2. Stakeholders' Relationship Committee (C) 3. Investment Committee (C) 4. Audit Committee (M)
JM Financial Asset Management Limited (NED)	1. Corporate Social Responsibility Committee (M) 2. Investment Advisory Committee (M)
Fairchem Organics Limited (L) (ID)	1. Audit Committee (M) 2. Nomination and Remuneration Committee (M) 3. Stakeholders' Relationship Committee (M)
Cricket Club of India Limited (NPL) (NED)	1. Investment Committee (M) 2. Swimming Committee (VC)
Credibility Financial Services Private Limited (PTC) (NED)	-
-	Risk Management Committee of JM Financial Limited* (L) (M)

*No Board position.

L=Listed; PTC= Private Limited Company; NPL=Section 8 Company; NED=Non-Executive Non-Independent Director; ID= Independent Director; C= Chairman; M= Member; VC = Vice Chairman.

Mr. Ranu Vohra, Independent Director

Mr. Ranu Vohra has been appointed as an Independent Director of the Company for first term of five consecutive years commencing from 25th July, 2017 to 24th July, 2022.

The Board of the Company, based on the recommendation of the NRC and results of the performance evaluation carried out by the NRC and the Board, has recommended the re-appointment of Mr. Ranu Vohra as an Independent Director of the Company for a second term of five consecutive years commencing from 25th July, 2022 up to 24th July, 2027 for the approval of the Members through special resolution at the ensuing AGM scheduled prior to expiry of his first term, in compliance with the requirements of Section 149 of the Act.

Basis confirmation received, Mr. Ranu Vohra confirms to the criteria of independence prescribed under the Act and the SEBI Listing Regulations. He is also registered in the data bank maintained by the IICA and has passed the online proficiency self-assessment test conducted by IICA.

The Board basis recommendation of the NRC and considering the skills, experience and acumen possessed by Mr. Ranu Vohra, is of the opinion that he is a person of integrity and possesses the relevant expertise and experience (including proficiency) to continue as an Independent Director of the Company and is Independent of the Management of the Company.

Brief resume and area of expertise:

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

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

Inter-se relationship with other Directors: Nil
Shareholding in the Company: Nil
Directorship and Committee positions of Mr. Ranu Vohra as of 29th April, 2021:

Directorships	Committee positions
Mahindra Logistics Limited (L) (ID)	1. Corporate Social Responsibility Committee (C) 2. Nomination and Remuneration Committee (M) 3. Risk Management Committee (M)
Avendus Capital Private Limited (PTC) (ED)	Corporate Social Responsibility Committee (M)
Avendus PE Investment Advisors Private Limited (PTC) (NED)	Corporate Social Responsibility Committee (C)
Avezo Advisors Private Limited (PTC) (NED)	-
Ocean Dial Asset Management India Private Limited (PTC) (NED)	-
Avendus Capital Asset Management (UK) Limited (BC) (NED)	-

L=Listed; PTC=Private Limited Company; BC=Body Corporate; NED=Non-Executive Non-Independent Director; ID=Independent Director; C=Chairman; M=Member ; ED = Executive Vice Chairman.

Director appointments during the financial year 2020-21
Ms. Malvika Sinha, Independent Director

Basis the recommendation of the NRC and the Board, the Members at the 13th AGM held on 30th July 2020, approved the appointment of Ms. Malvika Sinha (DIN:08373142) as an Independent Director for a first term commencing from 30th July, 2020 to 29th July, 2025.

Brief resume and area of expertise:

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, 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.

Inter-se relationship with other Directors: Nil
Shareholding in the Company: Nil
Directorship and Committee positions of Ms. Malvika Sinha as of 29th April, 2021:

Directorships	Committee positions
Mahindra Logistics Limited (L) (ID)	1. Corporate Social Responsibility Committee (M) 2. Audit Committee (M) 3. Risk Management Committee (M)
Tata Capital Limited (PLC) (ID)	1. Audit Committee (M) 2. Stakeholders' Relationship Committee (M)

L=Listed; PLC=Public Unlisted Company; ID=Independent Director; M=Member.

Mr. Naveen Raju, Non-Executive Director

The Board on the recommendation of the NRC, appointed Mr. Naveen Raju (DIN:07653394) as an Additional and Non-Executive (Non-Independent) Director effective 3rd September, 2020. The Members accorded their approval for appointment of Mr. Naveen Raju as Non-Executive Director through Postal Ballot on 6th March, 2021.

Brief resume and area of expertise:

Mr. Naveen Raju has more than two decades of experience in working with leading Indian private sector companies and started his career in 1996 as in-house counsel with Associated Cement Companies, before moving to Crompton Greaves. In the year 2000, he joined as Head of Legal for the oil and gas business at Reliance Industries. He moved to M&M in 2014 and since then has been instrumental in implementing a vision to fully integrate the corporate legal function with the group businesses and employ world class skills, systems and processes.

Mr. Naveen Raju is General Counsel and Executive Vice President – Group Legal Affairs at M&M. He is a member of the global Board of Directors of the Association of Corporate Counsel, which is the world's largest community of in-house counsel with over 40,000 members across six continents. Mr. Naveen Raju has been listed in "The Legal 500 GC Powerlist:

India 2018" and the Chamber listing of "GC Influencers" in 2019. In 2019, he was awarded the "General Counsel of the Year – Manufacturing" by India National Bar Association (INBA).

He was a member of the competition law review committee of the Government of India and is a member of the regulatory and the judicial reforms committee of the Confederation of Indian Industry and FICCI. He is the Chairman of the Advocacy Committee of the Association of Corporate Counsel and is Co-Chairman of Legal Affairs & IPR Committee of the Bombay Chamber of Commerce and Industry. He graduated from the National Law School, Bangalore.

Inter-se relationship with other Directors: Nil
Shareholding in the Company: Nil
Directorship and Committee positions of Mr. Naveen Raju as of 29th April, 2021:

Directorships	Committee positions
Mahindra Logistics Limited (L) (NED)	1. Stakeholders' Relationship Committee (M) 2. Corporate Social Responsibility Committee (M)
Mahindra Automotive North America, INC (BC) (NED)	-
Association of Corporate Counsel, U.S.A. (BC) (NED)	-

L=Listed; BC=Body Corporate; NED=Non-Executive Non-Independent Director; M= Member.

Mr. Dhananjay Mungale, Independent Director

The Board on the recommendation of the NRC, appointed Mr. Dhananjay Mungale (DIN:00007563) as an Additional Non-Executive Independent Director for a first term commencing from 29th January, 2021 up to the date of the AGM to be held in the year 2025. The Members accorded their approval for his appointment as an Independent Director through Postal Ballot on 6th March, 2021.

Brief resume and area of expertise:

Mr. Dhananjay Mungale is a member of the Institute of Chartered Accountants of India and has a Bachelor's Degree in Commerce and Law from Mumbai University. He has spent a major part of his career in corporate and investment banking in India and Europe. He was Vice President – Private Banking, Bank of America and was a Member – Executive Committee, DSP Merrill Lynch Limited. Presently, he is an advisor to various corporations in both, India and Europe. He is a Member of the National Committee of Mahindra United World College.

Inter-se relationship with other Directors: Nil
Shareholding in the Company: Nil
Directorship and Committee positions of Mr. Dhananjay Mungale as of 29th April, 2021:

Directorships	Committee positions
Mahindra Logistics Limited (L) (ID)	Audit Committee (M)
Mahindra & Mahindra Financial Services Limited (L) (ID)	1. Audit Committee (M) 2. Nomination and Remuneration Committee (C) 3. Risk Management Committee (M) 4. Corporate Social Responsibility Committee (C) 5. Bond Issue Committee (M) 6. Asset Liability Committee (M) 7. Committee for Strategic Investments (C)
Tamilnadu Petroproducts Limited (L) (ID)	Audit Committee (M)
NOCIL Limited (L) (ID)	1. Audit Committee (C) 2. Nomination and Remuneration Committee (M)
Mahindra CIE Automotive Limited (L) (ID)	1. Audit Committee (C) 2. Allotment Committee (M) 3. Corporate Social Responsibility Committee (M) 4. Stakeholders' Relationship Committee (M)
DSP Investment Managers Private Limited (PTC) (NED)	1. Audit Committee (M) 2. Nomination and Remuneration Committee (M) 3. Corporate Social Responsibility Committee (M)
DSP Pension Fund Managers Private Limited (PTC) (NED)	-
LICHFL Asset Management Company Limited (PLC) (NED)	1. Audit Committee (C) 2. HR Committee (C)

Directorships	Committee positions
Kalpataru Limited (PLC) (ID)	1. Audit Committee (M) 2. Nomination and Remuneration Committee (C) 3. Compensation Committee (C)
Samson Maritime Limited (PLC) (ID)	1. Audit Committee (M) 2. Compensation Committee (M)
Mentor Technologies Private Limited (PTC) (NED)	-
I-Nestor Advisors Private Limited (PTC) (NED)	-

L=Listed; PLC=Public Unlisted Company; PTC=Private Limited Company; NED=Non-Executive Non-Independent Director; ID=Independent Director; C= Chairman; M= Member.

Director retiring by rotation at ensuing AGM

Mr. S. Durgashankar, Non-Executive Director

In terms of Section 152 of the Act, Mr. S. Durgashankar (DIN:00044713), Non-Executive (Non-Independent) Director of the Company is liable to retire by rotation at the ensuing AGM of the Company. Although being eligible, he has not offered himself for re-appointment. Accordingly, he would cease to hold office as Director of the Company on expiry of his term ending at the ensuing AGM scheduled to be held on 27th July, 2021. Consequently, he would cease to be Member of the AC, SRC and Corporate Social Responsibility Committee ("CSRC") of the Board from the said date.

Cessations

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

Mr. V. S. Parthasarathy (DIN:00125299), Non-Executive (Non-Independent) Director and Chairman of the Company resigned from the Board of the Company with effect from 2nd April, 2021 for pursuing his personal interests. Consequently, he also ceased to be Member of NRC effective the said date.

Mr. Parag Shah, Non-Executive Director

Mr. Parag Shah (DIN:00374944) resigned from the position of Non-Executive (Non-Independent) Director of the Board of the Company due to his pre-occupation with effect from 29th April, 2021. Consequently, he also ceased to be a Member of the NRC, SRC, CSRC, Risk Management Committee ("RMC") and Investment Committee ("IC") of the Board from the said date.

The Board places on record its sincere appreciation for the significant contributions made by Mr. V. S. Parthasarathy, Mr. S. Durgashankar and Mr. Parag Shah in guiding and supporting the Management during their association with the Company.

Board Composition

The details of the composition of the Board of the Company is given below:

Name of Director	Director Identification Number (DIN)	Age (in years)	Original date of appointment	Total number of Directorships* of public limited companies as on 31 st March, 2021	Chairperson	Committee Member	Committee Independent Director®	Name and category of Directorship held in other listed entities	Term of office / Date of cessation
Details of Directors as on 31 st March, 2021									
Non-Executive Non-Independent Chairman									
Mr. V. S. Parthasarathy^	00125299	58	25 th March, 2020	6	1	1	0	-	2 nd April, 2021
Managing Director & CEO									
Mr. Rampraveen Swaminathan	01300682	46	4 th February, 2020	3	0	2	0	-	Up to 3 rd February, 2025
Non-Executive Non-Independent Directors									
Mr. S. Durgashankar^	00044713	61	7 th May, 2019	10	3	8	0	1. Mahindra EPC Irrigation Limited (NED, NI) 2. Swaraj Engines Limited (NED, NI) 3. Mahindra Rural Housing Finance Limited (Debt listed) (NED, NI) 4. Mahindra Lifespace Developers Limited (NED, NI)	Up to the ensuing AGM - 27 th July, 2021
Mr. Parag Shah^	00374944	45	28 th April, 2009	9	0	1	1	HDFC Asset Management Company Limited (ID)	Close of business hours of 29 th April, 2021
Mr. Naveen Raju^	07653394	46	3 rd September, 2020	1	0	1	0	-	NA
Independent Directors									
Ms. Avani Davda	07504739	42	6 th June, 2018	1	0	1	1	-	Up to the AGM to be held in 2022 (1 st term)
Mr. Ajay Mehta	07102804	60	27 th March, 2015	4	3	4	1	-	Up to 26 th March, 2023 (2 nd term)
Mr. Darius Pandole	00727320	54	25 th July, 2017	4	1	4	2	Fairchem Organics Limited (ID)	Up to 24 th July, 2022 (1 st term)
Mr. Ranu Vohra	00153547	49	25 th July, 2017	1	0	0	1	-	Up to 24 th July, 2022 (1 st term)
Ms. Malvika Sinha	08373142	61	30 th July, 2020	1	0	1	1	-	Up to 29 th July, 2025 (1 st term)
Mr. Dhnanjay Mungale	00007563	68	29 th January, 2021	8	3	8	5	1. Mahindra & Mahindra Financial Services Limited (ID) 2. Tamil Nadu Petroproducts Limited (ID) 3. NOCIL Limited (ID) 4. Mahindra CIE Automotive Limited (ID)	Up to the AGM to be held in 2025 (1 st term)

Name of Director	Director Identification Number (DIN)	Age	Original date of appointment	Total number of Directorships*, Committee Chairperson and Members** of public limited companies as on 29 th April, 2020			Name and category of Directorship held in other listed entities	Term of office / Date of cessation	
				Directorship					
				Committee Chairperson	Committee Member	Independent Director [®]			
Details of Directors joined after 1 st April 2021 up to the date of this report									
Non-Executive Non-Independent Directors									
Dr. Anish Shah [^] (Chairman)	02719429	51	2 nd April, 2021	6"	0"	2"	0"	1. Mahindra & Mahindra Limited (MD & CEO) 2. Mahindra & Mahindra Financial Services Limited (NED, NI) 3. Mahindra Lifespace Developers Limited (NED, NI) 4. Mahindra Holidays & Resorts India Limited (NED, NI) 5. Tech Mahindra Limited (NED, NI)	NA
Mr. Amit Kumar Sinha [^]	09127387	47	29 th April, 2021	5"	1"	1"	0"	Mahindra & Mahindra Financial Services Limited (NED, NI)	NA

* Excludes private limited companies, limited liability partnerships, foreign companies, companies registered under Section 8 of the Act and government bodies and includes Directorship in the Company and in debt listed company;

** Committees considered are AC and SRC of public limited companies including that of the Company. Memberships count includes the count of the position of Chairperson held, if any;

[^] Employee of M&M, Promoter and Holding Company;

^{''} Details as on 29th April, 2021;

® Signifies Independent Director Position held in listed companies including the Company.

NED = Non-Executive Director, NI= Non-Independent Director , ID = Independent Director, NA = Not Applicable.

B. CORE SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD

The Board of the 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.

The Board, 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 collectively possesses the skills and expertise listed in the Skill Matrix.

The Skill Matrix identified by the Board and those available with the Directors associated with the Company during the financial year 2020-21 and as of 29th April, 2021 in the context of the Company's business for effective functioning is given hereunder:

Skill	Description	Mr. Ajay Mehta	Mr. Amit Kumar Sinha	Dr. Anish Shah	Ms. Avani Davda	Mr. Darius Pandole	Mr. Dhananjay Mungale	Ms. Malvika Sinha	Mr. Naveen Raju	Mr. Parag Shah	Mr. Rampraveen Swaminathan	Mr. Ranu Vohra	Mr. S. Durgashankar	Mr. V S Parthasarathy
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.	√	√	√	√	√	√	x	√	√	√	√	√	√
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.	√	√	√	√	√	√	√	√	√	√	√	√	√
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.	√	√	√	√	√	√	√	x	√	√	√	x	√
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.	x	√	√	√	√	√	x	√	√	√	√	√	√
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	√	√	√	√	√	√	√	√	√	√	√	√	√
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.	√	√	√	√	√	√	√	√	√	√	√	√	√
Technology & Digitisation	Knowledge/experience in the strategic use and governance of information management and information technology within the Company.	√	√	√	√	x	x	x	x	√	√	√	x	√

Report on Corporate Governance (contd.)

Board Diversity

The Company is committed to create and leverage the strengths of a diverse talent pool. We appreciate individual differences by creating an inclusive and participative environment. To this end, the Company has adopted and implemented a Board Diversity Policy with an aim to leverage on the differences in the thought, perspective, knowledge, skills, industry experience, 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 Directors of the Company forming part of this Annual Report, gives an insight into their education, expertise, skills and experience thus bringing in diversity to the Board’s perspectives. The same is also available on the Company’s website and can be accessed from the weblink: <https://mahindralogistics.com/board-of-directors>.

C. BOARD PROCEDURE

The Company's Board plays a pivotal role in ensuring good governance and functioning of the Company. The Board’s role, functions, responsibilities and accountabilities are well defined.

Meetings

The Board of the Company meets at least four times in a financial year with a maximum time gap of not more than 120 days between two consecutive Meetings. Additional Meetings of the Board and Committees are held as and when deemed necessary. In case of exigencies or urgency of matters, resolutions are passed by circulation for such matters as permitted by law in compliance with the provisions of Section 175 of the Act and the Secretarial Standard-1 on the Meetings of the Board of Directors (“SS-1”) as prescribed by the Institute of Company Secretaries of India.

The conduct of the Board and the Committee Meeting of the 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. Keeping in mind the ongoing Covid-19 pandemic and movement restrictions in the Country all the meetings of the Board and Committees held during the financial year 2020-21 were conducted through electronic platform - Audio-Video conferencing and all the adequate facilities were provided to the Directors and invitees for active participation at the Meeting.

Agenda of Meetings

For all Board and Committee Meetings, a detailed Agenda setting out the businesses to be transacted

thereat, supported by detailed rationale and explanatory notes, and pre-reads is circulated at least seven days in advance to the Directors and the Committee Members in compliance with Section 173 of the Act and SS-1 , except for UPSI matters, or additional business proposals placed at the meeting, or documents circulated at or prior to the meetings in certain cases, or in case of Meetings held at shorter notice for urgent proposals.

Process for preparation of Agenda

The agenda and proposals of the Board and the Committee Meeting are prepared in consultation with the Chairman, the Managing Director & CEO, and the Chief Financial Officer (“CFO”) of the Company. Members of the Board/ Committees are encouraged to freely express their views on the agenda items and are assisted with necessary clarifications and information that they might need with respect to the Agenda even prior to the meeting to enable meaningful participation at the meeting.

Secured Electronic Board Portal

The Company has a secured web-based portal that acts as a central repository for Board Members to access Board related agendas, papers, presentations, notes of Board and Committee Meetings

and is also a common platform for communication amongst the Board Members. The Board portal also contains Annual Reports, Code of Conduct for Directors, terms of appointment, committee charters and other policies for ease of access. This enables greater transparency to the Board processes.

Information and presentations at Meetings

To enable the Board and Committee Members to discharge their duties effectively and take informed decisions, the Managing Director & CEO and the CFO of the Company apprise the Board at its Meeting on the overall performance of the Company, followed by presentations by the senior management of the Company on the functions/business verticals of the Company. These presentations include reports on the financial and operational performance of the Company, its subsidiaries and joint venture, performance of the functions and business verticals which include review of key project wins, order pipeline, awards and recognitions, industry updates, outlook, update on the safety, Corporate Social Responsibility (“CSR”), Sustainability initiatives, detailed monitoring of the risk evaluation framework, etc.

Periodical review of matters by the Board and its Committees

The Board and its respective Committees inter-alia, periodically review strategy and business plans, annual operating and capital expenditure budgets, investment and exposure limits, significant transactions and arrangements entered into by subsidiary companies, approval of quarterly/ half-yearly/annual financial results, significant labour problems, if any, investors' grievances, material default in financial obligations, if any, fatal or serious accidents, transactions that involve substantial payment towards goodwill, brand equity or intellectual property, any issue that involves possible public or product liability claims of substantial nature, including judgement or order which may have passed strictures on the conduct of your Company, major accounting provisions and write-offs, transactions pertaining to corporate restructuring, details of any joint ventures or collaboration agreements, information on recruitment of senior officers one level below the Board and the CEO, etc. in addition to the review of information required under Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations. The Board also reviews, on a quarterly basis, compliance reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, if any, 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 and report on compliances under Code of Conduct for Prevention of Insider Trading in securities of the Company.

The Board sets annual performance goals, targets, budget and objectives, oversees the actions and results of the Management, evaluates its own performance, performance of its Committees and the individual Directors, the Chairman and the Managing Director & CEO on an annual basis and monitors the effectiveness

of the Company's governance practices for enhancing stakeholder value.

Apart from the Board Members, the Board and Committee Meetings are generally attended by the CFO of the Company and wherever required by the Company's vertical/function heads. The Company Secretary of the Company is present at all Board and Committee Meetings to facilitate convening of the meeting and apprise and advise the Members on compliances, governance and applicable laws.

Post meeting follow up procedure

An Action Taken Report on the key decisions taken/suggestions made at Meetings is recorded and status and update thereof is placed and discussed at the subsequent meetings of the Board and the Committee for its review.

D. MEETINGS AND ATTENDANCE

During the financial year ended 2020-21, eight Board Meetings were held on 2nd May, 2020, 20th May, 2020, 22nd July, 2020, 30th July, 2020, 30th October, 2020, 29th January, 2021, 8th March, 2021 and 17th March, 2021. Necessary quorum was present at all Meetings and the gap between two consecutive Meetings did not exceed 120 days. The 13th AGM of the Company was held on 30th July, 2020 through audio and video conference (“VC”) in accordance with the Circulars and framework issued by the Ministry of Corporate Affairs (“MCA”) and the SEBI.

Details of attendance of Directors at Board Meetings held during the financial year under review and the 13th AGM is as under:

Name of the Director	Attendance and meetings^	% attendance^	Attendance at 13 th AGM
Mr. V. S. Parthasarathy	8 out of 8	100%	√
Mr. Rampraveen Swaminathan	8 out of 8	100%	√
Mr. Parag Shah	8 out of 8	100%	√
Mr. S. Durgashankar	7 out of 8	87.5%	√
Mr. Naveen Raju	4 out of 4	100%	NA
Mr. Ajay Mehta	8 out of 8	100%	√
Mr. Darius Pandole	8 out of 8	100%	√
Mr. Ranu Vohra	7 out of 8	87.5%	√
Ms. Avani Davda	8 out of 8	100%	√
Ms. Malvika Sinha	4 out of 4	100%	NA
Mr. Dhananjay Mungale	3 out of 3	100%	NA

^ Attendance and percentage is calculated for Meetings attended during the Director's tenure.

Meeting of Independent Directors

The Independent Directors of the Company meet without the presence of other Directors or the Management of the Company. These Meetings are conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to review of performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the financial year under review, the Independent Directors of the Company met on 20th May, 2020 and 17th March, 2021. Details of the attendance of the Independent Directors at their meetings held during the financial year under review and their attendance thereat is as under:

Name of the Independent Director	Attendance and Meetings ^	% attendance^
Mr. Ajay Mehta	2 out of 2	100%
Mr. Darius Pandole	2 out of 2	100%
Mr. Ranu Vohra	2 out of 2	100%
Ms. Avani Davda	2 out of 2	100%
Ms. Malvika Sinha	1 out of 1	100%
Mr. Dhananjay Mungale	1 out of 1	100%

^ Attendance and percentage is calculated for Meetings attended during the Director's tenure.

E. CODE OF CONDUCT

In compliance with Regulations 17(5) and 26(3) of the SEBI Listing Regulations, the Board has laid down and implemented two separate Codes of Conduct, one for the Board Members and the other for the Senior Management and Employees of the Company.

The above Codes carry explicit clauses covering avoidance of conflict of interest. Likewise, the Key Managerial Personnel ("KMPs") are restricted from holding external Board positions without Board approval.

The Company has also adopted a Code for Independent Directors which is a guide to professional conduct for the Independent Directors of the Company in compliance with Section 149(8) and Schedule IV of the Act.

These Codes have been posted on the Company's website and intranet. Awareness on the principles of the Codes is made across the organisation through e-mailers, posters, etc.

An annual affirmation to compliance with the Codes has been received from the Directors, Senior Management Personnel and employees of the Company for the financial year under review. The Company has an online utility for submission of confirmation to the Code of Conduct by its employees and senior management.

The Senior Management of the Company have also made disclosures to the Board confirming that there are no material financial and commercial transactions between them and the Company which could have potential conflict of interest with the Company at large.

Further in compliance with Regulation 26(6) of the SEBI Listing Regulations, employees including KMPs, Directors and Promoter of the Company have confirmed that they have not entered into any agreement for themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, for the financial year under review. This confirmation is sought from all concerned on an annual basis.

As required by Regulation 34 read with Schedule V of the SEBI Listing Regulations, Mr. Rampraveen Swaminathan, Managing Director & CEO of the Company, has confirmed that Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct of Board of Directors and the Code of Conduct for Senior Management and Employees, respectively. A declaration to this effect is annexed as **Annexure A** at the end of this report.

F. CEO AND CFO CERTIFICATION

As required under Regulations 17(8) and 33 of the SEBI Listing Regulations, during the financial year under review, the Managing Director & CEO and the CFO of the Company have jointly certified to the Audit Committee and the Board regarding the Financial results/statements, internal controls, and other matters, on quarterly, half-yearly and annual basis.

G. BOARD EVALUATION PROCESS

An annual performance evaluation exercise was carried in compliance with the applicable provisions of the Act, the SEBI Listing Regulations, the Company's Code of Independent Directors and the criteria and methodology of performance evaluation approved by the NRC as under:

Evaluating body	Evaluatee	Broad criteria and parameters of evaluation	Process of evaluation
The Board, the NRC and the Independent Directors	The Board as a whole	Structure and composition of the Board; Performance and effectiveness of the functions handled by the Board; Performance of the management; Meetings of the Board; the time devoted by the Board to Strategies, risk assessment; the quality, quantity and timeliness of flow of information between the management and the Board; the quality and transparency of discussions; etc.	Internal assessment through a structured and separate rating based questionnaire for each of the evaluations. The evaluation is carried out on a secured online portal whereby the evaluators are able to submit their ratings and qualitative feedback, details of which are accessible only to the NRC Chairperson.
The Board	The Committees of the Board (separately for each Committee)	Structure, composition, meetings of Committees, effectiveness of the functions handled, Independence of the Committee from the Board, contribution to decisions of the Board, etc.	The NRC also reviews the implementation and compliance of the evaluation exercise done annually.
The Board, the NRC, and the Independent Directors	Independent Directors including those seeking re-appointment, Non-Independent Directors, and the MD & CEO (excluding the Director being evaluated)	Qualifications, experience, skills, independence criteria, integrity of the Directors; contribution and attendance at meetings; ability to function as a team and devote time, fulfillment of functions, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry, etc.	The results and outcome are evaluated, deliberated upon and noted by the Independent Directors, the NRC, and the Board at their respective meetings.
The Board, the NRC and the Independent Directors	Chairperson	Skills, expertise, effectiveness of leadership, and ability to steer the meetings, commitment, impartiality, ability to keep Shareholders' interests in mind, etc.	

The questionnaires for performance evaluation are comprehensive and in alignment with the guidance note on Board evaluation issued by the SEBI, vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5th January, 2017 and are in line with the criteria and methodology of performance evaluation approved by the NRC.

Outcome and results of the performance evaluation

All Directors of the Company as on 31st March, 2021 participated in the evaluation process. The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise and the outcome of the evaluation process.

The evaluation exercise for the financial year 2020-21 concluded that the transparency and free-flowing discussions at meetings, the adequacy of the Board and its Committee compositions and the frequency of meetings were satisfactory. They concluded that the Board functions in a cohesive and professional manner.

Suggestions provided to enhance the Board's effectiveness have been noted and taken up for implementation.

The suggestions from previous evaluations were implementation by the Company.

H. FAMILIARISATION PROGRAMME FOR DIRECTORS

The Directors are afforded many opportunities to familiarise themselves with the Company, its Management and its operations during their association with the Company. The Company conducts induction and familiarisation programs for the Directors joining the Board including site visits, to introduce and familiarise them with the Company, its management, and its operations, organisation structure, Board and Committee constitution, board procedures, management strategies, etc.

The Directors are provided with documents, information and briefing to enable them to have a better understanding of the Company, its operations, and the industry in which it operates. All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of

appointment, which also stipulates various terms and conditions of their engagement. The Managing Director & CEO and the Senior Management provide an overview of the operations and familiarise the Directors on matters related to the Company's values and commitments. Further the Directors are on a quarterly basis apprised on the powers, role and responsibilities, constitution of the Board Committees and changes therein and the Committee meetings held during the quarter.

The Directors are apprised at Board meetings by way of presentations on Industry outlook, Internal Control over Financial Reporting, regulatory updates, succession planning, strategic investments, risks involved, new initiatives, etc. which not only give an insight to the Directors on the Company and its operations but also allows them an opportunity to interact with the Senior Management. In addition, the Directors are briefed on their responsibilities and duties. The Statutory Auditors and Company Secretary of the Company also apprise the Board of Directors with regard to regulatory changes from

time to time. The Directors are also informed of the various developments in the Company through Press Releases, emails 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 the Independent Directors under the Act and the SEBI Listing Regulations;
- Board Agenda, notes, and presentations;
- Code of Conduct for Directors;
- Terms and conditions of appointment of the Independent Directors;
- Annual Reports.

Details of familiarisation programs imparted to the Independent Directors of the Company is given hereunder:

Name of Independent Directors	No of Programmes/ Meetings attended^		Number of hours spent^	
	During the financial year 2020-21	From 1 st April, 2015 till 31 st March, 2021 (Cumulative)	During the financial year 2020-21	From 1 st April, 2015 till 31 st March, 2021 (Cumulative)
Mr. Ajay Mehta	11	50	21:25	75:40
Mr. Ranu Vohra	9	32	15:00	50:10
Mr. Darius Pandole	12	39	21:35	62:25
Ms. Avani Davda	11	29	21:30	55:30
Ms. Malvika Sinha	5	5	12:25	12:25
Mr. Dhananjay Mungale	2	2	6:00	6:00

^ Details are calculated basis the Directors' tenure up to 31st March, 2021.

Details of familiarisation programs imparted during the financial year under review in accordance with the requirements of Regulation 46 of the SEBI Listing Regulations are available on the Company's website and can be accessed at the weblink: <https://mahindralogistics.com/disclosures/>.

J. COMMITTEES OF THE BOARD

The Board Committees play a vital role in the effective compliance and governance of the Company in line with their specified terms of reference, roles and responsibilities entrusted by the Board. The Chairpersons of the respective Committees report to the Board on the deliberations, decisions taken and recommendations of the Committees and conduct themselves under the supervision of the Board. The minutes of the Meetings of all Committees of the Board are placed before the Board at its next meeting

and key matters deliberated are included in the Board Agenda for its perusal and noting.

The Board also periodically reviews the composition and the terms of reference of its Committees in order to ensure that the Committees are duly constituted and comply with requirements of the SEBI Listing Regulations, the Act and the Rules framed thereunder. All the Board Committees are chaired by an Independent Director and their constitution is in compliance with the provisions of the Act and the SEBI Listing Regulations.

The Company has six Committees of the Board which assist the Board in discharging its specific functions where more focused and extensive discussions are required. The Company Secretary acts as secretary to all the Committees of the Board.

Summary of the Board Committees and their constitution is hereunder:

Board Committee													
	Mr. V. S. Parthasarathy*	Dr. Anish Shah	Mr. Rampraveen Swaminathan	Mr. Parag Shah#	Mr. S. Durgashankar	Mr. Ajay Mehta	Mr. Darius Pandole	Mr. Ranu Vohra	Ms. Avani Davda	Ms. Malvika Sinha	Mr. Naveen Raju	Mr. Dhananjay Mungale	Mr. Amit Kumar Sinha
AC	PI*	PI&	-	PI#	M*	C	M	-	M	M%	-	M&	-
NRC	M*	M&	-	M#	-	M	C	M	-	-	-	-	-
RMC	-	-	M	M#	-	-	-	M	C	M%	-	-	PI%
SRC	-	-	-	M#	M	M&	C	-	-	-	M%	-	-
CSRC	PI*	-	M\$	M#	M	-	-	C	-	M&	M%	-	-
IC	-	-	M	M#	-	-	C	-	-	-	-	-	-

C = Chairperson; M = Member; PI = Permanent Invitee; % = effective 30th October, 2020; \$ = effective 29th January, 2021;

*Ceased effective 2nd April, 2021; #Ceased effective 29th April, 2021; & = effective 29th April, 2021.

a. Audit Committee

The Company has a qualified and an independent Audit Committee, which acts as a link between the Management, the Statutory and Internal Auditors and the Board. The Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. All the Members of the Committee are financially literate and possess strong accounting and related financial management expertise. The Chairman of the Audit Committee is an Independent Director and was present at the 13th AGM of the Company to address the Shareholders' queries pertaining to Annual Accounts of the Company.

The Managing Director & CEO, the CFO of the Company, the Statutory Auditors, and the Internal Auditors are invited to and attend the Audit Committee Meetings.

Audit Committee Meetings

During the financial year 2020-21, the Audit Committee met four times on 20th May, 2020, 30th July, 2020, 30th October, 2020 and 29th January, 2021. Quorum was present at all Meetings and the gap between two Meetings did not exceed 120 days.

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.

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:

Committee Constitution:

Composition	as on 31 st March, 2021	as on 29 th April, 2021
Total Members	5	6
Independent Directors	4 (more than 2/3rd)	5 (more than 2/3rd)
Non-Executive Non-Independent Director	1	1

Committee composition and attendance at meetings held during financial year 2020-21:

AC Members	Category of Member	Position held	Attendance and Meetings^	% Attendance^
Mr. Ajay Mehta	Independent Director	Chairman	4 out of 4	100%
Mr. Darius Pandole	Independent Director	Member	4 out of 4	100%
Ms. Avani Davda	Independent Director	Member	4 out of 4	100%
Mr. S. Durgashankar	Non-Executive Director	Member	3 out of 4	75%
Ms. Malvika Sinha	Independent Director	Member	1 out of 1	100%

^ Attendance and percentage is calculated for Meetings attended during the Members' tenure.

Changes in constitution during the financial year 2020-21 and up to the date of this report:

Member	Change	Date of change
Ms. Malvika Sinha	Appointment as Member	30 th October, 2020
Mr. Dhananjay Mungale	Appointment as Member	29 th April, 2021

Terms of reference

The terms of reference of the Audit Committee are in line with the requirements of Section 177 of the Act and Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations. Besides having access to all the required information from and within the Company, the 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.

Review of key matters by the Audit Committee

The Audit Committee on a quarterly basis reviews the compliance in respect of the Company's Code of Conduct for Prevention of Insider Trading in securities of Mahindra Logistics Limited. They review and ensure that the systems for internal controls for prevention of Insider Trading are adequate, operating effectively and are in compliance with the SEBI Insider Trading Regulations. The Committee also reviews the functioning and are apprised of complaints under the Whistle Blower Policy and action taken thereon.

During the financial year under review, the Audit Committee reviewed and examined inter alia, the internal controls over financial reporting ("ICoFR") based on the assessments carried out by Management, the assessments and audit carried out by the statutory auditors and external consultant to ensure that there were adequate ICoFR and these

Internal controls were operating effectively for year ended 31st March, 2021.

During the financial year under review, there was no change in the terms of reference of the Audit Committee and all recommendations made by Audit Committee were accepted by the Board.

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.

b. Nomination and Remuneration Committee

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. The NRC comprises of all Non-Executive Directors and the Chairman is an Independent Director and attended the 13th AGM of the Company.

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.

NRC Meetings

The NRC met five times during the financial year under review on 20th May, 2020, 29th July, 2020, 30th October, 2020, 29th January, 2021 and 8th March, 2021. 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:

Committee Constitution:

Composition	as on 31 st March, 2021	as on 29 th April, 2021
Total Members	5	4
Independent Directors	3 (more than 50%)	3 (more than 2/3rd)
Non-Executive Non-Independent Directors	2	1

Committee composition and attendance at meetings held during financial year 2020-21:

NRC Members	Category of Member	Position held	Attendance and meetings [^]	% attendance [^]
Mr. Darius Pandole	Independent Director	Chairman	5 out of 5	100%
Mr. Ajay Mehta	Independent Director	Member	5 out of 5	100%
Mr. Ranu Vohra	Independent Director	Member	4 out of 5	80%
Mr. Parag Shah	Non-Executive Director	Member	5 out of 5	100%
Mr. V. S. Parthasarathy	Non-Executive Director	Member	5 out of 5	100%

[^] Attendance and percentage is calculated for Meetings attended during the Members' tenure.

Changes in constitution during the financial year 2020-21 and up to date of this report:

Member	Change	Date of change
Mr. V. S. Parthasarathy	Ceased to be Member	2 nd April, 2021
Dr. Anish Shah	Appointment as Member	29 th April, 2021
Mr. Parag Shah	Ceased to be Member	29 th April, 2021

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. During the financial year under review, there was no change in the terms of reference of the NRC.

The NRC has been vested with the authority to, inter alia, recommend nominations for Board Membership, develop and recommend policies with respect to composition of the Board commensurate with the size, nature of the business and operations of the Company, establish criteria for selection to the Board with respect to the competencies, qualifications, experience, track record, integrity, establish Director remuneration and retirement policies and appropriate succession plans and determine overall compensation policies of the Company. 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://mahindralogistics.com/disclosures/>.

The NRC has approved an annual performance evaluation process, methodology, framework, and the criteria for evaluation of performance of the Independent Directors, the Committees of the Board, the Board as a whole and the Chairperson and reviews implementation and compliance thereof on

an annual basis. The NRC also reviews succession planning program for an orderly Succession to the Board and the Senior Management.

The NRC 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 ("RSU Plan 2018") and takes appropriate decisions in terms of the said Schemes.

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.

c. Stakeholders' Relationship Committee

The composition of the 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 all Non-Executive Directors. The Chairman is an Independent Director and was present at the 13th AGM of the Company to address any concerns of the Members.

SRC Meeting

During the financial year under review, the SRC met on 20th May, 2020 and 17th March, 2021. Quorum was present at both the 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:

Committee Constitution:

Composition	as on 31 st March, 2021	as on 29 th April, 2021
Total Members	4	4
Independent Director	1 (25%)	2 (50%)
Non-Executive Non-Independent Director	3	2

Committee composition and attendance at meetings held during financial year 2020-21:

SRC Members	Category of Member	Position held	Attendance and meetings [^]	% attendance [^]
Mr. Darius Pandole	Independent Director	Chairman	2 out of 2	100%
Mr. Parag Shah	Non-Executive Director	Member	2 out of 2	100%
Mr. S. Durgashankar	Non-Executive Director	Member	2 out of 2	100%
Mr. Naveen Raju	Non-Executive Director	Member	1 out of 1	100%

[^] Attendance and percentage is calculated for Meetings attended during the Members' tenure

Changes in constitution during the financial year 2020-21 and upto the date of this report:

Member	Change	Date of change
Mr. Ajay Mehta	Appointment as Member	29 th April, 2021
Mr. Parag Shah	Ceased to be Member	29 th April, 2021
Mr. Naveen Raju	Appointment as Member	30 th October, 2020

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. The terms include review of measures taken for effective exercise of voting rights by Shareholders of the Company, review adherence to the service standards adopted by the Company in respect of various services rendered by the Registrar and Share Transfer Agent ("RTA") of the Company.

During the financial year under review, there was no change in the terms of reference of the SRC. Detailed terms of reference of the SRC and matters considered and reviewed by the SRC, as applicable during the financial year under review is given in **Annexure B** at the end of this report.

With a view to expedite the process of share transfers, necessary authorities' have been delegated to the Company Secretary and Compliance Officer of the Company. An update on transfer and transmission requests, if any, received, is presented at every SRC and Board meeting. The report on investor complaints is presented and noted by the Board on a quarterly basis and the SRC at its periodical meetings.

Internal audit of RTA operations

As mandated by SEBI, Link Intime India Private Limited ("Link Intime"), RTA of the Company had carried out the internal audit of their RTA operations through Haribhakti & Co. LLP, an Independent Chartered Accountant firm. As per the report there were no observations against the Company. The

report indicated strong internal control system and high degree of compliances at the RTA's end.

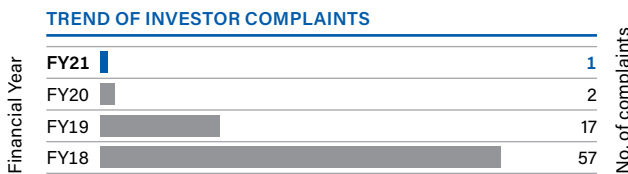
Investor Complaints

The Company is registered on the SEBI Complaints Redressal System (SCORES).

During the financial year 2020-21, the Company received one complaint which was satisfactorily resolved and there were no pending complaints as on 31st March, 2021. The Company did not receive any complaints through SEBI SCORES, from the Ministry of Corporate Affairs, Regulatory Authorities or the Stock Exchanges during the financial year under review.

In an endeavour to extend best possible services to our valued shareholders and other investors, the Company tracks it's Investor complaints with Link Intime, RTA of the Company on a regular basis, which has helped the Company in reduction and quick resolution of the investor complaints.

The statement and trend of the Company's investor complaints since the listing of the Company's shares on 10th November, 2017 is given hereunder:



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

The CSRC of the Board is constituted in compliance with the requirements of Section 135 of the Act. The Chairman of the CSRC is an Independent Director and was present at the 13th AGM of the Company.

Committee Constitution:

Composition	as on 31 st March, 2021	as on 29 th April, 2021
Total Members	5	5
Independent Director	1 (20%)	2 (40%)
Non-Executive Non-Independent Directors	3	2
Executive Director	1	1

Committee composition and attendance at meetings held during financial year 2020-21

CSRC Members	Category of Members	Position held	Attendance and meetings [^]	% attendance [^]
Mr. Ranu Vohra	Independent Director	Chairman	2 out of 3	66.67%
Mr. Parag Shah	Non-Executive Director	Member	3 out of 3	100%
Mr. S. Durgashankar	Non-Executive Director	Member	2 out of 3	66.67%
Mr. Naveen Raju	Non-Executive Director	Member	2 out of 2	100%
Mr. Rampraveen Swaminathan	Managing Director & CEO	Member	2 out of 2	100%

[^] Attendance and percentage is calculated for Meetings attended during the Members' tenure.

Changes in constitution during the financial year 2020-21 and up to date of this report:

Member	Change	Date of change
Mr. Naveen Raju	Appointed as Member	30 th October, 2020
Mr. Rampraveen Swaminathan	Appointed as Member	29 th January, 2021
Mr. Parag Shah	Ceased to be Member	29 th April, 2021
Ms. Malvika Sinha	Appointed as Member	29 th April, 2021

Terms of Reference

The role and terms of reference of the CSRC covers all the areas as contemplated under Section 135 of the Act read with Rules made thereunder as applicable. The role of the CSRC includes formulation and recommending to the Board, a CSR Policy and Annual Action Plan indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act, manner of execution, modalities of utilisation of funds, recommendation of the amount to be incurred on the CSR activities as enumerated in Schedule VII of the Act and referred to in the CSR Policy of the Company, as also to monitor the CSR Policy and its implementation from time to time. The CSRC also oversees the Business Responsibility ("BR") initiatives of the Company in line with the Business Responsibility Policy of the Company.

CSR Committee Meetings

During the financial year under review the CSRC met three times i.e. on 20th May, 2020, 29th January, 2021 and 17th March, 2021. Quorum was present at the said meetings.

Details of the CSRC composition, meeting held during the financial year under review and the attendance of the CSRC Members thereat is given hereunder:

Mr. Rampraveen Swaminathan, Managing Director & CEO and CSRC Member has been nominated as Director responsible for BR Policies and related matter.

During the financial year under review the CSR Policy and terms of reference of the CSRC was amended to incorporate the amendments notified by the MCA under the Companies (CSR) Rules, 2014 on 22nd January, 2021. The CSR Policy and Projects approved by the Board are given in the Annual Report and also uploaded on the website of the Company at the weblink: <https://mahindralogistics.com/disclosures/>.

Detailed terms of reference of the CSRC 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.

e. Risk Management Committee

The RMC of the Board is constituted in compliance with Regulation 21 of the SEBI Listing Regulations and comprises of all Board Members. The Chairman of the RMC is an Independent Director. Mr. Yogesh Patel, CFO is permanent invitee to the meetings of the RMC.

The Board of the Company has constituted the RMC of the Board effective 2nd August, 2018 in accordance with Regulation 21 of the SEBI Listing Regulations,

Committee Constitution:

Composition	as on 31 st March, 2021	as on 29 th April, 2021
Total Board Members	5	4
Independent Director	3 (60%)	3 (75%)
Non-Executive Non-Independent Director	1	0
Executive Director	1	1

Committee composition and attendance at meetings held during financial year 2020-21:

RMC Members	Category of Members	Position held	Attendance and meetings [^]	% attendance [^]
Ms. Avani Davda	Independent Director	Chairperson	1 out of 1	100%
Mr. Ranu Vohra	Independent Director	Member	1 out of 1	100%
Mr. Parag Shah	Non-Executive Director	Member	1 out of 1	100%
Mr. Rampraveen Swaminathan	Managing Director & CEO	Member	1 out of 1	100%
Ms. Malvika Sinha	Independent Director	Member	NA	NA

[^] Attendance and percentage is calculated for Meetings attended during the Members' tenure

Changes in constitution during the financial year 2020-21 and up to date of this report:

Member	Change	Date of change
Mr. Yogesh Patel	Ceased to be Member and appointed as Permanent Invitee	30 th October, 2020
Ms. Malvika Sinha	Appointed as Member	30 th October, 2020
Mr. Parag Shah	Ceased to be Member	29 th April, 2021

Terms of Reference

The RMC is, inter-alia, authorised to monitor and review the risk assessment, mitigation and risk management plans for the Company and report the existence, adequacy and effectiveness of the above process to the Board on a periodic basis. The Committee also reviews cyber security. 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

comprising members of the Board and the senior executives of the Company.

RMC Meetings

During the financial year under review, the RMC met on 29th July, 2020. The necessary quorum was present for the meeting.

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:

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 the Company's activities in a structured manner.

This facilitates timely and effective management of risks and opportunities and achievement of the Company's objectives.

The Board and the Audit Committee also review the Risk Management framework including significant risks, if any, and steps taken to mitigate the same on a quarterly basis.

f. Investment Committee

The Board has constituted an IC voluntarily to facilitate and complete the purchase of additional stake in Lords Freight (India) Private Limited, subsidiary of the Company ("Lords") from the promoters of Lords including negotiating, finalizing the valuation/pricing and other terms and conditions of the acquisition and related matters, in the best interest of the Company. The IC is chaired by an Independent Director.

Committee composition and attendance at meetings held during financial year 2020-21

IC Members	Category of Members	Position held	Attendance and meetings [^]	% attendance [^]
Mr. Darius Pandole	Independent Director	Chairperson	1 out of 1	100%
Mr. Parag Shah*	Non-Executive Director	Member	1 out of 1	100%
Mr. Rampraveen Swaminathan	Managing Director & CEO	Member	1 out of 1	100%

[^] Attendance and percentage is calculated for Meetings attended during the Members' tenure.

* Ceased to be member effective close of business hours of 29th April, 2021.

Investment Committee Meeting

During the financial year under review, the IC met on 27th June, 2020 with requisite quorum being present.

Details of the composition of the IC meetings held during the financial year under review and the attendance of the Members thereat is as given hereunder:

II. REMUNERATION OF DIRECTORS

A. Pecuniary relationship of Non-Executive Directors

Neither of the Non-Executive Directors of the Company have had 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 or judgement nor do they have any potential conflict with the interests of the Company at large.

B. Remuneration Policy

The Company has a well-defined Policy for Remuneration of the Directors, Senior Management, KMPs and other employees encompassing inter-alia, the criteria for making payments to Non-Executive Directors, KMPs and other employees ("Remuneration Policy").

The Remuneration Policy is provided in Annexure 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://mahindralogistics.com/disclosures/>

C. Remuneration to Directors for financial year 2020-21

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 to Executive Director consists of both fixed compensation and variable compensation and is paid as salary, performance pay, stock options and perquisites as recommended by the NRC and approved by the Board and within the overall limits specified in the Shareholders approval.

The remuneration paid to Mr. Rampraveen Swaminathan, Managing Director & CEO during the financial year 2020-21 is as follows:

(Amount ₹ in Lakhs subject to taxes as applicable)							
Financial year	Basic Salary	Commission	Company's Contribution to Funds (1)	Allowances	Perquisites (ESOP exercised)	Performance pay	Total
1 st April, 2020 to 31 st March, 2021	100.16	Nil	11.61	171.66	0.00	21.75	305.18

(1) Aggregate of the Company's contributions to Provident Fund.

Notes:

- Notice period is three months;
- Performance Pay is variable and 100% linked to achievement of the Company's performance targets;
- Mr. Rampraveen Swaminathan is not entitled to severance pay, not paid commission or sitting fees for Board and Committee Meeting;

Report on Corporate Governance (contd.)

d. Details of RSUs granted

Particulars	RSU Plan 2018		
	Mr. Rampraveen Swaminathan, Managing Director & CEO		
No. of RSUs granted	52,375	20,000	200,000
Exercise price and period	Exercise Price: ₹ 10/-; Exercise Period: one year from date of vesting.		
Effective date of grant	4 th November, 2019	4 th November, 2019	30 th July, 2020
Vesting period	In three annual instalment up to financial year 2022-23	In three equal annual instalment up to 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% Company Performance-based vesting
Details of Performance based criteria, as determined by NRC	Performance based vesting is linked to the Company's performance on three financial parameters viz. Revenue, PAT and Free Cash Flow as approved by the NRC/the Board.	Not applicable since it is time-based vesting	Performance based vesting is conditional on the Company achieving a targeted Compounded Annual Growth Rate (CAGR) over a four-year period on base profit of financial year 2019-20, as determined by the NRC from time to time, to align with the Company's stated goals.
No. of RSUs vested as on 31 st March, 2021	7,998	6,666	-
No. of RSUs exercised during financial year 2020-21	Nil	Nil	-

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, market benchmarks and such other factors may consider deem fit for determining the remuneration payable. All fees, compensation paid to the Independent Directors and RSUs granted to the Non-Executive Directors are in line with the approval of the Shareholders.

None of the Non-Executive Directors of the Company received remuneration in excess of 50% of the total remuneration paid to all Non-Executive Directors during the financial year under review.

Commission and sitting fees to Independent Directors

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. Additionally, 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 sitting fees and commission (for the financial year 2019-20) paid to the Independent Directors of the Company during the financial year 2020-21 was as per the terms laid down in the 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.

During the financial year 2020-21, the Independent Directors of the Company were paid commission as stated hereunder:

(Amount ₹ in Lakhs subject to taxes as applicable)	
Independent Directors	Commission for financial year 2019-20 paid during the financial year under review
Mr. Ajay Mehta	6.00
Ms. Avani Davda	6.00
Mr. Darius Pandole	6.00
Mr. Ranu Vohra	6.00
Total	24.00

With due regard to the nature of duties required to be performed by the Independent Directors. For financial year 2020-21, the Board has, basis recommendation of the NRC approved an increase of 10% in annual commission payable to the Independent Directors of the Company to ₹ 6,60,000/- (Rupees Six Lakhs Sixty Thousand Only) per annum per Independent Director, pro-rated basis the tenure served by the Independent Director with the Company during the financial year 2020-21.

The payment of aforesaid commission for financial year 2020-21 is subject to approval of the Members of the Company.

Sitting Fees

The Independent Directors are entitled to sitting fees for the Board and Committee meetings attended by them. During the financial year under review, the Board, basis recommendation of the NRC, increased the sitting fees payable to the Independent Directors of the Company for attending the Board and Committee Meetings as

under in view of the increase in responsibility of the Independent Directors considering the competitive business environment, stringent accounting standards and corporate governance norms and also keeping in mind the contributions, efforts and time devoted by them.

Forum	Sitting Fees per meeting per Independent Director
Board of Directors	₹ 1,00,000
Audit Committee, Risk Management Committee and Nomination and Remuneration Committee	₹ 50,000
Stakeholders' Relationship Committee	₹ 30,000

No sitting fee is paid in respect of CSRC Meetings, as the sitting fee has been waived by the CSRC Members. The said increased sitting fees is effective 30th October, 2020 and is within the limits prescribed under the Act.

The details of sitting fees paid and commission payable (subject to Members' approval) to Independent Directors basis number of meetings attended and tenure held for the financial year ended 31st March, 2021 is as under:

(Amount in ₹ in Lakhs subject to taxes as applicable)						
Independent Directors	Mr. Ajay Mehta	Ms. Avani Davda	Mr. Darius Pandole	Mr. Ranu Vohra	Ms. Malvika Sinha	Mr. Dhananjay Mungale
Sitting Fees	9.70	7.90	10.05	6.90	4.50	3.00
Commission	6.60	6.60	6.60	6.60	4.44	1.15
Total	16.30	14.50	16.65	13.50	8.94	4.15

Non-Executive (Non-Independent) Directors

The Non-Executive (Non-Independent) Directors of the Company did not receive any salary, benefits, bonuses (including reimbursement of expenses incurred in the discharge of their duties), sitting fees and commission during the financial year under review. There is no provision for payment of severance fees or pension to the Non-Executive Directors of the Company.

In terms of the RSU Plan 2018 and the approval granted by the Members of the Company at its AGM held on 1st August, 2019, the Non-Executive Directors are entitled to Restricted Stock Units (stock options) of the Company.

Stock Options to Non-Executive Directors

The Company has not granted any employee stock options/RSUs to its Independent Directors.

In terms of the RSU Plan 2018 approved by the Members of the Company at the AGMs held on 2nd August, 2018 and 1st August, 2019, the Company has granted RSUs to the erstwhile Non-Executive Directors of the Company (also employees of M&M). There are no options granted to any Director under the MLL – Key Executive Stock Option Scheme, 2012.

Out of 20,000 RSUs (70% performance based and 30% time based) granted to Mr. Parag Shah, erstwhile Non-Executive Non-Independent Director of the Company, 14,100 RSUs vested on 1st February, 2021, which are unexercised till the date of this report.

Report on Corporate Governance (contd.)

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
2020 – 13 th AGM through VC with live webcast	Thursday, 30 th July, 2020	3:30 p.m.	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018 (Deemed venue)	Appointment of Mr. Rampraveen Swaminathan (DIN: 01300682) as Managing Director & CEO of the Company.
2019 – 12 th AGM	Thursday, 1 st August, 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.
2018 – 11 th AGM	Thursday, 2 nd August, 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.

No Extraordinary General Meeting of the Members was held during the financial year 2020-21.

POSTAL BALLOT (“PB”)

During the financial year 2020-21, the Company had passed the following Resolutions through Postal Ballot:

Item No. of PB Notice	Description	Ordinary/Special Resolution
1	Appointment of Mr. Dhananjay Mungale (DIN:00007563) as an Independent Director of the Company	Ordinary Resolution
2	Appointment of Mr. Naveen Raju (DIN:07653394) as Non-Executive (Non-Independent) Director of the Company	Ordinary Resolution
3.	Grant of Restricted Stock Units to Mr. V. S. Parthasarathy (DIN: 00125299), Non-Executive (Non-Independent) Director and Chairman of the Company	Special Resolution

Mr. Makarand Joshi (ICSI Membership No. F5533) or failing him Ms. Kumudini Bhalerao (ICSI Membership No. F6667), Partners of M/s. Makarand M. Joshi & Co., Practising Company Secretaries were appointed as Scrutinizer to conduct and scrutinize the postal ballot process and votes cast (through remote e-voting only) in a fair and transparent manner.

Details of voting on the above Resolutions are as under:

Particulars	Percentage of Total Votes Polled (in %)			Result
	Item No. 1	Item No. 2	Item No. 3	
Item no. of PB Notice				
Votes in favor of the Resolution	91.45	99.97	92.89	Passed with requisite majority on 6 th March, 2021
Votes against the Resolution	8.55	0.03	7.11	
Total	100.00	100.00	100.00	

Procedure adopted for Postal Ballot:

Pursuant to the applicable MCA Circulars, the Postal Ballot Notice dated 29th January, 2021 was sent to the Members whose name(s) appeared in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on cut-off date i.e. Friday, 29th January, 2021 and who had registered their e-mail addresses with the Company or Link Intime or the Depository Participant(s). Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope were not sent to the Members for the Postal Ballot in accordance with the said MCA Circulars and Members were required to communicate their assent or dissent only through the remote e-voting system.

The newspaper advertisement to this effect were published, both in Business Standard newspaper (English) having nation-wide circulation (Mumbai, Delhi, Kolkata and Bangalore editions) and Sakal newspaper (Marathi) having circulation in Mumbai edition on 4th February, 2021 in accordance with the provisions of the Act and Secretarial Standard -2 on General Meetings;

The remote e-voting facility was provided by NSDL

The remote e-voting period commenced from 9.00 a.m. (IST) on Friday, 5th February, 2021 and concluded at 5:00 p.m. (IST) on Saturday, 6th March, 2021. The NSDL remote e-voting system was disabled for voting at 5:00 p.m. (IST) on Saturday, 6th March, 2021 and the votes cast through remote e-voting were unblocked on 6th March, 2021 by the Scrutinizer in the presence of two witnesses who were not in employment of the Company.

The Scrutinizer submitted his report on postal ballot by remote e-voting process addressed to the Chairman of the Company on 6th March, 2021 a copy of which was received by the Company Secretary duly authorised by the Chairman of the Board.

The voting results were announced on 6th March, 2021 and submitted to the Stock Exchanges where shares of the Company were listed and uploaded on the website of the Company (www.mahindralogistics.com) and NSDL (<https://www.evoting.nsdl.com>) and were also displayed at the Registered Office and the Corporate Office of the Company. As at the date of this report, there are no resolutions proposed to be passed 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

The Company communicates with its Shareholders and Investors, from time to time, through multiple channels of communications including the following:

- Dissemination of information on the website of the Stock Exchanges;
- Press releases;
- Annual reports;
- Newspaper advertisements;
- Earnings calls, Investor meetings and conferences;
- Uploading relevant information on the Company’s website; and
- General Meetings;
- SMS facility for e-mail updation.

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 (English) and Sakal (Marathi), which are national and local dailies respectively, and displayed on the Company’s website.

The Annual Audited Financial Statements along with the Annual Report is circulated to all Members and is also available on the Company’s website.

iii. Disclosures

The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Para A and B of Part A of Schedule III of the SEBI Listing Regulations including material information having a bearing on the performance/ operations of the Company and other price sensitive information, if any, in line with the Company’s Policy for determination of materiality for disclosure of events or information.

All information is filed electronically on BSE Corporate & Listing Centre (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

The Company believes in building a relationship of mutual understanding with its investors/analysts and ensures that critical information about the Company is available to all the investors/analysts and Shareholders, by uploading all such information on the Company’s website and on the website of the Stock Exchanges where equity shares of the Company are listed.

Advance intimation of 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.

Report on Corporate Governance (contd.)

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.

Dial-in details of the earnings conference calls made available on Company's website

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

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://mahindralogistics.com/investor-information>

The Company's website link, <https://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, FAQ on TDS on Dividend, process for registration/updation of e-mail address, Bank account details, registered mobile numbers, etc.

V. GENERAL SHAREHOLDER INFORMATION

A. 14th 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 Circulars issued by the MCA and SEBI, the 14th AGM of the Company will be held through electronic means as detailed hereunder.

Day and Date of the AGM	Tuesday, 27 th July, 2021
Time	3:30 p.m. (IST)
Mode of convening the AGM	Video conference facility/any other audio- visual means
Deemed venue of meeting	Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai - 400 018
Link to participate in the AGM	https://www.evoting.nsdl.com
Link to access transcript of AGM	https://mahindralogistics.com/financial-information/
Remote e-voting starts	9:00 a.m. (IST), Thursday, 22 nd July, 2021
Remote E-voting ends	5:00 p.m. (IST), Monday, 26 th July, 2021
E-voting at AGM	Tuesday, 27 th July, 2021, from 3:30 p.m. (IST)

Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice of AGM, and this mode will be available throughout the proceedings of the AGM. In addition to conducting the AGM through VC/OAVM, the Company would also be providing live webcast of the proceedings of the AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the e-voting website of <https://www.evoting.nsdl.com> by using their secure login credentials.

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 Unpublished Price Sensitive Information. Notice of the Silent period is uploaded on the website of the Company.

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 years from the date of respective disclosures.

During the live AGM, Members may post their queries in the message box provided on the screen or may submit questions in advance on the email ID of the Company cs.mll@mahindra.com. In case of any query and/or help, in respect of attending AGM through VC/OAVM, Members may refer to the Help & Frequently Asked Questions (FAQs) and VC/OAVM user manual available at the download Section of www.evoting.nsdl.com or call toll free nos. 1800 1020 990 or 1800 22 44 30 or e-mail at evoting@nsdl.co.in for any further clarifications.

A general referencer for Shareholders is given at the end of the Notice of the 14th AGM.

B. CIN Number: L63000MH2007PLC173466

C. Office address:

Registered office	Corporate office
Mahindra Towers, P.K. Kurne Chowk, Worli, Mumbai-400 018	1A & 1B, 4 th Floor, Techniplex 1, Techniplex Complex, Veer Savarkar Flyover, Goregaon (West), Mumbai-400 062

D. Financial year of the Company:

The financial year of the Company comprises of period of 12 months from 1st April to 31st March.

E. Dates of book closure and dividend payment recommendation for financial year 2020-21

The Board of Directors has recommended a final dividend of ₹ 2.50 per equity share (being 25% on the face value of ₹ 10/- each) for the financial year 2020-21. The share transfer books of the Company will be closed for the purpose of declaration of Dividend from Wednesday, 21st July, 2021 to Tuesday, 27th July, 2021 (both days inclusive) and the Dividend, if declared shall be paid/ dispatched on or after Wednesday, 28th July, 2021.

Dividend Distribution Policy

The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations. The Dividend Distribution Policy of the Company was amended to inter alia, mention a Dividend pay-out of an optimal range of at least 20% of annual audited standalone PAT of the Company. The Amended Policy is enclosed as Annexure I to Boards' Report. The same is also placed on the Company's website and can be accessed from the weblink: <https://mahindralogistics.com/disclosures/>.

F. Updation of Shareholder records

As part of the Company's ongoing efforts to update its records, the Company reaches out to its shareholders through various means viz. notices/request letters, e-mails, SMSs to update their PAN, Bank Account details, e-mail address, registered mobile nos. in the records of their Depository Participants/the RTA of the Company.

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 NSDL and CDSL for reaching out to its Shareholders through SMS, to register for e-communications by updating their e-mail Ids directly with the depositories through a secured one-time password ("OTP") based facility.

Web Portal Updation Facility for updation of e-mail IDs and Bank account details

Shareholders can update their PAN, e-mail, bank account details with supporting documents on an online web-portal facility enabled for the Shareholders by clicking the below link, selecting "Mahindra Logistics Limited" in the Company dropdown and filing the details prompted.

https://linkintime.co.in/EmailReg/Email_Register.html

G. Listing of equity shares on Stock Exchanges

The Company's equity shares are listed on BSE Limited and National Stock Exchange of India Limited with effect from 10th November, 2017. In terms of Regulation 14 of the SEBI Listing Regulations, the requisite listing fees have been paid in full to both the Stock Exchanges for financial year under review and for financial year 2021-22.

H. Stock Code / Symbol / ISIN

Name of stock exchange	BSE Limited ("BSE")	National Stock Exchange of India Limited ("NSE")
Address of Stock Exchange	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001	Exchange Plaza, C-1, "G" Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051
Stock Code/Symbol	540768	MAHLOG
Type of security listed	Equity Shares	
ISIN	INE766P01016	

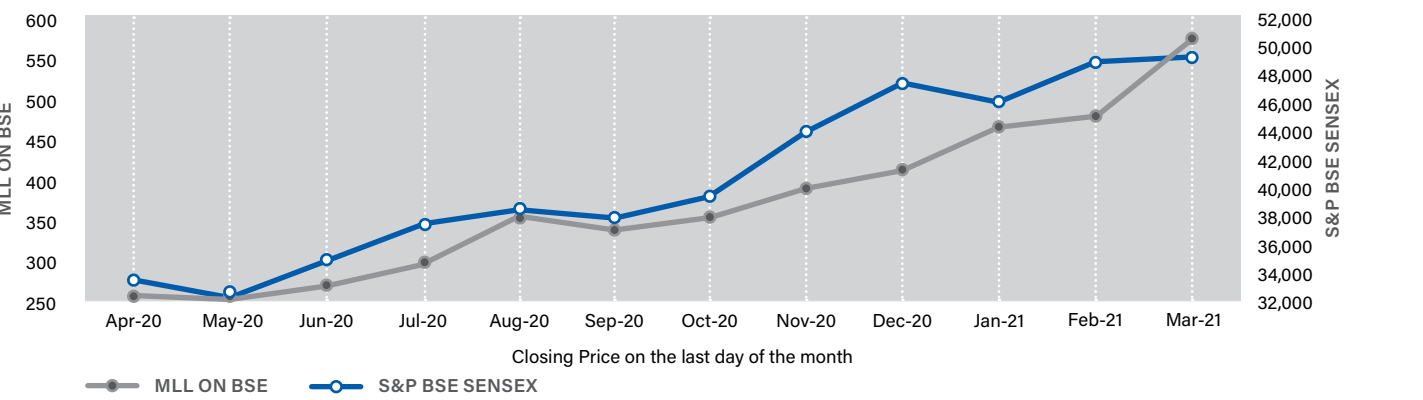
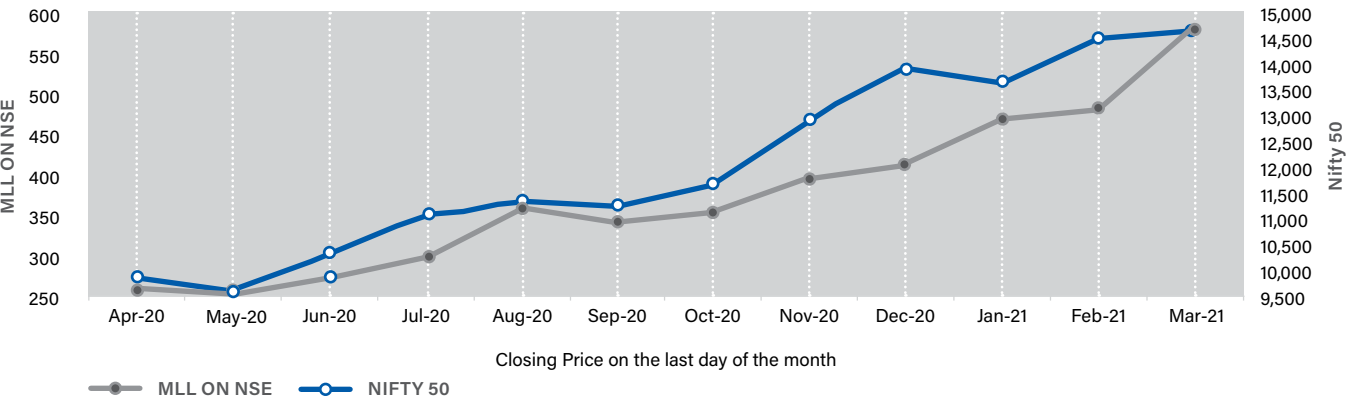
I. Market price data

The monthly high and low stock quotations of the equity shares of the Company on BSE and NSE during the financial year from 1st April, 2020 to 31st March, 2021 was as under:

Month and Year	NSE		BSE	
	High Price	Low Price	High Price	Low Price
April 2020	319.95	213.00	315.40	212.50
May 2020	271.00	240.00	269.55	240.55
June 2020	352.50	258.00	334.60	259.05
July 2020	352.00	273.00	351.40	272.15
August 2020	398.00	285.25	398.00	285.00
September 2020	373.95	309.90	373.75	310.15
October 2020	365.00	325.00	364.00	324.80
November 2020	404.00	350.00	410.00	348.50
December 2020	430.00	370.05	432.00	369.65
January 2021	543.85	411.90	543.60	406.00
February 2021	525.00	439.60	524.95	442.00
March 2021	615.00	475.00	613.95	476.00

J. Stock Performance

The performance of the Company's equity shares relative to NSE Nifty and BSE Sensex for the financial year 2020-21 is given below:



K. Registrar and Share Transfer Agent

The Company has appointed Link Intime, as its Registrar and Share Transfer Agent (SEBI Registration No.: INR000004058). Address and contact details of Link Intime are given in the section below.

L. Share transfer system

Trading in equity shares of the Company through recognised Stock Exchanges is permitted in dematerialised form. The Compliance Officer of the Company is authorised to approve transmission requests based on succession certificate or probate or letters of administration or legal representation without any limits and transmission requests up to ₹ 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 SRC considers transmission proposals beyond the aforesaid limits.

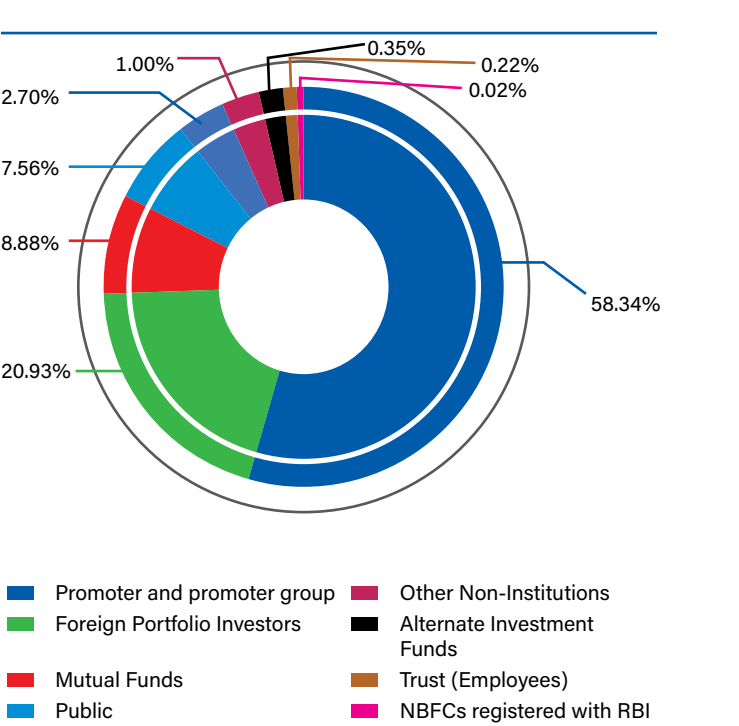
A report on the transfer/transmission of equity shares of the Company is presented to the Board and the SRC at every meeting by the Compliance Officer.

M. Distribution of shareholding as of 31st March, 2021

Shares Range	Number of Shareholders*	Number of equity shares held	% of shareholding
1 to 500	47,992	21,71,029	3.03
501 to 1000	505	3,79,091	0.53
1001 to 2000	248	3,75,170	0.52
2001 to 3000	88	2,24,681	0.31
3001 to 4000	38	1,34,472	0.19
4001 to 5000	31	1,44,954	0.20
5001 to 10000	61	4,53,042	0.63
10001 and above	123	6,77,87,901	94.58
Total	49,086	7,16,70,340	100.00

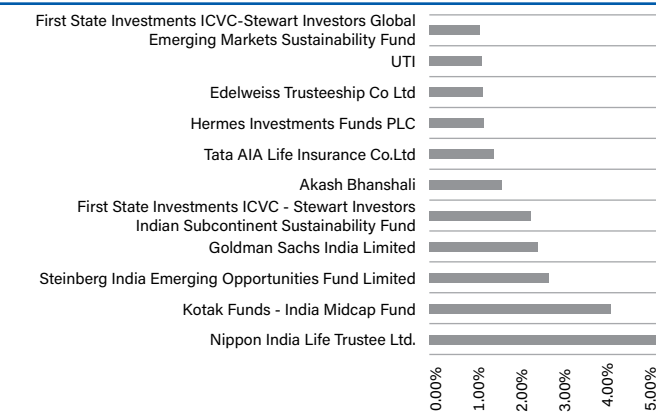
* Without PAN based consolidating.

N. Shareholding Pattern^ as on 31st March, 2021



^ Consolidated on the basis of PAN

SHAREHOLDERS (OTHER THAN PROMOTER AND PROMOTER GROUP)
HOLDING^ MORE THAN 1% AS ON 31st MARCH, 2021



^ Consolidated on the basis of PAN

O. Dematerialisation of shares and liquidity

The Company's equity shares are traded in the electronic form. The market lot of the Company is one share and the stock is liquid. The Company has connectivity with both NSDL and CDSL for dematerialisation of equity shares.

Distribution of shareholding in physical and dematerialised form as of 31st March, 2021 is as under:

Category	No. of Shareholders	No. of equity shares held	% shareholding
Dematerialized Form	49,085	7,16,70,333	99.99
Physical Form	1	7	0.01
Total	49,086	7,16,70,340	100.00

Transfer of shares in demat form only

As per SEBI norms, with effect from 1st April, 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 31st March, 2021, 99.99% of the issued and paid-up share capital of the Company was held in dematerialised mode. Only 7 equity shares were held in physical form as on 31st March, 2021.

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://mahindralogistics.com/shareholder-information/>

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, is submitted to the Stock Exchanges within prescribed timelines.

The total listed and paid-up and issued share capital of the Company as on 31st March, 2021 tallies with the aggregate of the total number of equity shares in dematerialised form (held by NSDL and CDSL) and in physical form as on the said date.

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 31st March, 2021.

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 15th November, 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 the Company as on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors, by the SEBI/ the MCA or any such statutory authority. A certificate from M/s. Makarand Joshi & Co., Practicing Company Secretaries to this effect is annexed at the end of this Report as **Annexure C**.

U. Recommendation of Committees

All the recommendations/submissions made by various Committees of the Board during the financial year 2020-21 were accepted by the Board of the Company.

V. Fees to statutory auditors

None of the subsidiary companies of the Company have availed of any services from the Statutory Auditors of the Company - Deloitte Haskins & Sells LLP, Chartered Accountants ("Deloitte") or any of its network firm/ network entity during the financial year 2020-21.

Details of fees for all services paid/payable by the Company for the financial year 2020-21 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 rendered	(₹ in Lakhs) Financial year 2020-21
Statutory Audit	15.50
Limited Review Audit	12.00
ESOP certifications and other services	0.25
Total	27.75

W. Prevention of Sexual Harassment

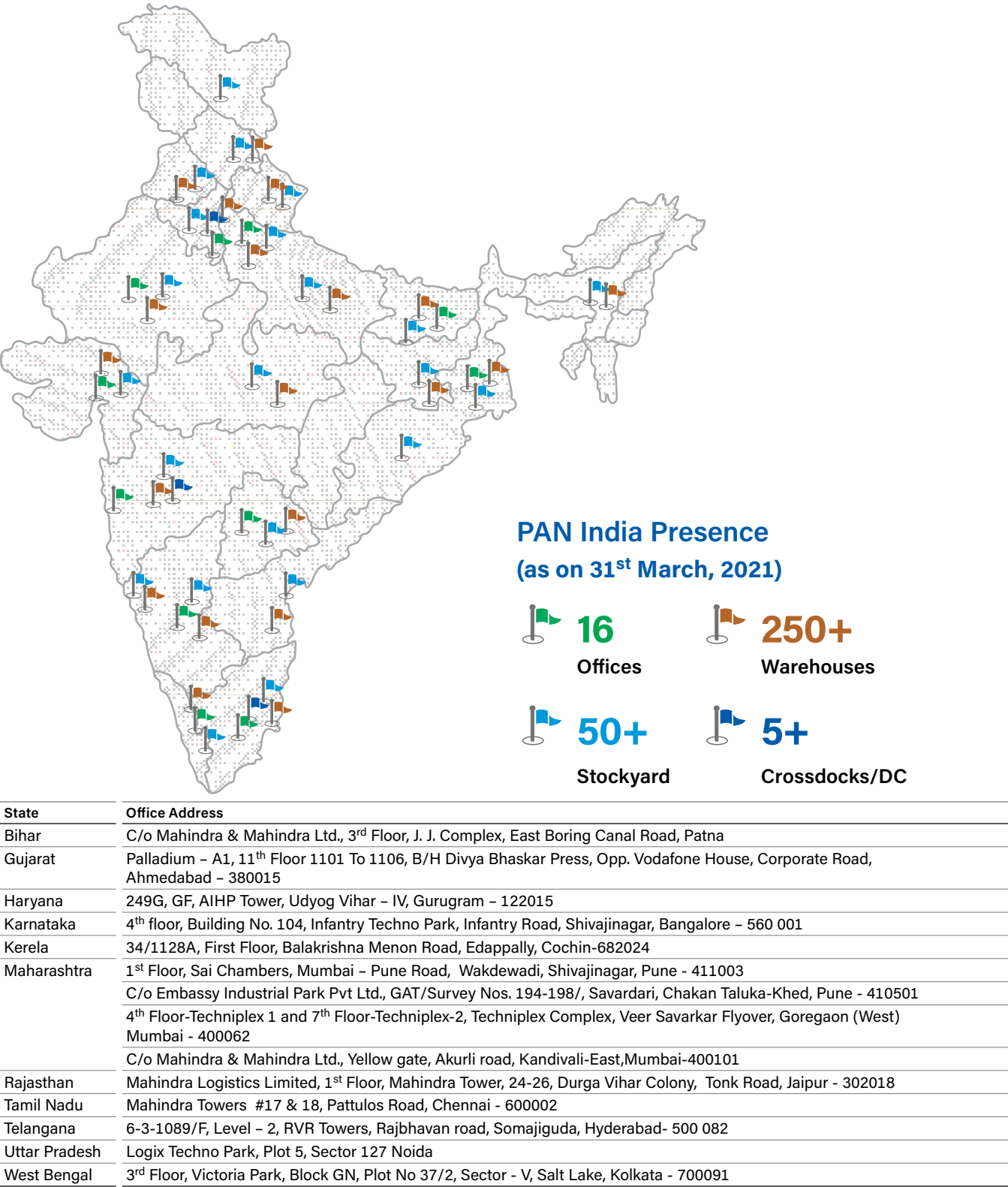
The Company has zero tolerance towards sexual harassment at its workplace and has adopted a Policy for Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") to provide a safe, secure and 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 ("ICC") has been set up to redress complaints received regarding sexual harassment. During the financial year under review and pursuant to Rule 8(5)(x) of the Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of ICC under the POSH Act.

All employees are briefed on the POSH Policy during induction. The Company also actively conducts various trainings and sensitisation programs across all its locations and verticals on a periodical basis through its SPEAK UP THEN and THERE programme to increase awareness about the Policy and the provisions of POSH Act amongst employees. During the year, mandatory trainings on POSH were conducted with an improved and interactive virtual approach.

During the financial year 2020-21, the Company received one complaint in this regard where appropriate action was taken by the ICC. No case is pending as on 31st March, 2021.

X. Site/Warehouse Locations



Y. Address for correspondence

Shareholders may correspond with the Company’s Registrar and Share Transfer Agent viz. Link Intime in respect of all share/ dividend related matters, complaints, any other query relating to equity shares of the Company including change of address, change in bank details etc. or with the Company’s Investor Desk at the following address:

Link Intime India Private Limited Unit: Mahindra Logistics Limited C-101, 1 st 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	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 2490 0833 Website: https://www.mahindralogistics.com
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The Company has not issued any Debentures and hence disclosure regarding debenture trustees is not applicable.

Z. Credit ratings

The Company continues to enjoy a strong credit rating which denotes a high degree of safety regarding timely servicing of its financial obligations. The Company’s credit ratings assigned to the Fund-based and Non-fund based working capital facilities of the Company by ICRA Limited vide letter dated 25th June, 2020 are as given hereunder:

Instrument Type	Current Rated Amount (₹ in crore)	Rating Action*
Long-term, Fund-based Facilities	48.00	[ICRA]AA (Stable); outstanding
Short-term, Non-fund Based Facilities	15.00	[ICRA]A1+; outstanding
Long-term/Short-term, Fund-based/Non-fund Based Facilities	172.00	[ICRA]AA (Stable)/[ICRA]A1+; assigned
Commercial Paper Programme (proposed)	100.00	[ICRA]A1+; assigned
Total	335.00	

There have been no revisions in the aforesaid credit ratings during the financial year 2020-21.

As on 31st March, 2021, the Company has no outstanding borrowing and is not categorised as a Large Corporate in terms of the SEBI Circular - SEBI/HO/DDHS/CIR/P/2018/144 dated 26th November, 2018. Necessary annual disclosure in this regard has been filed with the Stock Exchanges within prescribed timelines.

The Company does not have any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilisation of funds, whether in India or abroad.

VI. POLICIES

The Company has adopted and implemented various policies in compliance with the requirements of the Act, the SEBI Regulations, and other applicable laws. These Policies as updated from time-to-time are disclosed and uploaded on the website and the intranet of the Company and widely communicated to all concerned Stakeholders.

The Polices listed below including other statutory policies can be accessed on the website at the weblink: <https://mahindralogistics.com/disclosures/>.

A. Policy on Materiality of and dealing with Related Party Transactions

The Company has formulated a Policy on Materiality of and dealing with Related Party Transactions which specifies the manner of entering into related party transactions and other related matters. During the financial year under review, there were no amendments made to the said Policy.

B. Disclosures of transactions with Related Parties

During the financial year 2020-21, there were no materially significant related party transactions that may have potential conflict with the interest of the Company at large. Details of the related party transactions entered into by the Company during the financial year under review are given in note no. 35 of the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2021.

Half-yearly disclosure of transactions with Related Parties

In compliance with Regulation 23(9) of the SEBI Listing Regulations, disclosures of transactions with related parties of the Company on a consolidated basis have been filed with the stock exchanges within prescribed timelines. The disclosures filed

Report on Corporate Governance (contd.)

with the stock exchanges are also uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/corporate-announcement/>

C. Disclosure of accounting treatment in preparation of financial statements

The Company has adopted Indian Accounting Standards ("Ind AS") effective 1st April, 2016.

Accordingly, the Financial Statements of the Company, both on standalone and consolidated basis, are prepared in accordance with Ind AS notified under Sections 129 and 133 of the Act read with the Companies (Accounts) Rules, 2014 and other relevant provisions of the Act and the SEBI Listing Regulations.

The Annual Audited Standalone Financial Statements including the Consolidated Financial Statements of the Company and the Financial Statements of each of the Subsidiaries and all other documents required to be attached thereto are available on the Company's website at <https://mahindralogistics.com/financial-information/>.

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

D. Prevention of Insider Trading Code and Policies

In compliance with the SEBI Insider Trading Regulations, the Company has formulated and adopted the following:

- Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information;
- Policy for determination of "Legitimate Purpose" as part of the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information;
- Code of Conduct for Prevention of Insider Trading in Securities of Mahindra Logistics Limited ("Insider Trading Code");
- Policy and procedure for inquiry in case of leak/ suspected leak of Unpublished Price Sensitive Information ("UPSI leakage Policy").

The Company has adopted a framework for disciplinary action against Designated Persons violating the SEBI Insider Trading Regulations and/or the Company's Insider Trading Code.

The aforesaid policies and codes are designed to maintain the highest ethical standards of trading in Securities of

the Company, to regulate, monitor and ensure pre-clearance and reporting of trades by the Designated Persons (including their immediate relatives) identified basis 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.

During the financial year under review, the Insider Trading Code of the Company was amended to suitably incorporate and align the Code with the provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020.

All designated persons of the Company have affirmed compliance with the Company's the Insider Trading Code and the SEBI Insider Trading Regulations, through an online portal implemented by the Company for the said purpose. Further initial disclosures in Form A to be submitted on becoming a designated person of the Company are also received through the online portal.

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 implementation of the SEBI Insider Trading Regulations. Mr. Yogesh Patel is also the Chief Investor Relations Officer of the Company for dealing with dissemination of information and disclosure of UPSI.

Structured Digital Database for UPSI

The Company has in place a Structured Digital Database wherein details of persons with whom UPSI is shared on need to know basis and for legitimate business purposes is maintained with time stamping and audit trails to ensure non-tampering of the database.

The Structured Digital Database is maintained internally by the Company and is not outsourced in accordance with the provisions of the SEBI Insider Trading Regulations.

Awareness initiatives on Prevention of Insider Trading

The Company has an internal awareness programme called - SAVDHAAN INSIDERS for creating awareness amongst the designated persons

on the applicability, reporting and other compliances to be adhered to, closure of Trading window, protection

of UPSI, maintenance of Structured Digital Database, frequently asked questions, do's and don'ts, etc. under the Company's Insider Trading Code, UPSI Leakage Policy and the SEBI Insider Trading Regulations.

The Company also has a dedicated e-mail helpline desk that can be reached by the Designated Persons for FAQs, queries and clarifications on the said Code, Policies and Regulations. Awareness sessions and trainings are regularly imparted to Designated Persons through virtual trainings, induction sessions, educative e-mail series, SMSs, quiz's etc. There exists a process to close trading window for matters other than for approval of quarterly/ annual financial results for protection of UPSI.

Review of the Insider Trading compliances

A detailed report comprising of details of trading plans submitted, if any, pre-clearances given by 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 review 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.

System Driven Disclosures

In compliance with the SEBI Circular nos. SEBI/HO/ISD/ISD/CIR/P/2020/168 and SEBI/CIR/CFD/DCR1/CIR/P/2020/181 dated 9th September, 2020 and 23rd September, 2020 respectively, PAN and other information in the form and manner prescribed by the depositories of all Designated Persons including Promoters, members of the promoter group, and Directors is promptly uploaded on the system of the designated depository of the Company within prescribed timelines.

The Company has designated NDSL as its Designated Depository in terms of the said SEBI circulars.

E. Whistle Blower Policy/Vigil Mechanism

The Vigil Mechanism as envisaged in the Act, the Rules framed thereunder and the SEBI Listing Regulation is implemented through the Company' Whistle Blower Policy. The Whistle Blower Policy provides a mechanism for the Directors, employees and all the stakeholders of the Company to report their genuine concerns and provides adequate safeguard against victimization to those who use such mechanism. The Policy also make provision for direct access to the Chairperson of the Audit Committee.

The Board of Directors of the Company at their meeting held on 29th April, 2021 amended the Whistle Blower Policy for constitution of a Business Ethics Governance Council and introduction of additional modes for raising complaints viz. third-party ethics helpline provider (online web portal and 24X7 hotline mechanism) by all stakeholders.

Building upon our existing governance practices, the Company has partnered with an Independent third-party global company to offer a globally admired secure, confidential and multilingual platform to all stakeholders to report issues related to Code of Conduct violations and other violations.

All Stakeholders who have a concern to raise can access the totally secure, independently monitored and transparent modes of logging of complaints viz. A third-party online web-portal: <https://ethics.mahindra.com> and a 24x7 toll-free hotline number - 000 800 1004175, or write directly to the Chairman of the Audit Committee through e-mail at mll.vigil@mahindra.com or through other modes as stated in the Policy.

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.

F. Subsidiary Companies and Policy for determining material subsidiaries

The Company has two subsidiaries as on 31st March, 2021. 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 periodically presented to the Audit Committee of the Company.

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 unlisted subsidiary of the Company.

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

The Company has formulated a Policy for determining Material Subsidiaries as defined in Regulation 16 of the SEBI Listing Regulations. During the financial year under review, there were no amendments made to the Policy of Material Subsidiaries.

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 31st March, 2021.

G. Pledge of Equity Shares

No pledge has been created over the equity shares held by either Promoters and/or Promoter Group Shareholders of the Company as on 31st March, 2021. Pursuant to Regulation 31(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, M&M, Promoter of the Company has submitted a declaration to the Audit Committee of the Company that they along with the other Members of the Promoter Group (including Persons Acting in Concert) have not made any encumbrance, directly or indirectly, during the financial year 2020-21 in respect of the shares held by them in the Company. The said declaration was noted by the Audit Committee.

H. Annual Secretarial Compliance Report

The Company has obtained an Annual Secretarial Compliance Report for the financial year ended 31st March, 2021 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 8th February, 2019. The said Report for the financial year ended 31st March, 2021 has been submitted to the Stock Exchanges within the prescribed statutory timelines.

The Annual Secretarial Compliance Report is unmodified i.e. it does 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 31st March, 2021 is annexed to this Report as **Annexure D** and is also uploaded on Company's website and can be accessed on the weblink: <https://mahindralogistics.com/disclosures/>.

VII. OTHER DISCLOSURES:

A. Compliance with mandatory requirements

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations including Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations and paras (2) to (10) mentioned in Part C of Schedule V of the SEBI Listing Regulations during the financial year under review.

A compliance certificate from M/s. Makarand M. Joshi & Co., Practicing Company Secretaries confirming compliance with the conditions of Corporate Governance for the year ended 31st March, 2021 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 31st March, 2021 with weblink for policies is given hereunder:

Regulation No.	Corporate Governance requirement	Compliance Status
16(1)(b) & 25(8)	Criteria of Independence	Yes
17	Board of Directors	Yes
17A	Maximum number of Directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders' Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate governance requirements with respect to subsidiary of the listed entity	Yes, 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	Yes

Regulation No.	Details on Company's Website	Compliance status	Weblink of Company's Website
46(2)(a)	Details of Business	Yes	https://mahindralogistics.com/about-us
46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes	https://mahindralogistics.com/wp-content/uploads/2019/12/Terms-and-conditions-of-appointment-of-independent-directors.pdf
46(2)(c)	Composition of various Committees of Board of Directors	Yes	https://mahindralogistics.com/board-of-directors
46(2)(d)	Code of conduct of Board of Directors and senior management personnel	Yes	https://mahindralogistics.com/wp-content/uploads/2019/12/Code-of-Conduct-for-Directors.pdf https://mahindralogistics.com/wp-content/uploads/2019/12/Code-of-Conduct-for-Senior-Management-and-Employees.pdf
46(2)(e)	Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes	https://mahindralogistics.com/wp-content/uploads/2021/05/MLL-Whistle-Blower-Policy-F.pdf
46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes	https://mahindralogistics.com/wp-content/uploads/2019/12/Nomination-and-Remuneration-Policy.pdf
46(2)(g)	Policy on dealing with Related Party Transactions	Yes	https://mahindralogistics.com/wp-content/uploads/2019/12/Policy-on-Materiality-of-and-on-dealing-with-Related-Party-Transactions.pdf
46(2)(h)	Policy for determining 'material' subsidiaries	Yes	https://mahindralogistics.com/wp-content/uploads/2019/12/Policy-for-determining-material-subsidiaries.pdf
46(2)(i)	Details of familiarisation programmes imparted to Independent Directors	Yes	https://mahindralogistics.com/wp-content/uploads/2021/04/Familiarization-Programs-for-Independent-Directors-FY-2021.pdf
46(2)(j)	Email address for grievance redressal and other relevant details	Yes	https://mahindralogistics.com/wp-content/uploads/2020/11/investor-contact-details-for-handling-investor-grievance.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://mahindralogistics.com/wp-content/uploads/2020/11/investor-contact-details-for-handling-investor-grievance.pdf
46(2)(l)	Financial Results	Yes	https://mahindralogistics.com/financial-information/
46(2)(m)	Shareholding Pattern	Yes	https://mahindralogistics.com/financial-information/
46(2)(n)	Details of agreements entered into with the media companies and/or their associates	NA	NA
46(2)(o)	Schedule of analyst or institutional investor meet	Yes	https://mahindralogistics.com/investor-information/
46(2)(p)	New name and the old name of the listed entity	NA	NA

Regulation No.	Details on Company's Website	Compliance status	Weblink of Company's Website
46(2)(q)	Items in sub-regulation (1) of Regulation 47 (Newspaper Publications)	Yes	https://mahindralogistics.com/corporate-announcement/
46(2)(r)	Credit Ratings	Yes	https://mahindralogistics.com/financial-information/
46(2)(s)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://mahindralogistics.com/financial-information/
30	Materiality Policy	Yes	https://mahindralogistics.com/wp-content/uploads/2021/05/Policy-for-determination-of-materiality-for-disclosure-of-events-or-information.pdf
43A	Dividend Distribution policy	Yes	https://mahindralogistics.com/wp-content/uploads/2021/05/Dividend-Distribution-Policy.pdf

B. Compliance with non-mandatory requirements

The Company has adopted the following discretionary requirements as specified in Part E of Schedule II of the SEBI Listing Regulations. The status of the Company's compliance with the said non-mandatory discretionary recommendations is provided below:

- a. Unmodified Audit Report: During the financial year under review, there was no audit qualification or observation on the Company's Audited Standalone and Consolidated Financial Statements and Results. The Company continues to adopt best practices to ensure regime of unmodified Financial Statements.
- b. Reporting of Internal auditor: The Internal Auditor of the Company directly reports to the Audit Committee.
- c. 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.

C. Details of non-compliance, if any.

The Company has complied with all the requirements of the regulatory/statutory authorities, the Stock Exchanges and 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 the Stock Exchanges and other authorities.

D. Management Discussion and Analysis

The Management Discussion and Analysis for the financial year under review, as stipulated under Regulation 34(2) (e) read with Part B of Schedule V of the SEBI Listing Regulations, is presented in a separate section and forms part of this Annual Report. It provides mandatory disclosures required under the SEBI Listing Regulations comprising of inter-alia details about the overall industry

structure, economic scenarios, operational and financial performance of the Company, business strategy, internal controls and their adequacy, risk management systems and other material developments during the financial year 2020-21.

E. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account

- i. Unclaimed/Undelivered shares
The Company does not have any outstanding equity shares lying in the demat suspense account/unclaimed suspense account during the financial year 2020-21 and as on 31st March, 2021.

Further voting rights on none of the equity shares of the Company are frozen. Hence disclosure or reporting in terms of Regulation 34(3) read with Part F of Schedule V to the SEBI Listing Regulations is not applicable/required.
- ii. Investors' Education and Protection Fund ("IEPF")
There is no unpaid and unclaimed Dividend of previous years or any equity shares on which dividend is unpaid or unclaimed for seven consecutive years which have been transferred to IEPF up to 31st March 2021 or is due to be transferred to the IEPF during the financial year 2021-22 in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time.

The Shareholder-wise details of the unpaid and unclaimed amounts lying with the Company as on 31st March, 2021 on the website of the Company

and can be accessed from the weblink: <https://www.mahindralogistics.com/investor/shareholder-information>

The last date for claiming the unpaid and unclaimed Dividend lying with the Company is as under:

Financial year ended	Date of declaration of Final Dividend	Last date for claiming unpaid and unclaimed dividend
31 st March, 2020	30 th July, 2020	30 th August, 2027
31 st March, 2019	1 st August, 2019	4 th September, 2026
31 st March, 2018	2 nd August, 2018	5 th September, 2025

Process and FAQs for claiming unpaid/unclaimed dividend

In an endeavour to extend best possible services to our valued Shareholders and other Investors, the Company has uploaded on its website a process note, application form and list of Frequently Asked Questions for claiming unpaid and unclaimed dividend. The same can be accessed on the weblink: <https://mahindralogistics.com/shareholder-information/>

Mumbai, 29th April, 2021

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 31st March, 2021.

Rampraveen Swaminathan
Managing Director & CEO

Place: Mumbai
Date: 29th April, 2021

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	Nomination and Remuneration Committee	Risk Management Committee	Stakeholders' Grievance Committee	Corporate Social Responsibility 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;	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;	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	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.; 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;	1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy including the approach and direction given by the Board of the Company and guiding principles for selection, implementation and monitoring of activities, formulation of the annual action plan, activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 ("Act") and such other matters as may be required by law; 2. Monitoring and implementation of the Corporate Social Responsibility Policy of the Company from time to time; 3. Formulate and recommend to the Board, an annual action plan, in pursuance of the Corporate Social Responsibility Policy including the following: a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act along with the amount of expenditure to be incurred on the said activities; b. the manner of execution of such projects or programmes;

Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Stakeholders' Grievance Committee	Corporate Social Responsibility Committee
c. Major accounting entries involving estimates based on the exercise of judgment by management;	4. Devising a policy on Board diversity;	risks and to implement, monitor and review the cyber security framework;	6. Review of measures taken for effective exercise of voting rights by shareholders;	c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
d. Significant adjustments made in the financial statements arising out of audit findings;	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. Carrying out any other functions required to be carried out by the Risk Management Committee in terms of applicable laws.	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;	d. monitoring and reporting mechanism for the projects or programmes; and
e. Compliance with listing and other legal requirements relating to financial statements;	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;		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.	e. details of need and impact assessment, if any, for the projects undertaken by the company;
f. Disclosure of any related party transactions; and	7. Recommend to the Board, all remuneration, in whatever form, payable, to Senior Management of the Company.		9. Carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable law;	f. such other details as maybe deemed appropriate and specified under the Act and Rules framed thereunder;
g. Modified opinion(s) in the draft audit report.	*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;			4. Formulate and recommend to the Board for its approval and implementation, the Business Responsibility ("BR") Policy(ies) of the Company covering such principles and matters and to amend/revise the same as may be required by the Listing Regulations from time to time;
6. 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. To formulate, administer and monitor the Mahindra Logistics Limited – Key Executive Stock Option Scheme, 2012 (KESOS Scheme 2012) or the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 (RSU Plan 2018) or any other Employee Stock Option/Units Scheme(s) instituted by the Board from time to time;			
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;	9. Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for			
8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;				5. Appoint a Director who would be responsible for implementing the BR Policy(ies) and appoint a BR Head.
9. Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for				6. Undertake periodical assessment of the BR performance of the Company and provide feedback to the Board.
				7. Review the draft of the Business Responsibility Report, Sustainability Report, if any, and recommend the same to the Board for its approval and inclusion in the

Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Stakeholders' Grievance Committee	Corporate Social Responsibility Committee
related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;				Annual Report of the Company if statutorily required under Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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.	9. To allot securities arising out of exercise of stock options/units pursuant to the Mahindra Logistics Limited – Key Executive Stock Option Scheme, 2012 ("KESOS Scheme 2012") or the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 ("RSU Plan 2018") or any other Employee Stock Option Scheme(s) instituted by the Board and allotment of securities as may be delegated by the Board/approved by the shareholders of the Company from time to time;			8. For effective implementation of all the above, the CSR Committee be authorised to perform all or any of the following functions:
10. Scrutiny of inter-corporate loans and investments;				1. Secure attendance of such other Directors of the Company or such other persons or professionals with relevant expertise to assist the Committee in its deliberations as may be considered necessary from time to time in this connection, all or any of the powers herein conferred as it considers necessary to any Member of the Committee or to such other person(s) as the Committee may nominate or to any internal Committee/Council of the Company, including the power to execute such documents as may be required, within such Guidelines as the Committee may, from time to time fix;
11. Valuation of undertakings or assets of the Company, wherever it is necessary;	10. To specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors in terms of the applicable laws and review its implementation and compliance; and			
12. Evaluation of internal financial controls and risk management systems;	11. 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.			
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;				2. Any action taken pursuant to the authority conferred by this Resolution be reported to the Board from time to time.
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;				3. Undertake impact assessment of the CSR Programmes/projects/ activities from time to time, as maybe required;

Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Stakeholders' Grievance Committee	Corporate Social Responsibility Committee
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;				9. Carrying out any other functions as required to be carried out by the CSR Committee in terms of applicable law.
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.				
24. Carrying out any other functions required to be carried out by the Audit Committee in terms of applicable law.				



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, 2021

Table A

S. No.	Name of the Director	Director Identification Number	Date of appointment in the Company (dd/mm/yyyy)
1	Durgashankar Subramaniam	00044713	07/05/2019
2	Dhananjay Narendra Mungale	00007563	29/01/2021
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
9	Naveen Raju Kollaickal	07653394	03/09/2020
10	Malvika Sahni Sinha	08373142	30/07/2020
11	Parthasarathy Vankipuram Srinivasa	00125299	25/03/2020

For **Makarand M. Joshi & Co.**
Practicing Company Secretaries

Kumudini Bhalerao
Partner
FCS No. 6667
CP No. 6690

Place: Mumbai
Date: 29th April, 2021
UDIN: F006667C000206031



ANNEXURE D

SECRETARIAL COMPLIANCE REPORT OF MAHINDRA LOGISTICS LIMITED

For the financial year ended 31st March, 2021

To,
The Board of Directors,
Mahindra Logistics Limited,
Mahindra Towers, P.K. Kurne Chowk
Worli, Mumbai, 400018

We, M/s Makarand M. Joshi & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Mahindra Logistics Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2021 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Review Period)
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Review Period)
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Review Period)
- g) 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)
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) 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 listed entity;
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines/relaxations and amendments issued thereunder. Further, in terms of SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries, the listed entity has suitably modified the terms of appointment of the auditor to give effect to clause 6(A) and 6(B) of the said circular.

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				

* the listed entity does not have any material subsidiary

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2020	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.

Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
UDIN: F005533C000211552
Peer Review No: P2009MH007000

Place: Mumbai
Date: 29th April, 2021

ANNEXURE E

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members,
Mahindra Logistics Limited,
Mahindra Towers, P.K. Kurne Chowk
Worli, Mumbai, 400018

We have examined the compliance of conditions of Corporate Governance by Mahindra Logistics Limited (“the Company”) for the year ended on 31st March, 2021, 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 31st March, 2021.

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.

Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
UDIN: F005533C000211673
Peer Review No: P2009MH007000

Place: Mumbai
Date: 29th April, 2021

BUSINESS RESPONSIBILITY REPORT

SECTION A:
General Information about the Company

1	Corporate Identity Number (CIN) of the Company	:	L63000MH2007PLC173466
2	Name of the Company	:	Mahindra Logistics Limited (hereinafter referred to as "the Company")
3	Registered address	:	Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai – 400 018
4	Website	:	www.mahindralogistics.com
5	E-mail id	:	cs.mll@mahindra.com
6	Financial year reported	:	2020-21
7	Sector(s) that the Company is engaged in (industrial activity : code-wise)	:	1. Supply Chain Management – 4912, 4923, 5120, 5210 2. Enterprise Mobility Services – 4922
8	List three key products/services that the Company manufactures/provides (as in the balance sheet)	:	1. Goods Transportation 2. Warehouse Management Services 3. Enterprise Mobility Services
9	Total number of locations where business activity is : undertaken by the Company	:	
	a. Number of International Locations	:	NIL
	b. Number of National Locations	:	The Company has a pan-India network comprising of 16 offices and over 500 clients and operating locations.
10	Markets served by the Company – Local/State/ National/ International	:	National

SECTION B:
Financial Details of the Company (as of 31st March, 2021)

1	Paid-up Capital (₹)	:	71.67 crores
2	Total Turnover (₹)	:	2,974.61 crores (on a standalone basis)
3	Total Profit after taxes (₹)	:	23.99 crores (on a standalone basis)
4	Total spending on Corporate Social Responsibility (CSR) in ₹ and as percentage of profit after tax (%)	:	During the financial year under review, your Company has spent ₹ 2.17 crores equivalent to 2.01% of the average net profits of the Company during the preceding three financial years.
5	List of activities in which expenditure in 4 : above has been incurred.	:	a. Skill Development – Promoting education among girls, youth, children, women, elderly and the differently-abled as livelihood enhancement projects. b. Building Communities – Community development activities in pockets of rural, marginalized, and unprivileged communities. c. Sustainability – Tree Plantation, renewal of natural water bodies and various environmental awareness programs. d. Disaster Relief and Rehabilitation support for communities affected by natural calamities, Covid-19 pandemic, floods etc.

SECTION C:
Other Details

1	Does the Company have any Subsidiary : Company/Companies?	:	Yes. The Company has two subsidiaries as of 31st March, 2021. 1. Lords Freight (India) Private Limited 2. 2x2 Logistics Private Limited
2	Do the Subsidiary Company/Companies : participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s):	:	Yes. The Company's subsidiaries are governed by their respective governance policies and procedures aligned to the vision of the Company and they do actively participate in selective BR initiatives of the Company. Further, the Company's policies and practices as applicable to all Employees and Directors of the Company also extends to all subsidiary companies.
3	Do any other entity/entities (e.g. suppliers, : distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities? [Less than 30%, 30-60%, More than 60%]	:	Yes. The Company's commitment to best business practices extends to all its suppliers, contractors and business associates ("Business Associates") associated with the Company, regardless of their size or geographical location.

The Company's Business Associates are onboarded keeping in mind their ability to participate and support the BR initiatives of the Company and Environmental, Social & Governance practices. The Company is constantly engaged with its Business Associates to extend necessary support by way of creating awareness and adopting sustainable practices. Currently, less than 30% of the Business Associates participate in the BR initiatives.

SECTION D:
Other Details

1. Details of Director / Directors responsible for BR

a. Details of Director/Directors responsible for BR for implementation of the BR policy / policies

DIN Number Details	:	01300682
Name	:	Mr. Rampraveen Swaminathan
Designation	:	Managing Director and CEO

b. Details of BR Head DIN Number (if applicable)

Name	:	Mr. Ravi Prakash Begur
Designation	:	Senior General Manager
Telephone Number	:	+91 22 2871 6800
E-mail id	:	begur.raviprakash@mahindra.com

2. Principle-wise (as per NVGs) BR Policy/policies

The Company has in place a Business Responsibility Policy ("BR Policy") addressing the following 9 principles as per the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs), Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the SEBI Circular CIR/CFD/CMD/10/2015 dated 4th November, 2015, duly approved by the Board. The BR Policy is 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.

Business Responsibility Report (contd.)

a. Details of compliance (Reply in Y/N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for BRR	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y*	Y*	Y@	Y@	Y*	Y*	Y*	Y*	Y@
3	Does the policy conform to any national/international standards? If yes, specify? (50 words)	Y#	Y#	Y#	Y#	Y#	Y#	Y#	Y#	Y#
4	Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	The BR Policies are available on the Company's website and intranet and communicated and shared with relevant external stakeholders wherever deemed fit. Refer to Note 1 for further details. The Policies uploaded on the website of the Company can be accessed at the weblink: https://mahindralogistics.com/disclosures/ .								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the Company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	NA ^{\$}	Y	Y
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	The execution of the BR policies is overseen through internal processes, and Management and Board oversight.								

Notes:
*Policies have evolved over a period of time by taking inputs from the concerned internal stakeholders and the Code of Conduct of the Mahindra Group and the Company;
@Policies have evolved from surveys and feedbacks from the concerned stakeholders;
#The policies are in line with applicable laws and national standards, where ever applicable/available. Some policies are also aligned to GRI-G4, an International Sustainability Reporting framework;
\$This question is not applicable for the Company.

NOTE 1:

The Company has several statutory and non-statutory policies including the following, which encompass the nine BR Principles. Principle-wise policy index is given below:

Principle No.	Description	Reference to the Company's Policies	Website links to access the policies
P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability	1. Codes of Conduct for Directors, Senior Management and employees; 2. Whistle Blower Policy; 3. Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information; 4. Policy for Determination of Materiality of Disclosures; 5. Dividend Distribution Policy; 6. Code of Conduct for Prevention of Insider Trading in securities of Mahindra Logistics Limited; 7. Policy for Dealing with Suppliers and Vendors; 8. Policy on prevention of sexual harassment at workplace; 9. Policy on Communication; 10. Crises Communication Policy;	Policies at points 1 to 5 are uploaded on the intranet and the website of the Company. Policies at points 6 to 10 are uploaded on the intranet of the Company

Principle No.	Description	Reference to the Company's Policies	Website links to access the policies
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	1. Sustainability Policy; 2. Codes of Conduct for Senior Management and employees; 3. Policy on dealing with suppliers and vendors; 4. Quality Policy; 5. Policy of dealing with customers.	Policies at points 1 to 2 are uploaded on the website and intranet of the Company. Policies at points 3 to 5 are uploaded on the intranet of the Company.
P3	Businesses should promote the well-being of all employees	1. Codes of Conduct for Senior Management and employees; 2. Whistle Blower Policy; 3. Environment Health and Safety Policy; 4. Policy on prevention of sexual harassment at the workplace; 5. Diversity and Inclusion Policy; 6. Birth & Beyond Policy (for women employees throughout the maternity continuum); 7. LGBTQ Policy; 8. Performance Management Policy; 9. Employee Grievance Redressal Policy; 10. Equal Opportunity Policy; 11. Human Resource Policies.	Policies at points 1 and 2 are uploaded on the intranet and the website of the Company. Policies at points 3 to 11 are uploaded on the intranet of the Company.
P4	Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised	1. Corporate Social Responsibility Policy; 2. Sustainability Policy; 3. Company's Purpose Principles; 4. Environment Health and Safety Policy; 5. Policy on Business Responsibility.	Policies at points 1 to 3 are uploaded on the intranet and the website of the Company. Policies at points 4 and 5 are uploaded on the intranet of the Company.
P5	Businesses should respect and promote human rights	1. Codes of Conduct for Senior Management and employees; 2. Policy on Human Rights in Economic Decision making; 3. Equal Opportunity Policy; 4. Policy for Dealing with Suppliers and Vendors; 5. Diversity and Inclusion Policy.	Policy at point 1 is uploaded on the website and intranet of the Company. Policies at points 2 to 5 are uploaded on the intranet of the Company.
P6	Business should respect, protect, and make efforts to restore the environment	1. Sustainability Policy; 2. Corporate Social Responsibility Policy; 3. Policy for dealing with Suppliers and Vendors.	Policies at points 1 and 2 are uploaded on the intranet and the website of the Company. Policy at point 3 is uploaded on the intranet of the Company.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner	Policy on Representation in Trade and Industry Fora	Policy is uploaded on the intranet of the Company.

Principle No.	Description	Reference to the Company's Policies	Website links to access the policies
P8	Businesses should support inclusive growth and equitable development	1. Corporate Social Responsibility Policy 2. Policy on Human Rights in Economic Decision making; 3. Equal Opportunity Policy; 4. LGBTQ Policy; 5. Diversity and Inclusion Policy.	Policy at point 1 is uploaded on the intranet and the website of the Company. Policies at points 2 to 5 are uploaded on the intranet of the Company.
P8	Businesses should engage with and provide value to their customers and consumers in a responsible manner	1. Policy on dealing with customers; 2. Policy on Communication; 3. Quality Policy.	Policies are uploaded on the intranet of the Company.

b. If the answer to the question at serial number 1 against any principle, is 'No', please explain why:
Not Applicable

Governance related to BR:

a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year:

The BR related performance is reviewed by the Board and the Corporate Social Responsibility ("CSR") Committee annually. The Managing Director & CEO of the Company assesses the BR performance with the BR Head on a periodical basis at review meetings. Other supporting councils/departments viz. CSR council, Central safety council, HR department, Disclosure Committee also periodically (monthly/quarterly) review the performance of their respective BR principles.

b. Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently is it published?

The Company is aligned to the Sustainability Agenda of the Mahindra Group and has been reporting its Sustainability performance annually as a part of the GRI Report published by the Holding Company viz. Mahindra & Mahindra Limited. The hyperlink link for viewing this report is <https://www.mahindra.com/resources/pdf/sustainability/Mahindra-Sustainability-Report-2019-20.pdf>

The Company is preparing to release its first Sustainability Report as per the GRI G4 Standards, which will be uploaded on the website of the Company and can be accessed at the weblink: <https://mahindralogistics.com/csr-and-sustainability/> on release.

SECTION E:
PRINCIPLE-WISE PERFORMANCE
BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

PRINCIPLE:1

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/ NGOs/ Others?

The Company continues to stay committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of honesty, integrity, governance, ethical conduct, and transparency in all its dealings.

To this end, the Company has adopted and implemented Codes of Conduct, Whistle Blower Policy and various governance policies which forms the bedrock of all the conduct, binds us uniformly, and defines the principles of ethics, transparency and governance to be followed within the organisation, its subsidiaries as well as while dealing with external stakeholders.

Acknowledgement of the provisions to these Codes is a prerequisite for any employment with the Company. The Board of Directors, Senior Management and employees of the Company also annually affirm compliance with the Code of Conduct.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

The Company has in place different mechanisms for receiving and dealing with complaints from various stakeholders like employees, vendors, customers, shareholders, and other stakeholders. During the financial year 2020-21, 13 complaints were received from stakeholders for issues related to Principle 1, all of which have been resolved by the Company as of 29th April, 2021.

PRINCIPLE 2:
BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The top 3 services provided by the Company and the social or environmental concerns, risks and/or opportunities they address are:

1. Goods Transportation Services	Deploying vehicles having better fuel-efficient technologies;
2. Warehouse Management Services	Focus on alternative modes of transport - from road transport to rail; Route and Fleet optimization; Warehouse automations.
3. Enterprise Mobility Services	Application-based interactions for optimised routes and vehicles; Deploying alternate energy vehicles – Electric vehicles; EV telematics for a connected car tracking and vehicle health monitoring.

2. For each such product/service, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

- (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?

During the financial year 2020-21, the Company has started investing in a few assets like Electric Vehicles in transport and Material Handling Equipment for warehouses, while continuing to use third party vehicles for our Goods and Enterprise Mobility business. The Company's endeavour to monitor and reduce Greenhouse Gas (GHG) emission intensity remains, as explained below:

Goods Transportation Services - Replacement of old vehicles with new vehicles, reduction of dry runs for vehicles, increase in capacity utilisation of vehicles, deployment of alternative fuel vehicles like CNG and electric vehicles in a phased manner wherever possible and progressive shift to rail transport from road transport. During the financial year 2020-21, the Company introduced the E-Del service whereby Electric delivery (e-Del) vehicles

were put in place for last mile deliveries in the e-commerce business vertical of the Company.

Warehouse Management Services – Reduced energy consumption by shifting to LED lighting, infrastructure design to facilitate natural lighting and ventilation in certain facilities.

Enterprise Mobility Services – Replacement of old vehicles with new vehicles, reduction of dry runs for vehicles, increase in capacity utilisation of vehicles and deployment of alternative fuel vehicles like CNG and electric vehicles in a phased manner, where possible.

Under each of the business 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 the largest share of business of the Company, a Business Partners Management Cell has been set up, to help the Business Associates understand the advantages of business responsibility and adopt sustainable practices.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The major suppliers for the Company are fleet operators and contractors for providing various administrative and other services. Before on-boarding, the Business Associates are screened based on the Policy for dealing with Suppliers and Vendors, which covers high quality service standards, compliance with EHS standards/regulations, as well as labour, employee and human rights related regulations. In addition to this, there is a major thrust on sourcing services and manpower from local areas, making the entire sourcing process, sustainable and responsible.

Business Responsibility Report (contd.)

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company believes in business strategies that promotes its own business as well as generate employment for local communities, thereby creating a win-win situation across all its business verticals. This is done after proper training in various aspects in the following manner:

Under the Goods Transport Services and Enterprise Mobility Services deployment of drivers and driver-cum-owners is done from local communities/ rural areas. All drivers are provided road safety trainings backed by regular health programs and awareness on communicable diseases.

For the Warehouse Management Services, deployment of employees in warehouse/line feed operations is done from the local communities that are close to the sites of operation.

The percentage of local employment of operating workforce has progressively increased year on year, and as of 31st March, 2021, was above 80%.

PRINCIPLE 3: BUSINESSES SHOULD PROVIDE WELLBEING OF EMPLOYEES

Sr. No	Particulars	as on 31st March, 2021
1	Total number of employees (Permanent and FTC)	3,943
2	Total number of employees hired on temporary/ third party contractual/ casual basis	14,706
3	Number of permanent women employees	278
4	Number of permanent employees with disabilities	9
5	Do you have an employee association that is recognized by management?	Yes#
6	What percentage of your permanent employees are members of this recognized employee association?	12%

Fixed Term Contract employees have formed a recognised employee associations at three locations

The Company's endeavour is to provide an environment that nurtures, rewards and retains talent, to bring out the best in people. Management's focus is therefore on employee well-being, talent development, grooming future leaders based on succession readiness plans, developing opportunities for career growth and ensuring harmonious industrial relations.

By way of the "Sanjeevani" program, 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

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 the business. Despite this, various projects have been initiated for recycling of waste, including:

- End to end management and transportation of unsold stocks of goods, to certified recyclers and authorised players who convert them into usable objects in an environment-friendly way.
- Recycling of packaging waste.

The percentage of products recycled is expected to be under 5%.

In addition to the above, the Company conducts awareness programs for Business Associates on waste recycling and resource conservation to help in preventing environmental pollution as well as cost savings as a result of these initiatives.

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. The Company believes that diversity at the workplace positively impacts work performance and creates a healthy and happy working environment. Employees with diverse cultural backgrounds bring their own unique experiences, perceptions, knowledge and skills, which when harnessed, strengthen the

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' initiative 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 labour, forced labour, involuntary labour, and sexual harassment in the last financial year and pending, as of the end of the financial year.

Sr. No.	Category	No. of complaints filed during the financial year 2020-21	No. of complaints pending as on end of the financial year 2020-21
1	Child labour/forced labour/ involuntary labour	0	0
2	Sexual harassment	1	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: 96%
- (d) Employees with Disabilities: 100%

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTEREST OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE THAT ARE DISADVANTAGED, VULNERABLE AND MARGINALISED

1. Has the Company mapped its internal and external stakeholders? Yes/No

Yes, the Company has identified its customers, business associates, employees, investors, regulators and local communities as key stakeholders and carries out engagements at regular intervals through general meetings, analyst meets, press releases, training programmes, Business Associate meets and community outreach.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders?

Yes. the Company has identified the disadvantaged, vulnerable and marginalized section of stakeholders through its CSR Programs. These include the rural communities, less-privileged, marginalized youth and women, disaster victims, socially and economically backward groups identified from time to time.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.

After proper need assessment the Company has identified four avenues for the upliftment and wellbeing of the disadvantaged and vulnerable communities as under:

- 1. Building communities through various projects to support underprivileged communities in areas of health & safety, children's education, rural development, etc.
- 2. Disaster Management to provide consistent and timely support by way of relief and rehabilitation initiatives to communities affected by natural calamities, pandemics, etc.
- 3. Skills Development by enhancing vocational skills especially among girls, youth, women, elderly and differently-abled persons, either through government schemes or directly.
- 4. Environmental Sustainability in communities through programs for increased usage of renewable energy, waste management, renewal of natural water bodies, enhancement of green cover and biodiversity etc.

Details of each program have been elaborated under Principle 8.

Business Responsibility Report (contd.)

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 the financial year 2020- 21 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.

The Company is conscious of its responsibility towards the environment and has a series of processes for Resource efficiency and GHG Emission reduction, which are identified as part of the key material issues. The Company also continues to stand by its commitment to Science Based Targets Initiative (SBTi) to reduce scope 1 and 2 GHG Emission by 88% per employee and scope 3 GHG Emission by 69% per mn km by the year 2033 from 2018 base and also become Carbon Neutral by the year 2040.

GHG Emissions :

Total Emissions (TCO2):

Scope 1*		Scope 2*		Scope 3**	
2020-21	2019-20	2020-21	2019-20	2020-21	2019-20
20	21	1,219	871	1,89,348	2,34,325

*Scope 1 & Scope 2 - Emissions per Employee

** Scope 3 – Emissions per Mn Kilometers

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 vehicles deployment of alternative fuel vehicles like CNG and electric vehicles in a phased manner wherever possible and progressive shift to rail transport from road transport. For the last mile deliveries in this service, a shift to Electric vehicles and CNG vehicles has been initiated.

Warehouse Management Services – This service is on the growth path and during the financial year, two large facilities were set up. While initiatives like reduced energy consumption by shifting to LED lighting, infrastructure design to facilitate natural lighting and ventilation were in place at existing facilities, similar installations in the new facilities are in progress. It is for this reason that Scope 2 emissions and absolute energy consumed shows an increase as compared to last year.

Enterprise Mobility Services – 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 business segments mentioned above, initiatives for resource efficiencies have been initiated for our own operations as well as the operations of our Business Associates. These initiatives cover the entire spectrum starting from training and awareness programs, to enhanced fuel efficiencies through improved driving skills, reverse load sharing, shifting to alternative fuels, etc.

For the Goods Transport Services, which has the largest share of business of the Company, a Business Associates Management Cell has been set up, to help this important stakeholder group to understand the advantages of business responsibility and adopt sustainable practices.

Based on the baselined GHG emission intensity across the various transportation services of the Company on a standalone basis tracking mechanisms of GHG emissions and energy use, are in place. The status as on 31st March, 2021 was as follows:

Energy Consumed:

Total Absolute Energy consumed (In Giga Joules (GJ)):

Particulars	2020-21	2019-20
Direct Energy consumed	267	287
Indirect Energy consumed	5,286@	3,825
Total Energy consumed	5,553@	4,112

@ Due to increased warehousing activities during the year.

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.

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 across the services services have been taken.

Goods Transportation Services:

- Tracking and monitoring GHG emissions in all segments of transportation business.
- Progressive shift to CNG vehicles, and Electric vehicles with 160 vehicles placed so far.
- Shift in the mode of transport from road to rail for finished vehicles.

- Moreover, the Business Partners Management cell has also initiated training and awareness programs, on the advantages and mechanisms for enhancing fuel efficiencies through improved driving skills, reverse load sharing, reverse logistics, shifting to alternative fuels, transition from Road to Rail transport, vehicle scrapping, tyre scrapping, etc. Also, awareness programmes (Sandhaan) designed for the spouses of Business Associates and family members are conducted from time to time.

Warehouse Management Services: Besides implementing energy efficient measures like shifting to LED lighting, infrastructure design to facilitate natural lighting and ventilation in certain facilities, various collaborative efforts have been initiated in water management, installation of Solar panels etc.

Enterprise Mobility Services: Fuel efficiency through training to Drivers-cum Owners, Replacement of old vehicles with new vehicles, reduction of dry runs for vehicles by cross utilisation across customer sites, increase in capacity utilisation of vehicles by effective route & vehicle optimisation and deployment of alternative fuel vehicles like CNG and electric vehicles in a phased manner, where possible.

5. Are the Emissions/Waste generated by the Company within the permissible limits given by The Central Pollution Control Board of India ("CPCB") / The State Pollution Control Board of India ("SPCB") for the financial year being reported?

Yes.

6. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

The Company has not received any show cause/legal notices from CPCB/SPCB during the financial year 2020-21 and none are pending resolution as of 31st March, 2021.

PRINCIPLE 7:
BUSINESSES, WHEN ENGAGED IN INFLUENCING
PUBLIC AND REGULATORY POLICY, SHOULD DO
SO IN A RESPONSIBLE MANNER

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Yes. The Company is a member of the Confederation of Indian Industry (CII) and The Indian Institute of Materials Management.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Yes. The Company actively participates in CII's National Committee on Logistics, in India. Through this Committee, important projects are undertaken to drive positive change at the industry level on environmental, social and governance aspects. E.g. Standardisation - covering racking, handling, trucking and palletisation, etc.

The Company's authorized officials represent the Company in various industry forums. They understand their responsibility while representing the Company in such associations, and while they engage in constructive dialogues and discussions they refrain from lobbying or influencing public policy with vested interests.

PRINCIPLE 8: BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. Does the Company have specified programs/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes. The Company believes that responsible business practices include being responsible for our business processes, services, engaging in responsible relations with employees, customers and the community. Hence for the Company, Corporate Social Responsibility goes beyond just adhering to statutory and legal compliances and creates social and environmental value. The Company's CSR efforts are directed and focused towards Skill Development, Building Communities, Sustainability and Disaster Relief and rehabilitation.

The major initiatives undertaken during FY2020-21 were:

Building Communities

Communities are the backbone of the Indian Economy. The Company continues its focus on Community development activities in pockets of rural, marginalized and unprivileged communities. Our activities include :

- Providing facilities: Restrooms & Sanitation, Drinking Water facility, Health and Medical Check-up camps and clinics, etc.;
- Promoting Community Welfare: Providing scholarship and grants to children, resolution of community challenges, family & community welfare, promotion of sports and wellness activities including yoga;
- Supporting rural development: By adopting villages, carrying out village development activities, infrastructure development, girl and youth education, women empowerment, health and sanitation, vocational

trainings, festival celebration, recreational activities & sports, distribution of seeds and plants, clothes, stationery, food, support in the implementation government schemes and livelihood promotion.

Skill Development:

Education and Skill development in local communities is critical for the development of the nation. The logistics sector is a large employer in the Indian Economy. Education and skill development enables economic and social empowerment in local communities.

The Company therefore focusses on promoting education and employment enhancement skills among diverse groups like children, youth, women, differently-abled etc. The programs are aligned to the Pradhan Mantri Kaushal Vikas Yojana and other government schemes.

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".

The Covid-19 pandemic emerged as a global challenge, creating disruption across economies and communities. The Company swiftly responded to the emerging situation by contributing to various relief and emergency response initiatives such as distribution of cooked food/meals, ration kits to the migrant workers and families, providing mask, sanitizers to health workers, launched a national helpline for employees and drivers, etc. The Company launched HOPE (Helping Our People during Emergencies) initiative to provide financial assistance to the driver community. The Company also extended its support to the Police Department, Local Government Departments by providing free emergency cab services for public use.

Sustainability:

Sustaining the Environment is one of our Purpose principles, which is also promoted through our CSR activities. This is done through programs for increased usage of renewable energy, waste management, renewal of natural water bodies, enhancement of green cover through tree plantation & biodiversity etc. During the financial year 2020-21, the Company planted 42,453 trees.

2. Are the programs/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organisation?

The CSR initiatives are undertaken by the Company itself or through any eligible/ qualifying implementing

partners/agencies, corporate foundations/trusts namely the Mahindra Foundation, The K C Mahindra Education Trust, Tech Mahindra Foundation, Naandi Foundation, any other eligible entity established by the Company or by the Mahindra group singly or along with any other Company.

The Company has a due diligence process while selecting an implementing agency which includes eligibility, track record, reach, etc.

3. Have you done any impact assessment of your initiatives?

The Company's average CSR obligation in the three immediately preceding financial years does not exceed ₹ 10 crores. Hence the Company is not required to undertake impact assessment, through an independent agency in terms of Rule 8(3)(a) of the Companies (Corporate Social Responsibility) Rules, 2014.

The Company voluntarily conducts internal assessments, situational analysis, need assessment surveys, project

visits, or social audits etc. to monitor and evaluate the CSR projects of the Company. 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 recommendations were adopted and practiced in the new village adopted by the Company i.e. Tembha as well as driver's welfare activities in the following years. The impact assessment of the Tembha village project has been initiated during the financial year. For Project Nanhi Kali, 3rd party assessments are regularly done.

At a group level, the Company's CSR performance is also measured against the objectives set out in "The Mahindra Way" (TMW) assessment. TMW Assessment is a group-wide benchmarking tool for CSR activities to assess their processes and results.

4. What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

The Company's contribution for the financial year 2020-21 to community development projects amounted to ₹ 2.17 Crores. Brief of the Company's CSR initiatives over the last two financial years is as follows:

CSR Focus Area	CSR Project	Amount (₹ in crores)
Building Communities	• Project Sehat: For Health camps; • Project Jeevandan: Blood Donation camps; • Project Nav Drushti: Eye check-up and spectacle distribution camps; • Swachh Bharat Abhiyaan: Cleanliness and awareness drives, construction of toilets, adopting public infrastructure for development, maintenance and upkeep; • Project Samantar: Community Welfare, Women empowerment; • Project Gram Vikas: Rural Development projects; • Project Street Smart: Zero Accident Zone - a programme to reduce the fatality rate on the Nashik-Bhiwandi Expressway by providing trainings to the community and long haul drivers in the communities. Impact: 32,052 beneficiaries in the financial year 2020-21	0.23
Skill Development	Project Gyandeep and Hunnar • Contribution to Nanhi Kali - Providing educational support (material & academic) to underprivileged girls in India through an after-school support program. Impact : 2,384 Nanhi Kali's were supported by the Company in the financial year 2020-21 • Pradhan Mantri Kaushal Vikas Yojana Trainings • Safety and Defensive driving trainings	1.16

Business Responsibility Report (contd.)

CSR Focus Area	CSR Project	Amount (₹ in crores)
Sustainability	Project Mahindra Hariyali and Green Guardians - Tree Plantation drives for improving green cover. In the financial year 2020-21 the Company planted 42,453 trees PAN India. - Environment Awareness and sustainability for promoting sustainable practices in communities through programs for increased usage of renewable energy, waste management, renewal of natural water bodies, protecting biodiversity	0.43
Disaster Management	Disaster Management - Covid 19 relief and emergency response - Providing cooked food/meals, Ration kits to the migrant workers and families, providing mask, sanitizers to health workers, Providing emergency cab services to Police Department, Local Government Departments for public use; - Flood Relief by supporting relief and rehabilitation measures in flood affected states – West Bengal, Assam, Bihar, Telangana Impact: 61,080 beneficiaries in the financial year 2020-21	0.35
Total		2.17

Details of CSR initiatives of the Company

Financial Year	(in numbers)		
	Employees participation	Manhours Spent	Beneficiaries
2020 – 21	4,665	29,059	1,40,649
2019 – 20	10,655	54,404	1,77,611

For more details kindly refer to the Annual Report on CSR for the financial year 2020-21 is annexed as **Annexure VI** of the Boards' Report and forms part of this Annual Report. These details are also available on the website: <https://mahindralogistics.com/csr-and-sustainability/>.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

In order to ensure successful adoption of all community development initiatives, the following measures are taken:

- For projects relating to community building and skill development, the programs are continuously reviewed and modified based on feedbacks from the beneficiaries and internal assessments.
- In the case of disaster relief projects, all government directed protocols are followed and welfare program, initiatives are continuously reviewed and modified based on needs and feedbacks from the beneficiaries.

All reports reflect that the development initiatives are successfully adopted by the community.

PRINCIPLE 9: BUSINESSSES 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.

Your Company is firmly focused on offering the best services to its customers and constantly endeavours to identify and address any area of concern and redress any grievance/ complaint that may arise, on priority. All the customer complaints are captured in the system by way of three different channels of communication(voice, e-mail and outbound calling). It is tracked till a satisfactory resolution is given to the customer within stipulated time period.

The Company has a mechanism of tracking customer complaints and tracks negative feedback across all possible mediums such as e-mails to mlconnect@mahindra.com, 24x7 Call Centre toll-free no, websites, etc.

All customer complaints are attended to with utmost sincerity. The status of customer complaints during the financial year 2020-21 is as under:

Business Segment	No. of Complaints Received	No. of Complaints Resolved	No. of Complaints pending	% of complaints pending
Supply Chain Management	395	380	15	3.8%
Enterprise Mobility Services	38	38	0	0%
Total	433	418	15	3.5%

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./ Remarks (additional information)

Since the Company is not into manufacturing of products the aspects pertaining to product labelling are not applicable to its service offerings directly.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No such cases are registered against the Company.

4. Did your Company carry out any consumer survey/ consumer satisfaction trends?

Yes.

The Company monitors customer satisfaction through a Customer as Promoter (CaP) Survey on an annual basis through a third-party independent agency with an objective to understand the voice of customers on rational as well as emotional measures.

The Survey covers different aspects such as quality and timeliness of services offered, customer engagement, sales process, billing process, problem occurrence and resolution etc.

During the financial year 2020-21, the survey was upgraded with a view to get detailed feedback from the increasing population of the customers. Customer feedback and satisfaction index with the services offered by the Company are recorded in the form of CaP scores, and this feedback is utilised to create new action plans for the improvement of the Company's services, better action planning and SWOT analysis of the Company offerings.

INDEPENDENT AUDITOR’S REPORT

To The Members of Mahindra Logistics Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of Mahindra Logistics Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibility for the Audit of the Standalone Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditors’ Response
1	Completeness of revenue recognised for Supply Chain Management: The Company engages external fleet owners for providing onward transportation services to the customers. The Company recognises ‘Revenue’ from rendering of services upon: 1. Receiving of actual invoice from vendor along with customer acknowledged Proof of Delivery (POD) of completed services; OR 2. An estimate of ‘Trips’ that would have been completed using the ‘Expected Lead Time’ (ELT) Determining completion of performance obligation and recording ‘Revenue’ using the ELT method at the reporting date requires management to exercise significant judgments. Given the involvement of significant judgments around estimations of ELT in the recognition of ‘Revenue’ with respect to Supply Chain business, it is considered to be a key audit matter. (Refer Significant Accounting Policy 3(a).iv and note no. 9 and 21 to the financial statements)	We have performed following procedures: ♦ Obtained an understanding of the significant management judgement in estimating the ELT in the recognition of revenue at the reporting date with respect to the Supply Chain business. ♦ Tested the design and implementation of internal controls on judgements exercised over the determination of ELT in the recognition of revenue at the reporting date with respect to the Supply Chain business as well as their operating effectiveness of the aforesaid controls. ♦ To assess the reasonableness of the ELT determined by the management in recognition of revenue as at the reporting period for the Supply Chain business: i. reviewing the parameters used to determine the basis of ELT, and ii. tested ‘Unbilled Revenue’ for an interim period against actual POD’s received subsequently; ♦ Tested samples of relevant direct costs to ensure that all expenses have been booked corresponding to revenue.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Board’s Report 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, 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 auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ♦ Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ♦ Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- ♦ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- ♦ Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists,

we are required to draw attention in our auditors' 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 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 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 Raje
Partner
(Membership No. 102637)
(UDIN: 21102637AAAABP1079)

Place: Pune
Date: 29th April, 2021



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Mahindra Logistics Limited (“the Company”) as of 31st March, 2021 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 31st March, 2021, 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: 21102637AAAABP1079)

Place: Pune
Date: 29th April, 2021

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 Services 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 Services Tax Act and other material statutory dues in arrears as at 31st March, 2021, for a period of more than six months from the date they became payable.

- c. As at 31st March, 2021, the following are the particulars of dues on account of Goods and Services 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 ₹ Crs^
Bihar Value Added Tax	Value Added Tax	Joint Commissioner – Commercial Tax	2013-14	0.02
Telangana Value Added Tax	Value Added Tax	High Court, State of Telangana at Hyderabad	2015-16 to 2017-2018	12.24
Service Tax Laws	Service Tax	Commissioner Customs, Central Excise and Service Tax, Nagpur	2008-09	1.07
Service Tax Laws	Service Tax	Commissioner Customs, Central Excise and Service Tax, Nagpur	2009-10	2.12

^Net of ₹ 7.14 Crs paid under protest

- (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 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 Rajee
Partner
(Membership No. 102637)
(UDIN: 21102637AAAABP1079)
- Place: Pune
Date: 29th April, 2021
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STANDALONE BALANCE SHEET

as at 31st March, 2021

₹ in Crores			
Particulars	Note No.	As at 31st March,2021	As at 31st March, 2020
ASSETS			
I NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4	328.63	208.92
(b) Net Investment in Lease		18.75	20.47
(c) Capital Work-in-Progress		2.07	15.04
(d) Intangible Assets	5	17.16	0.98
(e) Intangible assets under development		0.99	-
(f) Financial Assets			
(i) Investments	6	21.41	21.41
(ii) Other Financial Assets	9	34.49	36.07
(g) Deferred Tax Assets (Net)	10	19.25	18.34
(h) Income Tax Assets (Net)	13	19.60	79.70
(i) Other Assets	11	14.18	24.72
SUB-TOTAL		476.53	425.65
II CURRENT ASSETS			
(a) Financial Assets			
(i) Investments	6	55.07	-
(ii) Trade Receivables	7	408.25	475.52
(iii) Cash and Cash Equivalents	12	197.15	99.28
(iv) Loans	8	-	15.00
(v) Other Financial Assets	9	337.92	227.90
(b) Other Assets	11	103.40	84.69
SUB-TOTAL		1,101.79	902.39
III Non-Current Assets Classified as Held for Sale	14	-	1.91
TOTAL ASSETS		1,578.32	1,329.95
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	71.67	71.54
(b) Share Application Money		0.04	-
(c) Other Equity	16	493.56	473.77
SUB-TOTAL		565.27	545.31
LIABILITIES			
I NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
Lease liabilities	33	179.52	119.45
(b) Provisions	19	14.48	14.55
SUB-TOTAL		194.00	134.00
II CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Lease liabilities	33	60.21	45.40
(ii) Trade Payables			
a) Due to Micro and Small Enterprises	17	12.07	4.32
b) Other than Micro and Small Enterprises	17	707.40	566.31
(iii) Other Financial Liabilities	18	5.81	10.56
(b) Provisions	19	3.46	3.51
(c) Other Liabilities	20	30.10	20.54
SUB-TOTAL		819.05	650.64
TOTAL EQUITY AND LIABILITIES		1,578.32	1,329.95

The accompanying notes 1 to 37 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: 29th April, 2021

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Yogesh Patel
Chief Financial Officer

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Brijbala Batwal
Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2021

₹ in Crores			
Particulars	Note No.	Year ended 31st March, 2021	Year ended 31st March, 2020
I Revenue from Operations	21	2,959.11	3,260.90
II Other Income	22	15.50	13.29
III Total Income (I + II)		2,974.61	3,274.19
IV EXPENSES			
(a) Operating Expenses	23	2,494.56	2,756.70
(b) Employee benefits expense	24	280.43	291.14
(c) Finance costs	25	17.11	14.43
(d) Depreciation and amortisation expense	4&5	82.75	65.95
(e) Other expenses	26	63.12	65.28
Total Expenses		2,937.97	3,193.50
V Profit before exceptional items and tax (III - IV)		36.64	80.69
VI Exceptional items (net)	27	4.00	-
VII Profit before tax (V - VI)		32.64	80.69
VIII Tax Expense			
(1) Current tax	28	9.56	24.19
(2) Deferred tax	28	(0.91)	1.36
Total Tax Expense		8.65	25.55
IX Profit After Tax (VII - VIII)		23.99	55.14
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of the defined benefit plans		0.09	0.46
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.02)	(0.12)
Total Other Comprehensive Income		0.07	0.34
XI Total comprehensive income for the year (IX + X)		24.06	55.48
XII Earnings per equity share (face value ₹10/- per share)			
(1) Basic (in ₹)	29	3.35	7.72
(2) Diluted (in ₹)	29	3.33	7.68

The accompanying notes 1 to 37 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: 29th April, 2021

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Yogesh Patel
Chief Financial Officer

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Brijbala Batwal
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2021

(A) EQUITY SHARE CAPITAL

Particulars	₹ in Crores	
	Number of Shares	Equity share capital
Balance as at 1 st 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 31 st March, 2020	7,15,37,256	71.54
Balance as at 1 st April, 2019	7,15,37,256	71.54
Changes in equity share capital during the year		
Exercise of Employee Stock Options & RSUs	1,33,084	0.13
Balance as at 31 st March, 2020	7,16,70,340	71.67

(B) OTHER EQUITY

Particulars	Reserves & Surplus			Total
	Securities premium	Equity-settled employee benefits reserve	Retained earnings	
Balance as at 1 st 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 31 st March, 2020	105.52	14.68	353.57	473.77
Balance as at 1 st April, 2019	105.52	14.68	353.57	473.77
- Addition to Securities premium	7.09	-	-	7.09
- Addition to equity settled employee benefit reserve	-	6.47	-	6.47
- Deletion to equity settled employee benefit reserve	-	(7.09)	-	(7.09)
- Dividend paid on Equity Shares (including tax thereon)	-	-	(10.74)	(10.74)
Total Comprehensive income for the year				
- Profit for the year	-	-	23.99	23.99
- Actuarial gain/(loss) transferred to retained earnings	-	-	0.07	0.07
Balance as at 31 st March, 2020	112.61	14.06	366.89	493.56

The accompanying notes 1 to 37 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: 29th April, 2021

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Yogesh Patel
Chief Financial Officer

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Brijbala Batwal
Company Secretary

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31st March, 2021

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax for the year	32.64	80.69
Adjustments for:		
Loss on disposal of property, plant and equipment	0.45	0.21
Provision for expected credit loss recognised on trade receivables	0.88	1.58
Bad debts/advances written off	2.57	1.21
Provision for doubtful advances	0.10	0.57
Depreciation and amortisation expense	82.75	65.95
Provision for Impairment of Investment in Joint Venture	4.00	-
Finance Charges	17.11	14.43
Unrealised gain on reversal of Right of Use Assets	(2.09)	(0.80)
Unrealised gain on sub-lease arrangement	-	(0.94)
Interest Income	(4.83)	(3.39)
Rental Income on Sub-Lease	3.35	2.34
Finance Income on net investment in lease	(1.63)	(1.21)
Profit on sale of mutual funds	(0.29)	(1.11)
Share based payment expenses	6.47	11.95
	108.84	90.79
Operating profit before working capital changes	141.48	171.48
Changes in:		
Trade and other receivables	(67.80)	(51.26)
Trade and other payables and provisions	156.39	(6.11)
	88.59	(57.37)
Cash generated from operations	230.07	114.11
Income taxes refund/ (paid)	50.52	(33.71)
Net cash flow generated from operating activities	280.59	80.40
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment to acquire current investments	(713.00)	(649.00)
Proceeds from sale of current investments	658.22	727.63
Investment in subsidiary	(4.00)	-
Inter Corporate Deposit received back/(given)	15.00	-
Bank Deposits Matured/(Placed)	-	15.00
Interest Income	4.57	3.15
Payment to acquire property, plant and equipment & other intangible assets	(68.46)	(62.32)
Proceeds from disposal of property, plant and equipment	2.18	0.69



STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31st March, 2021

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Net cash flow generated from/(used in) investing activities	(105.49)	35.15
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Issue of Share Capital	0.13	0.09
Share premium received	-	0.28
Share Application Money received	0.04	-
Proceeds from borrowings	110.52	-
Repayment of borrowings	(110.52)	-
Interest Paid	(1.32)	(0.45)
Repayment of finance lease obligations	(65.34)	(55.53)
Dividend Paid	(10.74)	(15.50)
Net cash used in financing activities	(77.23)	(71.11)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	97.87	44.44
Cash and cash equivalents at the beginning of the year	99.28	54.84
Cash and cash equivalents at the end of the year	197.15	99.28
Components of cash and cash equivalents		
Cash / Cheques on hand	0.57	0.66
With Banks - on Current account/Balance in Cash Credit Accounts	196.58	98.62
	197.15	99.28

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 37 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: 29th April, 2021

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Yogesh Patel
Chief Financial Officer

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Brijbala Batwal
Company Secretary

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

1. CORPORATE INFORMATION

Mahindra Logistics Limited is a public limited company incorporated on 24th August, 2007 under the Companies Act, 1956. The address of its registered office is disclosed in the introduction to the Annual Report. The Company is a 3PL service provider mainly engaged in transportation, warehousing, supply chain management and people logistics services.

The Financial Statements for the year ended 31st March, 2021 are approved for issue in accordance with a resolution of the directors on 29th April, 2021.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Statement of compliance

The Financial Statements have been prepared in accordance with Indian Accounting Standard as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Companies Act, 2013 (the 'Act'). The Financial Statements are separate Financial Statements.

2.2. Basis of preparation and presentation

The Financial Statements have been prepared on accrual basis and the historical cost basis as a going concern except for certain financial instruments that are measured at fair values or at amortised cost, wherever applicable, at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in this financial statement is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Financial Statements are prepared in Indian Rupee (INR) and denominated in crores.

The principal accounting policies are set out below.

2.3. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

2.4. 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 recognised 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 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.



NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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 and 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 Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term

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 AS 19. The Company has adopted modified retrospective approach where lease liability measured at

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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. Realised 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 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:

- a. Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- b. Net interest expense or income; and



NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

c. Remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

2.8.2. Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.9. Share-based payment arrangements

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note no. 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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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 3 to 5 years as the case may be
- Assets capitalised which are attached to the leasehold office premises shall be depreciated upto 75% of its value over the lease period assuming a realisable value of 25% after the end of original lease period.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.12. 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.

Certain softwares added during the year are amortised over a period of 36 months.

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 Impairment of investments

The Company assesses impairment of investments in subsidiaries, associates and joint ventures which are recorded at cost. At the time when there are any indications that such investments have suffered a loss, if any, is recognised in the statement of Profit and Loss. The recoverable amount requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate.

2.15. 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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed where an inflow of economic benefits is probable.

2.16. 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.

2.17. 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 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 no 2.17.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.17.2. 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 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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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.

2.17.4. 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 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.

2.17.5. 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.



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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 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.

2.18.2. 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 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.

2.18.3. 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.

2.18.4. 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:

- Supply Chain Management- Goods transportation service including warehouse management service.

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- 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, 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 recognised 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)

Based on assessment and on the basis of available information of the impact of COVID-19, the Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of current assets after considering internal and external sources of information as at the

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

date of approval of these financial statements. The actuals may differ from the estimates considered in these financial statements.

(vii) Trade receivables
The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company has considered subsequent recoveries, past trends, credit risk profiles of the customers based on their industry, macroeconomic forecasts and internal and external information available to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19.

(viii) Revenue from Contracts with Customers
The Company has evaluated the impact of COVID-19 resulting from (i) the possible constraints to continue its operations and revisions in costs to fulfill the

pending obligations (ii) onerous obligations (iii) penalties, if any, relating to breaches of agreements and (iv) termination or deferment of contracts by customers. The Company has concluded that the impact of COVID-19 is not material based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

3 (b). Recent Accounting Pronouncements
Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards.

The MCA notification for schedule 3 - On 24th March, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1st April, 2021. The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

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for the year ended 31st March, 2021

NOTE NO. 4 - PROPERTY, PLANT AND EQUIPMENT

As at 31st March, 2021

Description of Assets	₹ in Crores						Total
	Land - Freehold*	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Right of Use Assets	
A. Cost							
Balance as at 1 st April, 2020	-	62.39	34.12	34.47	1.47	175.84	308.29
a) Additions	1.91	21.45	11.56	27.32	7.64	144.13	214.01
b) Less: Disposals / adjustments	-	(8.55)	(0.78)	(1.49)	(1.04)	(27.36)	(39.22)
Balance as at 31st March, 2021	1.91	75.29	44.90	60.30	8.07	292.61	483.08
B. Accumulated depreciation/amortisation							
Balance as at 1 st April, 2020	-	22.16	20.34	13.64	0.68	42.55	99.37
a) Depreciation/amortisation expense for the year	-	8.63	6.54	6.85	0.35	54.82	77.19
b) Less: Disposals / adjustments	-	(6.91)	(0.68)	(1.09)	(0.56)	(12.87)	(22.11)
Balance as at 31 st March, 2021	-	23.88	26.20	19.40	0.47	84.50	154.45
C. Net carrying amount as at 31st March, 2021 (A-B)	1.91	51.41	18.70	40.90	7.60	208.11	328.63

*During financial year 2020-2021, the Company has reclassified Land held for sale to Property, Plant and Equipment.

As at 31st March, 2020

Description of Assets	₹ in Crores						Total
	Land - Freehold*	Plant and Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Right of Use Assets	
A. Cost							
Balance as at 1 st 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
b) 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

Note:
The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

Particulars	₹ in Crores	
	As at 31st March, 2021	As at 31st March, 2020
Contracts remaining to be executed on capital account	20.32	8.91



NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 5 - INTANGIBLE ASSETS

Computer Software	₹ in Crores	
	As at 31st March, 2021	As at 31st March, 2020
A. Cost		
a) Balance as at 1 st April	15.28	14.29
b) Additions	21.74	0.99
Balance at the end of the year	37.02	15.28
B. Accumulated amortisation		
a) Balance as at 1 st April	14.30	13.42
b) Amortisation expense for the year	5.56	0.88
Balance at the end of the year	19.86	14.30
C. Net carrying amount as at the end of the year (A-B)	17.16	0.98

Notes:

During the year, the management has reassessed accounting for amortisation of intangibles which are over a period of three years. Based on the assessment carried out by the management going forward certain intangibles will be amortised over a period of thirty six months. Due to change in the estimate of amortisation of intangibles, a lower charge of amortisation of ₹ 2.29 Crores for the year ended 31st March 2021 has been recognised.

The estimated amount of contracts remaining to be executed on capital account and not provided for is as follows:

Particulars	₹ in Crores	
	As at 31st March, 2021	As at 31st March, 2020
Contracts remaining to be executed on capital account	1.26	2.45

NOTE NO. 6 - INVESTMENTS

Particulars	₹ in Crores		
	As at 31st March, 2021		
	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
ii) Equity Shares of LORDS Freight India Private Limited of ₹ 10 each fully paid up	23,40,009	-	16.45
(B) Investments in Equity Instruments of Joint Venture			
i) Equity Shares of Transtech Logistics Private Limited of ₹ 10 each fully paid up	100	-	0.01
ii) 0.01% Compulsory Convertible Preference Shares ("CCPS") of Transtech Logistics Private Limited of ₹ 50 each fully paid up	65,988	-	3.99
Total Unquoted Investments		-	25.41
TOTAL INVESTMENTS CARRIED AT COST [I]		-	25.41
II. FAIR VALUE THROUGH PROFIT AND LOSS (FVTPL)			
A. Quoted Investments (fully paid)			
Investments in Mutual Funds		55.07	-
Total Quoted Investments		55.07	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

Particulars	₹ in Crores		
	As at 31st March, 2021		
	Quantity	Amount Current	Amount Non Current
TOTAL INVESTMENTS CARRIED AT FVTPL [II]		55.07	-
Of the above, investments designated at FVTPL		-	-
Of the above, investments held for trading - Carried at FVTPL		55.07	-
Other investments carried at FVTPL		-	-
TOTAL INVESTMENTS (I) + (II)		55.07	25.41
Impairment in value of investment in Joint Venture		-	4.00
TOTAL IMPAIRMENT VALUE OF INVESTMENTS (III)		-	4.00
TOTAL INVESTMENTS CARRYING VALUE (I) + (II) - (III)		55.07	21.41
Other disclosures			
Aggregate amount of quoted investments		55.07	-
Aggregate amount of Market value of investments		55.07	-
Aggregate amount of unquoted investments		-	21.41
Aggregate amount of impairment in value of investments		-	4.00

Name of Investees	Principal Place of Business	Ownership Interest	
		As at 31st March, 2021	As at 31st March, 2020
2x2 Logistics Private Limited	Mumbai	55.00%	55.00%
LORDS Freight India Private Limited	Mumbai	99.05%	82.92%
Transtech Logistics Private Limited	Bengaluru	39.79%	39.79%

NOTE NO. 7 - TRADE RECEIVABLES

Particulars	₹ in Crores	
	As at 31st March, 2021	As at 31st March, 2020
	Current	Current
Unsecured, considered good	423.77	490.16
Less: Allowance for Credit Losses	(15.52)	(14.64)
Total	408.25	475.52

Notes:

- Refer Note 30 (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, 2021	As at 31st March, 2020
Loan to related party		
Unsecured, considered good	-	15.00
Total	-	15.00

Note:

Refer Note 30 (III) for disclosures related to credit risk, impairment of trade receivables under expected credit loss model and related disclosures.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 9 - OTHER FINANCIAL ASSETS

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	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	-	0.01
Total	-	0.01	-	0.01
b) Security Deposits				
i. Unsecured, considered good	12.50	-	10.49	22.74
ii. Doubtful	0.77		0.79	0.01
Less: Allowance for Losses	(0.77)	-	(0.79)	(0.01)
Total	12.50	25.28	10.49	22.74
c) Other items				
i. Interest Accrued	0.06	-	0.58	-
ii. Accrued Sales	322.50	8.84	216.60	13.20
iii. Equity Shares of Zoroastrian Cooperative Bank Ltd	-	0.01	-	0.01
iv. National Savings Certificate*	-	0.02	-	0.01
v. Other Receivables	2.86	0.33	0.28	0.10
Less: Allowance for Losses	-	-	(0.05)	-
Total	325.42	9.20	217.41	13.32
Total (a+b+c)	337.92	34.49	227.90	36.07

*Includes encumbered securities which is restricted on their use or sale of the securities.

NOTE NO. 10: DEFERRED TAX ASSETS

Movement in deferred tax balances

Particulars	Year ended 31st March, 2021				Year ended 31st March, 2020			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
A. Tax effect of items constituting deferred tax liabilities								
a) VAT allowance	0.79	-	-	0.79	1.09	(0.30)	-	0.79
b) Mutual Funds	-	0.01	-	0.01	0.05	(0.05)	-	-
Total	0.79	0.01	-	0.80	1.14	(0.35)	-	0.79
B. Tax effect of items constituting deferred tax assets								
a) Allowances on Property, Plant and Equipment and Intangible Assets	3.47	(1.10)	-	2.37	4.74	(1.27)	-	3.47
b) Provision for employee benefits	4.55	(0.04)	-	4.51	6.78	(2.23)	-	4.55
c) Provisions and allowances for credit losses	4.35	1.26	-	5.61	5.29	(0.94)	-	4.35
d) Share based payments	3.66	(0.15)	-	3.51	1.96	1.70	-	3.66
e) Leases	2.79	0.45	-	3.24	1.62	1.17	-	2.79
f) Others	0.31	0.50	-	0.81	0.45	(0.14)	-	0.31
Total	19.13	0.92	-	20.05	20.84	(1.71)	-	19.13
Net Tax Asset/(Liabilities) (B-A)	18.34	0.91	-	19.25	19.70	(1.36)	-	18.34

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 11 - OTHER ASSETS

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Current	Non- Current	Current	Non- Current
A. Capital advances				
a) For Capital work in progress	-	5.62	-	0.36
b) For Intangible asset	-	0.21	-	17.52
Total (A)	-	5.83	-	17.88
B. Advances other than capital advances				
a) Advances to suppliers - considered good	70.07	-	56.04	-
b) Advances to suppliers - considered doubtful	1.99	-	1.81	-
c) Balances with government authorities (other than income taxes)	29.73	8.19	25.37	6.54
d) Prepaid Expenses	2.53	0.16	2.29	0.30
e) Advances to employees (refer note (a) below)	1.07	-	0.99	-
Total (B)	105.39	8.35	86.50	6.84
Total (A+B)	105.39	14.18	86.50	24.72
Less: Allowances for credit losses	(1.99)	-	(1.81)	-
Total (C)	(1.99)	-	(1.81)	-
Total (A+B+C)	103.40	14.18	84.69	24.72

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.

NOTE NO. 12 - CASH AND CASH EQUIVALENTS

Particulars	As at	
	31st March, 2021	31st March, 2020
A. Cash and cash equivalents		
a) Balances with banks	99.58	58.62
b) Cheques, drafts on hand	0.03	-
c) Bank deposits with original maturity of less than 3 months	97.00	40.00
d) Cash on hand	0.54	0.66
Total	197.15	99.28

Cash Credit facilities are repayable on demand and carry interest based on applicable rate plus agreed spreads and/or negotiated rates. The rates of interest during the period ranged between 5.00 % to 8.50 %.

NOTE NO. 13 - INCOME TAX ASSETS (NET)

Particulars	As at	
	31st March, 2021	31st March, 2020
Advance Income Tax/TDS Receivable (Net)	19.60	79.70
Total	19.60	79.70

NOTE NO. 14 - NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

Particulars	As at	
	31st March, 2021	31st March, 2020
Land held for sale*	-	1.91
Total	-	1.91
Liabilities associated with assets held for sale	-	-

*During financial year 2020-2021, the Company has reclassified Land held for sale to Property, Plant and Equipment.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 15 - EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	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	7,16,70,340	71.67	7,15,37,256	71.54
Total	7,16,70,340	71.67	7,15,37,256	71.54

(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 31 st March, 2021				
No. of Shares	7,15,37,256	1,33,084	-	7,16,70,340
Amount	71.54	0.13	-	71.67
Year ended 31 st March, 2020				
No. of Shares	7,14,47,684	89,572	-	7,15,37,256
Amount	71.45	0.09	-	71.54

(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	As at 31st March, 2021	As at 31st March, 2020
a) Holding Company		
- Mahindra & Mahindra Limited	4,18,12,157	4,18,12,157
b) Subsidiaries of Holding Company		
- Mahindra Engineering and Chemical Products Limited	100	100

(iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2021		As at 31st March, 2020	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
- Mahindra & Mahindra Limited	4,18,12,157	58.34%	4,18,12,157	58.45%

Note:
For details of shares reserved for issuance under options, please refer note no 24.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 16 - OTHER EQUITY

Particulars	As at 31st March, 2021	As at 31st March, 2020
Securities premium	112.61	105.52
Equity-settled employee benefits reserve	14.06	14.68
Retained earnings	366.89	353.57
Total	493.56	473.77

Movement in Reserves

Particulars	As at 31st March, 2021	As at 31st March, 2020
(A) Securities Premium		
Balance as at the beginning of the year	105.52	102.23
Add: Additions during the year	7.09	3.29
Balance as at the end of the year	112.61	105.52
(B) Equity-settled Employee benefits reserve		
Balance as at the beginning of the year	14.68	5.74
Add: Additions during the year	6.47	11.95
Less: Deletion during the year	(7.09)	(3.01)
Balance as at the end of the year	14.06	14.68
(C) Retained Earnings		
Balance as at the beginning of the year	353.57	319.42
Add: Profit for the year	23.99	55.14
Add: Actuarial gain/(loss) for the year	0.07	0.34
Less: Dividend paid on Equity Shares (including tax thereon)	(10.74)	(15.50)
Less: Impact on transition to Ind AS 116	-	(5.83)
Balance as at the end of the year	366.89	353.57

Nature and purpose of other reserves:

Securities Premium:
Securities premium account is created when shares are issued at premium. The reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Equity-settled employee benefits reserve:
Equity settled employee benefit reserve represents reserve towards the premium for the equity shares to be issued against the options granted.

Retained earnings:
Retained earnings represents the accumulated surplus. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013.

Note: The Board of Directors at its meeting held on 29th April, 2021 have recommended a payment of final dividend of ₹ 2.50 (Two Rupees and Fifty paise only) per equity share of face value of ₹ 10 each for the year ended 31st March,2021. The same amounts to ₹ 17.92 crores.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 17 - TRADE PAYABLES

Particulars	₹ in Crores	
	As at 31st March, 2021	As at 31st March, 2020
a) Total outstanding dues of micro enterprises and small enterprises	12.07	4.32
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)	707.40	563.71
– Acceptances	-	2.60
	707.40	566.31
Total Trade Payables	719.47	570.63

- Notes:**
- i)

Trade Payables are payables in respect of the amount due on account of goods purchased or services availed in the normal course of business.
- ii)

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, 2021	As at 31st March, 2020
a) Dues remaining unpaid		
-Principal	12.01	4.25
-Interest on the above	0.06	0.07
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	3.71	2.02
-Interest paid in terms of section 16 of the Act	0.07	0.02
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	0.06	0.03
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
e) Amount of interest accrued and remaining unpaid at the end of accounting year	0.06	0.07

NOTE NO. 18 - OTHER FINANCIAL LIABILITIES

Particulars	₹ in Crores			
	As at 31st March, 2021		As at 31st March, 2020	
	Current	Non- Current	Current	Non- Current
Other Financial Liabilities Measured at Amortised Cost				
(a) Security Deposits	1.23	-	3.57	-
(b) Other liabilities				
- Creditors for capital supplies/services	3.67	-	6.44	-
- Deferred Revenue	0.91		0.55	
Total	5.81	-	10.56	-

NOTE NO. 19 - PROVISIONS

Particulars	₹ in Crores			
	As at 31st March, 2021		As at 31st March, 2020	
	Current	Non- Current	Current	Non- Current
Provision for employee benefits				
Provision for Compensated absences	3.46	14.48	3.51	14.55
Total	3.46	14.48	3.51	14.55

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 20 - OTHER LIABILITIES

Particulars	₹ in Crores	
	As at 31st March, 2021	As at 31st March, 2020
	Current	Non- Current
A. Advances received from customers	8.45	-
B. Statutory dues		
a) Taxes Payable	15.95	-
b) Employee Liabilities	2.04	-
C. Post- employment Benefit -Gratuity Liability	3.66	-
Total	30.10	-

Note:
For disclosures related to employee benefits, refer note 34.

NOTE NO. 21 - REVENUE FROM OPERATIONS

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
a) Revenue from rendering of services	2,959.11	3,260.77
b) Other operating revenue	-	0.13
Total	2,959.11	3,260.90

A. Country-wise break up of Revenue

The company has evaluated the impact of COVID–19 resulting from:

- i)

the possibility of constraints to render the services which may require revision of estimations of costs to complete the contract because of additional efforts;
- ii)

onerous obligations;
- iii)

penalties relating to breaches of service level 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 continues to monitor developments to identify significant uncertainties relating to revenue in future periods.

Year ended 31st March, 2021

Country	₹ in Crores				
	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
India	2,959.11	-	2,959.11	15.50	2,974.61
Total	2,959.11	-	2,959.11	15.50	2,974.61

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	3,260.90	-	3,260.90	13.29	3,274.19
Total	3,260.90	-	3,260.90	13.29	3,274.19

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

B. Reconciliation of revenue from contract with customer

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Revenue from contract with customer as per the contract price	3,044.97	3,310.97
Adjustments made to contract price on account of :-		
Less: Sales Returns / Reversals	85.86	50.07
Revenue from contract with customer as per the Statement of Profit and Loss	2,959.11	3,260.90

C. Break-up of Provision for Expected Credit Losses recognised in P&L

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Expected Credit loss recognised during the year on trade receivables	15.52	14.64
Total	15.52	14.64

D. Movement of Contract Assets and Contract Liabilities
Movement of Contract Assets

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Opening Balance	229.80	207.92
Additions during the year	327.47	229.80
Reclassification Adjustments:		
- Reclass of opening balances of contract assets to trade receivables	(225.93)	(207.92)
Closing Balance	331.34	229.80

Movement of Contract Liabilities

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Opening Balance	0.25	1.16
Additions during the year	8.45	0.25
Reclassification Adjustments: -		
- Reclass of opening balances of contract liabilities to revenue	(0.25)	(1.16)
Closing Balance	8.45	0.25

NOTE NO. 22 - OTHER INCOME

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
a) Interest Income		
i. Financial assets carried at amortised cost	4.83	3.39
ii. Finance Income on Net investment in Lease	1.63	1.21
iii. Other assets	8.08	4.99
b) Miscellaneous Income		
i. Net gain arising on financial assets carried at FVTPL	0.29	1.11
ii. Net gain arising on financial liabilities carried at amortised cost	-	-
iii. Other income	0.67	2.59
Total	15.50	13.29

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

NOTE NO. 23 - OPERATING EXPENSES

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Freight & Other Related Expenses	2,057.26	2,372.26
Labour & Other Related Expenses	322.72	269.64
Rent	41.98	33.69
Warehouse & Other Related Expenses	47.83	56.30
Hire & Service Charges	10.62	13.57
Power & Fuel	10.30	6.94
Repairs Machinery	2.99	2.78
Repairs Building	0.86	1.52
Total	2,494.56	2,756.70

NOTE NO. 24 - EMPLOYEE BENEFITS EXPENSE

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
a) Salaries and wages, including bonus	234.12	234.51
b) Contribution to provident and other funds	12.60	14.63
c) Gratuity	3.75	4.42
d) Share based payment expenses	6.47	11.95
e) Staff welfare expenses	23.49	25.63
Total	280.43	291.14

Notes:

- i) Salaries and wages includes salaries, wages, bonus, compensated absences and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service.
- ii) Contribution to provident fund and other funds includes contributions to other funds like Superannuation Fund, ESIC etc. pertaining to employees.

iii) Share based payment

The Company has in force two Employee Stock Option schemes under the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:

Mahindra Logistics Limited – Key Executive Stock Option Scheme, 2012 (“KESOS 2012”) and

Mahindra Logistics Employee Restricted Stock Unit Plan 2018 (“RSU Plan 2018”).

Each option carries with it the right to purchase one equity share of the Company at the exercise price determined by the Company under the respective schemes at the time of grant. The vesting pattern of the schemes in a graded manner as per the vesting criteria approved by the Nomination and Remuneration Committee of the Board (“NRC”) for each grant.

During the financial year under review, the NRC granted Restricted Stock Units (“RSUs”) to the eligible employees of the Company in accordance with the RSU Plan 2018 approved by the Shareholders vide special resolutions dated 2nd August, 2018, 1st August, 2019 with vesting as summarised hereunder:

29th July, 2020 - 56,483 RSUs - In two equal annual instalments up to financial year 2022-23;

30th July, 2020 - 2,00,000 RSUs - Single vesting in the financial year 2024-25;

The RSUs up on vesting basis the vesting criteria approved by the NRC are exercisable over a period of one year from the date of vesting.

No new grants were made in the KESOS Scheme 2012 during the year under review.

The Personnel Cost mentioned above includes ₹ 1.49 crores for the year towards the said grants.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

iv) Information in respect of options outstanding:

As at 31st March, 2021

Table with 6 columns: Particulars, Number of Shares, Grant Date, Expiry Date, Exercise Price, Fair value at Grant Date. Rows include Equity Settled and various Restricted Stock Units (i-xvi).

As at 31st March, 2020

Table with 6 columns: Particulars, Number of Shares, Grant Date, Expiry Date, Exercise Price, Fair value at Grant Date. Rows include Equity Settled and various Restricted Stock Units (i-xiii).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

v) Movement in Share Options

Table with 4 columns: Particulars, Year ended 31st March, 2021 (Number of Shares, Weighted average exercise price), Year ended 31st March, 2020 (Number of Shares, Weighted average exercise price). Rows include a-h details of share options.

vi) The inputs used in the measurement of the fair values at grant date of the employee stock option plans (ESOPs) were as follows.

Table with 6 columns: Particulars/Grant Date, 29/07/2020 RSU (i), 29/07/2020 RSU (ii), 30/07/2020 RSU (iii), 04/02/2020 RSU (iv), 01/02/2020 RSU (v). Rows include Share price, Exercise price, Expected volatility, Expected life, Expected dividends yield, Risk-free interest rate.

Table with 6 columns: Particulars/Grant Date, 04/11/2019 RSU (vi), 04/11/2019 RSU (vii), 04/11/2019 RSU (viii), 04/11/2019 RSU (ix), 04/11/2019 RSU (x). Rows include Share price, Exercise price, Expected volatility, Expected life, Expected dividends yield, Risk-free interest rate.

Table with 7 columns: Particulars/Grant Date, 04/11/2019 RSU (xi), 01/11/2018 RSU (xii), 01/11/2018 RSU (xiii), 01/11/2018 RSU (xiv), 01/11/2018 RSU (xv), 10/07/2017 Option 6 (xvi). Rows include Share price, Exercise price, Expected volatility, Expected life, Expected dividends yield, Risk-free interest rate.

vii) The fair value of the employee share options has been measured using the Black-Scholes Option Pricing Model. Service and non-market performance conditions attached to the arrangements were not taken into account in measuring fair value.

viii) Expected volatility has been based on an evaluation of annual volatility of peer group prevailing in the year of grant.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

NOTE NO. 25 - FINANCE COST

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include interest expense on financial instruments, interest on lease liability, and a total of 17.11 for 2021 and 14.43 for 2020.

NOTE NO. 26 - OTHER EXPENSES

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include rent, legal costs, hire charges, travelling, provision for credit loss, provision for doubtful advances, power and fuel, CSR expenditure, advertisement, net loss on sale of property, repairs, auditors remuneration, other expenses, miscellaneous expenses, and a total of 63.12 for 2021 and 65.28 for 2020.

Note: Expenditure incurred on Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013 ₹ 2.17 crores (2020 : ₹ 2.05 crores).

NOTE NO. 27 - EXCEPTIONAL ITEMS

The Company classifies items of income and expense within profit or loss from ordinary activities as exceptional items when they are of such size, nature or incidence that their disclosure is relevant to explain the performance for the period.

Exceptional Items (net) recognised in profit or loss:

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include impairment loss on certain long term investments and a total of 4.00 for 2021 and - for 2020.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

The Company has long-term investments in subsidiaries and joint venture which are measured at cost less impairment or at fair value through profit or loss. The management assesses the performance of these entities including the future projections and relevant economic and market conditions in which they operate to identify if there is any indicator of impairment in the carrying value of the investments. In case indicators of impairment exist, the impairment loss is measured by estimating the recoverable amounts based on the higher of (i) 'fair value less cost of disposal' determined using market price information, where available, and (ii) 'value-in-use' estimates determined using discounted cash flow projections, where available. The fair value less costs of disposal is determined using the market approach and is categorised as Level 3 – unobservable inputs for the asset or liability. The future cash flow projections are specific to the entity based on its business plan and may not be the same as those of market participants. The future cash flows consider key assumptions such as volume projections, margins, terminal growth rates, etc. with due consideration for the potential risks given the current economic environment in which the entity operates. The discount rates used are pre-tax rates based on weighted average cost of capital and reflects market's assessment of the risks specific to the asset as well as time value of money. The recoverable amount estimates are based on judgments, estimates, assumptions and market data as on reporting date and ignore subsequent changes in the economic and market conditions.

During the year ended 31st March,2021, the performance of Joint venture with the relevant economic and market indicator resulted indicator of impairment of investment. Accordingly, Company determined the recoverable value of the investment is lower than carrying value and recorded a provision of Impairment of ₹ 4.00 Cr. (31st March, 2020 : Nil). The value- in- use calculation is determined using discount rate at 18% and terminal growth rate at 3% .

NOTE NO. 28 - CURRENT TAX AND DEFERRED TAX

(a) Income Tax recognised in Profit & Loss

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include current tax (9.58 for 2021, 24.28 for 2020), deferred tax ((0.91) for 2021, 4.96 for 2020), and a total of 8.65 for 2021 and 25.55 for 2020.

(b) Income tax recognised in Other Comprehensive Income

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include remeasurement of defined benefit obligations ((0.02) for 2021, (0.12) for 2020), income taxes related to items that will not be reclassified to profit or loss ((0.02) for 2021, (0.12) for 2020), and a total of (0.02) for 2021 and (0.12) for 2020.



NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Profit Before tax	32.64	80.69
Applicable Income tax rate [#]	25.17%	25.17%
Expected Income tax expense	8.22	20.31
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Effect of change in tax rate due to switch to new tax regime (Refer note below)	-	4.96
Effect of expenses/provisions not deductible in determining taxable profit	0.59	0.53
Effect of deduction under Income tax (u/s 80G)	(0.14)	(0.16)
Effect of net additional / (reversal) of provision in respect of prior years	(0.02)	(0.09)
Reported income tax expense	8.65	25.55

Note:

[#]The tax rate used in reconciliations above is the corporate tax rate of 22% (plus surcharge and cess as applicable) on taxable profits under Income Tax Act, 1961.

NOTE NO. 29 - EARNINGS PER SHARE

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
A. Basic Earnings Per Share (in ₹) (face value ₹ 10/- per share)	3.35	7.72
B. Diluted Earnings Per Share (in ₹) (face value ₹ 10/- per share)	3.33	7.68

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, 2021	Year ended 31st March, 2020
Profit for the year attributable to owners of the Company	23.99	55.14
Profit for the year used in the calculation of basic earnings per share	23.99	55.14
Weighted average number of equity shares	7,16,14,233	7,14,70,864
Earnings per share from continuing operations - Basic (in ₹)	3.35	7.72

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, 2021	Year ended 31st March, 2020
a) Profit for the year used in the calculation of basic earnings per share	23.99	55.14
b) Add: adjustments on account of dilutive potential equity shares	-	-
Profit for the year used in the calculation of diluted earnings per share	23.99	55.14

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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, 2021	Year ended 31st March, 2020
Weighted average number of equity shares used in the calculation of Basic EPS	7,16,14,233	7,14,70,864
Add: Dilutive impact of potential Equity Shares on account of ESOPs & RSUs	4,26,481	3,67,175
Weighted average number of equity shares used in the calculation of Diluted EPS	7,20,40,714	7,18,38,039
Earnings per share from continuing operations - Diluted (in ₹)	3.33	7.68

NOTE NO. 30- 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, 2021	As at 31st March, 2020
Equity	565.27	545.31
Total	565.27	545.31

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, 2021			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Trade Receivables	-	-	-	-
b) Other Financial Assets	34.49	-	-	34.49
Total	34.49	-	-	34.49
B. Current Assets				
a) Investments	-	55.07	-	55.07
b) Trade Receivables	408.25	-	-	408.25
c) Cash and Bank Balances	197.15	-	-	197.15
d) Loans	-	-	-	-
e) Other Financial Assets	337.92	-	-	337.92
Total	943.32	55.07	-	998.39
C. Non-current Liabilities				
a) Lease liabilities	179.52	-	-	179.52
Total	179.52	-	-	179.52
D. Current Liabilities				
a) Lease liabilities	60.21	-	-	60.21
b) Trade Payables	719.47	-	-	719.47
c) Other Financial Liabilities	5.81	-	-	5.81
Total	785.49	-	-	785.49



NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

Particulars	As at 31st March, 2020			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Trade Receivables	-	-	-	-
b) Other Financial Assets	36.07	-	-	36.07
Total	36.07	-	-	36.07
B. Current Assets				
a) Investments	-	-	-	-
b) Trade Receivables	475.52	-	-	475.52
c) Cash and Bank Balances	99.28	-	-	99.28
d) Loans	15.00	-	-	15.00
e) Other Financial Assets	227.90	-	-	227.90
Total	817.70	-	-	817.70
C. Non-current Liabilities				
a) Lease liabilities	119.45	-	-	119.45
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

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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

(vi) The loss allowance for expected credit losses for trade receivables for different ageing periods are as follows:

Particulars	As at 31st March, 2021			
	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	184.59	180.35	58.83	423.77
b) Loss allowance provision	2.64	1.35	11.53	15.52

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

(vii) Reconciliation of loss allowance provision for Trade Receivables

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
a) Balance as at beginning of the year	14.64	13.06
b) Impairment losses recognised in the year based on lifetime expected credit losses		
- On receivables originated during the year	5.67	3.24
- Other receivables	0.96	0.02
c) Impairment losses reversed / written back	(5.75)	(1.68)
d) Balance at end of the year	15.52	14.64

(viii) During the year, the Company has made write off of ₹ 2.38 crores (Previous year ₹ 1.14 crores) of trade receivables and ₹ 0.14 Crores (Previous year NIL) of deposits given. These trade receivables and deposits are not subject to enforcement activity.

Investment in Mutual Funds

The Company has ₹ 55.07 crores investments as at 31st March, 2021 (As at 31st March, 2020, NIL) in growth oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31st March, 2021, the Company holds cash and cash equivalents of ₹ 196.61 crores (As at 31st March, 2020 ₹ 99.28 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.

(ii) Maturities of financial liabilities

Table showing maturity profile of financial liabilities:

Particulars	As at 31st March, 2021			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
A) Non-derivative financial liabilities				
a) Lease liabilities	77.56	113.31	51.14	55.87
b) Trade Payables	719.47	-	-	-
c) Security Deposits	1.23	-	-	-
d) Creditors for capital supplies	3.67	-	-	-
e) Deferred Revenue	0.91			
Total	802.84	113.31	51.14	55.87

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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

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, 2021	As at 31st March, 2020
a) Secured Cash credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	80.00	58.00
- Expiring beyond one year	-	-
b) Unsecured Cash credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	150.00	
c) Bank Guarantees*		
- Expiring within one year	3.44	1.95
- Expiring beyond one year	7.70	4.19

* 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, 2021			
	Less than 1 Year	1 Years to 3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
Trade Receivables	408.25	-	-	-
Security Deposits	13.27	15.33	5.35	7.61
Loan to related parties	-	-	-	-
Others	325.42	9.21	-	-
Total	746.94	24.54	5.35	7.61

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	475.52	-	-	-
Security Deposits	11.28	17.49	4.36	1.84
Loan to related party	15.00	-	-	-
Others	217.41	13.32	-	-
Total	719.21	30.81	4.36	1.84

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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. 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, 2021	As at 31st March, 2020				
A) Financial assets						
Investments						
Mutual fund investments	55.07	-	Level 1	Quoted Market Prices	NA	NA

As at the reporting date, the Company does not have any financial liability measured at fair values.

b) Fair value of financial assets and financial liabilities that are measured at amortised cost:

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	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
ii) Trade and other receivables	408.25	408.25	475.52	475.52
iii) Deposits given	37.78	37.78	33.23	33.23
iv) Cash and cash equivalents	197.15	197.15	99.28	99.28
v) Bank Balances Other than iv above	-	-	-	-
vi) Others	334.63	334.63	230.74	230.74
Total	977.81	977.81	853.77	853.77
B) Financial liabilities				
a) Financial liabilities held at Amortised cost				
i) Lease Liabilities	239.73	239.73	164.85	164.85
ii) Deposits received	1.23	1.23	3.57	3.57
iii) Trade and other payables	719.47	719.47	570.63	570.63
iv) Creditors for capital supplies	3.67	3.67	6.44	6.44
v) Deferred Revenue	0.91	0.91	0.55	0.55
Total	965.01	965.01	746.04	746.04

NOTE NO. 32 - SEGMENT INFORMATION

- i)

The management of the Company has chosen to organise the Company on the basis of nature of services. No operating segments have been aggregated in arriving at the reportable segments of the Company.
- ii)

Specifically, the Company's reportable segments and the type of product or service from which they derive income are:

a)

Supply Chain Management (SCM) - Goods transportation service, including warehouse management service.

b)

Enterprise Mobility Services - People transportation service
- iii)

The CEO monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

iv) The segmental disclosures are as follows :-
As at 31st March, 2021

₹ in Crores					
Particulars	SCM	Enterprise Mobility Services	Total Segments	Elimination	Total
Revenue					
I. External customers	2,840.03	119.08	2,959.11	-	2,959.11
II. Intersegment revenue	-	-	-	-	-
Total revenue	2,840.03	119.08	2,959.11	-	2,959.11
Results					
I. Segment Result	211.10	3.07	214.17	-	214.17
Less:					
Finance Costs					(17.11)
Unallocated corporate income net of unallocated expenses					(164.42)
Profit before tax					32.64
Income Taxes					(8.65)
Profit after tax					23.99
Other Information					
Segment Assets	1,142.07	65.84	1,207.91	-	1,207.91
Unallocated Corporate Assets					370.41
Total Assets					1,578.32
Segment Liabilities	886.67	18.37	905.04	-	905.04
Unallocated Corporate Liabilities					108.01
Total Liabilities					1,013.05
Capital Expenditure	59.71	0.89	60.60	-	60.60
Depreciation and Amortisation expense	69.59	3.84	73.43	-	73.43

As at 31st March, 2020

₹ in Crores					
Particulars	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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

Other disclosures:

- a) Unallocable Expenditure/Assets:
- (i) Finance income and costs, fair value gains and losses on financial assets and indirect expenses are not allocated to individual segments as the underlying instruments are managed on an entity basis.
 - (ii) Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to those segments as they are also managed on an entity basis.
 - (iii) The accounting policies of the reportable segments are the same as the Company's accounting Policies described in Note 2.18.
- 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

₹ in Crores		
Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Revenue from external customers		
India	2,959.11	3,260.90
Outside India	-	-
Revenue from operations as per statement of profit or loss	2,959.11	3,260.90

(vi) Segment Assets

₹ in Crores		
Particulars	As at 31st March, 2021	As at 31st March, 2020
India	1,207.91	1,034.19
Outside India	-	-
Total	1,207.91	1,034.19

(vii) Capital Expenditure

₹ in Crores		
Particulars	As at 31st March, 2021	As at 31st March, 2020
India	60.60	57.62
Outside India	-	-
Total	60.60	57.62

(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:

₹ in Crores		
Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Transportation	2,185.12	2,285.70
Warehousing & other related activities	654.91	574.91
Enterprise Mobility Services	119.08	367.61
Total	2,959.11	3,228.22

The revenues of the Company from holding company and group of customers under common control of the holding company amounts to 53.85% (Previous year: 53.90%) for the year ended 31st March, 2021 of its total revenues.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

NOTE NO. 33 - 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 crore by adjusting retained earnings of ₹ 5.07 crore (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:

Table with 2 columns: Particulars, ₹ in Crores. Rows include A. Operating lease commitments disclosure as per Ind AS 17 as at 31st March,2019 (56.06), B. Present value using incremental borrowing rate as on 1st April, 2019 (88.58), and Lease liabilities recognised at 1st April, 2019 (121.36).

Following are the changes in the carrying value of right of use assets:

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Balance as at 1st April (133.29), Additions (144.13), Disposals (14.49), Amortisation expense for the year (54.82), and Balance as at 31st March (208.11).

The following is the movement in lease liabilities:

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Balance as at 1st April (164.85), Lease liabilities recognised at 1st April, 2019 (-), Additions (141.16), Finance cost accrued during the period (15.79), Deletions (16.73), Payment of lease liabilities (65.34), and Balance as at 31st March (239.73).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

The following is the break-up of current and non-current lease liabilities:

Table with 3 columns: Particulars, As at 31st March, 2021, As at 31st March, 2020. Rows include Non-current lease liabilities (179.52), Current lease liabilities (60.21), and Total (239.73).

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Table with 3 columns: Particulars, 2021, 2020. Rows include Less than one year (77.56), One to Three years (113.31), Three to five years (51.14), More than five years (55.87), and Total undiscounted lease liabilities at Balance sheet date (297.88).

Rental expense recorded for short-term leases was ₹ 43.66 crore (Previous Year: ₹ 37.46 Crores) for the year ended 31st March, 2021.

The following is the movement in the net investment in sublease of ROU asset during the year:

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Balance as at 1st April (20.47), Additions (1.63), Deletions (-), Rental Income on net investment in sublease in ROU (3.35), and Balance as at 31st March (18.75).

The table below provides details regarding the contractual maturities of net investment in sublease of ROU asset on an undiscounted basis:

Table with 3 columns: Particulars, 2021, 2020. Rows include Less than one year (3.49), One to Three years (6.64), Three to five years (6.70), More than five years (8.18), and Total (25.01).

Impact of adoption of Ind AS 116 on retained earnings:

Table with 2 columns: Particulars, Year ended 31st March, 2020. Rows include Reclassification of operating lease under Ind AS 17 'Leases' to right-of-use assets (5.07) and Impact on retained earnings as at 1st April, 2019 (5.07).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

Impact of adoption of Ind AS 116 on the statement of profit and loss:

Table with 2 columns: Particulars, ₹ in Crores. Rows include Finance Income on Net investment in Lease, Upfront notional gain on sub-lease arrangement, Rental Income on Sub-Lease, Interest on lease liabilities, Depreciation of Right-of-use assets, Unrealised gain on reversal of ROU, Payment of lease liabilities, and Impact of Ind AS 116 (on profit and loss before Tax).

Leases not yet commenced to which Company is committed amounts to ₹ 1.13 crores for a lease term up to 3 years.

NOTE NO. 34 - EMPLOYEE BENEFITS

a) Defined Contribution Plan

The Company's contribution to Provident Fund, superannuation Fund and other funds aggregating ₹ 12.60 crore (2020: ₹ 14.63 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.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

c) Significant Actuarial Assumptions

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Table with 3 columns: Particulars, Valuation (As at 31st March, 2021), As at 31st March, 2020. Rows include Discount rate(s), Expected rate(s) of salary increase, and Mortality rate during employment.

d) Defined benefit plans - as per actuarial valuation

Table with 3 columns: Particulars, Funded Plan - Gratuity (As at 31st March, 2021), As at 31st March, 2020. Rows include Amounts recognised in comprehensive income, Components of defined benefit costs, Net Asset/(Liability) recognised in the Balance Sheet, and Change in the obligation during the year.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

Table with 3 columns: Particulars, As at 31st March, 2021, and As at 31st March, 2020. Rows include: IV. Change in fair value of assets during the year ended 31st March, V. The Major categories of plan assets, and VI. Actuarial assumptions.

Table with 6 columns: Principal assumption, Changes in assumption, and Impact on defined benefit obligation (As at 31st March, 2021 and As at 31st March, 2020). Rows include: a) Discount rate, b) Salary growth rate, and c) Rate of employee turnover.

Notes:

- i) The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant.
- 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, 2021 is 7 years

f) Maturity profile of defined benefit obligation:

The tables include both discounted value as well as unwinding of interest.

Table with 3 columns: Particulars, 2021, and 2020. Rows include: Within 1 year, 1-2 years, 2-3 years, 3-4 years, 4-5 years, 5-10 years, and More than 10 years.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

g) Plan Assets

The fair value of Company's plan asset by category are as follows:

Table with 3 columns: Particulars, As at 31st March, 2021, and As at 31st March, 2020. Rows include: Asset category: Deposits with Insurance companies.

h) Experience Adjustments:

Table with 6 columns: Particulars, As at 31st March, 2021, As at 31st March, 2020, As at 31st March, 2019, As at 31st March, 2018, and As at 31st March, 2017. Rows include: 1. Defined Benefit Obligation, 2. Fair value of plan assets, 3. Surplus/(Deficit), 4. Experience adjustment on plan liabilities, and 5. Experience adjustment on plan assets.

- 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:

Holding Company Mahindra & Mahindra Limited

(a) Related parties where control exists:

Subsidiaries

- 1 Lords Freight (India) Private Limited
- 2 2X2 Logistics Private Limited

(b) Other parties with whom transactions have taken place during the year:

(i) Joint Venture

- 1 Transtech Logistics Private Limited

(ii) Fellow Subsidiaries

- 1 Mahindra Integrated Business Solutions Private Limited
- 2 Mahindra Rural Housing Finance Limited
- 3 Mahindra EPC Irrigation Limited
- 4 Mahindra Auto Steel Private Limited
- 5 Mahindra Defence Systems Limited
- 6 Mahindra Engineering and Chemical Products Limited
- 7 Mahindra Susten Private Limited
- 8 Gromax Agri Equipment Limited

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

- 9 Mahindra Holidays & Resorts India Limited
- 10 Mahindra Intertrade Limited
- 11 Mahindra MSTC Recycling Private Limited
- 12 Mahindra Heavy Engines Limited
- 13 Mahindra Electric Mobility Limited
- 14 Mahindra Retail Limited
- 15 Mahindra Steel Service Centre Limited
- 16 Mahindra Two Wheelers Limited
- 17 Mahindra Greenyard Private Limited
- 18 Mahindra Vehicle Manufacturers Limited
- 19 NBS International Limited
- 20 Mahindra Marine Private Limited
- 21 Meru Mobility Tech Private Limited

(iii) Other Related Parties

a) Joint Venture of Holding Company

- 1 Classic Legends Private Limited
- 2 Mahindra Tsubaki Conveyor Systems Private Limited
- 3 Mahindra World City (Jaipur) Limited

b) Associate of Holding Company

- 1 Brainbees Solutions Private Limited
- 2 Tech Mahindra Limited

c) Subsidiary of Associate of Holding Company

- 1 Mahindra CIE Automotive Limited

d) Subsidiary of Joint Venture of Holding Company

- 1 Mahindra Industrial Park Chennai Limited

e) Associates of Fellow subsidiaries

- 1 Medwell Ventures Private Limited

(iv) Key Management Personnel (KMP)

- 1 Rampraveen Swaminathan

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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	1.16	-	-	-	-
	1.28	-	0.06	-	-
b) Rendering of services	1,449.52	(0.25)	114.56	-	29.23
	1,559.94	0.25	118.78	-	72.50
c) Receiving of services	1.48	29.18	3.37	1.13	0.27
	1.58	42.02	0.33	1.19	0.01
d) Reimbursements made to parties	11.54	-	-	-	-
	9.38	-	0.01	-	-
e) Reimbursements received from parties	-	0.66	-	-	-
	0.03	0.28	0.06	-	-
f) Sale of property and other assets	-	-	-	-	-
	0.49	-	-	-	-
g) Loans/Deposits given	-	2.00	-	-	-
	-	-	-	-	-
h) Loans/Deposits refunded back	-	2.00	15.00	-	-
	-	-	-	-	-
i) Interest Income on inter-corporate deposits	-	0.03	0.52	-	-
	-	-	1.15	-	-
j) Bad & doubtful debts recognised in respect of dues from related parties	-	-	-	-	-
	0.25	-	-	-	-
Balances Outstanding with Related Parties					
a) Trade payables	13.10	-	0.15	-	0.07
	5.53	1.12	0.04	-	-
b) Trade receivables	99.26	0.87	19.50	-	4.49
	110.46	0.60	12.43	-	12.90
c) Advances Given	-	3.64	-	-	-
	-	-	-	-	-
d) Other receivables	-	-	-	-	-
	-	-	0.54	-	-
e) Inter Corporate Deposits outstanding	-	-	-	-	-
	-	-	15.00	-	-
f) Provision of bad & doubtful debts related to amount due from related parties	2.29	-	0.03	-	0.29
	0.29	-	0.07	-	0.19

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

- 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					
Mahindra & Mahindra Limited	1.16	-	-	-	-
	1.28	-	-	-	-
Mahindra Integrated Business Solutions Pvt Ltd	-	-	-	-	-
	-	-	0.01	-	-
Mahindra Water Utilities Limited	-	-	-	-	-
	-	-	0.05	-	-
b) Rendering of services					
Mahindra & Mahindra Limited	1,449.52	-	-	-	-
	1,559.94	-	-	-	-
Mahindra Vehicle Manufacturers Ltd.	-	-	85.82	-	-
	-	-	90.41	-	-
Classic Legends Private Limited	-	-	-	-	14.31
	-	-	-	-	16.36
Tech Mahindra Ltd.	-	-	-	-	4.74
	-	-	-	-	38.79
Mahindra CIE Automotive Ltd	-	-	-	-	8.21
	-	-	-	-	9.47
Lords Freight (India) Private Limited	-	(0.25)	-	-	-
	-	0.25	-	-	-
Mahindra Heavy Engines Limited	-	12.62	-	-	-
	-	-	-	-	-
c) Receiving of services					
Mahindra & Mahindra Limited	1.48	-	-	-	-
	1.58	-	-	-	-
Mahindra Engineering and Chemical Products Limited	-	-	2.09	-	-
	-	-	-	-	-
Mahindra Defence Systems Limited	-	-	-	-	-
	-	-	0.08	-	-
NBS International Limited	-	-	0.95	-	-
	-	-	-	-	-
Medwell Ventures Private Limited	-	-	-	-	0.07
	-	-	-	-	-
Mahindra World City (Jaipur) Limited	-	-	-	-	0.20
	-	-	-	-	-
Mahindra World City Developers Limited	-	-	-	-	-
	-	-	-	-	0.01
Mahindra Integrated Business Solutions Pvt Ltd	-	-	-	-	-
	-	-	0.23	-	-
2X2 Logistics Private Limited	-	29.18	-	-	-
	-	41.74	-	-	-
Transtech Logistics Pvt Ltd	-	-	-	1.13	-
	-	-	-	1.19	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31st March, 2021

Particulars	Holding Company	Subsidiaries	Fellow subsidiaries	Joint Ventures	Other related parties
d) Reimbursements made to parties					
Mahindra & Mahindra Limited	11.54	-	-	-	-
	9.38	-	-	-	-
Mahindra Defence Systems Limited	-	-	-	-	-
	-	-	0.01	-	-
e) Reimbursements received from parties					
Mahindra & Mahindra Limited	-	-	-	-	-
	0.03	-	-	-	-
Mahindra Intertrade Ltd.	-	-	-	-	-
	-	-	0.04	-	-
Mahindra Steel Service Centre Ltd.	-	-	-	-	-
	-	-	0.02	-	-
Lords Freight (India) Private Limited	-	0.44	-	-	-
	-	0.20	-	-	-
2X2 Logistics Private Limited	-	0.22	-	-	-
	-	0.09	-	-	-
f) Sale of property and other assets					
Mahindra & Mahindra Limited	-	-	-	-	-
	0.49	-	-	-	-
g) Loans/Deposits given					
Lords Freight (India) Private Limited	-	2.00	-	-	-
	-	-	-	-	-
h) Loans/Deposits refunded back					
Mahindra Rural Housing Finance Limited	-	-	15.00	-	-
	-	-	-	-	-
Lords Freight (India) Private Limited	-	2.00	-	-	-
	-	-	-	-	-
i) Interest Income on inter-corporate deposits					
Mahindra Rural Housing Finance Limited	-	-	0.52	-	-
	-	-	1.15	-	-
Lords Freight (India) Private Limited	-	0.03	-	-	-
	-	-	-	-	-
j) Bad & doubtful debts recognised in respect of dues from related parties					
Mahindra & Mahindra Limited	-	-	-	-	-
	0.25	-	-	-	-

- 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, 2021	For the year ended 31st March, 2020
Short-term employee benefits	3.05	3.31
Issue of ESOPs during the year	-	-

The remuneration of key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The separate actuarial valuation figures are not available for key managerial personnel.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31st March, 2021

iv) Disclosure required under section 186(4) of the Companies Act, 2013 for Loans given

Table with 3 columns: Particulars, For the year ended 31st March, 2021, For the year ended 31st March, 2020. Row 1: Mahindra Rural Housing Finance Limited, -, 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

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Contingent liabilities (to the extent not provided for), Claims against the Company not acknowledged as debt, VAT, Service Tax, and Other Matters.

Notes:

- i) The Company does not expect any payout in respect of the above contingent liabilities.
- ii) It is not practicable to estimate the timings of cash outflows, if any, in respect of maters at (a) to (c) above, pending resolution of appellate/court proceedings.

NOTE NO. 37

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 31st March, 2021, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries, and joint venture referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2021, 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 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.

Table with 3 columns: Sr. No., Key Audit Matter, Auditor’s Response. Row 1: 1, Completeness of revenue recognised for Supply Chain Management, We have performed following procedures: Obtained an understanding of the significant management judgement in estimating the ELT in the recognition of revenue at the reporting date with respect to the Supply Chain business. Tested the design and implementation of internal controls on judgements exercised over the determination of ELT in the recognition of revenue at the reporting date with respect to the Supply Chain business as well as their operating effectiveness of the aforesaid controls. To assess the reasonableness of the ELT determined by the management in recognition of revenue as at the reporting period for the Supply Chain business: i. reviewing the parameters used to determine the basis of ELT, and

Sr. No.	Key Audit Matter	Auditor's Response
	(Refer Significant Accounting Policy 3(a).iv and note no. 9 and 22 to the financial statements)	ii. tested 'Unbilled Revenue' for an interim period against actual POD's received subsequently; ♦ Tested samples of relevant direct costs to ensure that all expenses have been booked corresponding to revenue.

Information Other than the Financial Statements and Auditor's Report Thereon

- ♦ The 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, standalone financial statements and our auditor's report thereon.
- ♦ Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- ♦ In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries and joint venture audited by the other 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 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ♦ Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ♦ Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- ♦ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- ♦ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.
- ♦ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ♦ Obtain sufficient appropriate audit evidence regarding the financial information of the entities 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 ₹ 121.96 Crs as at 31st March, 2021, total revenues of ₹ 336.04 and net cash inflows amounting to ₹ 0.37 Crs 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 ₹ 0.39 Crs for the year ended 31st March,

2021, as considered in the consolidated financial statements, in respect of a joint venture, whose financial statements / financial information 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 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 31st March, 2021 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies and joint venture company incorporated in India, none of the directors of the Group companies and its joint venture company incorporated in India is disqualified as on 31st March, 2021 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 auditor's 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 Auditors' 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 Auditors' 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 company incorporated in India.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Kedar Raje
Partner
(Membership No. 102637)
(UDIN: 21102637AAAABQ4197)

Place: Pune
Date: 29th April, 2021



ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31st March, 2021, 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 31st March, 2021, 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: 21102637AAAABQ4197)

Place: Pune
Date: 29th April, 2021



CONSOLIDATED BALANCE SHEET

as at 31st March, 2021

Particulars	Note No.	As at 31st March, 2021	As at 31st March, 2020
ASSETS			
I NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	4	339.20	225.60
(b) Net Investment in Lease		18.75	20.47
(c) Capital Work-in-Progress		2.07	15.04
(d) Goodwill on consolidation		4.33	4.33
(e) Intangible Assets	5	17.19	1.03
(f) Intangible assets under development		0.99	
(g) Financial Assets			
(i) Investments	6	-	3.14
(ii) Other Financial Assets	9	34.50	36.37
(h) Deferred Tax Assets (Net)	10	22.05	19.97
(i) Income Tax Assets (Net)	13	21.11	84.71
(j) Other Assets	11	14.18	24.72
SUB-TOTAL		474.37	435.38
II CURRENT ASSETS			
(a) Financial Assets			
(i) Investments	6	55.07	-
(ii) Trade Receivables	7	485.60	535.63
(iii) Cash and Cash Equivalents	12	197.77	99.53
(iv) Loans	8	-	15.00
(v) Other Financial Assets	9	354.17	233.86
(b) Other Assets	11	111.69	100.53
SUB-TOTAL		1,204.30	984.55
III Non-Current Assets Classified as Held for Sale	14	-	1.91
TOTAL ASSETS		1,678.67	1,421.84
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	71.67	71.54
(b) Share Application Money		0.04	-
(c) Other Equity	16	496.35	473.11
Equity attributable to owners		568.06	544.65
Equity attributable to non-controlling interests		2.77	5.43
SUB-TOTAL		570.83	550.08
LIABILITIES			
I NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	17	0.90	2.31
(ii) Lease Liabilities		179.52	119.72
(b) Provisions	19	15.89	15.67
SUB-TOTAL		196.31	137.70
II CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	17	25.53	27.00
(ii) Lease Liabilities		60.77	45.69
(iii) Trade Payables			
a) Due to Micro and Small Enterprises	21	14.06	5.00
b) Other than Micro and Small Enterprises	21	752.02	612.17
(iv) Other Financial Liabilities	18	17.65	17.19
(b) Provisions	19	6.06	5.63
(c) Other Liabilities	20	35.44	21.38
SUB-TOTAL		911.53	734.06
TOTAL EQUITY AND LIABILITIES		1,678.67	1,421.84

The accompanying notes 1 to 39 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: 29th April, 2021

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Yogesh Patel
Chief Financial Officer

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Brijbala Batwal
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2021

Particulars	Note No.	₹ in Crores	
		As at 31st March, 2021	As at 31st March, 2020
I Revenue from operations	22	3,263.72	3,471.14
II Other Income	23	17.47	13.98
III Total Income (I + II)		3,281.19	3,485.12
IV EXPENSES			
(a) Operating Expenses	24	2,764.30	2,934.16
(b) Employee benefits expense	25	296.46	306.66
(c) Finance costs	26	20.09	17.63
(d) Depreciation and amortisation expense	4&5	89.65	73.43
(e) Other expenses	27	68.74	72.05
Total Expenses		3,239.24	3,403.93
V Profit before exceptional items and tax (III - IV)		41.95	81.19
VI Exceptional items (net)	28	2.75	-
VII Profit before tax (V - VI)		39.20	81.19
VIII Tax Expense			
(1) Current tax	29	12.10	25.00
(2) Deferred tax	29	(2.08)	0.74
Total Tax Expense		10.02	25.74
IX Profit After Tax (VII- VIII)		29.18	55.45
X Share of Loss of Joint Venture		(0.39)	(0.61)
XI Profit for the year		28.79	54.84
XII Profit for the year attributable to:			
Owners of the company		30.00	55.12
Non Controlling Interests		(1.21)	(0.28)
XIII Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of the defined benefit plans		0.07	0.43
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.01)	(0.11)
Total Other comprehensive income		0.06	0.32
XIV Other comprehensive income for the year attributable to:			
Owners of the company		0.06	0.32
Non Controlling Interests		-	-
Total comprehensive income for the year (XI + XIII)		28.85	55.16
XV Total comprehensive income for the year attributable to:			
Owners of the company		30.06	55.44
Non Controlling Interests		(1.21)	(0.28)
XVI Earnings per equity share (face value ₹ 10/- per share)			
(1) Basic (in ₹)	30	4.19	7.71
(2) Diluted (in ₹)	30	4.16	7.67

The accompanying notes 1 to 39 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: 29th April, 2021

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

Yogesh Patel
Chief Financial Officer

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Brijbala Batwal
Company Secretary



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2021

(A) EQUITY SHARE CAPITAL

Particulars	₹ in Crores	
	Number of Shares	Equity share capital
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
Balance as at 1st April, 2020	7,15,37,256	71.54
Changes in equity share capital during the year		
Exercise of Employee Stock Options & RSU's	1,33,084	0.13
Balance as at 31st March, 2021	7,16,70,340	71.67

(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, 2019	102.23	5.74	318.80	426.77	5.71	432.48
- Addition to Securities premium	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
Balance as at 1st April, 2020	105.52	14.68	352.91	473.11	5.43	478.54
- Addition to Securities premium	7.09	-	-	7.09	-	7.09
- Addition to equity settled employee benefit reserve	-	6.47	-	6.47	-	6.47
- Deletion to equity settled employee benefit reserve	-	(7.09)	-	(7.09)	-	(7.09)
- Dividend paid on Equity Shares (including tax thereon)	-	-	(10.74)	(10.74)	-	(10.74)
- Additional Purchase - Lords	-	-	(2.55)	(2.55)	(1.45)	(4.00)
Total Comprehensive income for the year						
- Profit for the year	-	-	30.00	30.00	(1.21)	28.79
- Actuarial gain/(loss) transferred to retained earnings	-	-	0.06	0.06	-	0.06
Balance as at 31st March, 2021	112.61	14.06	369.68	496.35	2.77	499.12

The accompanying notes 1 to 39 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: 29th April, 2021

For and on behalf of the Board of Directors
Mahindra Logistics Limited

Anish Shah
Chairman
DIN: 02719429

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Brijbala Batwal
Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31st March, 2021

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax for the year	39.20	81.19
Adjustments for:		
Loss on disposal of property, plant and equipment	0.46	0.21
Provision for expected credit loss recognised on trade receivables	1.62	2.04
Bad debts/advances written off	3.65	1.71
Provision for doubtful advances	0.10	0.57
Depreciation and amortisation expense	89.65	73.43
Provision for Impairment of Investment in Joint Venture	2.75	-
Finance Charges	20.09	17.63
Unrealised gain on reversal of Right of Use Assets	(2.09)	(0.80)
Unrealised gain on sub-lease arrangement	-	(0.94)
Interest Income	(4.96)	(3.87)
Rental Income on Sub-Lease	3.35	2.34
Finance income on net investment in lease	(1.63)	(1.21)
Profit on sale of mutual funds	(0.29)	(1.11)
Share based payment expenses	6.47	11.95
Operating profit before working capital changes	158.37	183.14
Movement in working capital:		
Increase in trade and other receivables	(86.90)	(68.50)
Decrease in trade and other payables	170.74	3.24
Cash generated from operations	242.21	117.88
Income taxes paid (net of refunds)	51.49	(32.50)
Net cash flow generated from operating activities	293.70	85.38
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Payment to acquire current investments	(713.00)	(649.00)
Proceeds from sale of current investments	658.22	727.63
Investment in Subsidiary	(4.00)	-
Investment in Joint Venture	-	-
Inter Corporate Deposit received back/(given)	15.00	-
Bank Deposits Matured/(Placed)	-	15.00
Interest income	4.78	3.60
Payment to acquire property, plant and equipment & other intangible assets	(71.15)	(62.41)
Proceeds from disposal of property, plant and equipment	2.18	0.69
Net cash generated from/(used in) investing activities	(107.97)	35.51

CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 31st March, 2021

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include CASH FLOWS FROM FINANCING ACTIVITIES, Net cash used in financing activities, and Cash and cash equivalents at the end of the year.

Notes:
1 The above Cash Flow Statement has been prepared under the Indirect Method set out in IND AS 7 - Statement of Cash flows.
2 Figures in bracket indicates cash out flow.
The accompanying notes 1 to 39 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: 29th April, 2021
For and on behalf of the Board of Directors
Mahindra Logistics Limited
Anish Shah
Chairman
DIN: 02719429
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Chief Financial Officer
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DIN: 01300682
Brijbala Batwal
Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

1. CORPORATE INFORMATION
Mahindra Logistics Limited is a public limited company incorporated on 24th August, 2007 under the Companies Act, 1956. The address of its registered office is disclosed in the introduction to the Annual Report. The 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, 2021 were approved for issue in accordance with a resolution of the directors on 29th April, 2021.
2. SIGNIFICANT ACCOUNTING POLICIES
2.1. Basis of preparation and presentation of the Consolidated Ind AS Financial Statements
(a) These consolidated financial statements have been prepared in accordance Indian Accounting Standard as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act 2013 (the 'Act'). The financial statements are consolidated financial statements.
(b) These Consolidated Ind AS Financial Statement have been prepared on accrual basis and the historical cost basis as a going concern except for certain financial instruments that are measured at fair values or at amortised cost, wherever applicable, at the end of reporting period, as explained in the accounting policies below.
Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Financial Statements is determined on such basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36.
In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the

inputs to the fair value measurement in its entirety, which are described as follows:
Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
Level 3 inputs are unobservable inputs for the asset or liability.
The Consolidated Financial Statement are prepared in Indian Rupee(INR) and denominated in crores.
The principal accounting policies are set out below.
2.2. Basis of consolidation
These Consolidated Financial Statements incorporate the Financial Statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:
has power over the investee;
is exposed, or has rights, to variable returns from its involvement with the investee; and
has the ability to use its power to affect its returns.
The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.
When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:
the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
potential voting rights held by the Company, other vote holders or other parties;
rights arising from other contractual arrangements; and
any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.
Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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 recognised 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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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 1, 2019.

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at amortised cost at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using the incremental borrowing rate.

It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount

expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term

As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the 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 AS 19. 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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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

- a. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.
- b. Non-monetary items, if any are measured in terms of historical cost denominated in a foreign currency, are reported in Indian Rupee using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences

The Group accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:

- a. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.
- b. Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

2.8. Borrowing costs

Borrowing Cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue in the year of incurrence.

2.9. Employee benefits

2.9.1. Retirement benefit costs and termination benefits

i. Defined Contribution Plan:

Group's contributions paid/payable during the year to the Superannuation Fund, ESIC, Provident Fund and Labour Welfare Fund are recognised in the Consolidated Statement of Profit and Loss.

ii. Defined Benefits:

For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- a. service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- b. net interest expense or income; and
- c. remeasurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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.

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,



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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:

- 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 3 to 5 years as the case may be
- 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.
- 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 or over a period of 36 months as the case may be.

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 Impairment of investments

The Company assesses impairment of investments in associates and joint ventures which are recorded at cost. At the time when there are any indications that such investments have suffered a loss, if any, is recognised in the statement of Profit and Loss. The recoverable amount requires estimates of operating margin, discount rate, future growth rate, terminal values, etc. based on management's best estimate.

2.16. 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.

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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.

2.17. 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.

2.18. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

2.18.1. Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- 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 2.17.4

Investments in subsidiaries: All investments in subsidiaries are valued at cost.

All other financial assets are subsequently measured at fair value.

2.18.2. Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

2.18.3. Financial assets at Fair value through Profit and Loss

Investments in equity instruments are classified as at FVTPL, unless the 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



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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.

2.18.4. 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.

2.18.5. 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.

2.18.6. Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

- For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss except for those which are designated as hedging instruments in a hedging relationship.
- Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes

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in foreign currency rates are recognised in other comprehensive income.

- For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

2.19. Financial liabilities and equity instruments

2.19.1. Classification as debt or equity

Debt and equity instruments issued by a 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.

2.19.2. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

2.19.3. 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.

2.19.4. Financial liabilities

All financial liabilities are subsequently measured at amortised cost.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2.20. Segment Accounting:

The CEO monitors the operating results of the business segments separately for the purpose of making decisions about the allocation of resources and performance assessment. Segment performance is measured based on profit or loss and is measured consistently with profit or loss in Financial Statements.

2.20.1. Identification of Operating Segments:

The operating segments have been identified based on its services and has two reportable segments, as follows:

- Supply Chain Management- Goods Transportation service including warehouse management services and freight forwarding etc.
- Enterprise Mobility Services - People Transportation service.

2.20.2. Accounting of Operating Segments:

Accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenues and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis and inter-segment revenue and



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expenses, have been included under "Unallocated Corporate Expenses/Eliminations".

2.21. Earnings Per Share:

Basic and diluted earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year 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 recognised 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 obligation

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 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):

Based on assessment and on the basis of available information of the impact of COVID-19, the Management has considered the possible effects, if any, that may result from the pandemic on the carrying amounts of current assets after considering internal and external sources of information as at the date of approval of these financial statements. The actuals may differ from the estimates considered in these financial statements.

(vii) Trade receivables:

The 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

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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.

The MCA notification for schedule 3 - On 24th March, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1st April, 2021. The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

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for the year ended 31st March, 2021

NOTE NO. 4 - PROPERTY, PLANT AND EQUIPMENT

As at 31st March, 2021

Description of Assets	₹ in Crores						Total
	FreeHold Land *	Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Right of use Assets	
A. Cost							
Balance as at 1 st April, 2020	-	62.42	35.10	34.90	45.06	176.60	354.08
a) Additions	1.91	21.45	11.65	27.32	7.64	145.01	214.98
b) Less: Disposals / adjustments	-	(8.55)	(0.78)	(1.52)	(1.04)	(27.72)	(39.61)
Balance as at 31st March, 2021	1.91	75.32	45.97	60.70	51.66	293.89	529.45
B. Accumulated depreciation/amortisation							
Balance as at 1 st April, 2020	-	22.18	21.07	13.89	28.56	42.78	128.48
a) Depreciation/amortisation expense for the year	-	8.64	6.69	6.89	6.34	55.51	84.07
b) Less: Disposals / adjustments	-	(6.91)	(0.68)	(1.11)	(0.56)	(13.04)	(22.30)
Balance as at 31 st March, 2021	-	23.91	27.08	19.67	34.34	85.25	190.25
C. Net carrying amount as at 31st March, 2021 (A-B)	1.91	51.41	18.89	41.03	17.32	208.64	339.20

*During financial year 2020-2021, the Company has reclassified Land held for sale to Property, Plant and Equipment.

As at 31st March, 2020

Description of Assets	₹ in Crores						Total
	FreeHold Land *	Plant and Machinery	Office Equipment	Furniture and Fixtures	Vehicles	Right of use Assets	
A. Cost							
Balance as at 1 st 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

Notes:

- i) The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March, 2021 is ₹ 20.32 crores (as at 31st March, 2020, ₹ 8.91 crores).
- ii) As at 31st March, 2020 Vehicles with the carrying amount of ₹ 6.41 crores have been pledged to secure borrowings of the Group. Refer note 17. (as at 31st March, 2020, ₹ 15.64 crores)

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for the year ended 31st March, 2021

NOTE NO. 5 - INTANGIBLE ASSETS

As at 31st March, 2021

Description of Assets	₹ in Crores	
	Computer Software	
A. Cost		
a) Balance as at 1 st April, 2020		15.46
b) Additions		21.74
Balance as at 31st March, 2021		37.20
B. Accumulated amortisation		
a) Balance as at 1 st April, 2020		14.43
b) Amortisation expense for the year		5.58
Balance as at 31 st March, 2021		20.01
C. Net carrying amount as at 31st March, 2021 (A-B)		17.19

As at 31st March, 2020

Description of Assets	₹ in Crores	
	Computer Software	
A. Cost		
a) Balance as at 1 st April, 2019		14.47
b) Additions		0.99
Balance as at 31st March, 2020		15.46
B. Accumulated amortisation		
a) Balance as at 1 st 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

Notes:

- i) During the year, the management has reassessed accounting for amortisation of intangibles which are over a period of three years. Based on the assessment carried out by the management going forward certain intangibles will be amortised over a period of thirty six months. Due to change in the estimate of amortisation of intangibles, a lower charge of amortisation of ₹ 2.29 Crores for the year ended 31st March, 2021 has been recognised.
- ii) The estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March, 2021 is ₹ 1.26 crores (as at 31st March, 2020 ₹ 2.45 crores)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

NOTE NO. 6 - INVESTMENTS

Table with 7 columns: Particulars, As at 31st March, 2021 (Quantity, Amount Current, Amount Non Current), and As at 31st March, 2020 (Quantity, Amount Current, Amount Non Current). Rows include I. COST, Investments in Equity Instruments of Joint Venture, and II. FAIR VALUE THROUGH PROFIT AND LOSS (FVTPL).

NOTE NO. 7 - TRADE RECEIVABLES

Table with 3 columns: Particulars, As at 31st March, 2021 (Current), and As at 31st March, 2020 (Current). Rows include Unsecured, considered good, Less: Allowance for Credit Losses, and Total.

- 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.
 - iii) Trade Receivables are hypothecated to Banks against working capital facility.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

NOTE NO. 8 - LOANS

Table with 3 columns: Particulars, As at 31st March, 2021, and As at 31st March, 2020. Rows include Loan to related party, Unsecured, considered good, and Total.

- 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

Table with 5 columns: Particulars, As at 31st March, 2021 (Current, Non-Current), and As at 31st March, 2020 (Current, Non-Current). Rows include Financial assets at amortised cost, Bank Deposit, Security Deposits, and Other items.

*Includes encumbered securities which is restricted on their use or sale of the securities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 10: DEFERRED TAX ASSETS

Movement in deferred tax balances

Year ended 31st March, 2021

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	0.79	-	-	0.79
b) Allowances on Property, Plant and Equipment and Intangible Assets	1.59	(0.83)	-	0.76
c) Mutual Funds	-	0.01	-	0.01
Total	2.38	(0.82)	-	1.56
B. Tax effect of items constituting deferred tax assets				
a) Allowances on Property, Plant and Equipment and Intangible Assets	3.53	(1.09)	-	2.44
b) Provision for employee benefits	4.92	-	0.01	4.93
c) Provisions and allowances for credit losses	5.02	1.38	-	6.40
d) Share based payments	3.66	(0.15)	-	3.51
e) Income tax Loss	1.54	0.17	-	1.71
f) Minimum Alternate Tax Credit	0.57	-	-	0.57
g) Leases	2.80	0.45	-	3.25
h) Others	0.31	0.49	-	0.80
Total	22.35	1.25	0.01	23.61
Net Tax Asset/(Liabilities) (B-A)	19.97	2.07	0.01	22.05

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) Allowances on Property, Plant and Equipment and Intangible Assets	2.35	(0.76)	-	1.59
c) Mutual Funds	0.05	(0.05)	-	-
Total	3.49	(1.11)	-	2.38
B. Tax effect of items constituting deferred tax assets				
a) Allowances on Property, Plant and Equipment and Intangible Assets	4.80	(1.27)	-	3.53
b) Provision for employee benefits	7.04	(2.13)	0.01	4.92
c) Provisions and allowances for credit losses	5.83	(0.81)	-	5.02
d) Share based payments	1.96	1.70	-	3.66
e) Income tax Loss	1.84	(0.30)	-	1.54
f) Minimum Alternate Tax 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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 11 - OTHER ASSETS

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Current	Non- Current	Current	Non- Current
A. Capital advances				
a) For Capital work in progress	-	5.62	-	0.36
b) For intangible asset	-	0.21	-	17.52
Total (A)	-	5.83	-	17.88
B. Advances other than capital advances				
a) Advances to suppliers - considered good	70.14	-	56.19	-
b) Advances to suppliers - considered doubtful	1.99	-	1.81	-
c) Balances with government authorities (service tax, VAT, GST etc)	29.73	8.19	25.37	6.54
d) Prepaid Expenses	3.06	0.16	3.18	0.30
e) Advances to employees (refer note (a) below)	1.08	-	0.99	-
f) other receivables	7.54	-	14.75	-
Total (B)	113.54	8.35	102.29	6.84
C. Consumables Tyres	0.14	-	0.05	-
TOTAL (A+B+C)	113.68	14.18	102.34	24.72
Less: Allowances for credit losses	(1.99)	-	(1.81)	-
Total (D)	(1.99)	-	(1.81)	-
TOTAL (A+B+C+D)	111.69	14.18	100.53	24.72

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, 2021	As at 31st March, 2020
A. Cash and cash equivalents		
a) Balances with banks	99.98	58.66
b) Cheques, drafts on hand	0.03	-
c) Cash on hand	0.76	0.87
d) Bank deposits with original maturity of less than 3 months	97.00	40.00
Total	197.77	99.53

Note:
i) Cash Credit facilities are repayable on demand and carry interest based on applicable rate plus agreed spreads and/or negotiated rates. The rates of interest during the year ranged between 5 % to 9.2 % p.a.

NOTE NO. 13 - INCOME TAX ASSETS (NET)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Advance Income Tax / TDS Receivable (Net)	21.11	84.71
Total	21.11	84.71

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 14 - NON- CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

Particulars	₹ in Crores	
	As at 31st March, 2021	As at 31st March, 2020
Land held for sale*	-	1.91
Total	-	1.91
Liabilities associated with assets held for sale	-	-

*During financial year 2020-2021, the Group has reclassified Land held for sale to Property, Plant and Equipment.

NOTE NO. 15 - EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	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	7,16,70,340	71.67	7,15,37,256	71.54
Total	7,16,70,340	71.67	7,15,37,256	71.54

(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
A. Equity Shares with Voting rights				
Year Ended As at 31 st March, 2021				
No. of Shares	7,15,37,256	1,33,084	-	7,16,70,340
Amount	71.54	0.13	-	71.67
Year Ended As at 31 st March, 2020				
No. of Shares	7,14,47,684	89,572	-	7,15,37,256
Amount	71.45	0.09	-	71.54

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	₹ in Crores	
	As at 31st March, 2021	As at 31st March, 2020
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, 2021

(iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2021		As at 31st March, 2020	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
- Mahindra & Mahindra Limited	4,18,12,157	58.34%	4,18,12,157	58.45%

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, 2021	As at 31st March, 2020
Securities premium	112.61	105.52
Retained earnings	369.68	352.91
Equity-settled employee benefits reserve	14.06	14.68
Non-Controlling Interest	2.77	5.43
Total	499.12	478.54

Movement in Reserves

Particulars	₹ in Crores	
	As at 31st March, 2021	As at 31st March, 2020
(A) Retained Earnings		
Balance as at the beginning of the year	352.91	318.80
Add: Profit for the year	30.00	55.12
Add: Actuarial gain for the year	0.06	0.32
Less: Dividend paid on Equity Shares (including tax thereon)	(10.74)	(15.50)
Less: Payment to shareholders of Lords for additional acquisition	(2.55)	-
Less: Impact on transition to IND AS 116		(5.83)
Balance as at the end of the year	369.68	352.91
(B) Securities Premium		
Balance as at the beginning of the year	105.52	92.67
Add: Additions during the year	7.09	12.85
Balance as at the end of the year	112.61	105.52
(C) Equity-settled Employee benefits reserve		
Balance as at the beginning of the year	14.68	2.46
Add: Additions during the year	6.47	11.95
Less: Deletion during the year	(7.09)	0.27
Balance as at the end of the year	14.06	14.68

Nature and purpose of other reserves:

Securities Premium:

Securities premium account is created when shares are issued at premium. The reserve can be utilised 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

Retained earnings:

Retained earnings represents the accumulated surplus. The reserve can be distributed/utilised by the Group in accordance with the Companies Act, 2013.

The Board of Directors at its meeting held on 29th April, 2021 have recommended a payment of final dividend of ₹ 2.50 (Two Rupees and Fifty paise only) per equity share of face value of ₹ 10 each for the year ended 31st March, 2021. The same amounts to ₹ 17.92 crores.

NOTE - 17: BORROWINGS

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Current	Non-Current	Current	Non-Current
A. Secured Borrowings				
(a) Loans repayable on demand				
(1) from Banks	17.82	-	20.97	-
(b) Term Loan				
(1) from Banks	-	0.90	-	2.31
(2) from related party	-	-	-	-
Total Secured Borrowings	17.82	0.90	20.97	2.31
B. Unsecured Borrowings				
(1) from Banks	7.71	-	6.03	-
(2) from other parties	-	-	-	-
Total Unsecured Borrowings	7.71	-	6.03	-
Total Borrowings	25.53	0.90	27.00	2.31

Notes:

- i. Secured borrowing for working capital from banks is in the nature of Cash Credit facility against trade receivables.
- ii. Working capital facilities has been availed at the rate of interest ranging from 7.8% to 9.2% p.a.
- iii. Unsecured borrowing for working capital from banks is in the nature of overdraft facility.
- iv. Term Loan has been secured by way of hypothecation of the related vehicle and to be paid in 57 equal monthly instalments.
- v. 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	As at 31st March, 2021		As at 31st March, 2020	
	Current	Non- Current	Current	Non- Current
Other Financial Liabilities Measured at Amortised Cost				
(a) Security Deposits	1.23	-	3.57	-
(b) Current maturities of Long-term debts	-			
- From banks	2.76	-	6.58	-
(c) Other Liabilities	-			
- Creditors for Capital Supplies/Services	3.67	-	6.44	-
- Deferred Revenue	0.91		0.55	-
- Other Liabilities	9.08	-	0.05	-
Total	17.65	-	17.19	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 19 - PROVISIONS

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Current	Non- Current	Current	Non- Current
Provision for employee benefits				
a) Provision for Compensated absences	6.03	15.24	5.60	15.14
b) Post- Employment Benefit -Gratuity Liability	0.03	0.65	0.03	0.53
Total	6.06	15.89	5.63	15.67

Notes:

The provision for employee benefits includes annual leave and vested long service leave entitlements accrued and gratuity liability for the employees. For other disclosures, refer note 34 on Employee Benefits.

NOTE NO. 20 - OTHER LIABILITIES

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Current	Non- Current	Current	Non- Current
A. Advances received from customers	12.09	-	0.27	-
B. Statutory dues				
a) Taxes Payable	17.52	-	14.49	-
b) Employee Liabilities	2.17	-	2.66	-
C. Post- Employment Benefit -Gratuity Liability	3.66	-	3.96	-
Total	35.44	-	21.38	-

Notes:

For disclosures related to employee benefits, refer note 34.

NOTE NO. 21 - TRADE PAYABLES

Particulars	As at 31st March, 2021	As at 31st March, 2020
a) Total outstanding dues of micro enterprises and small enterprises	14.06	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)	752.02	609.57
- Acceptances	-	2.60
Total	766.08	617.17



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

Notes:

- i) Trade Payables are payables in respect of the amount due on account of goods purchased or services availed in the normal course of business.
- ii) 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, 2021	As at 31st March, 2020
a) Dues remaining unpaid		
-Principal	14.00	4.93
-Interest on the above	0.06	0.07
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	3.71	2.02
-Interest paid in terms of section 16 of the Act	0.07	0.02
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	0.06	0.03
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
e) Amount of interest accrued and remaining unpaid at the end of accounting year	0.06	0.14

NOTE NO. 22 - REVENUE FROM OPERATIONS

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
a) Revenue from rendering of services	3,263.72	3,471.01
b) Other operating revenue	-	0.13
Total	3,263.72	3,471.14

A. Country-wise break up of Revenue

The Group has evaluated the impact of COVID-19 resulting from

- (i) the possibility of constraints to render the services which may require revision of estimations of costs to complete the contract because of additional efforts;
- (ii) onerous obligations;
- (iii) penalties relating to breaches of service level 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 continues to monitor developments to identify significant uncertainties relating to revenue in future periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

Year ended 31st March, 2021

Country	₹ in Crores				
	Revenue from contracts with customers	Revenue from operations from other than customers	Total Revenue from Operations	Other Income	Total Income
India	3,253.22	-	3,253.22	17.47	3,270.69
Australia	0.41	-	0.41	-	0.41
Canada	0.11	-	0.11	-	0.11
China	0.41	-	0.41	-	0.41
BELGIUM	0.03	-	0.03	-	0.03
Czech Republic	0.01	-	0.01	-	0.01
Denmark	0.02	-	0.02	-	0.02
Germany	0.08	-	0.08	-	0.08
Hong Kong	0.87	-	0.87	-	0.87
Indonesia	0.11	-	0.11	-	0.11
Italy	0.68	-	0.68	-	0.68
Chile	0.04	-	0.04	-	0.04
Korea (South)	0.86	-	0.86	-	0.86
Kuwait	0.01	-	0.01	-	0.01
Costa Rica	0.01	-	0.01	-	0.01
Netherlands	0.02	-	0.02	-	0.02
Romania	0.03	-	0.03	-	0.03
Saudi Arabia	0.01	-	0.01	-	0.01
Singapore	0.09	-	0.09	-	0.09
Spain	0.28	-	0.28	-	0.28
Sri Lanka	0.18	-	0.18	-	0.18
Tunisia	0.08	-	0.08	-	0.08
Switzerland	0.10	-	0.10	-	0.10
Zambia	0.04	-	0.04	-	0.04
Turkey	0.02	-	0.02	-	0.02
UAE	1.74	-	1.74	-	1.74
United Kingdom	0.32	-	0.32	-	0.32
United States Of America	3.93	-	3.93	-	3.93
Vietnam	0.01	-	0.01	-	0.01
Total	3,263.72	-	3,263.72	17.47	3,281.19

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
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
Italy	0.02	-	0.02	-	0.02
Kazakhstan	0.07	-	0.07	-	0.07
Kenya	0.02	-	0.02	-	0.02

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

Table with 6 columns: Country, Revenue from contracts with customers, Revenue from operations from other than customers, Total Revenue from Operations, Other Income, Total Income. Rows include Korea (South), Kuwait, Malaysia, Nepal, Netherlands, New Zealand, Qatar, Saudi Arabia, Singapore, Spain, Sri Lanka, Turkey, Uae, United Kingdom, United States Of America, and Total.

B. Reconciliation of revenue from contract with customer

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Revenue from contract with customer as per the contract price, Adjustments made to contract price on account of: a) Sales Returns / Reversals / adjustments, and Revenue from contract with customer as per the Statement of Profit and Loss.

C. Break-up of Provision for Expected Credit Losses recognised in P&L

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Expected Credit loss recognised during the year on trade receivables and Total.

D. Movement of Contract Assets and Contract Liabilities
Movement of Contract Assets

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Opening Balance, Additions during the year, Reclassification Adjustments: - Reclass of opening balances of contract assets to trade receivables, and Closing Balance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

Movement of Contract Liabilities

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Opening Balance, Additions during the year, Reclassification Adjustments: - Reclass of opening balances of contract liabilities to revenue, and Closing Balance.

NOTE NO. 23 - OTHER INCOME

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Interest Income (Financial assets, Finance Income, Other assets), Miscellaneous Income (Net gain on financial assets/liabilities, Gain on exchange fluctuation, Other income), and Total.

NOTE NO. 24 - OPERATING EXPENSES

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Freight & Other Related Expenses, Labour & Other Related Expenses, Rent, Warehouse & Other Related Expenses, Hire & Service Charges, Power & Fuel, Repairs Machinery, Repairs Building, and Total.

NOTE NO. 25 - EMPLOYEE BENEFITS EXPENSE

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Salaries and wages, Contribution to provident and other funds, Gratuity, Share based payment expenses, Staff welfare expenses, and Total.

Notes:

- i) Salaries and wages includes salaries, wages, bonus, compensated absences and all other amounts payable to employees in respect of services rendered as per their employment terms under a contract of service.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

ii) Contribution to provident fund and other funds includes contributions to other funds like superannuation fund, ESIC, etc. pertaining to employees.

iii) **Share based payment**

The Company has in force two Employee Stock Option schemes under the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:

Mahindra Logistics Limited – Key Executive Stock Option Scheme, 2012 (“KESOS 2012”) and

Mahindra Logistics Employee Restricted Stock Unit Plan 2018 (“RSU Plan 2018”).

Each option carries with it the right to purchase one equity share of the Company at the exercise price determined by the Company under the respective schemes at the time of grant. The vesting pattern of the schemes in a graded manner as per the vesting criteria approved by the Nomination and Remuneration Committee of the Board (“NRC”) for each grant.

During the financial year under review, the NRC granted Restricted Stock Units (“RSUs”) to the eligible employees of the Company in accordance with the RSU Plan 2018 approved by the Shareholders vide special resolutions dated 2nd August, 2018, 1st August, 2019 with vesting as summarised hereunder:

29th July, 2020 - 56,483 RSUs - In two equal annual instalments up to financial year 2022-23;

30th July, 2020 - 2,00,000 RSUs - Single vesting in the financial year 2024-25;

The RSUs up on vesting basis the vesting criteria approved by the NRC are exercisable over a period of one year from the date of vesting.

No new grants were made in the KESOS Scheme 2012 during the year under review.

The Personnel Cost mentioned above includes ₹ 1.49 crores for the year towards the said grants.

iv) **Information in respect of options outstanding:**

As at 31st March, 2021

₹ in Crores					
Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
Equity Settled					
i. Restricted Stock Units	20,550	29-07-2020	29-07-2021	10.00	279.95
ii. Restricted Stock Units	20,537	29-07-2020	30-06-2022	10.00	278.98
iii. Restricted Stock Units	2,00,000	30-07-2020	30-06-2024	10.00	273.47
iv. Restricted Stock Units	8,460	04-02-2020	04-02-2021	10.00	391.74
v. Restricted Stock Units	28,200	01-02-2020	02-02-2021	10.00	365.80
vi. Restricted Stock Units	6,666	04-11-2019	04-11-2020	10.00	366.06
vii. Restricted Stock Units	6,666	04-11-2019	17-07-2021	10.00	365.31
viii. Restricted Stock Units	6,668	04-11-2019	17-07-2022	10.00	364.26
ix. Restricted Stock Units	21,748	04-11-2019	04-11-2020	10.00	366.06
x. Restricted Stock Units	29,651	04-11-2019	30-06-2021	10.00	365.36
xi. Restricted Stock Units	29,653	04-11-2019	30-06-2022	10.00	364.31
xii. Restricted Stock Units	17,088	01-11-2018	01-11-2019	10.00	538.29
xiii. Restricted Stock Units	72,464	01-11-2018	30-06-2020	10.00	537.73
xiv. Restricted Stock Units	94,886	01-11-2018	30-06-2021	10.00	536.82
xv. Restricted Stock Units	94,858	01-11-2018	30-06-2022	10.00	536.01
xvi. Option 6	39,444	10-07-2017	10-07-2021	87.28	44.96

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

As at 31st March, 2020

₹ in Crores					
Particulars	Number of Shares	Grant Date	Expiry Date	Exercise Price	Fair value at Grant Date
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	6,666	04-11-2019	04-11-2020	10.00	366.06
iv. Restricted Stock Units	6,666	04-11-2019	17-07-2021	10.00	365.31
v. Restricted Stock Units	6,668	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

v) **Movement in Share Options**

₹ in Crores				
Particulars	Year ended 31st March, 2021		Year ended 31st March, 2020	
	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	7,09,238	14.30	6,89,648	18.53
b) Granted during the year	2,56,483	10.00	1,80,313	10.00
c) Forfeited during the year	1,35,098	10.00	71,151	10.00
d) Exercised during the year	1,33,084	10.00	89,572	41.68
e) Expired during the year	-	-	-	-
f) Outstanding at the end of the year	6,97,539	14.37	7,09,238	14.30
g) Exercisable at the end of the year	6,97,539	14.37	7,09,238	14.30
h) Remaining contractual life (no. of days)		1,187		838

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	29-07-2020	29-07-2020	30-07-2020	04-02-2020	01-02-2020
	RSU (i)	RSU (ii)	RSU (iii)	RSU (iv)	RSU (v)
Share price at grant date	292.35	292.35	288.90	404.15	378.25
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	20.94%	20.94%	21.03%	31.49%	29.09%
Expected life / Option Life (weighted-average)	2.00	2.92	4.92	2.00	2.25
Expected dividends yield	0.55%	0.55%	0.55%	0.44%	0.44%
Risk-free interest rate (based on government bonds)	4.07%	4.65%	5.16%	5.85%	5.88%

Particulars/Grant Date	04-11-2019	04-11-2019	04-11-2019	04-11-2019	04-11-2019
	RSU (vi)	RSU (vii)	RSU (viii)	RSU (ix)	RSU (x)
Share price at grant date	378.25	378.25	378.25	378.25	378.25
Exercise price	10.00	10.00	10.00	10.00	10.00
Expected volatility (weighted-average)	29.09%	29.09%	29.09%	29.09%	29.09%
Expected life / Option Life (weighted-average)	3.70	2.00	2.65	2.00	2.70
Expected dividends yield	0.44%	0.44%	0.44%	0.44%	0.44%
Risk-free interest rate (based on government bonds)	6.25%	5.83%	5.95%	5.83%	5.96%



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

Particulars/Grant Date	04-11-2019	01-11-2018	01-11-2018	01-11-2018	01-11-2018	10-07-2017
	RSU (xi)	RSU (xii)	RSU (xiii)	RSU (xiv)	RSU (xv)	Option 6 (xvi)
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, 2021	Year ended 31st March, 2020
a) Interest expense on financial instruments designated at amortised cost	4.22	3.60
b) Interest expense on lease liability	15.87	14.03
Total	20.09	17.63

NOTE NO. 27 - OTHER EXPENSES

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
a) Rent including lease rentals	2.08	4.73
b) Legal and Other professional costs	20.74	21.63
c) Hire and service charges	1.62	1.14
d) Travelling and Conveyance expense	6.13	13.26
e) Provision for expected credit loss on trade and other receivables	1.62	2.04
f) Provision for doubtful advance	0.10	0.57
g) Power and Fuel	0.69	1.75
h) Expenditure on Corporate Social Responsibility (CSR)	2.17	2.05
i) Advertisement	0.98	0.98
j) Net loss on sale of property, plant and equipments	0.46	0.21
k) Repairs and Maintenance:	6.59	4.35
i) Buildings	0.17	-
ii) Machinery	0.73	0.51
iii) Others	5.69	3.84
l) Auditors remuneration and out-of-pocket expense	0.37	0.34
i) As Auditors	0.35	0.32
ii) For Other services & Reimbursement of expenses	0.02	0.02
m) Other Expenses	25.19	19.00
i) Miscellaneous expense	21.54	17.29
ii) Loss arising on derecognition of financial assets- Bad debts/advances written off	3.65	1.71
Total	68.74	72.05

Note:
Expenditure incurred on Corporate Social Responsibility(CSR) under section 135 of the Companies Act, 2013 ₹ 2.17 crores (2020: ₹ 2.05 crores).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

NOTE NO. 28 - EXCEPTIONAL ITEMS

The Group classifies items of income and expense within profit or loss from ordinary activities as exceptional items when they are of such size, nature or incidence that their disclosure is relevant to explain the performance for the period.

Exceptional Items (net) recognised in profit or loss:

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Impairment loss on certain long term investments	2.75	-
Total	2.75	-

The Company has long-term investments in subsidiaries and joint venture which are measured at cost less impairment or at fair value through profit or loss. The management assesses the performance of these entities including the future projections and relevant economic and market conditions in which they operate to identify if there is any indicator of impairment in the carrying value of the investments. In case indicators of impairment exist, the impairment loss is measured by estimating the recoverable amounts based on the higher of (i) 'fair value less cost of disposal' determined using market price information, where available, and (ii) 'value-in-use' estimates determined using discounted cash flow projections, where available. The fair value less costs of disposal is determined using the market approach and is categorised as Level 3 – unobservable inputs for the asset or liability. The future cash flow projections are specific to the entity based on its business plan and may not be the same as those of market participants. The future cash flows consider key assumptions such as volume projections, margins, terminal growth rates, etc. with due consideration for the potential risks given the current economic environment in which the entity operates. The discount rates used are pre-tax rates based on weighted average cost of capital and reflects market's assessment of the risks specific to the asset as well as time value of money. The recoverable amount estimates are based on judgments, estimates, assumptions and market data as on reporting date and ignore subsequent changes in the economic and market conditions.

During the year ended 31st March 2021, the performance of Joint venture with the relevant economic and market indicator resulted indicator of impairment of investment. Accordingly, Company determined the recoverable value of the investment is lower than carrying value and recorded a provision of Impairment of ₹ 2.75 Cr. (31st March 31, 2020: Nil). The value- in- use calculation use discount rate at 18% and terminal growth rate at 3%.

NOTE NO. 29 - CURRENT TAX AND DEFERRED TAX
(a) Income Tax recognised in Profit & Loss

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
A. Current Tax:		
a) In respect of current year	12.12	25.09
b) In respect of prior years	(0.02)	(0.09)
Total	12.10	25.00
B. Deferred Tax:		
a) In respect of current year	(2.08)	0.74
b) In respect change in tax rate	-	-
Total	(2.08)	0.74
Total (A+B)	10.02	25.74

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

(b) Income tax recognised in Other Comprehensive Income

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include A. Current Tax, B. Deferred Tax, and Classification of income tax recognised in other comprehensive income.

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include Profit Before tax, Applicable Income tax rate, Expected Income tax expense, and Income tax expense recognised in profit or loss.

Notes:
#The tax rate used in reconciliations above is the corporate tax rate of 22% (plus surcharge and cess as applicable) on taxable profits under Income Tax Act, 1961.

NOTE NO. 30 - EARNINGS PER SHARE

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include A. Basic Earnings Per Share and B. Diluted Earnings Per Share.

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:

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include Profit for the year attributable to owners of the group, Profit for the year used in the calculation of basic earnings per share, Weighted average number of equity shares, and Earnings per share from continuing operations - Basic.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

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.

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include a) Profit for the year used in the calculation of basic earnings per share, b) Add: adjustments on account of dilutive potential equity shares, and Profit for the year used in the calculation of diluted earnings per share.

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:

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include a) Weighted average number of equity shares used in the calculation of Basic EPS, b) Add: Dilutive impact of potential equity shares on account of ESOPs and RSUs, Weighted average number of equity shares used in the calculation of Diluted EPS, and Earnings per share from continuing operations - Diluted.

NOTE NO. 31 - FINANCIAL INSTRUMENTS

i) Capital Management Policy

- a) The Group's capital management objectives are:
- to ensure the Group's ability to continue as a going concern.
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.
- b) For the purpose of Group's capital management, capital includes issued share capital, equity as well as preference, all other equity reserves and Borrowings. The Group monitors capital on the basis of the carrying amount of equity as presented on the face of the statement of financial position. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.
- c) The following table shows the components of capital:

Table with 3 columns: Particulars, As at 31st March, 2021, and As at 31st March, 2020. Rows include Equity, Borrowings, and Capital.

Note:
The above capital management disclosures are based on the information provided internally to key management personnel.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

ii) Categories of financial assets and financial liabilities

Particulars	As at 31st March, 2021			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Trade Receivables	-			-
b) Other Financial Assets	34.50	-	-	34.50
Total	34.50	-	-	34.50
B. Current Assets				
a) Investments	-	55.07	-	55.07
b) Trade Receivables	485.60	-	-	485.60
c) Cash and Bank Balances	197.77	-	-	197.77
d) Loans	-	-	-	-
e) Other Financial Assets	354.17	-	-	354.17
Total	1,037.54	55.07	-	1,092.61
C. Non-current Liabilities				
a) Borrowings	0.90	-	-	0.90
b) Lease Liabilities	179.52	-	-	179.52
Total	180.42	-	-	180.42
D. Current Liabilities				
a) Borrowings	25.53	-	-	25.53
b) Lease Liabilities	60.77	-	-	60.77
c) Trade Payables	766.08	-	-	766.08
d) Other Financial Liabilities	17.65	-	-	17.65
Total	870.03	-	-	870.03

Particulars	As at 31st March, 2020			
	Amortised Costs	FVTPL	FVOCI	Total
A. Non-current Assets				
a) Trade Receivables	-	-	-	-
b) Other Financial Assets	36.37	-	-	36.37
Total	36.37	-	-	36.37
B. Current Assets				
a) Investments	-	-	-	-
b) Trade Receivables	535.63	-	-	535.63
c) Cash and Bank Balances	99.53	-	-	99.53
d) Loans	15.00	-	-	15.00
d) Other Financial Assets	233.86	-	-	233.86
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

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

a) Credit risk management

Trade receivables and deposits

- (i)

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties. The Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. Credit exposure is controlled by counterparty credit period which is monitored through an approved policy.
- (ii)

Trade receivables consist of a large number of customers, spread across diverse industries and places across India.
- (iii)

Apart from one large customer of the Group, the Group does not have significant credit risk exposure to any single customer. Concentration of credit risk related to a single Group did not exceed 15% of trade receivables at the end of the year.
- (iv)

The Group's applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. The Group's has computed expected credit losses based on a provision matrix which uses historical credit loss experience of the Group's and individual receivable specific provision where applicable.
- (v)

There is no change in estimation techniques or significant assumptions during the reporting year.
- (vi)

The loss allowance for trade receivables using expected credit loss for different ageing periods is as follows:

Particulars	As at 31st March, 2021			
	Not due	Less than 6 months past due	More than 6 months past due	Total
a) Gross carrying amount	235.42	200.12	68.71	504.25
b) Loss allowance provision	3.15	1.59	13.91	18.65

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

(vii) Reconciliation of loss allowance provision for Trade Receivables

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
a) Balance as at beginning of the year	17.03	14.99
b) Impairment losses recognised in the year based on lifetime expected credit losses		
- On receivables originated in the year	7.49	4.19
- Other receivables	0.96	0.02
c) Impairment losses reversed / written back	(6.83)	(2.17)
d) Balance at end of the year	18.65	17.03

- (viii)

During the year, the Group has written off ₹ 3.46 crores (Previous year ₹ 1.63 crores) of trade receivables and 0.14cr (Previous year ₹ NIL) deposits given. These trade receivables and deposits are not subject to enforcement activity.

Investment in Mutual Funds

The Group has ₹ 55.07 crores investments as at 31st March, 2021 (NIL as at 31st March, 2020) in growth oriented mutual funds which have not been impaired till date.

Cash and Cash equivalents

As at 31st March, 2021, the Group holds cash and cash equivalents of ₹ 197.23 crores (As at 31st March, 2020 ₹ 99.53 crores). The cash and cash equivalents are held with banks with good credit rating.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
A) Non-derivative financial liabilities				
Year ended 31 st March, 2021				
a) Trade Payables	766.08	-	-	-
b) Borrowings	28.29	0.90	-	-
c) Lease Liabilities	78.12	113.31	51.14	55.87
d) Security Deposits	1.23	-	-	-
e) Other Financial liabilities	13.66	-	-	-
Total	887.38	114.21	51.14	55.87
Year ended 31 st March, 2020				
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

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	
	Year ended 31st March, 2021	Year ended 31st March, 2020
a) Secured Cash Credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	90.18	59.03
b) Unsecured Cash Credit facility		
(Includes working capital demand loan, Short term loan and overdraft)		
- Expiring within one year	150.00	-
c) Bank Guarantees*		
- Expiring within one year	3.44	1.95
- Expiring beyond one year	7.70	4.19
b) Unsecured Bank Overdraft facility		
- Expiring within one year	0.29	0.97

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

- (iv) Maturities of financial assets
- Table showing maturity profile of financial assets

Particulars	Less than 1 Year	1-3 Years	3 Years to 5 Years	5 years and above
Non-derivative financial assets				
Year ended 31 st March, 2021				
a) Trade Receivables	485.60			
b) Security Deposits	14.44	15.33	5.35	7.61
c) Loan to related parties	-	-	-	-
d) Others	340.50	9.22	-	-
Total	840.54	24.55	5.35	7.61
Year ended 31 st March, 2020				
a) Trade Receivables	535.63	-	-	-
b) Security Deposits	11.53	17.78	4.36	1.84
c) Loan to related parties	15.00	-	-	-
d) Others	223.12	13.34	-	-
Total	785.28	31.12	4.36	1.84

The above table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

c) Market Risk Management

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors.

There has been no significant changes to the Group's exposure to market risk or the methods in which they are managed or measured.

Currency Risk

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Group's exposure to currency risk relates primarily to the Group's operating activities when transactions are denominated in a different currency from the Group's functional currency.

The Unhedged & carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting year are as follows:

Particulars	Currency	Absolute amount	
		Year ended 31st March, 2021	Year ended 31st March, 2020
Trade Receivables	USD	8,95,345	6,52,169
	EUR	7,947	2,402
	CAD	31	-
	SGD	3,447	3,447
	GBP	103	1,542
	HKD	7,486	7,486
Trade Payables	USD	41,26,635	25,75,706
	HKD	12,18,632	13,45,425
	EUR	3,12,480	2,38,511
	GBP	51,211	1,76,763
	SGD	5,642	8,726
	CAD	51,824	2,234
	CHF	4,103	-



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

Particulars	Currency	Absolute amount	
		Year ended 31st March, 2021	Year ended 31st March, 2020
	AUD	8,911	-
	DKK	9,955	-
	JPY	75,680	1,56,058
	NZD	1,061	-
	SEK	16,655	16,655

The following tables demonstrate the sensitivity to a reasonably possible change in major currencies' exchange rates, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material.

	Currency	Change in rate	Effect on profit before tax	Effect on pre-tax equity
Year ended 31 st March, 2021				
	USD	+10%	2.36	2.36
	USD	-10%	(2.36)	(2.36)
	HKD	+10%	0.11	0.11
	HKD	-10%	(0.11)	(0.11)
	EUR	+10%	0.26	0.26
	EUR	-10%	(0.26)	(0.26)
Year ended 31 st March, 2020	GBP	+10%	0.05	0.05
	GBP	-10%	(0.05)	(0.05)
	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)

Interest Risk

The following tables demonstrate the sensitivity to a reasonably possible change in interest rates, with all other variables held constant.

Particulars	Name of borrowing	Type of Interest	Rate of interest	Loan amount outstanding	Increase in Base Rate (p.a.)	Sensitivity Impact on P&L (pre-tax)	Decrease in Base Rate (p.a.)	Sensitivity Impact on P&L (pre-tax)
Year ended 31 st March, 2021	Cash Credit	Floating	7.93%	17.82	1.00%	(0.18)	1.00%	0.18
Year ended 31 st March, 2021	Bank Overdraft	Floating	7.25%	7.71	1.00%	(0.08)	1.00%	0.08
Year ended 31 st March, 2020	Cash Credit	Floating	7.93%	20.97	1.00%	(0.21)	1.00%	0.21
Year ended 31 st March, 2020	Bank Overdraft	Floating	8.75%	6.03	1.00%	(0.06)	1.00%	0.06

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE NO. 32 - FAIR VALUE MEASUREMENT

a) Fair Valuation Techniques and Inputs used - recurring items

Financial assets/ Financial liabilities measured at Fair value	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value and sensitivity
	As at 31st March, 2021	As at 31st March, 2020				
A) Financial assets						
Investments						
Mutual fund investments	55.07	-	Level 1	Quoted Market Prices	NA	NA
Total financial assets	55.07	-				

As at the reporting date, the Group does not have any financial liability measured at fair values

b) Fair value of financial assets and financial liabilities that are measured at amortised cost:

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	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
ii) Trade receivables	485.60	485.60	535.63	535.63
iii) Deposits given	38.95	38.95	33.77	33.77
iv) Cash and cash equivalents	197.77	197.77	99.53	99.53
v) Bank Balances other than (iv) above	-	-	-	-
vi) Others	349.72	349.72	236.46	236.46
Total	1,072.04	1,072.04	920.39	920.39
B) Financial liabilities				
Financial liabilities held at Amortised cost				
i) Borrowings	29.19	29.05	35.89	35.42
ii) Lease Liabilities	240.29	240.29	165.41	165.41
iii) Deposits received	1.23	1.23	3.57	3.57
iv) Trade and other payables	766.08	766.08	617.17	617.17
v) Other financial liabilities	13.66	13.66	7.04	7.04
Total	1,050.45	1,050.31	829.08	828.61

NOTE NO. 33 - 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.
- The Segmental Disclosures are as follows:-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

Year ended 31st March, 2021

Particulars	₹ in Crores				
	SCM	Enterprise Mobility Services	Total Segments	Eliminations	Total
Revenue					
I. External customers	3,144.64	119.08	3,263.72	-	3,263.72
II. Inter segment Revenue	-	-	-	-	-
Total revenue	3,144.64	119.08	3,263.72	-	3,263.72
Results					
Segment Result	237.15	3.07	240.22	-	240.22
Less:					
Finance Cost					(20.09)
Unallocated corporate income net of unallocated expenses					(180.93)
Profit before tax					39.20
Income Taxes					(10.02)
Profit after tax					29.18
Other Information					
Segment Assets	1,259.50	65.84	1,325.34	-	1,325.34
Unallocated Corporate Assets	-	-	-	-	353.33
Total Assets	1,259.50	65.84	1,325.34	-	1,678.67
Segment Liabilities	981.46	18.37	999.83	-	999.83
Unallocated Corporate Liabilities	-	-	-	-	108.01
Total Liabilities	981.46	18.37	999.83	-	1,107.84
Capital Expenditure	62.44	0.89	63.33	-	63.33
Depreciation and Amortisation expenses	76.49	3.84	80.33	-	80.33

Year ended 31st March, 2020

Particulars	₹ in Crores				
	SCM	Enterprise Mobility Services	Total Segments	Eliminations	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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

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, 2021	Year ended 31st March, 2020
Revenue from external customers		
India	3,253.22	3,463.74
Outside India	10.50	7.40
Total revenue per statement of profit or loss	3,263.72	3,471.14

(vi) Segment assets

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
India	1,318.70	1,134.96
Outside India	6.64	5.06
Total	1,325.34	1,140.02

(vii) Capital expenditure

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
India	63.33	62.41
Outside India	-	-
Total	63.33	62.41

(vii) Revenue from major products and services:-

The following is an analysis of the Group's revenue from continuing operations from its major products and services:

Particulars	₹ in Crores	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Transportation	2,489.73	2,495.94
Warehousing & other related activities	654.91	574.91
Enterprise Mobility Services	119.08	367.61
Total	3,263.72	3,438.46

The revenues of the Group from holding company and group of customers under common control of the holding company amounts to around 49.15% (Previous year: 51.03%) of its total revenues during the year ended 31st March, 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

NOTE NO. 34 - 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 crore by adjusting retained earnings of ₹ 5.07 crore (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 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 recognised in the Balance Sheet as at 1st April, 2019:

Table with 2 columns: Particulars, ₹ in Crores. Rows include A. Operating lease commitments disclosure as per Ind AS 17 as at 31st March, 2019 (56.06), B. Present value using incremental borrowing rate as at 1st April, 2019 (88.58), and Lease liabilities recognised as at 1st April, 2019 (121.71).

Following are the changes in the carrying value of right of use assets:

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Balance as at 1st April, Impact of adoption of Ind AS 116, Additions, Disposals, Amortisation expense for the year, and Balance as at 31st March (208.64 vs 133.82).

The following is the movement in lease liabilities:

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Lease liabilities recognised at 1st April, Additions, Finance cost accrued during the period, Deletions, Modifications/other adjustments, Payment of lease liabilities, and Balance as at 31st March (240.29 vs 165.41).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

The following is the break-up of current and non-current lease liabilities:

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Non-current lease liabilities, Current lease liabilities, and Total (240.29 vs 165.41).

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Table with 3 columns: Particulars, 2021, 2020. Rows include Less than one year, One to Three years, Three to five years, More than five years, and Total undiscounted lease liabilities at Balance sheet date (298.44 vs 194.69).

Rental expense recorded for short-term leases was ₹ 44.26 crore (previous year 38.56 for the year ended 31st March, 2021)

The following is the movement in the net investment in sublease of ROU asset:

Table with 3 columns: Particulars, Year ended 31st March, 2021, Year ended 31st March, 2020. Rows include Net investment in sublease in ROU recognised at 1st April, Additions, Finance Income on net investment in sublease in ROU, Deletions, Rental Income on net investment in sublease in ROU, and Balance as at 31st March (18.75 vs 20.47).

The table below provides details regarding the contractual maturities of net investment in sublease of ROU asset on an undiscounted basis:

Table with 3 columns: Particulars, 2021, 2020. Rows include Less than one year, One to Three years, Three to five years, More than five years, and Total (25.01 vs 28.36).

Impact of adoption of Ind AS 116 on retained earnings:

Table with 2 columns: Particulars, ₹ in Crores. Rows include Reclassification of operating lease under Ind AS 17 'Leases' to right-of-use assets (5.07) and Impact on retained earnings as at 1st April, 2019 (5.07).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

Impact of adoption of Ind AS 116 on the statement of profit and loss:

Table with 2 columns: Particulars, ₹ in Crores. Rows include Finance Income on Net investment in Lease, Upfront notional gain on sub-lease arrangement, Rental Income on Sub-Lease, Interest on lease liabilities, Depreciation of Right-of-use assets, Unrealised gain on reversal of ROU, Payment of lease liabilities, and Impact of Ind AS 116 (on profit and loss before Tax).

Leases not yet commenced to which Company Group is committed amounts to ₹ 1.13 crores for a lease term up to 3 years.

NOTE NO. 35 - EMPLOYEE BENEFITS

a) Defined Contribution Plan

The Group's contribution to Provident Fund, superannuation Fund and other funds aggregating ₹ 13.22 crores (2020: ₹ 15.25 crores) has been recognised in the Statement of Profit or Loss under the head Employee Benefits Expense.

b) Defined Benefit Plans:

Gratuity

a) The Group operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Group scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Group makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

(b) Though its defined benefit plans the Group is exposed to a number of risks, the most significant of which are detailed below:

(i) Asset volatility

The plan liabilities are calculated using a discount rate set with references to government bond yields; if plan assets under perform compared to the government bonds discount rate, this will create or increase a deficit. The funds of the defined benefit plans are held with LIC.

As the plans mature, the Group intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

(ii) Change in bond yields

A decrease in government bond yields will increase plan liabilities.

(iii) Inflation risk

Defined benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although, caps on the level of inflationary increases are in place to protect the plan against extreme inflation).

(iv) Life expectancy

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the Group's defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

(c) Significant Actuarial Assumptions:

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Table with 5 columns: Particulars, Funded Plan - Gratuity (As at 31st March, 2021, As at 31st March, 2020), Unfunded Plan - Gratuity (As at 31st March, 2021, As at 31st March, 2020). Rows include Discount rate(s), Expected rate(s) of salary increase, and Average Longevity.

(d) Defined benefit plans - as per actuarial valuation

Table with 5 columns: Particulars, Funded Plan - Gratuity (As at 31st March, 2021, As at 31st March, 2020), Unfunded Plan - Gratuity (As at 31st March, 2021, As at 31st March, 2020). Rows include Amounts recognised in comprehensive income, Components of defined benefit costs, and Net Asset/(Liability) recognised in the Balance Sheet.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

Particulars	Funded Plan - Gratuity		Unfunded Plan - Gratuity	
	As at 31st Ma-rch, 2021	As at 31st March, 2020	As at 31st March, 2021	As at 31st March, 2020
c) Transfer	-	0.01	-	-
d) Expenses Recognised in Profit and Loss Account				
- Current Service Cost	3.49	4.16	0.20	0.15
- Past Service Cost	-	-	-	-
- Interest Expense (Income)	1.34	1.22	0.03	0.02
e) Recognised in Other Comprehensive Income				
Remeasurement gains / (losses)				
i. Demographic Assumptions	-	-	-	-
ii. Financial Assumptions	0.87	(1.07)	0.01	0.05
iii. Experience Adjustments	(1.00)	0.77	0.01	(0.03)
f) Benefit payments	(3.85)	(1.23)	(0.15)	(0.01)
g) Present value of defined benefit obligation at the end of the year	21.22	20.37	0.66	0.53
IV. Change in fair value of assets during the year ended 31 st March				
i) Fair value of plan assets at the beginning of the year	16.41	13.00	-	-
ii) Expenses Recognised in Profit and Loss Account				
- Expected return on plan assets	1.08	0.96	-	-
iii) Recognised in Other Comprehensive Income				
Remeasurement gains / (losses)	-	-	-	-
- Actual Return on plan assets in excess of the expected return	(0.04)	0.16	-	-
iv) Contributions by employer (including benefit payments recoverable)	3.96	3.52	-	-
v) Benefit payments	(3.85)	(1.23)	-	-
vi) Fair value of plan assets at the end of the year	17.56	16.41	-	-
V. The Major categories of plan assets				
- Insurance Funds	17.56	16.41	-	-
VI. Actuarial assumptions				
a) Discount rate	6.40%	6.60%	6.35%-6.40%	6.55% to 6.60%
b) Expected rate of return on plan assets	6.40%	6.60%		
c) Attrition rate	12.00%	9.00%	11% to 12.00%	0% to 12.00%

e) The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Principal assumption	Changes in assumption	Impact on defined benefit obligation			
		As at 31st March, 2021		As at 31st March, 2020	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
a) Discount rate	1.00%	20.33	23.56	19.44	22.51
b) Salary growth rate	1.00%	23.48	20.35	22.47	19.44
c) Rate of employee turnover	1.00%	21.63	22.08	20.69	21.08

- i) The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.
- ii) The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous year.
- iii) The weighted average duration of the defined benefit obligation as at 31st March, 2021 is 7 years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

- f) Plan Assets
- The fair value of Group's plan asset of Funded Gratuity Plan by category are as follows:

Particulars	As at 31st March, 2021	As at 31st March, 2020
₹ in Crores		
Asset category:		
Deposits with Insurance companies	17.56	16.41
Allocation	100%	100%

- g) Maturity profile of defined benefit obligation:
- The tables shown below include both discounted value as well as unwinding of interest.

Particulars	As at 31st March, 2021	As at 31st March, 2020
₹ in Crores		
Within 1 year	2.33	2.25
1-2 years	2.43	2.28
2-3 years	2.64	2.74
3-4 years	2.35	2.24
4-5 years	2.30	2.15
5-10 years	9.68	9.33
More than 10 years	16.64	16.58

h). Experience Adjustments:

Particulars	As at 31st March, 2021	As at 31st March, 2020	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2017
1. Defined Benefit Obligation	(21.88)	(20.90)	(16.86)	(14.00)	(9.75)
2. Fair value of plan assets	17.56	16.41	13.00	9.87	6.67
3. Surplus/(Deficit)	(4.32)	(4.49)	(3.86)	(4.13)	(3.08)
4. Experience adjustment on plan liabilities [(Gain)/Loss]	(0.99)	0.74	0.07	1.49	0.16
5. Experience adjustment on plan assets [Gain/(Loss)]	(0.04)	0.16	0.05	0.22	0.03

- i) The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.
- j) The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- k) The current service cost and the net interest expense for the year are included in the employee benefits expense in profit or loss of the expense for the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

NOTE 36 - RELATED PARTY TRANSACTIONS

- i) List of Related Parties:
- a) Holding Company:
- Mahindra & Mahindra Limited
- b) Other parties with whom transactions have taken place during the year:
- (i) Joint Venture
- 1 Transtech Logistics Private Limited
- (ii) Fellow Subsidiaries
- 1 Mahindra Integrated Business Solutions Private Limited
- 2 Mahindra Rural Housing Finance Limited
- 3 Mahindra EPC Irrigation Limited
- 4 Mahindra Auto Steel Private Limited
- 5 Mahindra Defence Systems Limited
- 6 Mahindra Engineering and Chemical Products Limited
- 7 Mahindra Susten Private Limited
- 8 Gromax Agri Equipment Limited
- 9 Mahindra Holidays & Resorts India Limited
- 10 Mahindra Intertrade Limited
- 11 Mahindra MSTC Recycling Private Limited
- 12 Mahindra Heavy Engines Limited
- 13 Mahindra Electric Mobility Limited
- 14 Mahindra Retail Limited
- 15 Mahindra Steel Service Centre Limited
- 16 Mahindra Two Wheelers Limited
- 17 Mahindra Greenyard Private Limited
- 18 Mahindra Vehicle Manufacturers Limited
- 19 NBS International Limited
- 20 Mahindra Marine Private Limited
- 21 Meru Mobility Tech Private Limited
- (iii) Other Related Parties
- a) Joint Venture of Holding Company
- 1 Classic Legends Private Limited
- 2 Mahindra Tsubaki Conveyor Systems Private Limited
- 3 Mahindra World City (Jaipur) Limited
- b) Associate of Holding Company
- 1 Brainbees Solutions Private Limited
- 2 Tech Mahindra Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31st March, 2021

- c) Subsidiary of Associate of Holding Company
- 1 Mahindra CIE Automotive Limited
- d) Subsidiary of Joint Venture of Holding Company
- 1 Mahindra Industrial Park Chennai Limited
- e) Associates of Fellow subsidiaries
- 1 Medwell Ventures Private Limited
- d) Key management Personnel:
- 1 Rampraveen Swaminathan (w.e.f. 1st Oct 2019)

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	31/03/2021	1.16	-	-	-
	31/03/2020	1.28	0.06	-	-
b) Rendering of services	31/03/2021	1,454.28	120.03	29.28	
	31/03/2020	1,568.85	121.61	72.81	-
c) Receiving of services	31/03/2021	2.09	3.37	0.27	1.13
	31/03/2020	2.51	0.33	0.01	1.19
d) Reimbursements made to parties	31/03/2021	11.56	0.01		
	31/03/2020	9.39	0.01	-	-
e) Reimbursements received from parties	31/03/2021	-	-	-	-
	31/03/2020	0.03	0.06	-	-
f) Sale of property and other assets	31/03/2021	-	-	-	-
	31/03/2020	0.49			
g) Loans/Deposits given (Received back)	31/03/2021	-	(15.00)	-	-
	31/03/2020	-	-	-	-
h) Interest Income on inter-corporate deposits	31/03/2021		0.52		
	31/03/2020	-	1.15	-	-
i) Bad & doubtful debts recognised in respect of dues from related parties	31/03/2021	-	-	-	-
	31/03/2020	0.25	-	-	-
Balances Outstanding with Related Parties					
a) Trade payables	31/03/2021	13.01	0.15	0.07	
	31/03/2020	5.62	0.05	-	-
b) Trade receivables	31/03/2021	101.72	19.77	4.49	
	31/03/2020	111.97	12.60	12.93	-
c) Other receivables	31/03/2021				
	31/03/2020	-	0.54	-	-
d) Inter Corporate Deposits outstanding	31/03/2021				
	31/03/2020	-	15.00	-	-
e) Provision of bad & doubtful debts related to amount due from related parties	31/03/2021	2.29	0.03	0.29	
	31/03/2020	0.12	0.07	0.19	-

Note:-

- 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

iii) Compensation of key managerial personnel

The remuneration key managerial personnel during the year was as follows:

Table with 3 columns: Particulars, Year ended 31st March, 2021, and Year ended 31st March, 2020. Rows include Short-term employee benefits and Issue of ESOPs during the year.

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:

Table with 6 columns: Particulars, Year, Holding Company, Fellow Subsidiary, Other related parties, and Joint Venture. Rows are categorized into a) Purchase of PPE and other assets, b) Rendering of services, and c) Receiving of services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

Table with 6 columns: Particulars, Year, Holding Company, Fellow Subsidiary, Other related parties, and Joint Venture. Rows include Transtech Logistics Pvt Ltd, Reimbursements made to parties, Reimbursements received from parties, Sale of Property and other assets, Loans/ Deposits Given / (Received back), Interest Income on inter-corporate deposits, and Bad & doubtful debts recognised in respect of dues from related parties.

v) Disclosure required under section 186(4) of the Companies Act, 2013 for Loans given

Table with 3 columns: Name, Year ended 31st March, 2021, and Year ended 31st March, 2020. Row includes Mahindra Rural Housing Finance Limited.

Above inter corporate loans have been given for general business purposes for meeting their working capital requirements @7.20%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

NOTE NO. 37 - CONTINGENT LIABILITIES

Table with 3 columns: Particulars, As at 31st March, 2021, and As at 31st March, 2020. Rows include Contingent liabilities (to the extent not provided for), Claims against the Group not acknowledged as debt, VAT, Service Tax, and Other matters.

Note

- i) The Group does not expect any payout in respect of the above contingent liability.
- ii) 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. 38 - 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:

Table with 5 columns: Name of the Subsidiary, Principal Activity, Place of Incorporation and Place of Operation, Proportion of Ownership Interest and Voting power held by the Group, and Quoted (Y/N). Rows include Lords Freight (India) Private Limited and 2 X 2 Logistics Private Limited.

(b) Details of Non-Wholly Owned Subsidiaries that have material Non Controlling Interest

Table with 4 columns: Name of the Subsidiary, Place of Incorporation and Place of Operation, Proportion of Ownership Interest and voting rights held by non controlling interests, and As at 31st March, 2020. Rows include Lords Freight (India) Private Limited and 2 X 2 Logistics Private Limited.

Table with 5 columns: Name of the Subsidiary, Profit / (Loss) allocated to non controlling interest, Accumulated non Controlling Interest, As at 31st March, 2021, and As at 31st March, 2020. Rows include Lords Freight (India) Private Limited and 2 X 2 Logistics Private Limited.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31st March, 2021

(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.

Table with 5 columns: Particulars, Lords Freight (India) Private Limited, 2 X 2 Logistics Private Limited, As at 31st March, 2021, and As at 31st March, 2020. Rows include Current Assets, Non Current Assets, Current Liabilities, Non Current Liabilities, Equity Interest Attributable to the owners, Non Controlling Interest, Revenue, Expenses, Profit / (Loss) for the year, Other Comprehensive Income, and Net Cash Flow.

Additional Information as required by Schedule III to the Companies Act, 2013:

Table with 8 columns: Name of Entity in the Group, Net Assets, Share in profit or loss, Share in other comprehensive income, Share in total comprehensive income, As % of consolidated net assets, As % of consolidated profit & loss, and As % of consolidated other comprehensive income. Rows include Parent, Mahindra Logistics Limited, Subsidiaries, Indian, a) LORDS Freight (India) Private Limited, b) 2 X 2 Logistics Private Limited, Minority Interests in all Subsidiaries, and TOTAL.

NOTE NO. 39

Previous year numbers are regrouped / reclassified wherever necessary.

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

PART A: SUBSIDIARIES

		(₹ in crores)	
Sl. No.	Particulars	Subsidiary 1	Subsidiary 2
1.	Name of the subsidiary	2 X 2 Logistics Private Limited	LORDS Freight (India) Private Limited
2.	The date since when subsidiary was acquired (dd/mm/yyyy)	22/10/2012	07/08/2014
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable
4.	Reporting currency	INR	INR
5.	Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable
6.	Share capital	9.01	2.36
7.	Reserves & surplus	-2.54	13.78
8.	Total assets	27.30	94.65
9.	Total Liabilities	20.83	78.51
10.	Investments	Nil	Nil
11.	Total Turnover	36.51	297.53
12.	Profit/(loss) before taxation	(3.64)	8.94
13.	Provision for taxation	(1.01)	2.39
14.	Profit / (loss) after taxation	(2.63)	6.55
15.	Proposed Dividend	Nil	Nil
16.	Extent of shareholding (in percentage)	55.00%	99.05%

Notes:

- Names of subsidiaries which are yet to commence operations: Not Applicable;
- Names of subsidiaries which have been liquidated or sold during the year: Not Applicable;
- Reporting period for both subsidiaries is 1st April, 2020 to 31st March, 2021

PART B: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

(₹ in crores)	
Sl. No	Joint Venture
1.	Name of associates/Joint Ventures
	Transtech Logistics Private Limited
2.	Latest audited Balance Sheet Date
	31st March, 2021
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
	(0.39)
ii.	Not Considered in Consolidation
	(0.59)

- 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

Anish Shah
Chairman
DIN: 02719429

Rampraveen Swaminathan
Managing Director & CEO
DIN: 01300682

Yogesh Patel
Chief Financial Officer

Brijbala Batwal
Company Secretary

Place: Mumbai
Date: 29th April,2021



Mahindra Logistics Limited

Mahindra Tower,
P. K. Kurne chowk,
Worli Mumbai - 400018
Maharashtra, INDIA